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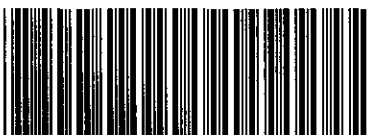
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4952689

The Registrar of Companies for England and Wales hereby certifies that
THE PARSONS GREEN SPORTS AND SOCIAL CLUB LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 4th November 2003



N04952689U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

The Parsons Green Sports and Social Club Limited

I, Stephen Avila

of Ocean House, Waterloo Lane, Chelmsford, Essex, CM1 1BD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~person named as director or secretary of the
company in the statement delivered to the Registrar under Section 86 of the
Companies Act 1985~~† and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Duffield Street, 71 Duke Street, Chelmsford.

Day Month Year

On

3 | 1 | 10 | 2 | 0 | 0 | 3

① Please print name.

before me ①

G. R. T. HARPUR

G. R. TRAVERS HARPUR
(DUFFIELD STREET)
71 DUKE STREET, CHELMSFORD
ESSEX CM1 1JU SOLICITOR

Signed

SA 2 w

Date

31.10.03

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Birkett Long

Ocean House, Waterloo Lane, CHELMSFORD, Essex, CM1 1BD

Tel 01245 453800

DX number 3394

DX exchange CHELMSFORD

When you have completed and signed the form please send it to the
Registrar of Companies at:

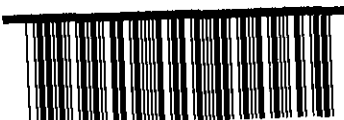
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A12
COMPANIES HOUSE

0117
04/11/03

Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

The Parsons Green Sports and Social Club Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Parsons Green Sports and Social Club Limited

Broom House Lane

Post town London

County / Region

Postcode SW6 3DP

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Birkett Long
Ocean House, Waterloo Lane, CHELMSFORD, Essex, CM1 1BD

Tel 01245 453800
DX number 3394 DX exchange CHELMSFORD

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A12 *ALYDXPRJ* 0118
COMPANIES HOUSE 04/11/03

Company Secretary (see notes 1-5)

Company name The Parsons Green Sports and Social Club Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) Birkett Long Secretaries Limited

Surname

Previous forename(s)

Previous surname(s)

Address ††

Essex House

42 Crouch Street

Post town Colchester

County / Region Essex

Postcode SW12 8RX

Country England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

B O FOR AND ON BEHALF OF

Date 31/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

Birkett Long Limited

NAME *Style / Title

*Honours etc

Forename(s) BIRKETT LONG DIRECTORS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

Essex House

42 Crouch Street

Post town Colchester

County / Region Essex

Postcode CO3 3HH

Country England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

See list attached to Form 10

I consent to act as director of the company named on page 1

Consent signature

B O FOR + ON BEHALF OF BIRKETT LONG DIRECTORS LTD

Date 31/10/03

BIRKETT LONG DIRECTORS LIMITED

Directorships

Present

Colchester Garrison Officers' Club Limited
Envirogeneration Limited
The Pullman Barge Company Limited
Sport 4 All Limited
Coolrec Limited
Long Companies 223 Limited
Soundway Records Limited
Alpine Capital (Europe) Limited
Frogs Alley Wines Limited
Long Companies 230 Limited
Long Companies 231 Limited
Long Companies 232 Limited
Long Companies 233 Limited

