

**No. OF COMPANY 1515112  
THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.**

**MEMORANDUM and ARTICLES  
Of ASSOCIATION**

**B.J.C.**

**(INCORPORATED 1<sup>ST</sup> DAY of SEPTEMBER 1980)**

Note.

Extraordinary General Meeting held on the  
1<sup>st</sup> of March 1998.

It was agreed by a of vote in excess of a two third majority of the 34 members present that clause (f)

‘To undertake any other acts necessary to carry out or facilitate any of the any of the above objects, be altered with insertion of the words’, “including that of incorporation of subsidiary companies” the words to be inserted between the words ‘necessary and to’.

## **THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.**

# **MEMORANDUM OF ASSOCIATION OF**

## **B.J.C.**

(As altered by Special Resolution passed on the 7<sup>th</sup> day of July 1985)

1. The name of the Company is “B.J.C.”
2. The registered office of the Company shall be situate in England.
3. The objects for which the Company is established are: -
  - (a) To promote, propagate, encourage, apply and provide instruction and facilities for the practice of Judo, Kendo, Karate, Aikido and any other Japanese Marital Art (Budo) to the British Public throughout the United Kingdom.
  - (b) To encourage and stimulate interest in the KYU SHIN DO philosophy.
  - (c) To hold gradings, examinations, contests and demonstrations and instructional course for Budo or any other aspect thereof throughout the United Kingdom.
  - (d) To publish or have published, journals, circulars, papers, books or any other publication about Budo or any other aspect thereof that the Council desires.
  - (e) To procure and obtain the services of instructors in the Martial Arts for the benefit of the members.
  - (f) To undertake any other acts necessary, including that of incorporation of subsidiary companies, to carry out or facilitate any of the above objects.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers: -

- (g) To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (h) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise for the objects of the company.

- (i) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- (k) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets on the Company with a view to the furtherance of its objects.
- (l) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (m) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (n) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purpose of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as, is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (p) To do all things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (r) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that: -

- (a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

- (b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employees.
- (c) In case the Company shall take or hold any property subject to the jurisdiction of Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Headquarters Committee or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Headquarters Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Headquarters Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its object 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 or member of its Headquarters Committee for any service rendered to the Company.
- (b) Of interest on money lent by any member of the Company or of its Headquarters Committee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published lending rate of a clearing bank to be selected by the Headquarters Committee.
- (c) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Headquarters Committee or Governing Body.
- (d) Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Headquarters Committee or Governing Body may also be a members holding not more than 1/100<sup>th</sup> part of the capital of that company; and,
- (e) To any member of its Headquarters Committee of reasonable out-of-pocket expenses; and
- (f) The award in good faith of any prize to any competitor or entrant at a competition who may be a License Holder.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 contributories among themselves, such amounts as may be required not exceeding one pound.

7. Upon the winding up or cessation of trading of the Company, any residue of income upon satisfaction of the Company's debts and liabilities, shall be transferred to any body or organisation, with objects similar to these presents at the direction of the Headquarters Committee or to any such charitable organisation deemed fit.

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION OF

#### B.J.C

##### INTERPRETATION.

1. In these Articles: -

“the Act” means the Companies Act, 1985.

“the Headquarters Committee” means the Management Committee of the Company

“Licence Holder” means a person over the age of sixteen years who has applied to the Company for membership, and has been accepted in the in the manner prescribed in these presents and is the holder of a current licence issued by the Company and validated by a date stamp as to the date of issue or renewal

“member” means a Licence Holder over the age of sixteen years.

“the seal” means the common seal of the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photocopy, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

##### OBJECTS.

2. The Company is established for the objects expressed in the Memorandum of Association.

## LICENCE HOLDERS.

3. The number of Licence Holders of the Company may be varied from time to time by the Headquarters Committee.

## MEMBERS.

4. The subscribers to the Memorandum of Association and such other persons as the Headquarters Committee shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. Unless the members of the Headquarters Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 67, the Members of the Headquarters Committee may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than two,

6. No member may contemporaneously hold any Executive, Technical or Administrative office, or act in any Technical or Administrative position, for any other Budo Organisation, unless with the written approval of the Technical Committee.

## GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such a time and place, as the Headquarters Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Headquarters Committee and the Technical Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the Headquarters Committee on the requisition of the members pursuant to the provisions of Section 368 of the Act or on the requisition of any hundred of the members, for a date not later than eight weeks after the date of requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Headquarters Committee capable of acting to form a quorum, any member of the Headquarters Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Headquarters Committee.

## NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-eight days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by twenty-one days, notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special

business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted and an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Headquarters Committee and auditors, the election of the Treasurer the election of members of the Headquarters Committee in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

12. (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twelve members who are licence holders present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Headquarters Committee may determine and if at such adjourned meeting a quorum is not present within half-an-hour of the stated time, the members present shall be a quorum.

(b) Only Licence Holders shall be entitled to attend a General Meeting on production of a current licence.

13. The President, or his nominee appointed in writing shall preside a chairman at every General Meeting of the Company, or if he or his nominee shall not be present within fifteen minutes after the time appointed for the holding of the meeting the chairman of the Headquarters Committee shall preside as chairman, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Headquarters Committee present shall elect one of their number to be chairman of the meeting.

14. If at any meeting no member of the Headquarters Committee is willing to act as chairman or if no member of the Headquarters Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall chose one of their own number to be chairman of the meeting.

15. The chairman may, with the 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -

- (a) by the Chairman; or
- (b) by at least two members present in person; or
- (c) by any member present in person and representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands 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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

17. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

21. Each Licence Holder present at the meeting shall have one vote.

#### HEADQUARTERS COMMITTEE

22. Each Annual General Meeting shall elect a Management Committee in the manner prescribed in these presents, which shall be known as the Headquarters Committee.

23. The number of the members of the Headquarters Committee shall be not less than seven nor more than twelve including the President.

#### EXPENSES OF THE HEADQUARTERS COMMITTEE

24. The members of the Headquarters Committee shall be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Headquarters

Committee, or any Sub-Committee or General Meeting or on any business of the Headquarters Committee.

#### APPOINTMENT AND RETIREMENT OF MEMBERS OF THE HEADQUARTERS COMMITTEE

25. At every Annual General Meeting of the Company, all members of the Headquarters Committee shall retire from office.

26. A retiring member of the Headquarters Committee shall (subject to Article 29 of these Articles) be eligible for re-election.

27. Nominations for members of the Headquarters Committee will be effected by sending to the Company Secretary by the 30<sup>th</sup> day of April in each year the minutes of the Annual General Meeting of the nominating Area of the Company showing;

- (a) That the nomination of one or two persons have been democratically approved; and
- (b) That the approved nominations are recorded in the Minutes of the proceedings.

28. If nominations to the Headquarters Committee number less than seven, those persons so nominated will be deemed to be elected to that body, and nominations may be accepted by the chairman from the members present at the meeting to fill the remaining places.

29. The Company at the meeting at which a member of the Headquarters Committee retires in the manner aforesaid, may fill the vacancy by electing a duly nominated person thereto and in default the retiring member of the Headquarters Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such a meeting it is expressly resolved not to fill such a vacancy, or unless a resolution for the re-election of such a member of the Headquarters Committee shall have been put to the meeting and lost.

30. The company may by ordinary resolution, of which special notice has been given in accordance with the Section 379 of the Act, remove any member of the Headquarters Committee before expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such members of the Headquarters Committee.

31. The Company may by ordinary resolution appoint another person in place of a member of the Headquarters Committee removed from office under the immediately preceding Article. Without prejudice to Article 39 the Company in General Meeting may appoint any person to be a member of the Headquarters Committee either to fill a casual vacancy or as an additional member of the Headquarters Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Headquarters Committee on the day on which the member of the Headquarters Committee in whose place he is appointed was last elected a member of the Headquarters Committee, subject to the limit of the number of members detailed in Article 22.

