

Memorandum and Articles of Association

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF

BEDS HERTS AND CAMBS L R CLUB LIMITED

(Incorporated the 27th of May 2004)

1. The name of the Company is "Beds Herts and Cambs LR Club Limited".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) (i) To undertake and promote the operation of a Land Rover enthusiasts' Club, to encourage social intercourse between the Members of the Company, and to provide such social facilities for the members of the enthusiasts' Club as the Company may from time to time determine; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

(ii) To further interest in motoring, motor sport and caravanning and to promote and hold, either alone or jointly with any other association, club or persons, meetings, motor sport competitions and other motoring and non-motoring events and to offer, give or contribute towards prizes, medals and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.

(iii) To hire, lay out and maintain any lands or property necessary for the promotion and holding of such meetings, motor sport competitions and other events as the Company may organise and to buy, prepare, make, supply, sell and deal in all equipment and apparatus used in such meetings, competitions and events and all kinds of liquors, provisions and refreshments required or used by the Members of the Company or other persons frequenting such meetings, competitions and events.

(b) To carry on any other trade or business, whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

(g) 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.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, 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 the payment of any sums of money or the performance of any obligation by any company, firm or person in any manner.

(i) 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.

(j) 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.

(k) 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.

(l) 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.

(m) 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.

(n) 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.

(o) 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.

(p) To sell or otherwise dispose off 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 purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To employ such officers and servants at such remuneration and on such other terms and conditions as the Company may think fit and to remunerate any other person, firm or company rendering services to the Company by cash payment or otherwise as may be thought expedient.

(s) 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.

(t) To establish and support or aid in the establishment and support of any trusts, associations or institutions and 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.

(u) 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 of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; 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.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) 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.

(y) 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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether

incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £5.

6. 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 body or bodies 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 body or bodies to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a Member or Members of the Company) to be similarly determined.

We, the persons whose names addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS:

| <u>Names</u> | <u>Addresses</u> |
|---|--|
| Sgd C Argent COLIN ARGENT Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 16 Grange Rise, Codicote, Herts SG4 8YR 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd M Avogadri MARK AVOGADRI Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 28 Dacre Crescent, Kimpton, Herts SG4 8QJ 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd R J Beck RUSSELL JEFFERY BECK Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 12 Chaucer Drive, Biggleswade, Beds SG18 8QG 14 Smitherway, Bugrooke, Northampton NN7 3PT |

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|--|---|
| Sgd Russell Black RUSSELL BLACK | Apple Blossom Cottage, 8 Chapel Close, Goldington, Bedford MK41 0DR |
| Witness: sgd Carol Bullen CAROL BULLEN | 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd H Brown HAYLEY ANN BROWN | Colesden Lodge Cottage, Colesden, Bedford MK44 3DA |
| Witness: sgd Carol Bullen CAROL BULLEN | 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd R Brown RUSSELL EDWARD ARTHUR BROWN | Colesden Lodge Cottage, Colesden, Bedford MK44 3DA |
| Witness: sgd Carol Bullen CAROL BULLEN | 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd N D Campbell NEILL DIARMID CAMPBELL | Farm Corner, High Street, Abbotsley, St Neots, Cambs PE19 6UE |
| Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd G A Culpan GARY ANDREW CULPAN | 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd Allun Williams ALLUN DAVID LLEWELYN WILLIAMS | 8 London Road, Milton Ernest, Bedford, Beds MK44 1SD |
| Witness: sgd Carol Bullen CAROL BULLEN | 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd John Ralphs JOHN RUSSELL RALPHS | The Beeches, Dagnall Road, Dunstable, Beds, LU6 2LD |
| Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 14 Smitherway, Bugrooke, Northampton NN7 3PT |

Dated this 24th day of May 2004

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
BEDS HERTS AND CAMBS L R CLUB LIMITED

INTERPRETATION

- 1 In these Articles:-
- 1.1 "the Act" means the Companies Act, 1985 as amended by the Companies Act, 1989.
- 1.2 "The statute" means the Companies Acts 1985 to 1989 and every other Act for the time being in force concerning joint capital companies and affecting the company.
- 1.3 "The Club" means the above named Company.
- 1.4 "Month" means one calendar month.
- 1.5 "The office" means the registered office of the company in the United Kingdom.
- 1.6 "the Committee" means the Committee of Management for the time being of the Company.
- 1.7 "secretary" means any person appointed to perform the duties of the secretary of the Company.
- 1.8 "the United Kingdom" means Great Britain and Northern Ireland.
- 1.9 "In writing" means expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 1.10 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.

