

THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF SYSTON BOWLING CLUB**

1. The Company's name is **Syston Bowling Club**

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

- (i) To carry on all or any of the activities of bowling club proprietors, promoters, producers, organisers and conductors of associated recreational and entertainment facilities and social intercourse and enterprises of every description.
- (ii) To develop and provide a programme of sporting, recreational and educational activities relevant to the interests of the registered membership
- (iii) To provide facilities for and to promote the sport of green bowling to all sections of the local community

In furtherance of the above objects but not further or otherwise the Company shall have power:

- (a) to extend, increase and disseminate knowledge of and facilitate the exchange of information and ideas in regard to all questions connected with the sport of bowling as controlled by Bowls England, the national governing body for the sport
- (b) to print and publish journals, newspapers, periodicals, books, leaflets or other literature for the purposes of distributing information and advancing the objectives of the Company and of keeping Members and others informed on subjects connected with the sport of bowling and related subjects
- (c) to establish a library and other information bureau for the use of Members and others and in connection therewith to loan, acquire, sell or exchange articles, books, works, manuscripts, films, recordings and other related materials
- (d) to organise independently or to assist and co-operate with educational and other authorities, institutions and bodies in the conduct of lectures or courses of instruction in any matter connected with the sport of bowling
- (e) to hold, arrange and attend conferences, meetings, exhibitions, shows, displays, lectures and discussions associated directly or indirectly with the sport of bowling
- (f) to carry on any other trade or business whatever which can in the opinion of the Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
- (g) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (h) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (i) to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (j) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights

- of the Company.
- (k) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
 - (l) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
 - (m) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
 - (n) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
 - (o) to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
 - (p) to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
 - (q) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
 - (r) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
 - (s) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
 - (t) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company

- (u) purchasing the same.
 - (u) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
 - (v) to remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
 - (w) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
 - (x) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.
 - (y) to procure the Company to be registered or recognised in any part of the world.
 - (z) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
 - (aa) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company provided that nothing herein shall prevent any payment in good faith by the Company:
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - (b) of interest on money lent by any Member of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of the National Westminster Bank plc or 3% whichever is the greater
 - (c) of reasonable and proper rent for premises demised or let by any Member of the Company ;
 - (d) to any of its Directors of reasonable out-of-pocket expenses
 - (e) of reasonable and proper rent for premises demised or let by any Member of the Company or its Directors
 - (f) of fees remuneration or other benefit in money's worth to a company of which a Director of the Company shall hold more than 1/100th part of the capital of the company.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding

up, and for the adjustment of the rights of the contributors among themselves.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if end so far as effect cannot be given to such provision, then to some other charitable or not-for-profit object.

oooOOOooo

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association :

FULL NAME AND TITLE (CAPS): COLIN GRIMES
Private address: 8 Quenby Crescent
SYSTON
Leicester LE7 2BW

Signature:

FULL NAME AND TITLE (CAPS): KATHRYN LESLEY WILLIAMS
Private address: 78 Barkby Road
SYSTON
Leicester LE7 2AH

Signature:

FULL NAME AND TITLE (CAPS): ROY NORMAN HILL
Private address: 31 George Toon Court
SYSTON
Leicester LE7 1ZQ

Signature

SIGNATURES WITNESSED BY

FULL NAME AND TITLE (CAPS):
Private address:
Signature:
Date:

**THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SYSTON BOWLING CLUB**

PRELIMINARY

1. (a) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context.

Words	Meanings
the Act	Companies Act, 1985 including any statutory modification or re-enactment for the time being in force
the Club	Syston Bowling Club
the Board	the elected Board of Directors for the time being of the Club
Member	the meaning as defined in Articles 5, 6 and 10
month	calendar month
the Office	the Registered Office of the Club for the time being
these presents	the Articles of Association of the Club from time to time in force
regulations	regulations of the Club for the time being in force
the Secretary	the Company Secretary or the official of the Club having that status for the time being
United Kingdom	Great Britain and Northern Ireland
in writing	written, printed or other modes of reproducing words in visible form
year	calendar year

- (b) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender.

PURPOSE

2. The Club is established for the purposes expressed in the Memorandum and Articles of Association for the time being in force.