#### BORROWING POWERS

32. The Headquarters Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and any other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

## POWERS AND DUTIES OF THE HEADQUARTERS COMMITTEE

33. The business of the Company shall be managed by the Headquarters Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

34. The Headquarters Committee shall amongst other items deemed necessary to be discussed, be responsible for: -

- (a) The inception, guidance, and analysis of all policies of the Headquarters Committee.
- (b) The appointment of all Headquarters paid staff.
- (c) The conduct of all the business of the Headquarters Committee, in accordance with these presents.
- (d) The dissemination of information to all Licence Holders.
- (e) The implementation of all technical matters authorised by the Technical Committee.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Company shall from time to time by resolution determine.

36. The Headquarters Committee shall have authority to co-opt persons to their body, in an advisory capacity, as deemed necessary. The person(s) co-opted shall have no voting right at meetings of the Headquarters Committee

37. Changes to membership of the Headquarters Committee will be notified to the membership, in such manner as the Headquarters Committee may prescribe.

## PROCEEDINGS OF THE HEADQUARTERS COMMITTEE

38. The Headquarters Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit, provided that they meet on a minimum of once in each quarter of a calendar year. A member of the Headquarters Committee may, and the secretary on the requisition of a member of the Headquarters Committee shall, at any time summon a meeting of the Headquarters Committee. It shall not be necessary to give notice of a meeting of the Headquarters Committee to any member of the Headquarters Committee for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of business of the Headquarters Committee shall be five.

40. The continuing members of the Headquarters Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed or pursuant to the Articles of the Company as the necessary quorum of members or member of the Headquarters Committee the continuing members or member of the Headquarters Committee may act for the purpose of increasing the numbers of the Headquarters Committee to that number, or of summoning a General Meeting of the Company, but for no other purpose.

41. At the first meeting of the Headquarters Committee following the Annual General Meeting, the Headquarters Committee shall elect from amongst their body, a chairman and a vice-chairman. At all meetings the chairman shall preside, in his absence the vice-chairman will preside. If none of the aforementioned is in attendance, or if they shall decline to take the chair, the Headquarters Committee shall choose one of their number to preside. Questions arising at any meeting shall be decided by a majority vote of the members present, in the case of an equality of votes; the Chairman shall have a second or casting vote.

42. The Headquarters Committee may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Headquarters Committee and shall report all acts and proceedings to the Headquarters Committee as soon as is reasonably practicable.

43. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for the holding of the meeting, the members present shall elect a chairman from among their number.

44. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority vote of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

45. All acts done by any meeting of the Headquarters Committee or of a committee of the Headquarters Committee, or by any person acting as a member of the Headquarters Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Headquarters Committee 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 and was qualified to be a member of the Headquarters Committee.

46. A member of the Headquarters Committee shall not vote in respect of any contract with the Company in which he is interested or any matter arising there out, and if he does so vote it shall not be counted.

#### THE TECHNICAL COMMITTEE

47. There shall be a Technical Committee of the Company, chaired and selected by the President. The Technical Committee shall be responsible for all matters of a Technical nature including: -

1. The furtherance of the standard of etiquette.
2. The assessment of the required standards for Grading.
3. The promotion of the necessary refereeing qualifications.

4. The maintenance of the standard of, and continued promotion of, the set forms of Judo Demonstration (Kata)
5. The education in the philosophy of Judo
6. The provision of coaching qualifications
7. The technical aspects of competition

#### THE PRESIDENT

48. There shall be a President of the Company, and the first President shall be the person holding office as President of the Company at the date of the adoption of these presents.

49. The President shall be the highest graded member of the Company, with the longest seniority in that rank, who is willing to serve as President, subject to Article 50 of these presents.

50. The President may be removed from office by a resolution approved by two-thirds of the Members of the Company in General Meeting of which not less than twenty-one days' notice, specifying the resolution, has been given.

51. On any resolution proposed to a General Meeting of the Company or any meeting of the Headquarters Committee or of the Technical Committee the President shall be entitled (except in respect of a resolution proposed pursuant to Article 50 above) to cast a number of votes equal to one greater than the total number of votes conferred upon other persons present and entitled to vote at such a meeting or in case of a poll the persons entitled to vote in such a poll.

