

The UK Windsurfing Association

Memorandum and Articles Of Association

As amended by resolutions passed on 24 September 1982, 7 May 1983, 9 April 1999, 22 October 1999, 12 May 2001 and 14 April 2006

Company Number 1621800

Registered 15 March 1982

The Companies Acts, 1948 To 1981

Company Limited By Guarantee And Not Having A Share Capital

Memorandum Of Association

Of

The UK Windsurfing Association

1. The name of the Company (hereinafter called "the Association") is "The UK Windsurfing Association".
2. The Registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) To acquire all the assets liabilities and undertaking of the unincorporated body known as "The U.K. Boardsailing Association" and with a view thereto to enter into an agreement in the form of the draft already prepared and signed for the purpose of identification by the subscribers hereto and to carry such agreement into effect with or without modification.
 - (b) To promote the sport of windsurfing in all its branches.
 - (c) To protect, promote and represent the interests of windsurfers permanently or temporarily resident in the United Kingdom of Great Britain and Northern Ireland both at a national and an international level.
 - (d) To act as a class association for racing under International Yacht Racing Union Rules.
 - (e) To convene, arrange and hold regattas, races and competitions of all sorts, to create and stimulate interest in and publicise the sport of windsurfing, to convene, arrange and hold exhibitions, shows, displays, meetings, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others.
 - (f) To encourage and support the instruction and training of windsurfers and in particular training for national and international racing.
 - (g) To establish, maintain and conduct an association, society or club for persons interested in the sport of windsurfing and others, and to provide club houses,

meeting places and all other facilities which are or may be provided by an association, society or a club for its members or others.

- (h) To examine, study, investigate and consider and report on all matters affecting the sport of windsurfing and any persons interested therein or associated therewith and to collect and distribute information, statistics, opinion and reports thereon.
- (i) To support edit print produce publish and distribute and otherwise deal in magazines books and other means of communication.
- (j) To act as secretaries, managers and registrars and to provide services of any sort whatsoever for any association, society, club, committee, body or person interested in or associated with the sport of windsurfing.
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property, or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (m) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (n) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (o) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (p) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (q) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association.
- (r) Subject to Clause 4 of this Memorandum to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Association or its predecessor or to the dependants of any such persons and

also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Association and make payments to or towards the insurance of any such Persons as aforesaid and do any of the matters aforesaid.

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 the members of the Association. provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association.
 5. The liability of the members is limited.
 6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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, such amount as may be required not exceeding £1.
 7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

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.

Name, Addresses and Descriptions of Subscribers

Geoffrey Michael Turner
29 Munro Crescent
Millbank
Southampton

Computer Programmer

Christopher John Hamer
38 Ursula Street
London SW11

Solicitor

Dated the 4th day of February 1982

Witness to all the above signatures:

M A Richardson
13 Granfield Street
London SW11

Accountant

Articles of Association Of The UK Windsurfing Association

A Company Limited by Guarantee

As amended by resolutions passed on 24 September 1982, 7 May 1983, 9 April 1999, 22 October 1999 and 12 May 2001.

1. In these regulations –

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Association;

"the articles" means the articles of the company.

"the company" shall mean the Association

"board of directors" shall mean the Executive Committee

"director" shall mean a member of the Executive Committee

"region means an area of the United Kingdom so designated from time to time by the Executive Committee

"Regional Committee" means a committee comprised of Full or Family members of the Association from time to time approved by the Executive Committee as competent to elect a regional representative

"Regional Representative" means the representative of a region elected or appointed to the Executive Committee

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

"the seal" means the common seal of the company.

"secretary" means the secretary of the company or any other 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.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Members

