

FILE COPY



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

Company No. 3839364

The Registrar of Companies for England and Wales hereby certifies that
ICKENHAM AND DISTRICT SOCIETY OF MODEL ENGINEERS

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 10th September 1999



N03839364N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

TICKENHAM AND DISTRICT SOCIETY
OF MODEL ENGINEERS

I,

MELVYN FULLER

of

34 THURLMERE GARDENS, NORTHWOOD, MIDDLESEX. HA6 2RS

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 10 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

Melvin Fuller

Declared at

1A, Eastbury Road, Northwood, Middlesex HA6 3BG

the

1st

day of

SEPTEMBER

One thousand nine hundred and ninety

NINE

● Please print name.

before me ●

B. VINTNER

Signed

B. Vintner

Date

1st Sept. 1999.

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.

MR M. FULLER, 34 THURLMERE GARDENS,

NORTHWOOD, MIDDLESEX. HA6 2RS

Tel 01923-825739

DX number

DX exchange



A23 *ATEBVJEK* 442
COMPANIES HOUSE 02/09/99

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

Companies House, Crown Way, Cardiff, CF4 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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfngedig"

Company Name in full

ICKENHAM AND DISTRICT SOCIETY OF MODEL ENGINEERS

I, MELVYN FULLER

of 34 THURMERE GARDENS, NORTHWOOD, MIDDLESEX. HA6 2RS

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Melvin Fuller

Declared at

1A, Eastbury Road, Northwood, Middlesex HA6 3BG

Day Month Year

on

01 09 1999

• Please print name.

before me •

B. VINTNER

Signed

B. Vintner

Date

15th Sept. 1999

~~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.

MR M. FULLER, 34 THURMERE GARDENS

NORTHWOOD, MIDDLESEX, HA6 2RS

Tel 01923-825739

DX number

DX exchange



A23 *ATEBUJEJ* 441
COMPANIES HOUSE 02/09/99

Form revised June 1999

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

Companies House, Crown Way, Cardiff, CF4 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



Companies House

— for the record —

10

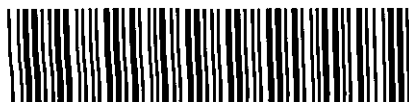
Please complete in typescript,
or in bold black capitals.

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full

ICKENHAM AND DISTRICT SOCIETY OF
MODEL ENGINEERS



F010001H

Proposed Registered Office

43 COWLEY MILL ROAD

(PO Box numbers only, are not acceptable)

Post town

UXBRIDGE

County / Region

MIDDLESEX

Postcode

UB8 2QE

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

5

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.

MR MELVYN FULLER, 34 THIRLMERE
GARDENS, NORTHWOOD, MIDDLESEX
HA6 2RS Tel 01923 - 825739
DX number DX exchange



A23 *ATEBXJEM* 444
COMPANIES HOUSE 02/09/99

Form revised March 1999

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

Companies House, Crown Way, Cardiff, CF4 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

Company Secretary (see notes 1-5)

Company name

ICKENHAM AND DISTRICT SOCIETY OF MODEL ENGINEERS

NAME *Style / Title

MR.

*Honours etc

* Voluntary details

Forename(s)

DAVID NICHOLAS

Surname

SEXTON

Previous forename(s)

Previous surname(s)

Address

43 COWLEY MILL ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

UXBRIDGE

County / Region

MIDDLESEX

Postcode

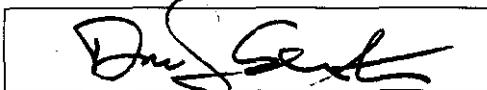
UB8 2QE

Country

ENGLAND

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

Consent signature



Date

20.VIII.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

COLIN

Surname

ADAMS

Previous forename(s)

Previous surname(s)

Address

8 CROSER WAY

Usual residential address

For a corporation, give the registered or principal office address.

Post town

RUISLIP

County / Region

MIDDLESEX

Postcode

HA4 6HF

Country

ENGLAND

Day Month Year

Date of birth

18 04 38

Nationality

BRITISH

Business occupation

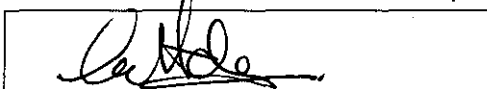
RETIRED

Other directorships

NONE

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

Consent signature



Date

20-8-99.

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

MELVYN

Surname

FULLER

Previous forename(s)

Previous surname(s)

Address

34 THIRLMERE GARDENS

Usual residential address

For a corporation, give the registered or principal office address.