MEMBERS

- 2 The number of members with which the Company proposes to be registered is 350, but the directors may from time to time register an increase of members.
- 3 The subscribers to the Memorandum of Association and such other persons as the directors 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.
- 3.1 There shall be three classes of membership namely (i) Individual membership which shall be open to such persons as the Committee shall determine (ii) Family membership which shall be offered to partners and their dependants residing at the same address. Family membership cards shall be issued in the name of the family members other than the first on request to the Membership Secretary. (iii) Trade Membership which shall be

offered to a business wishing to be a member which shall entitle each trade member to nominate up to four members of their business or staff as corporate members but trade or corporate members shall not be eligible to vote at Annual or Extraordinary General meetings. (iv) Life membership shall be available in return for the payment of ten times the premium applicable to the membership class sought. The qualifications of each class of members shall be such payment either annually or otherwise (including for life membership) as may be determined from time to time by vote of a general meeting of the Company. Every application for membership shall be made in writing at any time to the Membership Secretary.

- 3.2 Every application for admission to membership shall be framed in such terms as the Committee shall require and shall be accompanied by such sum as shall have been determined by the Company but no applicant shall become a member unless and until his or her application has been approved by the Committee. Any member shall continue his or her membership of the Company until:-
 - 3.2.1 By notice in writing addressed to the Secretary of the Company he or she resigns; or
 - 3.2.2 The Company by resolution resolves that he or she cease to be a member in accordance with the provisions of Articles 9, 10 and 11 hereof.
- 4 The provisions of Section 22 of the Act shall be observed by the Company, and 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 The Company is established for the purposes expressed in the Memorandum of Association.
- 6 The privileges of a member shall not be transferable, and shall cease on his or her death or dissolution, or on his or her failure in any year to pay his or her annual subscription on or before the due renewal date in that year.
- 7 No infant, idiot or lunatic, shall be registered as a full or associate member of the Company, nor shall two or more persons be registered as members of the Company in respect of any one payment or annual subscription except for "family members". If by any means the rights of full or associate membership become vested in any infant, idiot or lunatic, or any two or more persons jointly other than "family members" they shall be suspended until again vested in some one person under no disability.
- 8 Every member shall be bound to further to the best of his or her ability the objects, interest and influence of the Company, and shall observe all by-laws of the Company made pursuant to the powers in that behalf hereinafter contained and subject to the provisions of these Articles every member shall be entitled to all

the rights and be subject to all the duties of a member of the Company.

9 Any member who shall fail in observance of any of the Articles or by-laws of the Company (including the failure to pay any annual subscription or other sum due to the Company) or who shall in the opinion of the Committee have brought the Club into disrepute may be excluded from the Company by resolution of a majority of at least three-fifths of the members of the Committee present, and, voting at a special Committee meeting at which not less than five members thereof shall be present. Such member shall have seven clear days' written notice sent to him or her of the Committee meeting, and he or she may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Committee allows. A member excluded from the Company by such meeting, may within seven days next after notice of his or her exclusion appeal from the decision of the Committee to a special meeting of the Company which shall thereupon be convened by the Committee.

10 A majority of not less than three-fifths of the full members present at such last-mentioned special meeting shall have power to annul the expulsion, or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

11 A member so excluded shall forfeit all claim to a return of the money paid by him or her to the Company on his or her admission as a member thereof, or by way of annual subscription as the case may be, and shall cease to be a member of the Company.

GENERAL MEETINGS

12 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings 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 time and place as the directors shall appoint.

13 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

14 The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such 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 directors capable of acting to form a quorum, any director 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 directors.

SPECIAL GENERAL MEETINGS

- 15 A Special General Meeting may be convened by direction of the Directors, or on the requisition to the Secretary stating the business for which the Special General Meeting is required and signed by not less than twelve members. If the meeting so requisitioned be not convened within twenty-one days, the said twelve members may convene such a meeting.

NOTICE OF GENERAL MEETINGS

- 16 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one 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 fourteen 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 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:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified In this Article be deemed to have been duly called if it is so agreed:-

- 16.1 in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- 16.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
- 17 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

- 18 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 19 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, 25 members present in person or if less 25% of members present in person shall be a quorum.

- 20 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 directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
- 21 The chairman, if any, of the board of directors shall preside as chairman at every General Meeting of the Company, 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 directors present shall elect one of their number to be chairman of the meeting.
- 22 If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 23 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.
- 24 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:-
- 24.1 by the chairman; or
- 24.2 by at least two members present in person or by proxy; or
- 24.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the 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 and an entry to that effect in the book containing the minutes of 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.

