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No. 167635

THE COMPANIES ACTS, 1908 to 1917.



THE THIRTY CLUB OF LONDON LIMITED.

Special Resolution

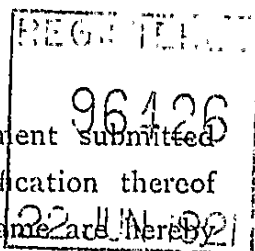
(Pursuant to Section 69 of the Companies (Consolidation) Act, 1908).

Passed 20th April, 1921.

Confirmed 10th May, 1921.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at No. 1, Wardour Street, Soho, W.1, on Wednesday, the 20th day of April, 1921, the following **Special Resolution** was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at No. 233, High Holborn, W.C.1, on Tuesday, the 10th day of May, 1921, the following **Special Resolution** was duly confirmed:—

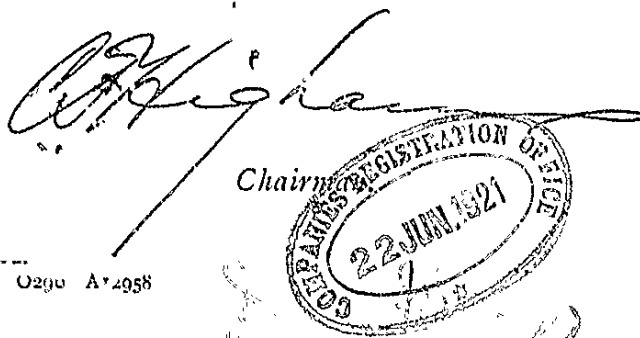
"That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification thereof subscribed by the Chairman thereof, be and the same are hereby approved, and that such regulations be and they are hereby adopted as the Articles of the Company in substitution for, and to the exclusion of, all the existing Articles thereof."



Filed by

HENRY MOSSOP & SYND.

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N 1676-5

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE, AND NOT HAVING A CAPITAL DIVIDED
INTO SHARES.

Articles of Association

OF

The Thirty Club of London

LIMITED.

Chas. E. Smith
Chas. E. Smith

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**THE THIRTY CLUB OF LONDON,
LIMITED.**

1. In these regulations, unless there be something in the subject or context inconsistent therewith:

"The Company" means the above named Company.

"The Committee" means the members for the time being of the Committee of Management hereby constituted.

"In writing" includes printing, lithography, typewriting and other usual substitutes for writing.

Words importing the singular number only include the plural.
number and *vice versa*.

“ The Office ” means the registered office of the Company for the time being.

" Month " means calendar month.

2. For the purposes of registration the Company is declared to consist of 30 Full Members and 30 Associate Members, but the Company in General Meeting may, if it thinks fit, increase the number of Members.

II.—MEMBERS.

3. The subscribers to the Memorandum of Association are the first Members of the Company.

4. There shall be three classes of Members, namely, (1) Full Members, (2) Associate Members, and (3) Honorary Members.

5. The qualification of a Full Member and an Associate Member shall be—

(A) The payment to the Company of an annual subscription of three guineas, such annual payment to be made on the 1st day of January in every year.

(B) Engagement in the business of advertising, or some kindred business.

6. Honorary Members shall be such persons not coming within the definition of Full or Associate Members who in the Committee's opinion are rendering, or have rendered, conspicuous services in the cause of advertising. No other qualification shall be necessary in the case of an Honorary Member.

7. No person shall be admitted to Membership as a Full or Associate Member unless and until he shall have signed an application for Membership in the form following, that is to say:—

“ To the THIRTY CLUB OF LONDON, LIMITED.

“ I,

“ of

“ desire to become a F.M. (or Associate as the case may be)
“ Member of the Company, and request you to enter my
“ name in the Register of Members accordingly, subject to
“ your Memorandum and Articles of Association.

“ Dated this day of 19 .”
or in such other form as the Committee may determine.

8. No person shall be proposed for election until he shall have attended one of the Company's meetings to which guests are admissible.

9. The election of Members shall be by ballot of the full Members of the Company taking part in such ballot, two black balls disqualifying a Candidate from election. Should the Committee so determine, such ballot may be made and the votes of all or any such Member may be obtained through the post, subject to such rules and conditions as the Committee may from time to time determine. The promotion of Associate Members to Full Membership shall be by ballot in the same manner as upon the election of Members. In any such ballot, whether for the election of Members or the promotion of Associate Members to Full Membership, the Chairman shall have a casting vote.