Within the Past Five Years

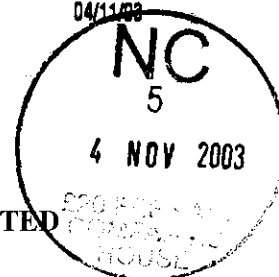
GCMS Europe Limited	Long Companies 147 Limited	Long Companies 200 Limited
R3: Holdings Limited	Long Companies 148 Limited	Long Companies 201 Limited
Cadogan Tietz Limited	Long Companies 150 Limited	Long Companies 203 Limited
Long Companies 100 Limited	Long Companies 151 Limited	Long Companies 205 Limited
Long Companies 101 Limited	Long Companies 152 Limited	Long Companies 206 Limited
Long Companies 102 Limited	Long Companies 153 Limited	Long Companies 207 Limited
Long Companies 103 Limited	Long Companies 154 Limited	Long Companies 208 Limited
Long Companies 104 Limited	Long Companies 155 Limited	Long Companies 209 Limited
Long Companies 105 Limited	Long Companies 156 Limited	Long Companies 210 Limited
Long Companies 106 Limited	Long Companies 157 Limited	Long Companies 211 Limited
Long Companies 107 Limited	Long Companies 158 Limited	Long Companies 212 Limited
Long Companies 108 Limited	Long Companies 159 Limited	Long Companies 213 Limited
Long Companies 109 Limited	Long Companies 160 Limited	Long Companies 214 Limited
Long Companies 110 Limited	Long Companies 161 Limited	Long Companies 215 Limited
Long Companies 111 Limited	Long Companies 162 Limited	Long Companies 216 Limited
Long Companies 112 Limited	Long Companies 163 Limited	Long Companies 218 Limited
Long Companies 113 Limited	Long Companies 164 Limited	Long Companies 219 Limited
Long Companies 114 Limited	Long Companies 165 Limited	Long Companies 220 Limited
Long Companies 115 Limited	Long Companies 166 Limited	Long Companies 221 Limited
Long Companies 116 Limited	Long Companies 167 Limited	Long Companies 222 Limited
Long Companies 117 Limited	Long Companies 168 Limited	Long Companies 224 Limited
Long Companies 118 Limited	Long Companies 169 Limited	Long Companies 226 Limited
Long Companies 119 Limited	Long Companies 170 Limited	Long Companies 217 Limited
Long Companies 120 Limited	Long Companies 171 Limited	Long Companies 227 Limited
Long Companies 121 Limited	Long Companies 172 Limited	Long Companies 228 Limited
Long Companies 122 Limited	Long Companies 173 Limited	Eurospares Italian Autoparts Limited
Long Companies 123 Limited	Long Companies 174 Limited	Long Companies 229 Limited
Long Companies 124 Limited	Long Companies 175 Limited	
Long Companies 125 Limited	Long Companies 176 Limited	
Long Companies 126 Limited	Long Companies 177 Limited	
Long Companies 127 Limited	Long Companies 178 Limited	
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Long Companies 139 Limited	Long Companies 192 Limited	
Long Companies 140 Limited	Long Companies 193 Limited	
Long Companies 141 Limited	Long Companies 194 Limited	
Long Companies 142 Limited	Long Companies 196 Limited	
Long Companies 143 Limited	Long Companies 197 Limited	
Long Companies 145 Limited	Long Companies 198 Limited	
Long Companies 146 Limited	Long Companies 199 Limited	

121667



The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a share capital

**Memorandum of Association of
THE PARSONS GREEN SPORTS AND SOCIAL CLUB LIMITED**



0122817

1. The name of the Company is "**THE PARSONS GREEN SPORTS AND SOCIAL CLUB LIMITED**".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (A.) To establish, carry on and subsidise a social, sporting and athletic club, to be called The Parson's Green Club, and any other club of clubs of a non-political character (hereinafter called "The Club"), and to permit the same to be used by members and other persons, either gratuitously or for payment, and to promote the games of cricket, tennis, squash, croquet, bowls and any other athletic sports, games and pastimes.
 - (B.) To provide grounds at Fulham and elsewhere, and to lay out, prepare and maintain the same for the games, sports and pastimes mentioned in the preceding clause, and to provide club houses, pavilions, lavatories, kitchens, refreshment rooms, workshops, stables, sheds, and other conveniences in connection therewith, and to furnish and maintain the same.
 - (C.) To buy or take on hire, make or provide furniture, club and household effects, utensils, glass, linen, china and plate, books, papers, periodicals stationery, and all other things commonly or conveniently used in connection with a club.
 - (D.) To buy, provide, make and sell meals, food, provisions, drinks, wines, spirits, malt liquors, tobacco, cigars, and all other things commonly or conveniently consumed or provided in a club, and to supply the same to members and visitors.
 - (E.) To provide all things necessary for athletics, sports, and such like games and pastimes, billiards, cards, and other games, and for musical, dramatic, variety, and other social entertainments.
 - (F.) To afford to its members all the usual privileges, advantages, conveniences and accommodation of a social sporting and athletic club.
 - (G.) To buy, prepare, make, supply, sell, and deal in all kinds of articles, apparatus and machinery used in sports, games, and pastimes, or used by the members of the Company or Club, and to establish works and machinery for the manufacture of such articles.
 - (H.) To promote and hold, either alone or jointly with any other corporation, association or persons, athletic meetings, tournaments, competitions, handicaps, and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or supply dinners, balls concerts, fetes, and other entertainments.
 - (I.) To establish, promote, or assist in establishing or promoting, and to subscribe to guarantee, or become a member or guarantor of, any company, association, league or club