MEMBERSHIP

3. The number of members with which the Club proposes to be registered is unlimited.
4. The Board of the Club may make such rules, bylaws and provisions for regulating admission to and removal from membership as may from time to time be deemed by them to be appropriate.
5. The subscribers to the Memorandum and Articles of Association of the Club are the first Members of the Club. In addition, any persons who at the time of incorporation of the Club were members of the original Club may be admitted as Members of the Club in the appropriate grade.
6. The Board may admit to any approved grade of membership such other persons who make application in form and manner prescribed by the Board and who, in the view of the Board are eligible in accordance with regulations for the time being in force.
7. The decision of the Board not to admit any applicant to any grade of membership shall be final and the Board shall not be bound to give any reason for its refusal.
8. No Member shall be entitled to any privileges other than those which these presents attach to the specific grade of membership of the Club to which he has been admitted.
9. The rights and privileges of every Member shall be personal to himself and not be transmissible by his own act or by operation of law and shall cease on death.
10. Notwithstanding any rights conferred by these presents, for the purposes of the Act and of the Memorandum of Association, Members in all grades (if any) shall be regarded as members within

the meaning of that expression contained in Section 22 of the Act.

Obligations of membership

11. Every member of whatever category shall be bound to further to the best of his ability the objects, interests and influence of the Club and shall observe all regulations of the Club made pursuant to the powers in that behalf hereinafter contained and shall not abuse his connection with the Club to further his own business interests.
12. Every member shall observe the provisions of Clause 6 of the Memorandum of Association and comply with the undertaking therein contained if and when called upon so to do.

THE BOARD OF DIRECTORS

13. The Club will be governed by a Board of Directors the members of which for the purposes of the Act shall be the Directors of the Company.
14. Unless otherwise determined by a Resolution passed by Members in General Meeting the Board shall consist of not more than nine (9) Members.
15. The first members of the Board shall be the first subscribers to the Memorandum and Articles of Association .
16. The Board may from time to time appoint any Member of the Club who is eligible to act under the provisions of these Articles as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum number of nine (9) is not thereby exceeded. Any Member so appointed shall retain office only until the next Annual General Meeting but shall then be eligible for re-election.
17. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than three (3), it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Election and retirement of members of the Board

18. At every Annual General Meeting the Members present shall elect, by ballot, a Chairman, a Secretary and a Treasurer together with other Directors up to the maximum number permitted by these presents to hold office until the next Annual General Meeting.
19. At each Annual General Meeting of the Club all members of the Board shall retire with the option of offering himself for re-election.
20. No Member shall be eligible for election to the Board or to any office conferring ex-officio membership of the Board at any General Meeting unless he is duly qualified to act in accordance with these presents and with electoral arrangements determined by the Board.
21. Any person elected or appointed as a member of the Board in accordance with these Articles shall take office immediately after the conclusion of the meeting at which his election or appointment is confirmed.
22. All bona fide acts carried out by any officer of the Club or by any meeting of the Board or any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such officer or member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be such officer or member of the Board.

Powers and duties of the Board

23. The Board may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised and done by the Club, and as are not by Statute or by these presents, required to be exercised or done by the Club in General Meeting, subject nevertheless to these Articles, to the provision of statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Club in General Meeting but no regulation made by the Club in General Meeting shall invalidate any prior act of the Club which would have been valid if such regulation had not been made.
24. The Board may pay all such expenses of and preliminary and incidental to the promotion,

- formation, establishment and registration of the Club as they may think fit and no monies of the Club shall be expended by any officer or servant of the Club, other than such expenditure as may be necessary for the ordinary day-to-day administration of the Club, Section, Group or other subsidiary section of the Club set up in accordance with the provisions of these Articles, unless the same shall have been previously approved by the Board. A copy of the Resolution of the Board shall be conclusive evidence in favour of the person or persons making the payment that the Resolution was duly passed.
25. The Board may from time to time, and at any time by power of attorney appoint, any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorneys of the Club for such purposes within or outside of the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may determine. All acts and proceedings of any such companies, firms or persons shall be fully reported back to the Board as soon as possible.
 26. The Board may exercise all powers of the Club to borrow money, and to mortgage or charge its undertakings and property, or any part thereof in such manner as they deem desirable as security for any debt, liability or obligation of the Club, and may invest or cause to be invested any surplus monies of the Club on its behalf.
 27. The Board may invest any monies available for investment belonging to the Club from time to time in any investment which it may, in its absolute discretion, determine on behalf of the Club and may vary such investments from time to time with like discretion on such behalf, subject always nevertheless to the provisions of the Memorandum of Association .

Proceedings of the Board

28. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, three (3) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
29. A meeting of the Board at which a quorum is present shall be competent to exercise all the
29. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Club for the time being vested in the Board.
30. On the request of any four members of the Board, the Secretary shall at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from his usual address shall not be entitled to notice of the meeting other than by notice served at his registered address as recorded in the Register of Members
31. The Chairman of the Club will normally preside as Chairman at all meetings of the Board.
32. In the absence of the Chairman at any meeting of the Board, or in the presence of a Chairman who is unwilling to preside, the members of the Board present shall choose one of their number to be Chairman for the purpose of that meeting.