10. Any Member may withdraw from the Company by giving one month's notice in writing to the Company prior to the 31st day of December in any year of his intention so to do, and upon the expiration of such notice he shall cease to be a Member.

11. A Member of the Company shall cease to be a Member of the Company—

(A) If any subscription payable by him shall remain unpaid for a period of three calendar months after it shall have become due.

(B) If he be absent otherwise than on account of illness from one-third of the monthly dinners of the Thirty Club organised by the Company in any one year, unless the Committee by Special Resolution otherwise determine.

(C) If his conduct, in the opinion of the Committee, makes it desirable that he should cease to be a Member of the Company. In such case the Member in question may be expelled or requested to resign by the Committee at a Special Meeting called to consider the matter. At such Special Committee Meeting three Members shall form a quorum, and the Member whose conduct is to be considered shall have a reasonable opportunity of addressing the Committee either personally or in writing prior to a decision being taken. Notice of the holding of such meeting shall be forwarded to the Member whose conduct is in question. At such Special Committee Meeting any resolution for the expulsion of a Member or any resolution requesting such Member to resign must, to be operative, be passed by a majority of two-thirds of the Members voting at such meeting. The Committee shall likewise at such Special Committee Meeting as aforesaid have power to suspend an offending Member for any period not exceeding six months.

(D) If he become bankrupt or insolvent.

(E) If by notice in writing to the Company he resigns his Membership.

III.—COMMITTEE OF MANAGEMENT.

12. There shall be a Committee for the management of the affairs of the Company composed of Full Members. Such Committee shall consist of not less than eight nor more than thirteen

persons, including the President, Vice-President, the Honorary Secretary, and the Honorary Treasurer. The following persons shall be the first Committee, viz:—

Charles Frederick Higham (President),
 Charles Bridges (Vice-President),
 Leslie Harwood (Honorary Treasurer),
 William Smith Crawford (Honorary Secretary),
 John Camille Akerman,
 Henry Samson Clark,
 Hugh Nathaniel Hunter,
 Eric Athelstan Field.

Such first Committee shall hold office until the Ordinary General Meeting to be held in the year 1921. The Committee shall have power from time to time and at any time to appoint other Members to be Members of the Committee, but so that the total number of the Members of the Committee shall not at any time exceed the maximum number fixed as above.

IV.—RETIREMENT OF MEMBERS OF COMMITTEE.

13. At the Ordinary General Meeting of the Company to be held in the year 1921 and at every succeeding Ordinary General Meeting, all the Members of the Committee shall retire from office.

14. The Company at any General Meeting at which the Members of the Committee retire in manner aforesaid shall fill up the vacated offices by re-electing by ballot the retiring Members or by electing other Members in the same way to be Members of the Committee, and, without notice in that behalf, may fill up any other vacancies, but this Article shall not apply to the office of Vice-President, which shall be filled by the Member who held the position of President for the previous year. If for any reason the retiring President is not able or willing to fill the office of Vice-President, the Company shall elect a Vice-President in manner provided by this Article.

15. A Committee man shall vacate office:—

- (A) If from any cause he ceases to be a Full Member.
- (B) If he is absent from the meetings of the Committee during a continuous period of three calendar months, without special leave of absence from the Committee.
- (C) If he become bankrupt or insolvent.
- (D) If by notice in writing to the Company he resigns his membership of the Committee.

16. If under any of the provisions of the preceding sub-clauses or by reason of death a vacancy or vacancies shall occur in the Committee during its year of office, the remaining members of the Committee may fill the vacancy by co-opting such other duly qualified Member or Members of the Company as they may think fit.

V.—POWERS OF COMMITTEE

17. The business of the Company shall be managed by the Committee, who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting; subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or such provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made. The Committee may (*inter alia*) and without prejudice to the general powers by this clause conferred, pay all the costs, charges and expenses of and incidental to the promotion, formation, establishment, and registration of the Company.

VI.—PROCEEDINGS OF COMMITTEE

18. The Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meetings, as the Members may think fit, and determine the quorum necessary for the transaction of business. Until 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. Three or more Members of the Committee may at any time summon a meeting of the Committee by leaving a written notice to that effect with the Secretary.