Post town

NORTHWOOD

County / Region

MIDDLESEX

Postcode

HA6 2RS

Country

ENGLAND

Day Month Year

Date of birth

06

07

49

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

NONE

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

Consent signature

Date

20/8/1999

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

IAN WILLIAM

Surname

MORTIMER

Previous forename(s)

Previous surname(s)

Address

108 COPTHALL ROAD WEST

Usual residential address

For a corporation, give the registered or principal office address.

Post town

ICKENHAM

County / Region

MIDDLESEX

Postcode

UB10 8HT

Country

ENGLAND

Day Month Year

Date of birth

25

08

44

Nationality

BRITISH

Business occupation

CHARTERED ENGINEER

Other directorships

I.W.MORTIMER LTD., SITESALE LTD., MAYBOURNE PROJECTS LTD.

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

Consent signature

Date

27 August 99

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

GEOFFREY EDWIN

Surname

PARRY

Previous forename(s)

Previous surname(s)

Address

34 MOUNT PLEASANT

Usual residential address

For a corporation, give the registered or principal office address.

Post town

HAREFIELD

County / Region

MIDDLESEX

Postcode

UB9 6BE

Country

ENGLAND

Day Month Year

Date of birth

14

04

43

Nationality

BRITISH

Business occupation

DUTY MANAGER TRAINS, LONDON UNDERGROUND LIMITED

Other directorships

NONE

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

Consent signature

Date

27.8.99

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DAVID NICHOLAS

Surname

SEXTON

Previous forename(s)

Previous surname(s)

Address

43 COWLEY MILL ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

UXBRIDGE

County / Region

MIDDLESEX

Postcode

UB8 2QE

Country

ENGLAND

Day Month Year

Date of birth

05 07 60

Nationality

BRITISH

Business occupation

RAILWAY MANAGER

Other directorships

NONE

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

Consent signature

Date

20-VIII-99

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address			
Usual residential address For a corporation, give the registered or principal office address.			
Post town			
County / Region		Postcode	
Country			

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
Forename(s)		DEREK PETER		
Surname		SMITH		
Previous forename(s)				
Previous surname(s)				
Address		9 EVELYN AVENUE		
Usual residential address For a corporation, give the registered or principal office address.				
Post town		RUISLIP		
County / Region		MIDDLESEX	Postcode	
Country		ENGLAND		

Day Month Year

Date of birth

30

07

52

Nationality

BRITISH

Business occupation

FITTER

Other directorships

NONE

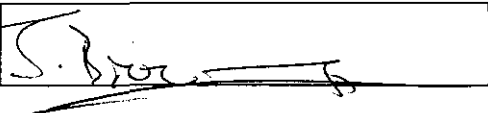
I consent to act as director of the company named on page 1

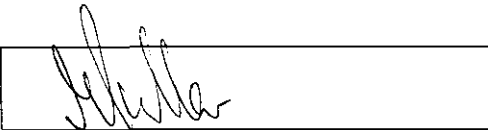

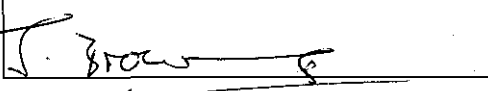
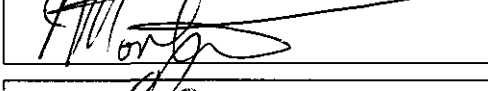
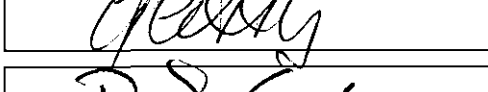
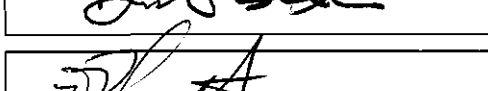
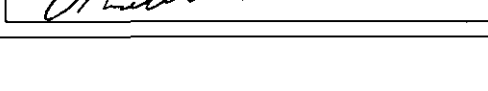
Consent signature

Date

27.8.99

Directors • (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	JOHN			
	Surname	BROWNING			
	Previous forename(s)				
	Previous surname(s)				
Address	10 EGREMONT GARDENS				
Usual residential address	CIPPENHAM				
For a corporation, give the registered or principal office address.	Post town	SLOUGH			
	County / Region	BERKSHIRE	Postcode	SL1 5SW	
	Country	ENGLAND			
	Day	Month	Year		
Date of birth	27	10	51	Nationality	BRITISH
Business occupation	SOFTWARE TEST MANAGER				
Other directorships	JOHN BROWNING LTD (1995-1996)				
I consent to act as director of the company named on page 1					
Consent signature				Date	20/8/99.

This section must be signed by					
Either					
an agent on behalf of all subscribers					
Signed				Date	27-8-99
Or the subscribers					
(i.e those who signed as members on the memorandum of association).					
Signed				Date	20-8-99.
Signed				Date	20-8-99.
Signed				Date	27-8-99
Signed				Date	27.8.99
Signed				Date	20.VIII-99
Signed				Date	27. 8. 99.

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

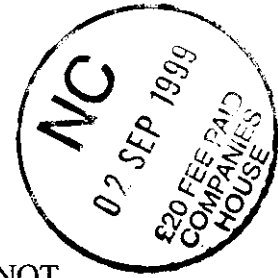
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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The Companies Acts 1985 and 1989



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

OF

AND
ICKENHAM [^] DISTRICT SOCIETY OF MODEL ENGINEERS

-
- I. The name of the Company (hereinafter called "the Association") is
"Ickenham ^{AND} District Society of Model Engineers."
 2. The registered office of the Association is to be situated in England
and Wales.
 3. The objects for which the Association is established are
 - a) To acquire and take over all or any part of the assets and liabilities of the
present unincorporated body known as The Ickenham & District Society of
Model Engineers.
 - b) The furtherance and advancement of the science of engineering and the
encouragement thereof through the design, construction, and operation of
models and tools.

And the Association shall have the following powers exercisable in furtherance of
its said objects but not otherwise, namely: -

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (D) To borrow or raise money on such terms and on such security as may be thought fit.
- (E) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (G) To print and publish any newspapers, periodicals, books or leaflets.
- (H) To do all such other things as are incidental or conducive to the attainment or furtherance of the said objects or any of them.

Provided that: -

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Committee of Management shall be appointed to any office of the Association for which the holder of such office is entitled to be paid any salary or fees, or to receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association: -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Committee of Management) for any services rendered to the Association;
- (B) of interest at a rate not exceeding 6 per cent. per annum (or such other rate as the Committee of Management of the Association may determine from time to time) on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Committee of Management or Governing Body;

(C) to any member of its Committee of Management of out of pocket expenses;

(D) to a company of which a member of the Association or of its Committee of Management may be a member holding not more than one hundredth part of the capital of such company.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.¹

6. The liability of the members is limited.

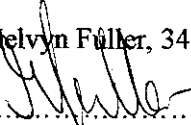
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £ 1) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted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

¹ See Sections 30 and 31 of the Companies Act 1985

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Mr Melvyn Fuller, 34 Thirlmere Gardens, Northwood, Middlesex. HA6 2RS

.....


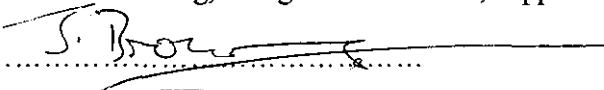
Mr David Nicholas Sexton, 43 Cowley Mill Road, Uxbridge, Middlesex. UB8 2QE

.....


Mr Colin Adams, 8 Grosier Way, Ruislip, Middlesex. HA4 6HF

.....


Mr John Browning, 10 Egremont Gardens, Cippenham, Slough, Berkshire. SL1 5SW

.....


Mr Derek Peter Smith, 9 Evelyn Avenue, Ruislip, Middlesex. HA4 8AR

.....


Mr Ian William Mortimer, 108 Copthall Road West, Ickenham, Middlesex. UB10 8HT

.....


Mr Geoffrey Edwin Parry, 34 Mount Pleasant, Harefield, Middlesex. UB9 6BE

.....


Dated 15th September 1999

Witness to the above Signatures: -

.....


B.S. VINTNER
 1A Eastbury Road
 Northwood
 Middlesex HA6 3BG
 SOLICITOR

NOTE:- The names should be in full, and addresses should be definite, the name of the street and number of the house being given where practicable. At least two persons must subscribe the Memorandum and Articles.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

OF

^{AND}
ICKENHAM DISTRICT SOCIETY OF MODEL ENGINEERS

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
The Area	The Area lying within a 50 mile radius of the Association's premises at Ickenham.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Committee	The Board of Directors for the time being of the Association.
The Office	The registered office of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Member	A member of the Association

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Clear days In relation to a period of 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.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles:

PURPOSE OF THE ASSOCIATION

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

MEMBERSHIP

- 3.(1) No person shall be admitted as a member of the Association unless:

- (i) he is aged 18 years or over,
- (ii) he is normally resident in the Area provided that the Committee may waive such requirement as it sees fit,
- (iii) he has recreational or social interests in the science or art of model engineering,
- (iv) he has completed and submitted to the Committee a membership application in the form from time to time prescribed by the Committee and his application for membership has been approved by the Committee.