Rules and Bylaws

33. Unless determined otherwise by these presents the Board may from time make such Rules and Bylaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing it may by such Rules and Bylaws regulate:
 - (a) The admission and classification of members of the Club and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated.
 - (b) The amount of entrance fee (if any), and annual subscriptions payable by members of the Club in all classes,
 - (c) The nomination and method of election and appointment of the Board, officers and servants of the Club and the duties of those officers and servants.

- (d) The proceedings of the General Meetings of the Club, so far as the same are not regulated by the Act or these presents and the presentation of reports and papers to the meetings and the publication thereof and of reports of the transactions and the proceedings of the Club.
- (e) The investments to be made of the funds of the Club.
- (f) The constitution and supervision of Sections, Groups or other subsidiary sections of the Club formed in accordance with the Memorandum of Association and these presents, the delegation of such powers and duties as may be considered expedient to enable such Sections, Groups or other subsidiary sections of the Club to carry on the affairs of the Club for which it is responsible within the area of its jurisdiction.
- (g) The summoning of meetings of the Board
- (h) The proceedings of the Board so far as it might be necessary to regulate and control such proceedings.
- (i) The appointment and duties of sub-committees of the Board.
- (j) The appointment of Directors for the management, control and dissolution of any wholly owned company established by the Club .
- (k) The conduct of members of the Club in relation to one another and to the Club's servants.
- (l) The setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes.
- (m) All other matters which consistently with these presents may be made the subject of regulations or may by these presents be left to be prescribed by regulations, provided always that no regulation shall be inconsistent with any of the provisions of the Memorandum of Association or these presents otherwise it shall be deemed invalid if and in so far as it amounts to an alteration of any of these provisions.

Delegation of Board duties and responsibilities

- 34.** The Board may delegate any of their powers to committees consisting of such Members as they think fit, and any committee so formed shall in the execution of the powers so delegated confirm to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be inconsistent with any regulations made by the Board.

Disqualification and removal of members of the Board

- 35.** The office of a member of the Board shall be vacated:
- (a) If a receiving order is made against him or if he makes any arrangement or composition with his creditors.
 - (b) If he is found to be suffering from a "mental disorder" within that meaning in the Mental Health Act.
 - (c) If he ceases to qualify as a Member of the Club.
 - (d) If by notice in writing to the Club he resigns his office.
 - (e) If he ceases to hold office by reason of any provision of the Act or he becomes prohibited by law from being a director.
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 and 304 of the Act.
- 36.** In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Board may by special resolution remove any officer or member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another duly qualified member in his stead; but any person so appointed shall retain his office so long only as the officer or member in whose place he is appointed would have held the same if he had not been removed.

GENERAL MEETINGS

- 37.** The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in

- the notice calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the end of the preceding Annual General Meeting. The first Annual General Meeting of the Club shall be held within eighteen months of the date of incorporation of the Club in accordance with Section 366(2) of the Act.
38. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
 39. The Board may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened by not less than ten (10) Members of the Club (or such number of Members representing not less than 10% of the total voting rights of the Club should the number of members fall below 100) delivering to the Secretary the necessary written requisition as required by Section 368(2) of the Act.
 40. Twenty-one (21) days' notice in writing at least of every Annual General Meeting and every other General Meeting whether convened to pass a special resolution or not (exclusive in every case of the day in which the notice is served and of the day for which it is given) specifying the place, the day and the hour of the meeting and the general nature of the business to be discussed. Notice shall be given to all persons including the auditors as are under these presents or under the Act entitled to receive such notice from the Club .
 41. Fifty-six (56) days' preliminary notice in writing at least of every Annual General Meeting shall be given in manner hereinafter provided to such persons as are under these presents entitled to receive notice from the Club. Each notice shall specify the place, the day of the meeting, the number of vacancies on the Board to be filled at such meetings and a date not less than 35 days prior to the date of the meeting by which nominations of candidates for election must have been received.
 42. The accidental omission to give notice of a meeting to or the non receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or other proceedings at any meeting.

