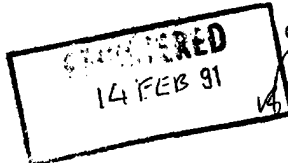




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Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ULSTER CLAY PIGEON SHOOTING ASSOCIATION

INTERPRETATION

1. In these Regulations:-

"The Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or reenactment thereof for the time being in force;

"The Articles" means the Articles of the Association;

"Clear Days" in relation to the period of a Notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Executed" includes any mode of execution;

"Office" means the registered office of the Association;

"The Seal" means the Common Seal of the Association;

"Secretary" means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint assistant or deputy secretary;

"The United Kingdom" means Great Britain and Northern Ireland.

"The Association" means this Company: Ulster Clay Pigeon Shooting Association;

"The Executive Committee" means the members for the time being of the Executive Committee hereby constituted or the members of the Executive Committee present at a meeting of the Executive Committee who for the purposes of the Order shall be the Directors of the Association as shall be any person occupying the position of Director by whatsoever name called.

Unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Order but excluding any

statutory modification thereof not in force when these regulations became binding on the Association.

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons, clubs or associations, firms or companies as the Executive Committee shall admit to membership shall be members of the Association.

3. A member may at any time withdraw from the Association by giving at least 7 clear days' notice to the Association. Membership shall not be transferrable and shall cease on death.

4. Application for membership of the Association may be made to the Executive Committee by Clubs or Associations seeking affiliation, individual members (including juniors) firms or companies. The executive Committee whose decision shall be final shall have power to elect to membership or without disclosing any reason to refuse any application for membership. Junior membership shall be restricted to persons who on the 31st December immediately preceding the date of their election to membership or renewal of the membership have not obtained the age of sixteen years. The subscription payable to the Association by each category of member shall be determined from time to time by the Executive Committee who may also determine the category of each member and may elect members as Honorary Members, Life Members or for shorter periods as the Executive Committee shall think fit. The subscription payable to the Association as hereinbefore set forth shall be for the calendar year in which it is paid and must be received by the Association within the first six months of that year.

5. All members shall be entitled to enter and shoot in all open shoots registered with the Association and to have their scores recorded and reported as often as is deemed necessary. Trade membership shall afford to the member the right to nominate a person to exercise all the rights and privileges of an individual member. Honorary Members of the Association shall be entitled to exercise all the rights and privileges of membership but shall not be liable to pay a subscription.

TERMINATION OF MEMBERSHIP

6. If the Executive Committee shall resolve that in the opinion of the Committee, the conduct of any member has rendered him or it unfit for membership of the Association then the Executive Committee shall have power to terminate his or its membership of the Association. Before such power is exercised the Honorary Secretary shall give to such members not less than fourteen days notice in writing to attend a meeting of the Executive Committee specifying the conduct complained of, and the member shall be afforded the opportunity at such meeting of answering the complaint made against him or it. Any resolution of the Executive Committee terminating membership shall not be carried out unless it shall receive the votes of not less than two-thirds of those present and eligible to vote at the meeting. In lieu of termination of membership the Executive Committee shall have power to suspend membership for such period as they shall think fit. In the event of a termination of membership no part of the annual subscription of the then current year shall be returnable by the Association nor shall such member whose membership shall have been

terminated as aforesaid have any claim against the assets of the Association.

7. The Association shall at all times resist the abuse of drugs in connection with clay pigeon shooting and will use its powers to detect and institute proceedings against any such proven abuse at or in connection with any competition subject to the jurisdiction of the Association and will in this respect in so far as the same is practicable adopt the procedures for test and monitoring recommended by the Sports Council for Northern Ireland from time to time.

OFFICERS AND EXECUTIVE COMMITTEE OF THE ASSOCIATION

8. The members may elect annually at the annual general meeting the members of the Executive Committee all of whom shall hold office from the termination of the meeting at which they are elected until the termination of the next annual general meeting and shall then retire but be eligible for election. Only persons who are individual members of the Association may be elected under this article and if any such person while holding any such office shall cease to be a member of the Association he shall automatically cease to hold such office.