- 3.(2) The Committee may also consider an application for membership submitted by a person aged 12 or more years but under the age of 18 years if the Committee is satisfied that such applicant has aptitude in the science or art of model engineering and if so satisfied shall admit the applicant as a member of the Association.

3.(3) The following persons shall also be members of the Association:

- (i) the subscribers to the Memorandum and Articles of Association,
- (ii) every person who at the date of incorporation of the Association was a member of the unincorporated body known as "The Ickenham & District Society of Model Engineers" referred to in clause 3(1) of the Memorandum of Association and who on or before 24th September 1999 (or such extended period as the Committee may determine) signs and delivers to the Committee the membership application form prescribed by the Committee.

3.(4) Every candidate for membership of the Association must sign the form of application prescribed from time to time by the Committee.

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

5.(1) In these Articles the expression:

- (a) "Full Member" means a person who is a member pursuant to the provisions of Articles 3(1) or 3(3),
- (b) "Junior Member" means a person admitted as a member pursuant to Article 3(2),
- (c) "Family Member" means a person who is the parent, spouse or child of an Honorary Member, of a Full Member or of a Junior Member,
- (d) "Honorary Member" means a person who has been appointed as such by the Committee in its absolute discretion.

(2) A Family Member shall be entitled to participate in the activities of the Association and to enjoy the privileges of membership to such extent only as the Committee in its absolute discretion shall from time to time determine.

(3) An Honorary Member is entitled to all the privileges and benefits and subject to all the duties of a member without any obligation to make payment of any subscription or other fee except any payment required to be made under Clause 7 of the Memorandum of Association.

SUBSCRIPTIONS

- 6.(1) Members (other than an Honorary Member) shall pay such annual and other subscriptions and entrance fee (if any) as shall be prescribed at the Annual General Meeting of the Association.
- (2) The Committee may provide either generally or as respects any particular member for payment of the annual subscription by instalments.

NON PAYMENT OF SUBSCRIPTIONS

7. Any member whose annual subscription is unpaid after the expiry of 21 days after the due date for payment shall cease to be a member of the Association and will forfeit all right in and claim upon the Association and its property unless the Committee in their discretion suspend the operation of this provision which they may do as regards any particular member on such terms as they determine at their discretion.

BYE-LAWS AND RULES

- 8.(1) The Committee may from time to time make regulations and/or bye-laws relating to the use of the Association's premises and equipment and every member shall comply with all such regulations and bye-laws.
- (2) Such bye-laws and regulations will be posted in a conspicuous part of the Association's premises.
- (3) Every member shall be bound to observe and comply with all directions issued by the Committee as to Health and Safety and Environment matters.

EXPULSION OF MEMBERS

- 9.(1) If the conduct of any member is in the opinion of the Committee injurious to the character of the Association, or objectionable in any respect, that member may be required by the Committee to resign, and if he does not resign within one week, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Committee and then ceases to be a member of the Association and all sums that have been paid by that member are forfeited.
- (2) A member expelled under this Article may appeal by giving written Notice of Appeal to the Secretary within 14 days from the posting of the Notice of Expulsion.
- (3) Upon receipt of a Notice of Appeal an Extraordinary General Meeting must be convened within 21 days and if that Meeting passes an Extraordinary Resolution rescinding the expulsion, then the member must be reinstated as from the date of the Resolution.

- (4) If any member is convicted of a serious criminal offence that member ipso facto ceases to be a member of the Association, but any person so ceasing to be a member may be re-admitted to membership by the Committee at their discretion.
- (5) Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Association forfeits all right to or claim upon the Association or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation and shall immediately return to the Association any of the Association's property in his possession or under his control including, in particular, any keys to the Association's premises or equipment.

GENERAL MEETINGS.