19. The President of the Company shall be the Chairman of the Committee during his year of office, but if at any meeting the President be not present the position shall be filled by the Vice-President, or in the event of his absence the Members of the Committee then present shall elect someone of their number to be Chairman of such meeting.

20. A meeting of the Committee for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Committee generally.

21. The Committee may form sub-committees, consisting of such Member or Members of their body as they think fit, together with such other persons as they think fit to co-opt, whether such other persons are Members of the Company or not, and may delegate any of their powers to such sub-committees. Any sub-committee so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on them by the Committee.

22. The meetings and proceedings of any such Sub-committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings

of the Committee, so far as the same may be applicable thereto, and are not superseded by any regulations made by the Committee under the last preceding Article.

23. All acts *bona fide* done by any meeting of the Committee or by a Sub-committee shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee or Sub-committee, or any Member thereof.

24. The Committee shall cause minutes to be duly entered in books provided for the purpose—

- (1) Of all appointments of officers;
- (2) Of the names of the Members present at each meeting of the Committee and of any Sub-committee;
- (3) Of all orders made by the Committee and Sub-committee.
- (4) Of all resolutions and proceedings of General Meetings and of meetings of the Committee and Sub-committee, and any such minutes of any meeting of the Committee and Sub-committee, or of the Company, if purporting to be signed by the Chairman of such meeting, shall be sufficient evidence, without further proof, of the matters stated in such minutes.

VII.—GENERAL MEETINGS.

25. General Meetings of the Company shall be held once in every year, at such time and place as may be determined by the Committee.

26. The General Meetings referred to in the last preceding clause shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

27. The Committee may call an Extraordinary General Meeting at any time and place they think fit.

28. The Committee shall, on the requisition of not less than ten Full Members, forthwith proceed to convene an Extraordinary General Meeting.

29. The requisition must state the objects of the Meeting, and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form each signed by one or more requisitionists.

30. If the Committee do not proceed to cause a Meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them, may themselves convene the Meeting, but any Meeting so convened shall not be held after three months from the date of such deposit.

31. If at any such Meeting a resolution requiring confirmation at another Meeting is passed, the Committee shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the Resolution, and, if thought fit, of confirming it as a special resolution; and if the Committee do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting.

32. Any meeting convened by the requisitionists under these Articles shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Committee.

33. Seven clear days' notice at the least of every meeting, specifying the day, hour and place, shall be given in manner hereinafter mentioned to all the Members except Honorary Members, and in the case of special business the notice shall specify the general nature of such business, but an accidental omission to give such notice to any Member shall not invalidate the proceedings at any General Meeting. Whenever a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, except that the notice shall only be a clear three days' notice, and that it shall not be necessary to specify in such notice the nature of the business to be transacted at the meeting.

VIII.—PROCEEDINGS AT GENERAL MEETINGS.

34. The business to be transacted at an Ordinary General Meeting shall be to receive and consider the report and accounts presented by the Committee and Auditors, as hereinafter provided, and to confirm or otherwise deal with any acts of the Committee which may require confirmation or to be dealt with, and to elect Committee men and other officers in the place of those retiring by rotation, and no business of any other description shall be transacted unless special notice of such business shall have been given in the notice convening the meeting.

35. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting, and no business shall be entered upon by any Extraordinary General Meeting except such is set forth in the notice convening the same.

36. To constitute a quorum at any General Meeting there shall be present in person at least five Full Members.

37. Save as expressly otherwise provided, no business shall be transacted at any General Meeting unless a quorum of Members be present at the time when the meeting commences business.

38. If within half-an-hour from the time appointed for the meeting a quorum of Members be not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Members present shall determine, and at such adjourned meeting the business shall be transacted whatever the number of Members (not being less than two) present.

39. The Chairman of the Committee shall be entitled to take the chair at every meeting; or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or being present shall be unwilling to act as Chairman, the Members present shall choose another Member of the Committee as Chairman, and if no such Committee man be present, or if all the Committee men present decline to take the Chair, then the Members present shall choose one of their number to be Chairman.

40. Subject and without prejudice to Article 14, at any meeting, unless a poll be demanded in manner hereinafter provided, every resolution shall be decided by a show of hands of Full Members present thereat.