- 25 Except as provided in Article 27, 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.
- 26 In the case of an 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 casting vote.
- 27 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.
- 28 Subject to the provisions of the Act 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.
- VOTES OF MEMBERS
- 29 Every member other than the chairman shall have one vote. In the event of an equality of votes the chairman will be entitled to vote in accordance with Article 26 hereof.
- 30 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his or her committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 31 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him or her to the Company have been paid.
- 32 On a poll votes may be given either personally or by proxy.
- 33 Proxy instruments:
- 33.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 33.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice

convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- 34 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“Beds Herts and Cambs L R Club Limited.

I/We of
in the County of being a member/members of
the above named Company, hereby appoint
of or failing
him or her of as my/our
proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the
Company to be held on the day of
and at any adjournment thereof.

Signed this day of 2 .

- 35 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“Beds Herts and Cambs L R Club Limited.

I/We of in the
County of being a member/members of the above
named Company, hereby appoint
of or failing him
or her of as my/our
proxy to vote for me/us on my/our behalf at the (Annual or Extra-
ordinary, as the case may be) General Meeting of the Company
to be held on the day of and at
any adjournment thereof.

Signed this day of 2 .

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he or she

thinks fit.

*Strike out whichever is not desired

- 36 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 37 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 38 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

- 39 The directors of the club shall be appointed by the club Committee of Management, elected as herein provided. The number of directors shall not be less than three and no more than fifteen. The directors may from time to time elect a chairman who in case of equality of votes shall have a casting vote.
- 40 The first directors of the club shall be the persons named in statement delivered under Section 10 of the Act.
- 41 No director or officer of the club, other than the secretary, shall receive any remuneration for his or her services in the capacity of director or officer but nothing herein contained shall be deemed to prohibit the payment by the club of any sum to the secretary for clerical or other assistance.
- 42 There shall not be any age limit for directors.
- 43 The directors of the club shall exercise all such powers and do all such things as may be exercised or done by the club, save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the club in general meeting, and may act notwithstanding vacancies.

COMMITTEE OF MANAGEMENT

- 44 Until otherwise determined by a General Meeting the number of the members of the Committee inclusive of officers shall not be less than six or more than fifteen.
- 45 Ordinary meetings of the general membership of the Company shall take place once in every month.
- 46 The Committee may from time to time and at any time appoint any member of the Company as a member of the Committee either to fill a casual vacancy or by way of addition to the Committee provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he shall than be eligible for re-election.
- 47 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Committee.

POWERS OF THE COMMITTEE

- 48 The business of the Company shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations being not inconsistent with the aforesaid regulations or 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 Committee which would have been valid if such regulation had not been made.
- 49 The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

PRESIDENTS, PATRONS AND HONORARY MEMBERS

- 50 The Committee may also appoint from time to time any number of patrons or honorary members who shall hold office on such conditions and for such periods as the Committee shall determine. Furthermore these persons aforementioned shall agree, in writing, to accept liability as though they were full fee paying members of the Company.

The Committee may also appoint from time to time a Vice-President of the Company who shall hold office for a period of one year or for such longer period as the Committee shall decide from the date of his or her appointment upon such conditions as the Committee shall think fit.

The Committee may also appoint from time to time any number of Patrons and Honorary Members who shall hold office on such conditions and for such period as the Committee shall determine.

DISQUALIFICATION OF DIRECTORS AND MEMBERS OF THE COMMITTEE

51 The office of a director or a member of the Committee shall be vacated:

- 51.1 If he or she becomes unsound of mind;
- 51.2 If he or she ceases to be a member of the Company;
- 51.3 If by notice in writing to the Company he or she resigns his or her office;
- 51.4 If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
- 51.5 If he or she is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
- 51.6 If he or she ceases to be a member by virtue of any provision of the Act;
- 51.7 If he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner prescribed by Section 317 of the Act.

RETIREMENT OF DIRECTORS AND MEMBERS OF THE COMMITTEE

52 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year the directors, officers (other than the Secretary) and the members of the Committee for the time being shall retire from office. The directors, officers and members of the Committee shall be eligible for re-election at the same or any other General Meeting of the Club.

53 The Company shall at each Annual General Meeting when the directors, officers and members of the Committee retire in manner aforesaid, fill up the vacated offices by electing persons thereto in the following manner:

- 53.1 All Committee positions shall be advertised in the Company journal "FourPlay".
- 53.2 Any person wishing to stand for election to office shall have not less than twenty- one days to submit their nomination in writing to the Membership Secretary.

- 53.3 Nominations must be seconded by another full member of the Company, in writing, and forwarded to the Membership Secretary.
- 53.4 If more than one nomination is received for any position, a vote will take place at the next General or Annual General Meeting of the Company.
- 54 No person not being a director, officer or member of the Committee retiring at the meeting shall be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 55 The Company may from time to time in General Meeting increase or reduce the number of members of the Committee, and determine in what manner such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 56 In addition the Company may by Extraordinary Resolution remove any member of the Committee before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
- 57 **PROCEEDINGS OF THE COMMITTEE**
The Committee 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 five 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 shall have a second or casting vote.
- 58 A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 59 The Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold

office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their number to be Chairman of the meeting.