9. The Executive Committee shall consist of the following persons:-

- (a) The President.
- (b) The Chairman.
- (c) The Secretary.
- (d) The Treasurer.
- (e) The Statistical Officer.
- (f) Fifteen Members of the Association in the following proportions:-
 - (i) Four representing Down the Line.
 - (ii) Two representing I.S.U. Skeet.
 - (iii) Two representing English Skeet.
 - (iv) Three representing Sporting.
 - (v) Two representing Olympic Trap.
 - (vi) Two representing Automatic Ball Trap.
- (g) One Honorary Legal Adviser.
- (h) One Public Relations Officer.

BORROWING POWERS

10. The Executive Committee shall exercise all the powers of the Association to borrow money and to mortgage or charge its undertakings 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 Association or any third party.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

11. The business of the Association shall be managed by the Executive Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Order or by these articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Order and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may be given by the Association in general meeting; but no direction given by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that direction had not been given.

12. The Executive Committee may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Executive Committee to be the Attorney or Attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these articles) and for such period and subject to such conditions as they may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

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

- (a) Of all appointments of Officers made by the Executive Committee.
- (b) Of the names of the Executive Committee present at each meeting of the Committee and of any sub-committee thereof.
- (c) Of all resolutions and proceedings at all meetings of the Association and of the Committee and of Sub-Committees of the Executive Committee.

15. The office of member of the Executive Committee shall be vacated if the member thereof:-

- (a) Ceases to be a member by virtue of any provision of the Order or he becomes prohibited by law from being a Director; or
 - (b) He becomes Bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) He is or may be suffering from mental disorder and either
-

- (i) He is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986, or
- (ii) An Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a Controller, Receiver, Curator Bonis or other person to exercise powers with respect to his property or affairs; or
- (d) He resigns his office by Notice to the Company; or
- (e) He shall for more than six consecutive months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period and the members of the Executive Committee resolve that his office be vacated.

16. Save as otherwise provided by these articles a member of the committee shall not vote at a meeting of the Executive Committee or a Committee appointed thereby on any resolution concerning the matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs.

- (a) The resolution relates to the giving to him or a guarantee, security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Association.
- (b) The resolution relates to the giving to a third party a guarantee security or indemnity in respect of an obligation of the Association for which the member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

17. For the purposes of this regulation, an interest of a person who is for any purpose of the Order (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association) connected with a member of the Executive Committee shall be treated as an interest of that member.

18. A member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

19. The Association may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter any provision of the articles prohibiting a member of the Executive Committee voting at a meeting of the Executive Committee.

20. If a question arises at a meeting of the Executive Committee as to the right of any member thereof to vote, the question may, before the conclusion of the meeting be referred to the Chairman of the meeting and

his ruling in relation to any member other than himself shall be final and conclusive.

INDEMNITY

21. Subject to the provisions of the Order but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled, every member of the Executive Committee or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against 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 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 Company.

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

22. At the first annual general meeting and each subsequent annual general meeting of the Association, all members of the Executive Committee shall retire from office as from the termination of such meeting.

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

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

25. The Association may from time to time by ordinary resolution increase or reduce the number of members of the Executive Committee and may also determine in what rotation the increased or reduced number is to go out of office.

26. The Executive Committee shall have power at any time and from time to time to appoint any person to be a member of the Executive Committee to fill a casual vacancy or as an addition to the Committee but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these articles. Any member of the Executive Committee so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

27. Subject to the provisions of the articles the Executive Committee may regulate its proceedings as the Committee shall think fit. The members may and the Secretary at the request of a member shall call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a member of the Committee 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. A special meeting may be held at the discretion of the

Chairman and must be called upon receipt by the Honorary Secretary of a request for the calling of a meeting signed by not less than six members of the Executive Committee. Such request must state the business to be considered by the meeting. At least fourteen days notice shall be given to the Executive Committee of such a special meeting and the notice shall include an agenda showing the business to be conducted. Business not specified in the notice convening the meeting may be brought forward by leave of the Chairman and dealt with provided two-thirds of those present agree to treat such business as urgent.