41. In case there shall be an equality of votes the Chairman at such meeting (if he be a Full Member but not otherwise), shall be entitled to a casting vote in addition to the vote to which he may be entitled as a Member; and a declaration by the Chairman that a resolution has been carried, or has been carried or not carried by a particular majority, or has been lost, and an entry to that effect in the Minute-book of the Company, shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

42. Associate and Honorary Members shall be entitled to attend and speak at all General Meetings, but they shall not be entitled to any votes thereat.

43. At any meeting a poll may be demanded before or upon the declaration of the show of hands by Members present at the Meeting, and such poll shall be taken at such time and in such manner as the Chairman shall direct, and in case there shall be an equality of votes, the Chairman at the Meeting at which such poll shall have been demanded shall (if he be a Full Member but not otherwise) be entitled to a casting vote in addition to his own vote, and the result of such poll shall be deemed to be the resolution of the Meeting at which such poll was demanded. The demand of a poll may be withdrawn.

44. The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

IX.—VOTES OF MEMBERS.

45. Every Full Member shall have one vote, both on a poll and on a show of hands.

X.—GUARANTEE OR RESERVE FUND.

46. Out of the subscriptions received from Members the Committee shall from time to time appropriate such sums as shall be equal to the sum of £1 per Member for the time being for the

purpose of creating a fund for meeting any liabilities of the Company. Any such fund may be invested in such investments or securities as the Committee may think fit. Any income from such investments or securities may either be used for the general purposes of the Company or added to the capital or dealt with in such other way in the interests of the Company as the Committee shall determine.

XI.—ACCOUNTS.

47. The Committee shall cause true accounts to be kept—

- (1) Of the moneys, investments, and assets of the Company;
- (2) Of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place; and
- (3) Of the credits and liabilities of the Company.

48. The books of accounts shall be kept at the office or at such other place or places as the Committee may from time to time determine.

49. The Committee shall from time to time determine whether, in any particular case or class of cases, or generally and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members; and no Members shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Committee or by a resolution of the Company in General Meeting.

50. A balance sheet shall be made out once in every year and shall be laid before the Ordinary General Meeting of the Company; and such balance sheet shall contain a faithful summary of the assets and liabilities of the Company, arranged under suitable heads, and shall have been duly audited as hereinafter provided. A profit and loss account for each year shall also be made out, and when duly audited in manner hereinafter provided, shall be laid before the Ordinary General Meeting in each year.

51. A copy of the balance sheet, profit and loss account and report by the Auditors shall, seven days previous to the Ordinary General Meeting, be sent to every Full Member and Associate Member. The accidental omission to send any such documents to any Member shall not invalidate the proceedings at the Meeting.

XII.—AUDITORS AND AUDIT.

52. Once at least in every year the accounts of the Company shall be audited. The Company shall at each Ordinary General Meeting appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting.

53. A Member of the Committee or an officer of the Company shall not be capable of being appointed Auditor of the Company. The Committee may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act.

54. The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Committee.

55. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Committee and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors, and the Auditors shall sign a certificate at the foot of the balance sheet, stating whether or not all their requirements as Auditors have been complied with, and shall make a report to the Members on the accounts examined by them, and on every balance sheet laid before the Company in General Meeting during their tenure of office; and in every such report shall state whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company; and such report shall be read before the Company in General Meeting.

XIII.—SECRETARY.

56. Mr. William Smith Crawford, 233, High Holborn, London, W.C.1, shall be the first Secretary of the Company.

XIV.—NOTICES.

57. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his last registered place of abode.

58. Any notice, if served by post, shall be deemed to have been served on the day following that on which it is posted, and in proving such service it shall be sufficient to produce a certificate under the hand of the Secretary or other officer of the Company, stating that the letters containing the notices were properly addressed and put into the post office, and such certificate shall be evidence also of the contents of such notice.

XV.—INDEMNITY TO OFFICIALS.

59. Every Member of the Committee, and any other officer or servant of the Company, shall be indemnified by the Company against all costs, losses and expenses which any such Member, officer or servant may incur or become liable for in any way in the execution

of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said Members, officers and servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Dated the day of , 19 .

Witness to all the above Signatures—