60 A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally.

61 The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Company as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

62 All acts bona fide done by any meeting of the Committee or of any sub-committee of the Company or by any person acting as a member of the Company shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 a member of the Committee.

63 The Committee shall cause proper minutes to be made of all appointments of officers made by the Company and of the proceedings of all meetings of the Company and of the Committee and of sub-committees of the Company and all business transacted at such meetings and any such minutes of any meeting 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.

64 A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Company who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

SECRETARY

65 Subject to Section 10(5) of the Act the secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

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

THE SEAL

67 The Company shall not have a seal unless the Directors resolve to have one.

ACCOUNTS

68 The directors shall cause accounting records to be kept in accordance with Part VII of the Act.

69 The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.

70 The directors 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 directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in General Meeting, or annually at the Annual General Meeting.

71 The directors shall from time to time in accordance with Sections 226 to 232 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.

72 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 auditor's report (if required by the Act), and directors' report, shall not less than twenty-one days before the date of the meeting 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 more than one of the joint holders of any debentures.

AUDIT AND ACCOUNTS

73 If the Company is required by the Act to file audited accounts auditors or an auditor shall be appointed and their duties regulated in accordance with Chapter V of Part XI of the Act but if audited accounts are not required to be filed the Committee shall appoint such person as the Committee deems appropriate (who may be a member of the Company but may not be a member of

the Committee) to verify and approve the annual accounts of the Company.

NOTICES

74 A notice may be given by the Company to any member either personally or by sending it by post to him or her or to his or her registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to the Company for the giving of notice to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four 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 post.

75 Notice of every general meeting shall be given 'in any manner hereinbefore authorised to:-

75.1 every member 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;

75.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting;

75.3 the auditor for the time being of the Company; and

75.4 each director.

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

RULES OR BY-LAWS

76 The Management Committee may from time to time make such Rules or By-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or By-laws regulate:-

76.1 The admission and classification of members of the Company, 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 and the entrance fees, subscriptions and other fees or payments to be made by members.

76.2 The conduct of members of the Company in relation to one another, and to the Company's servants.

- 76.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- 76.4 The procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these presents.
- 76.5 And, generally, all such matters as are commonly the subject matter of Company rules.
- 77 The Company in General Meeting shall have power to alter or repeal the Rules or By-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye-laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or By-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS:

| <u>Names</u> | <u>Addresses</u> |
|---|--|
| Sgd C Argent COLIN ARGENT Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 16 Grange Rise, Codicote, Herts SG4 8YR 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd M Avogadri MARK AVOGADRI Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 28 Dacre Crescent, Kimpton, Herts SG4 8QJ 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd R J Beck RUSSELL JEFFERY BECK Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 12 Chaucer Drive, Biggleswade, Beds SG18 8QG 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd Russell Black RUSSELL BLACK Witness: sgd Carol Bullen CAROL BULLEN | Apple Blossom Cottage, 8 Chapel Close, Goldington, Bedford MK41 0DR 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |

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|--|---|
| Sgd H Brown HAYLEY ANN BROWN Witness: sgd Carol Bullen CAROL BULLEN | Colesden Lodge Cottage, Colesden, Bedford MK44 3DA 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd R Brown RUSSELL EDWARD ARTHUR BROWN Witness: sgd Carol Bullen CAROL BULLEN | Colesden Lodge Cottage, Colesden, Bedford MK44 3DA 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF |
| Sgd N D Campbell NEILL DIARMID CAMPBELL Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | Farm Corner, High Street, Abbotsley, St Neots, Cambs PE19 6UE 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd G A Culpan GARY ANDREW CULPAN Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 14 Smitherway, Bugrooke, Northampton NN7 3PT 14 Smitherway, Bugrooke, Northampton NN7 3PT |
| Sgd Allun Williams ALLUN DAVID LLEWELYN WILLIAMS Witness: sgd Carol Bullen CAROL BULLEN Sgd John Ralphs JOHN RUSSELL RALPHS Witness: sgd Nita Halliwell NITA ELLEN HALLIWELL | 8 London Road, Milton Ernest, Bedford, Beds MK44 1SD 13 Snagge Court, Marston Moretaine, Bedford MK43 0LF The Beeches, Dagnall Road, Dunstable, Beds, LU6 2LD 14 Smitherway, Bugrooke, Northampton NN7 3PT |

Dated this 24th day of May 2004