#### VICE-PRESIDENT AND DEPUTY VICE-PRESIDENT

52. The President may appoint such persons as he shall deem qualified to the position of Vice-President and Deputy Vice-President who shall: -

- (a) Be nominated by the President to attend and to advise on his behalf at all meetings of the Headquarters Committee, but not to vote thereat.
- (b) Be nominated by the President to act on his behalf, with such powers as he deems necessary excepting as detailed in the previous paragraph.

#### DISQUALIFICATION OF MEMBERS OF THE HEADQUARTERS COMMITTEE

53. The office of member of the Headquarters Committee shall be vacated if the member: -

- (a) Becomes prohibited from being a member of the Headquarters Committee by virtue of any provision of the Act or by law; or
- (b) Resigns his office by notice in writing; or
- (c) Is directly or indirectly interested in any contract with the Company, and fails to declare an interest in the manner required by Section 317 of the Act.

## SECRETARY

54. The Secretary shall be appointed by the Headquarters Committee for such term, at such remuneration and upon such conditions as the Headquarters Committee may think fit; and any secretary may be removed by it: Provided always that no member of the Headquarters Committee may occupy the salaried position of secretary.

55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Headquarters Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Headquarters Committee and as, or in place of, the secretary.

## THE SEAL

56. The Headquarters Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Headquarters Committee or of a committee of the Headquarters Committee authorised by the Headquarters Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Headquarters Committee and shall be countersigned by the secretary or by a second member of the Headquarters Committee or by some other person appointed by the Headquarters Committee for the purpose.

## ACCOUNTS

57. The Company shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.

58. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 (1) and (2) of the Act at such other place or places as the Headquarters Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

59. The Headquarters Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Headquarters Committee, and no member (not being a member of the Headquarters Committee) shall have any right of inspecting any account book or document of the Company except as conferred by statute or authorised by the Headquarters Committee or by the Company in General Meeting.

60. The Headquarters Committee shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections and are appropriate to the Company.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors report, Headquarters Committee report, and treasurer's shall not less than twenty-eight days before the date of the meeting shall be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to any person who is not entitled to receive either personally or by post notice of General Meetings or to more than one of the joint holders of any debentures.

## AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## NOTICES

63. A notice may be given by the Company to any member, either personally, by post, to their registered address within the United Kingdom, or by any means deemed fit by the Headquarters Committee. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

64. Notice of every General Meeting shall be given in any manner herein before authorised to: -

- (a) Every member who is a Licence Holder and who has given to the Company notice in writing in a form approved by the Directors requesting that notice of every General Meeting be sent to him except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.
- (b) The Auditor of the Company.

No other person shall be entitled to receive notices of the General Meetings.

65. Notice of every General Meeting shall also be published in the Company's national newsletter (if any) and may also be given in any other manner as the Directors in their absolute discretion may decide.

## DISSOLUTION

66. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles.

## RULES OR BYE LAWS.

67. The Headquarters Committee may (subject to the approval of the Company in General Meeting) from time to time make such Rules and or Bye-Laws as they may deem necessary, expedient or convenient for the proper management of the Company and for the purposes prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye-Laws regulate: -

- (a) The admission and classification of members of the Company and the rights and privileges of such members, and the conditions of every membership and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions, and other fees or payments to be made by members and Member Clubs.
- (b) The conduct of members of the Company in relation to one another, and to servants of the Company.

- (c) The setting aside of the whole or any part or parts of the Companies premises at any particular time or times or for any particular purpose or purposes,
- (d) The procedure at General Meetings and Meetings of the Headquarters Committee and the Committees of the Company, insofar as such procedures is not regulated by these presents.
- (e) And generally all such matters as are commonly the subject matter of the Company Rules or Bye-Laws.

The Company in General Meeting shall have the power to alter or repeal the Rules of the Company and to make additions thereto and the Headquarters Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules and Bye-Laws, which so long as they be in force, shall be binding on all members of the Company. Provided nevertheless, so that no Rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association.