Proceedings at General Meetings

43. All business shall be deemed special that is transacted at an Extraordinary General Meeting as shall all that is transacted at an Annual General Meeting with the exception of the report of the Board for the year, the consideration of the income and expenditure account and balance sheet and the report of the auditors, the election of Members of the Board and the appointment of auditors.
44. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten (10) Members personally present shall be a quorum.
45. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved. In any other case it shall stand adjourned for at least fourteen (14) days at the same time and place or at any other time and place that the Board may determine. If at any such adjourned meeting a quorum is not present within half-an-hour, those Members present shall be a quorum.
46. The Chairman or, in his absence, such member of the Board as the Members present shall elect, shall preside as Chairman at every General Meeting. But if the Chairman shall not be present within 15 minutes of the time appointed for holding the same or, if present, shall be unwilling to preside, the Members present shall choose a Member of the Club who is present to preside.
47. The Chairman of the meeting may, with consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than such business that would have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as that of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
48. Every entry in the Minute Book of the proceedings of General Meetings purporting to be entered and signed according to the Act or these Articles shall in the absence of proof to the contrary be deemed to be a correct record and an original proceeding of the Club.

Voting

49. At any General Meeting, a Resolution put to the vote of the meeting shall normally be decided by simple majority on a show of hands, unless a ballot is demanded by the Chairman, or by a majority of Members present and voting. A declaration by the Chairman of the meeting that a Resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that Resolution.
50. Every Member shall be entitled to one vote on a show of hands or in a ballot. Members of other classes may attend any General Meeting but have no rights to vote thereat on a show of hands or in a ballot.
51. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
52. No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered and every vote not disallowed at such meeting shall be deemed valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.
53. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote personally on any question.
54. Votes must be given personally by Members in attendance at the meeting. There shall be no requirement to make provision for voting by proxy.

MINUTES

55. The Board shall cause proper Minutes to be made of all decisions and appointments made by them and of the proceedings of all their meetings and the committees set up by them and all business transacted at such meetings, and any such minutes of such meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. The Secretary shall cause the Minutes of every meeting of the Board to be available for inspection at its next meeting.
56. A resolution in writing signed by all the members for the time being of the Board or of any committee appointed by them who are to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

EMPLOYMENT OF REMUNERATED OFFICERS

57. Subject to Section 10(5) and 13(5) of the Act, a Secretary may be appointed by the Board for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall be applied and observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary, if there be no Secretary, or Secretary capable of acting.
58. The Board shall have power to appoint and dismiss an Executive Officer and such other officers as they may in their absolute discretion consider necessary for the administration of the Club upon such terms (subject to Clause 4 of the Memorandum of Association) as it shall think fit.

ACCOUNTS

59. The Board shall cause accounting records to be kept in accordance with Section 221 and 222 and 223 of the Act.
60. The accounting records shall be kept at the Office, or, subject to Sections 221 and 222 of the Act, at such other place or places as the Board thinks fit and shall always be open to inspection by the members of the Board.
61. The Board shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Club or any of them shall be open to inspection of members not being members of the Board and no member not being a member of the Board shall have any rights of inspecting any account of books or document of

- the Club except as conferred by statute or authorised by the Board or by the Club in General Meeting.
- 62.** The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and printed and to be laid before the Club in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the appropriate Sections of the Act.
- 63.** A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General meeting together with a copy of the Auditors' report and the report of the Board, shall not less than twenty one (21) days before the date of the meeting be sent to every member of the Club, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Board is not aware.
- 64.** Auditors shall be appointed and their duties regulated in accordance with the Act.
- 65.** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments valued in excess of £100 shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by two (2) members of the Board. Any such instrument with a value below £100 may carry the signature of a single member of the Board.

NOTICES

- 66.** A notice may be served by the Club upon any Member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.
- 67.** Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted as prepaid letter and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the mailing system as a pre-paid letter.

INDEMNITY OF OFFICERS

- 68.** (a) Every member of the Board or other officer or Auditor of the Company shall be indemnified out of the assets of the Club against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of his office or in relation thereto. But this Article shall only have the effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The members of the Board shall have power to purchase and maintain for any member of the Board, officer or Auditor of the Club insurance against any such liability as is referred to in Section 310(1) of the Act.

DISSOLUTION

- 69.** Clause 7 of the Memorandum of Association of the Club relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these presents.

oooOOOooo

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association :

FULL NAME AND TITLE (CAPS): COLIN GRIMES
Private address: 8 Quenby Crescent
SYSTON
Leicester LE7 2BW

Signature:

FULL NAME AND TITLE (CAPS): KATHRYN LESLEY WILLIAMS
Private address: 78 Barkby Road
SYSTON
Leicester LE7 2AH

Signature:

FULL NAME AND TITLE (CAPS): ROY NORMAN HILL
Private address: 31 George Toon Court
SYSTON
Leicester LE7 1ZQ

Signature

SIGNATURES WITNESSED BY

FULL NAME AND TITLE (CAPS)
Private address:

Signature:

Date: