THE COMPANIES ACTS 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

**ROVER P5 CLUB LIMITED**

1. The Company’s name is “Rover P5 Club Limited”.
2. The Company’s registered office is to be situated in England and Wales.

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

(a) to promote for the benefit of its members and enthusiasts the enjoyment of the Rover Model P5 motor car of all capacities and designs (the Car or Cars) produced between 1958 and 1973;

(b) to encourage enthusiasm for the Car by the provision to existing members and enthusiasts of advice and assistance in the restoration and running of their Cars;

 (c) to attract new members and enthusiasts;

and that in the attainment of the said objects the Company shall be non-profit distributing, non-political and have no regard to the age, sex, sexual orientation, religion or religious beliefs of its members and enthusiasts.

In furtherance of the said objects but not otherwise the Company may:

(i) Bring together in conference representatives of other organisations and individuals with similar objects whether in this country or overseas.

(ii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses and other leisure-time activities.

(iii) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.

1. Procure to be written and print, publish, issue and circulate either gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further the said objects.

(v) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Company and make regulations for any property which may be so acquired.

(vi) Provide or arrange for the provision of spare parts, accessories, regalia, branded products, technical advice, inspection and valuation in respect of Cars of members and enthusiasts.

(vii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.

(viii) Raise funds and invite and receive contributions from any persons or persons whatsoever by way of subscriptions and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its primary objects.

(ix) Receive money on deposit or loan and borrow or raise money in such a manner as the Company shall think fit.

(x) Invest the moneys of the Company not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

(xi) Support any clubs, associations or institutions formed for all or any of the objects.

(xii) 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.

(xiii) 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.

(xiv) To provide indemnity insurance to cover the liability of the Committee of Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Committee of Management (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Committee of Management (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

(xv) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other institution, society or body with which this Company is to amalgamate.

(xvi) To affiliate to other organisations with similar objects.

(xvii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(xviii) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT 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 manner as allowed by law, having regard to such trusts.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to members of the Company.

(a) Nothing herein shall prevent any payment in good faith by the Company remunerating any member of the Committee of Management for services rendered provided that:

(i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;

(ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;

(iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the Company;

(iv) the other members are satisfied that the services rendered to the Company are of special value to the Company having regard to such member’s ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;

(v) the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the Committee of Management.

(b) Nothing herein shall prevent any payment in good faith by the Company:

(i) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Committee of Management) or for any services rendered to the Company;

(ii) of interest on money lent by any member of the Company or of its Committee of Management or Governing body at a reasonable and proper rate per annum not exceeding 1% less than the published base lending rate of a clearing bank to be selected by the Committee of Management or Governing Body;

1. of reasonable and proper rent for premises demised or let by any member of the Company or of its Committee of Management or Governing Body;

(iv) of fees, remuneration or other benefit in money not exceeding £5,000 or money’s worth to any company of which a member of the Committee of Management or Governing body may also be a member holding not more that 1/10th part of the capital of that company;

(v) to any member of its Committee of Management or Governing Body of reasonable out-of-pocket expenses;

(vi) of any premium in respect of any such indemnity insurance as is permitted by Clause 3 (xiv) of the Memorandum of Association of the Company; and,

(vii) of any premium in respect of indemnity insurance to cover its employees and voluntary servants from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company’s assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company’s debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

1. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions the constitutions of 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.

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Names and addresses of Subscribers

—————————————————————————————————————

James Michael Motherwell

83 Satchell Lane

Hamble-le-Rice

Southampton SO31 4HH

Dated: 23 August 2004

Witness to the above Signature:- Geoffrey Kenneth Hicks

 101a High Street

 Gosport

Hampshire PO12 1DS

 Chartered Accountant

THE COMPANIES ACTS 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

**ROVER P5 CLUB LIMITED**

# INTERPRETATION

1. In these Articles:-

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Committee" means the Committee of Management of the Company.

"the seal" means the common seal of the Company.

"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, photography, 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 or re-enactment thereof for the time being in force.

Words importing the singular include the plural and vice versa, words importing a gender include every gender and references to persons include bodies corporate and unincorporate.

The headings for the Clauses and Sub-Clauses and the ordering and presentation of the same are for convenience only and shall not affect the construction or interpretation of these presents.

# OBJECTS

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

# MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as are appointed to the Committee 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.

4. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 32, the members of the Committee may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 32) that after such retirement the number of members is not less than three. Persons who are removed or who retire from the Committee shall cease to be members of the Company.

5. The Company in its Rules and Bye-laws may allow individuals not being members of the Association under these presents, of eighteen years and over and living in area of benefit to be entitled to attend and vote at general meetings.

# GENERAL MEETINGS

6. 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 Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Committee 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 or, subject to such other regulations as may be provided in the Rules and Bye-laws for the time being in force, by any two members or twenty individuals entitled to attend and vote at general meetings of the Company.

## NOTICE OF GENERAL MEETINGS

8. 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:

No meeting of the Company may be called at shorter notice.

9. 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

10. 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 otherwise provided herein or in the Rules and Bye-laws, three members present in person or one-third of the membership, whichever shall be the greater 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 or any other persons entitled to attend and vote thereat as provided in the Rules and Bye-laws for the time being in force, shall be dissolved; in any other case it shall stand adjourned to the same day in two weeks later, at the same time and place, or to such other day and at such other time and place as the Committee may determine.

11. The chairman, if any, of the Committee 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 members of the Committee present shall elect one of their number to be chairman of the meeting.

12. If at any meeting no member of the Committee is willing to act as chairman or if no member of the Committee is present within fifteen minutes after the time appointed for holding the meeting, any other person present and entitled to vote thereat shall choose one of their number to be chairman of the meeting.

13. 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.

14. 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 by:­

(a) the chairman; or

(b) any two individuals entitled to vote and present in person.

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.

15. Except as provided in Article 17, 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.

16. 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 second or casting vote.

17. 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.

# VOTING RIGHTS AT GENERAL MEETINGS

18. Every member and any other person entitled to attend and vote at a meeting of the Company in accordance with the Rules and Bye-laws in force for the time being shall have one vote.

19. A member or any other person present of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental incapacity may not vote.

20. No member or other person may vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

# CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

21. Any body corporate or unincorporated association which is a member of the Company may by resolution of its Committee 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 body corporate or unincorporated association which he represents as that body corporate or unincorporated association could exercise if it were an individual member of the Company.

# COMMITTEE OF MANAGEMENT

22. The maximum number of the members of the Committee shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Committee shall be three.

23. The members of the Committee may be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Committee or any committee of the Committee or General Meetings of the Company or in connection with the business of the Company.

# BORROWING POWERS

24. The Committee may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable organisation or body subject to such consents as may be required by law.

# POWERS AND DUTIES OF THE COMMITTEE

25.(a) The business of the Company shall be managed by the 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 Committee which would have been valid if that regulation had not been made.

1. In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Committee shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

26. 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, by not less than two persons authorised by resolution of the Committee from time to time.

27. The Committee shall cause minutes to be made in books provided for the purpose:­

(a) of all appointments of officers made by the Committee;

(b) of the names of the members of the Committee present at each meeting of the Committee and of any committee of the Committee;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

# DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

1. The office of member of the Committee shall be vacated if the member:
2. becomes bankrupt or makes any arrangement or composition with his creditors generally; or,
3. becomes prohibited from being a member of the by reason of any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Committee; or,
4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or,
5. resigns his office by notice in writing to the Company; or,

(e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

29. A member of the Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

# RETIREMENT OF MEMBERS OF THE COMMITTEE FROM OFFICE

30. Every current member of the Central Committee of the Unincorporated Association shall become a director of the Company. Thereafter, at every annual general meeting of the Company, one-third of the directors, or if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office; but, if there is only one director he shall retire. The directors to retire by rotation shall be those who have been the longest in office since their last appointment or re-appointment, but as between persons who become or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. A retiring member of the Committee shall be eligible for re-election.

32. No person other than a member of the Committee retiring at the meeting shall unless recommended by the Committee be eligible for election to the office of member of the Committee at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

33. The Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Committee, either to fill a casual vacancy or as an addition to the existing members of the Committee, but so that the total number of members of the Committee shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Committee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

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

35. The Company may by ordinary resolution appoint another person in place of a member of the Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Committee under Article 33 the Company in General Meeting may appoint any person to be a member of the Committee either to fill a casual vacancy or as an additional member of the 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 Committee on the day on which the member of the Committee in whose place he is appointed was last elected a member of the Committee.

# PROCEEDINGS OF THE COMMITTEE

36. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Committee may, and the secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.

37. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be three or one-third of the number of members of the Committee for the time being whichever shall be the greater number.

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

39. The Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be chairman of the meeting.

40. The Committee may delegate any of their powers to committees consisting of such majority of 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 Committee and shall fully and promptly report all acts and proceedings to the Committee as soon as is reasonably practicable.

41. A sub-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 holding the same, the members present may choose one of their number to be chairman of the meeting.

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

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

44. A resolution in writing, signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

# SECRETARY

45. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it PROVIDED ALWAYS that no member of the Committee may occupy the salaried position of secretary.

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

# THE SEAL

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

# ACCOUNTS

48. The Committee shall cause accounting records to be kept in accordance with the provisions of the Act.

49. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

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

51. The 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 provisions.

52. 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 report of the auditors or reporting accountants (if any), and Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

# AUDITOR

53. If required by the Act or by decision of an Annual General Meeting of the Company auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

# NOTICES

54. A notice may be given by the Company to any member either personally or by sending it by post to him or to his 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 to the Company for the giving of notice to him. 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 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 post.

55. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(a) 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;

(b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;

(c) the auditors for the time being of the Company (if any); and,

(d) each member of the Committee.

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

# DISSOLUTION

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

# RULES OR BYE-LAWS

1. (a) The Committee may from time to time make such Rules or Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and, in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye-laws regulate:
2. The entrance fees, subscriptions and other fees or payments to be made by members.
3. The entrance fees, subscriptions and other fees or payments to be made by persons who are not members of the Company, their rights and privileges and the conditions and the terms on which they may resign or be removed.
4. The conduct of members of the Company and of other persons using the Centre in relation to one another, and to the Company’s servants.

(iv) The procedure at General Meetings and meetings of the Committee and sub-committees of the Committee in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye-laws and to make additions thereto and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company and other persons using or otherwise involved in the affairs of the Centre all such Rules or Bye- laws, which so long as they shall be in force, shall be binding on all members of the Company and all other persons using or otherwise involved in the affairs of the Centre. Provided, nevertheless, that no Rule or Bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

# INDEMNITY

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

(b) The members of the Committee shall have power to purchase and maintain for any member of the Committee such insurance as is permitted by Clause 3(xiv) of the Company's Memorandum of Association.

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Names and addresses of Subscribers

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James Michael Motherwell

83 Satchell Lane

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Dated: 23 August 2004

Witness to the above Signature:- Geoffrey Kenneth Hicks

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Hampshire PO12 1DS

 Chartered Accountant