2. The number of members with which the Association is registered is unlimited. There are five classes of membership:
 - (a) Full Membership - for which any individual permanently or temporarily resident in the United Kingdom shall be eligible.
 - (b) Family Membership - for which all members of one family unit are eligible provided children are under the age of 18 years or in full time education.
 - (c) Associate Membership - which is open to any body of persons whether corporate or incorporate which wishes to be closely involved in the Association's affairs.
 - (d) Affiliated Membership – which is open to any windsurfing club whose objects do not conflict with those of the Association.
 - (e) Honorary Membership - which is open to any individual at the discretion of the Executive Committee provided the total number of honorary members does not exceed 5% of the total membership.
3. The Executive Committee may in its discretion elect or reject any individual or body applying for membership.
4. Members shall pay such annual subscription as shall be agreed by the members at a general meeting.
5. A member shall not be entitled to any of the rights or privileges of membership whilst his, her or its subscription is in arrear.
6. The Executive Committee may in its discretion at any time cancel the membership of any Associate or Affiliated Member.
7. The Executive Committee may cancel the membership of any member whose subscription remains unpaid for more than three months after it shall have become due provided that it shall be in the discretion of the Executive Committee to reinstate such member as a member if the Executive Committee shall think fit.
8. Without prejudice to the provisions of paragraph 7 above if the conduct of any member is such as shall, in the opinion of the Executive Committee, be injurious to the character or interests of the Association or render him or it unfit to remain a member of the Association the Executive Committee may expel

such member and if the Executive Committee shall act under this Article the member shall be given at least 14 days' notice of the meeting at which such expulsion is considered and of the grounds on which his or its expulsion is sought and such member shall be entitled to submit, either orally or in writing, representations to that meeting.

9. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

General meetings

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

Notice of general meetings

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote there at; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors, if any.
13. 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

14. No business shall be transacted at any meeting unless a quorum is present. For Annual General meetings fifty members entitled to vote shall be a quorum. For Extraordinary General meetings twenty five members entitled to vote shall be a quorum.

15. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
16. The chair, if any, of the board of directors or in his or her absence some other director nominated by the directors shall preside as chair of the meeting, but if neither the chair nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chair and, if there is only one director present and willing to act, he or she shall be chair.
17. If no director is willing to act as chair, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
18. A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
19. The chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chair; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
21. Unless a poll is duly demanded a declaration by the chair 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
23. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of

the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
25. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of a result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
26. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
27. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting 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

28. Except where otherwise provided each full member shall have one vote and each family member two votes. Other classes of member have no votes. On a show of hands every member present in person shall have one vote. On a poll every member present in person or proxy shall have one vote and every family member two votes.
29. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in

due time shall be referred to the chair whose decision shall be final and conclusive.

31. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

"The U.K. Windsurfing Association"

I/We, _____, 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 in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 19_____, and at any adjournment thereof.

Signed on _____ 19_____."

33. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"The U.K. Windsurfing Association"

I/We, _____, 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 in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 19_____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed

this day of 19 ."

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may –
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to 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
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Executive committee

36. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
37. The directors shall include:

Chair
Treasurer
Secretary

Powers of directors

38. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the

directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

39. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of directors' powers

40. The directors may delegate any of their powers to any committee consisting of one or more directors. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Appointment and retirement of directors

41. At the annual general meeting the Chair, Treasurer, Secretary and one-third of the remaining directors will retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. If an officer who stands for re-election is not re-elected he or she will be eligible to stand for election to the Committee.
42. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
43. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
44. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless –
- (a) he or she is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
45. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are

entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him or her at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the company's register of directors.

46. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
47. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
48. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of directors

49. The office of a director shall be vacated if –
 - (a) he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director; or
 - (b) he or she becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he or she is, or may be, suffering from mental disorder and either –
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he or she resigns his office by notice to the company; or
 - (e) he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Directors' expenses

50. The directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

Proceedings of directors

51. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
52. The quorum for the transaction of the business of the directors shall be five.
53. The continuing directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
54. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and continued to be a director and had been entitled to vote.
55. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
56. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director.
57. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

58. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his or her ruling in relation to any director other than himself shall be final and conclusive.

Minutes

59. The directors shall cause minutes to be made in books kept for the purpose –
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

The Seal

60. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

Accounts

61. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

Notices

62. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 63.
- (i) Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or
 - (b) must be given using electronic communications.
 - (ii) The Association may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or

- (d) by giving it using electronic communications to the member's address.
 - (iii) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
64. A member present at any meeting of the company in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
65. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

66. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Name, Addresses and Descriptions of Subscribers

Geoffrey Michael Turner
29 Munro Crescent
Millbank
Southampton

Computer Programmer

Christopher John Hamer
38 Ursula Street
London SW11

Solicitor

Dated the 4th day of February 1982

Witness to all the above signatures:

M A Richardson
13 Granfield Street
London SW11

Accountant