whose objects are similar, or in part similar, to any of the objects of the company, or the establishment or promotion of which may be beneficial to the Company and the Club.

(J.) To make or adopt rules, bye-laws and regulations for admission to and use of the Club and its premises and property, and the conduct of members and visitors, and for the expulsion of members or their suspension from club privileges, and from time to time to rescind, vary, or modify the same.

(K.) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(L.) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(M.) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to subsidise the erection, construction and maintenance of any of the above.

(N.) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(O.) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(P.) To receive money on deposit or loan upon such terms as the Company may approve.

(Q.) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) or any dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(R.) To establish and maintain or procure the establishment and maintenance of any non-contributory or 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 Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(S.) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(T.) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(U.) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(V.) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(W.) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest of capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(X.) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects of interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Y.) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Z.) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(AA.) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(BB.) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(CC.) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(DD.) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

(EE.) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(FF.) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph of the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the object of a separate and distinct company.

4. The liability of the Members is limited.

5. 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 or she is a member or within one year after such membership ceases, for payment of the Company's debts and liabilities contracted before such membership ceased, and of the costs, charges and expenses of winding up.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Name, Addresses and Description of Subscribers

Signature:


For and on behalf of Birkett Long Directors Ltd

Name: BIRKETT LONG DIRECTORS LIMITED

Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER
ESSEX CO3 3HH

Occupation: FORMATION AGENTS

Signature:


For and on behalf of Birkett Long Secretaries Ltd

Name: BIRKETT LONG SECRETARIES LIMITED

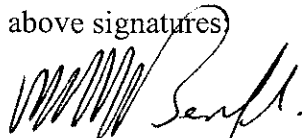
Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER
ESSEX CO3 3HH

Occupation: FORMATION AGENTS

Dated: 20th October 2003

Witness to the above signatures)

Signature:



Name: VERONICA BERESFORD

Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER
ESSEX CO3 3HH.

Occupation: SECRETARY

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a share capital

**Articles of Association of
THE PARSONS GREEN SPORTS AND SOCIAL CLUB LIMITED**

Interpretation.

1 In these Articles:

‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

‘these Articles’ means these Articles of Association of the Club;

‘the Board’ means the directors;

‘clear days’ in relation to the period of a notice means the 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;

‘the Club’ means the company intended to be regulated by these Articles;

‘the directors’ means the directors of the Club (and “director” has a corresponding meaning)

‘executed’ includes any mode of execution;

‘the Memorandum’ means the Memorandum of Association of the Club;

‘office’ means the registered office of the Club;

‘the seal’ means the common seal of the Club if it has one;

‘secretary’ means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2 (1) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 58 shall be members of the Club. No person shall be admitted a member to the Club unless his application for membership is approved by the Board or a committee of the Board which, or a director who, has been authorised by the Board in this regard.

(2) Unless the Board or the Club in general meeting shall make other provision under Article 58, the Board may in their absolute discretion permit any member of the Club to retire, provided that after such retirement the number of members is not less than two.