- 10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 12. The Committee may whenever they think fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

13. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 21 days notice. All other Extraordinary General Meetings shall be called by at least 14 days notice but a General Meeting may be called at shorter notice if so agreed:

- (a) in the case of an Annual General Meeting, by all members entitled to 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 and being a majority together holding not less than 95% 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.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors and the fixing of annual subscriptions and other fees payable by the members.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided nine members personally present shall be a quorum.
17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine.
18. The Chairman of the Association shall preside as Chairman at every General Meeting, but if he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
24. 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 a poll has been demanded.
25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association 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.

COMMITTEE OF MANAGEMENT

30. Until otherwise determined by a General Meeting, the members of the Committee shall consist of a President, Chairman, Vice-Chairman, Secretary, Treasurer, Public Relations Officer and not less than one nor more than three other members, and each shall be elected to a specific position on the Committee.
31. The first members of the Committee shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
32. The Committee may from time to time and at any time appoint any member of the Association as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the appointment does not cause the number of the Committee members to exceed the number prescribed by these articles as to the maximum number of Committee members. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election but he shall not be taken into account in determining the Committee members who are to retire by rotation at such meeting.
33. Only Full Members, Committee Members and Honorary Members who have previously been a Full Member of the Association, shall be eligible to hold office as a member of the Committee.

POWERS OF THE COMMITTEE

34. The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all the powers of the Association except where under these Articles or any Statute the power must be exercised or effected by the Association in General Meeting. A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
35. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE.

36. The office of a member of the Committee shall be vacated -
- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.
 - (F) If he shall be more than 6 consecutive months have been absent without the consent of the Committee from meetings of the Committee held during that period and the Committee resolve that his office be vacated.

RETIREMENT BY MEMBERS OF THE COMMITTEE

37. At the Annual General Meeting in each year all of the Committee members shall retire from office, except for the President, who shall remain in office for a period of five years, at the expiration of which he may offer himself for re-election.
38. A retiring member of the Committee shall be eligible for re-election.
39. The Association may, at the meeting at which a member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 shall have been put to the meeting and lost.

40. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by two members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-one intervening days.
41. The Association may from time to time in General Meeting increase or reduce the number of members of the Committee.
42. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

43. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
44. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
45. The Association shall elect a Chairman at the Annual General Meeting who shall be entitled to preside at all meetings of the Committee at which he shall be present, but, if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.
46. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.

47. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.
48. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
49. The Committee shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Committee member or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
50. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS.

51. The Committee shall cause accounting records to be kept in accordance with the requirements of the Act.
52. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of any Committee member.

53. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a Committee member) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.
54. The Committee shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Committee shall send a copy of the annual accounts together with a copy of the Committee's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

INTERNAL AUDIT

55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained.
56. Three Full members, or honorary members who have previously been full members of the Association, shall be elected to serve as auditors at the Annual General Meeting.

NOTICES

57. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

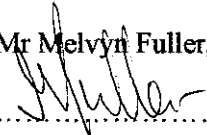
59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

60. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

Mr Melvyn Fuller, 34 Thirlmere Gardens, Northwood, Middlesex. HA6 2RS


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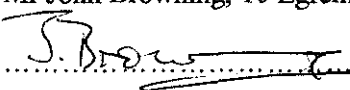
Mr David Nicholas Sexton, 43 Cowley Mill Road, Uxbridge, Middlesex. UB8 2QE


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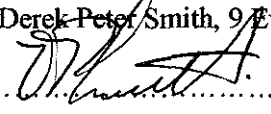
Mr Colin Adams, 8 Crosier Way, Ruislip, Middlesex. HA4 6HF


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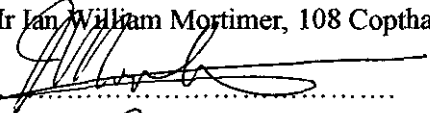
Mr John Browning, 10 Egremont Gardens, Cippenham, Slough, Berkshire. SL1 5SW


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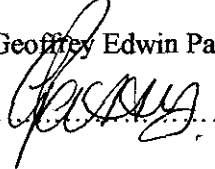
Mr Derek Peter Smith, 9 Evelyn Avenue, Ruislip, Middlesex. HA4 8AR


.....

Mr Ian William Mortimer, 108 Copthall Road West, Ickenham, Middlesex. UB10 8HT


.....

Mr Geoffrey Edwin Parry, 34 Mount Pleasant, Harefield, Middlesex. UB9 6BE


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Dated 1st September 1999

Witness to the above Signatures:-



B.S. VINTNER
1A Eastbury Road
Northwood
Middlesex HA6 3BG
SOLICITOR

NOTE:- The above particulars should be given as in the Memorandum.