28. The fact that any member of the Executive Committee has not for any reason whatsoever received notice of a meeting of the Executive Committee shall not invalidate such a meeting of any resolution passed or any election or appointment made at such meeting. If the members of the Executive Committee so resolve it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof who being resident in Northern Ireland is for the time being absent from the British Isles.

29. The quorum necessary for the transaction of business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be five.

30. The continuing members of the Executive Committee may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of the Executive Committee the continuing member or members thereof may act for the purpose of increasing the number of the Executive Committee to that number or if summoning a general meeting of the Association but for no other purpose.

31. The Chairman of the Association who shall be ex officio a member of the Executive Committee shall preside as Chairman of all meetings of the Executive Committee but if not present within five minutes after the time appointed for holding the same or if no Chairman is elected the members of the Executive Committee present may choose one of their number to be Chairman of the meeting.

32. The Executive Committee may delegate any of their powers to Sub-committees consisting of such persons as they shall think fit; any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee. The quorum for meetings of any such Sub-committee shall be two.

33. 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 of the Sub-committee present may choose one of their number to be Chairman of the meeting.

34. A Sub-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 thereof present and when there is an equality of votes the Chairman shall have a second or casting vote.

35. All acts done by any meeting of the Executive Committee or of a Sub-Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such 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 Executive Committee or Sub-committee.

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

37. The Executive Committee shall by a majority vote have power to invite anyone to attend and speak but not vote at their meetings.

38. The seal shall be used only by the authority of the Executive Committee or of a Sub-committee thereof authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by two members of the Executive Committee and shall be countersigned by the Secretary or by some other person appointed by the Executive Committee for the purpose.

GENERAL MEETINGS

39. All general meetings other than annual general meetings shall be called Extraordinary General Meetings.

40. (i) The Association shall in each year not later than the end of November 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 15 months shall elapse between the date of one annual general meeting of the Association and that of the next.

(ii) So long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid the annual general meeting shall be held at such time and at such place within the United Kingdom as the Executive Committee shall appoint.

41. The Executive Committee may whenever they think fit, convene an extraordinary general meeting and on the requisition of the members pursuant to the provisions of the Order shall forthwith proceed to convene an extraordinary general meeting for a date not later than 42 days after receipt of the requisition. If there are not within the British Isles sufficient members of the Executive Committee to call a general meeting any member of the Executive Committee or any member of the Association may call a general meeting.

NOTICE OF GENERAL MEETING

42. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days notice. All other extraordinary general meetings shall be called by at least 14 clear days

notice but a general meeting shall be called by shorter notice if it is so agreed:-

- (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding no less than 95% of the total voting rights at the meetings of all the members.

43. 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 members and to the Directors and Auditors.

44. 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

45. No business shall be transacted at any meeting unless a quorum is present, five persons entitled to vote upon the business to be transacted, each being a member or a proxy of a member shall be a quorum.

46. If such a quorum is not present within half an hour from the time appointed for the meeting or if during the meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such day time and place as the Executive Committee shall determine.

47. The Chairman, if any, of the Executive Committee or in his absence some other member nominated by the members then present shall preside as chairman of the meeting, but if neither the Chairman or such other member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairman and if there is only one member of the Executive Committee present and willing to act he shall be the Chairman.

48. If no member of the Executive Committee is willing to act as Chairman, or if no member of the Executive Committee is present within 15 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.

49. 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 and any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 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.

50. 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 Order a poll may be demanded:-

- (a) By the Chairman; or
- (b) By at least two members having the right to vote at the meeting; or
- (c) By a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

51. 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.

52. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

53. A poll shall be taken as the Chairman directs and he may appoint Scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

54. 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 votes he may have.

55. 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 either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of 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.

56. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days notice shall be given specifying the time and place at which the poll is to be taken.

57. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it, if it had been proposed at a general meeting at which he was present, shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of

several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

58. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

59. A member in respect of whom an order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his Controllor, Receiver, Curator Bonis or other person authorised in that behalf appointed by that Court, and any such Controllor, Receiver, Curator Bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the members of the Executive Committee of the Authority of the person claiming the satisfaction to exercise the right to vote shall be deposited with the Secretary or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

60. 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.

61. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Association have been paid.

62. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve).

"ULSTER CLAY PIGEON SHOOTING ASSOCIATION

I/We _____ of _____
being a member/members of the Association hereby appoint
of _____
or failing him _____ of _____
as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
19 _____ and at any adjournment thereof.

Dated the _____ day of _____ 19 _____

Signed _____

63. The instrument appointing a proxy and any Authority under which it is executed or may

- (a) be deposited at the registered office of the Association or such other place within Northern Ireland as is specified in the Notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting of which the poll was demanded to the Chairman or to the Secretary or to any other member of the Executive Committee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

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

INTERPRETATION OF ARTICLES

65. The Executive Committee shall have power to interpret these articles if there should be any ambiguity concerning the purpose or intention of any article.

ALTERATION OF ARTICLE

66. (i) A general meeting of the Association shall have power by special resolution to amend, add to, or rescind these articles but so that any such resolution shall not be carried unless it shall receive the votes of not less than two-thirds of those present and eligible to vote at that meeting.

(ii) Notice of the proposed alteration must reach the Honorary Secretary of the Association in writing not later than 7 days prior to the annual general meeting.

(iii) Alterations of these articles shall take effect as from the time at which the resolution effecting same shall have been passed.

ACCOUNTS

67. The Executive Committee shall cause proper books of account to be kept relating to;

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association;
- (c) the assets and liabilities of the Association.

68. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

69. The Executive Committee shall from time to time in accordance with the terms of the Order cause to be prepared and laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by the Order to be prepared and laid before the Annual General Meeting of the Association.

70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Association together with a copy of the Executive Committee's Report and Auditor's Reports shall not less than 21 days before the date of the annual general meeting be sent to every member of the Association.

AUDITOR

71. Auditors shall be appointed in accordance with Article 244 of the Order.

NOTICES

72. Any Notice to be given to or by any person pursuant to the articles shall be in writing except that a Notice calling a meeting of the Executive Committee need not be in writing.

73. The Association may give any Notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his last known address or by leaving it at that address. A member whose address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which Notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such members shall be entitled to receive any notice from the Association.

74. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received Notice of the meeting and, where requisite, of the purpose for which it was called.

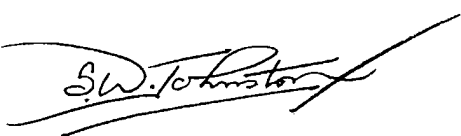
75. Proof that an envelope containing a Notice was properly addressed pre-paid and posted shall be conclusive evidence that the Notice was given. A Notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.


76. (i) Notice of every general meeting shall be given in the manner hereinbefore set forth to:-

- (a) Every member
- (b) Every person being a personal representative or the Official Assignee in Bankruptcy of a member where the member but for his death or bankruptcy would have been entitled to receive Notice of the Meeting;
- (c) The Auditor for the time being of the Association.

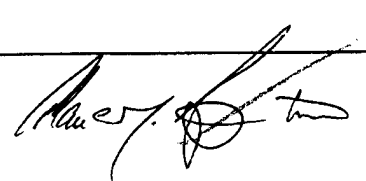
77. No other person shall be entitled to receive Notices of General Meetings.

NAMES AND ADDRESSES OF SUBSCRIBERS


STANLEY WINSTON JOHNSTON
6 SPRINGHILL AVENUE
BANGOR
CO. DOWN
BT20 3NT


ROBERT JAMES MCNEICE
10 SCHOOL LANE
LISBURN
CO. ANTRIM
BT28 2NT

Dated 14.07.91.
Witness to the above signatures:


ANON. CHARLES MICHAEL POUNTNEY
Solicitor
29. Patrick Street
ST. KILIAN'S