(3) Other than where any such termination would leave the Club with only one member, membership of the Club shall terminate automatically, unless the Board shall resolve otherwise, in respect of any Member who has not paid any annual subscription set by the Board where the payment of the subscription is more than 3 months overdue. The Club shall not need to serve notice of such termination on such Member for it to be effective. Each of the directors and the secretary are authorised to update the Register of Members as soon as convenient following such automatic termination.

(4) Any Member shall automatically cease to be a Member on their death or on their being declared bankrupt.

General meetings.

- 3 The Club shall hold an annual general meeting each year 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 Club and that of the next: Provided that so long as the Club 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 times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The Board 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 Club may call a general meeting.

Notice of general meetings.

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as 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:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 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.

- 6 The accidental omission to give notice of a meeting to, or 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.

- 7 No business shall be transacted at any meeting unless a quorum is present. Eleven persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one third of the total number of such persons for the time being, whichever is the lower, shall constitute a quorum.
- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 as the Board may determine.
- 9 The chairman, if any, of the Board or in his absence some other director nominated by the Board shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one director present and willing to act, he shall be chairman.
- 10 If 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 and entitled to vote shall choose one of their number to be chairman.
- 11 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 12 The chairman 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 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.
- 13 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:
- (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14 Unless a poll is duly demanded a declaration by the chairman 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.

- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutinisers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he/she may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear working days' notice shall be given specifying the time and place at which the poll is taken.

Votes of members.

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Club have been paid.
- 22 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 chairman whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a member organisation 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 Club at the office before 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.
- 24 Any organisation which is a member of the Club may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Club, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Club.
- 25 The number of directors shall not be less than four nor more than nine, unless the Club in General Meeting determines otherwise. The qualification of a director shall

be membership of the Club. The office of a director shall be vacated if he ceases to be a member of the Club.

- 26 The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles.

Powers of the Board.

- 27 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Club shall be managed by the directors, who may exercise all the powers of the Club. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the directors that would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 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 the powers exercisable by the Board. The directors may exercise all the powers of the Club to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Club or of any third party; provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid shall not at any time, without the previous sanction of the Club in General Meeting, exceed the sum of £25,000 but, nevertheless, no lender or other person dealing with the Club shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of this limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.
- 28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the directors shall have the following powers:
- (1) to expend the funds of the Club in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Club such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Club;
 - (2) to enter into contracts on behalf of the Club.

Appointment and retirement of directors.

- 29 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors shall be subject to retirement by rotation 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 who is subject to retirement by rotation, he shall retire. A director retiring by rotation at an annual general meeting may, if he is willing, be reappointed at that annual general meeting.
- 30 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.

- 31 If the Club 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.
- 32 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:
- (1) he is recommended by the Board; or
 - (2) not less than fourteen nor more than thirty five days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Club of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Club's register of directors together with a notice executed by that person of his willingness to be appointed or reappointed.
- 33 No person may be appointed a director:
- (1) if they are under the age of 18 years; or
 - (2) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 38.
- 34 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 persons 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 other directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Club of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Club's register of directors.
- 35 Subject as aforesaid, the Club 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.
- 36 The Board 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 shall vacate office at the conclusion thereof.
- 37 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of directors.

- 38 A director shall cease to hold office if he:
- (1) ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental illness of managing his own affairs;

- (3) resigns his office by notice in writing to the Club (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Board from at least 3 consecutive Board meetings held and the Board resolve that his office be vacated.

Directors' expenses.

- 39 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration. Honorarium payments may be approved by the Board for services considered to be outside the normal duties of a director. Any such honorarium payments shall be shown in the annual accounts of the Club under a separate heading.

Directors' appointments.

- 40 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office of the Club. Any appointment of a director to an executive office shall terminate if he ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

Proceedings of directors.

- 41 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 Board. 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 chairman shall have a second or casting vote.
- 42 The quorum for the transaction of the business of the directors may be fixed by the Board, but unless it is otherwise fixed it shall not be less than four directors.
- 43 The 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.
- 44 The directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the Board at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 45 The directors may appoint one or more committees of directors consisting of three or more directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board. The directors may appoint one or more committees of members consisting of

three or more members (and/or directors) for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by such a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board.

- 46 All acts done by a meeting of the Board, or of a committee of directors, 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 had continued to be a director and had been entitled to vote.
- 47 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the Board or of a committee of directors, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.
- 48 Any bank account in which any part of the assets of the Club is deposited shall be operated by the Board and shall indicate the name of the Club.

Secretary.

- 49 Subject to the provisions of the Act, the secretary shall be appointed by the Board for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

- 50 The Board shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Board; and
 - (2) of all proceedings at meetings of the Club and of the Board and of committees of directors including the names of the directors present at each such meeting.

The Seal.

- 51 The seal shall only be used by the authority of the Board or of a committee of directors authorised by the Board. The Board 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.

- 52 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Notices.

- 53 Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice, except that a notice calling a meeting of the Board need not be in writing. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 54 The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Club by the member. A member whose registered address is not within the United Kingdom and who gives to the Club an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Club. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 55 A member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 56 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was sent.

Indemnity.

- 57 Subject to the provisions of the Act every director or other officer or official or auditor of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in that capacity 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club, and against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Rules.

- 58 (1) The Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Club (including the admission of organisations to membership) 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;
 - (ii) the cases in which person shall be entitled to life membership of the Club;
 - (iii) the conduct of members of the Club in relation to one another, and to the Club's servants;
 - (iv) the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;

- (v) the procedure at general meetings and meetings and committees of directors in so far as such procedure is not regulated by the Articles;
- (vi) Honorary members and visitors;
- (vii) the manner in which membership of the Club, whether for life or otherwise, may be terminated or shall determine;
- (viii) the rights and privileges that shall be accorded to the members of the Club and of the various sports sections;
- (ix) the qualifications, restrictions and conditions that shall be attached to members of the Club and of the various sports sections;
- (x) the arrangements with any other clubs or associations for inter-affiliation, reciprocal concession or otherwise;
- (xi) committees of members and officers in connection with the management of the Club, and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of any such committee or of such officers;
- (xii) suspension of membership of the Club and the various sports sections;
- (xiii) generally, all such matters as are commonly the subject matter of company rules.

(2) The playing surface(s) of any officially recognised section(s) of the Club and used by one section shall not be re-allocated to another section without prior notification. The Board shall give at least one month's notice, in writing, to the section concerned of any decision to re-allocate facilities. If the section does not agree with the decision and does not come to a satisfactory agreement with the Board within one month of receiving notification, then the matter must be resolved in General Meeting by special resolution.

(3) The Club in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Club all such rules or bye laws, which shall be binding on all members of the Club. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

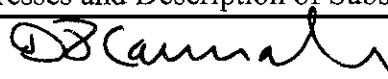
Reserves.

59 (1) The directors may set aside out of the profits of the Club such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Club may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Club or be invested in such investments as the directors may from time to time think fit. Alternatively the directors may carry forward any profits accrued without creating a reserve. Such profits or other income of the Club shall not be distributed as dividend, bonus or otherwise amongst the members.

(2) The balance of any reserve created as aforementioned or balance of profits carried forward shall not be utilised by the directors for expenditure of a capital nature in excess of £50,000 without the prior sanction of the members in General Meeting.

Name, Addresses and Description of Subscribers

Signature:


For and on behalf of Birkett Long Directors Ltd

Name: BIRKETT LONG DIRECTORS LIMITED

Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER ESSEX
CO3 3HH

Occupation: FORMATION AGENTS

Signature:


For and on behalf of Birkett Long Secretaries Ltd

Name: BIRKETT LONG SECRETARIES LIMITED

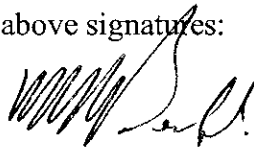
Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER
ESSEX CO3 3HH

Occupation: FORMATION AGENTS

Dated: 20th October 2003

Witness to the above signatures:

Signature:



Name: VERONICA BRIERLEY

Address: ESSEX HOUSE
42 CROUCH STREET
COLCHESTER

Occupation: ESSEX CO3 3HH
SECRETARY