

412

Pursuant to section 3(5) of the Companies Act 1980

1576093

For official use

Company number

Name of Company

The British Olympic Association

David Michael DIXON

of 20 Essex Street, Strand, London WC 2

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976.

do solemnly and sincerely declare that I amt a solicitor of the Supreme Court
 \ engaged in the formation of the British Olympic Association

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at

Random Walk Size

the

370

day of

WALL

One thousand nine hundred and Sixty Nine

before m

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths~~ **R. M. FAIRBANK**

Signature of Declarant

Presenter's name, address and
reference (if any):

Withers,
20 Essex Street,
Strand,
LONDON WC 2

DD/CLM

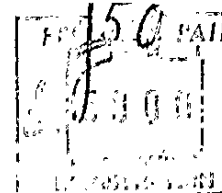
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THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

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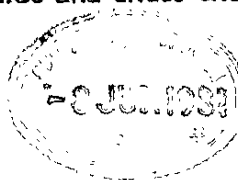
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MEMORANDUM OF ASSOCIATION

OF

THE BRITISH OLYMPIC ASSOCIATION

1. The name of the Company (hereinafter called "the Association") is THE BRITISH OLYMPIC ASSOCIATION
2. The Registered Office of the Association will be situate in England
3. The objects for which the Association is established are:
 - (i) To encourage interest in the Olympic Games and to foster the aims and ideals of the Olympic Movement throughout Great Britain in accordance with the principles and rules of the International Olympic Committee, and to focus public attention with particular reference to the youth of the country, on the Olympic Movement and the Olympic Games
 - (ii) To organise and co-ordinate British participation in the Olympic Games and also to assist, when required, in the participation of Great Britain in any other Games or Festivals of Sport held under the patronage of the International Olympic Committee, and to ensure that appropriate arrangements are made for the organisation of the Olympic Games whenever they are awarded by the International Olympic Committee to a Host City in Great Britain
 - (iii) To assist Governing Bodies of Olympic sports in Great Britain in the preparation of competitors in their respective sports for the Olympic Games
 - (iv) To provide a forum for consultation among the Governing Bodies of Olympic sports and the Sports Associations and a means of representing their views to others
 - (v) To organise and co-ordinate in Great Britain the celebration of an Olympic Day in accordance with the rules and under the patronage of the International Olympic Committee



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- (vi) To subscribe, guarantee or lend money to any association or institution for any purpose calculated to further the objects of the Association or to benefit amateur sport in Great Britain or for any charitable purpose

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

- (A) To assume the assets and other rights and discharge the liabilities and responsibilities of The British Olympic Association, an unincorporated association
- (B) To organise such Membership Schemes in support of the Association's objects, as may from time to time be determined
- (C) To make grants out of the funds and property of the Association to an Olympic Governing Body or a Sports Association (as hereinafter defined) which is affiliated to the Association and to authorised local Branches of the Association for any purpose calculated to further the objects of the Association
- (D) To raise money by public appeal or otherwise and to apply the same together with all other funds and property of the Association in the furtherance of any of the Association's objects
- (E) To establish, undertake or administer any trusts for the furtherance of any of the objects of the Association and to hold and administer any property or funds subject to any such trusts
- (F) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting its objects
- (G) To print, publish or sell any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Association
- (I) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects

- (J) To undertake and execute any agency business which may seem directly or indirectly conducive to the objects of the Association and may lawfully be undertaken by the Association
- (K) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit
- (L) To invest the monies 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
- (M) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons
- (N) To take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the Association under or by virtue of Clause 4 hereof
- (O) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the Association is authorised under (N) above to take over or acquire
- (P) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations which the Association is authorised under (N) above to take over or acquire
- (Q) To do all such lawful things as are necessary to the furtherance of the objects of the Association

PROVIDED ALWAYS 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 N.O.C. (as hereinafter defined) shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as the N.O.C. would 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 the N.O.C. 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 the objects of the Association 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 the Members of the Association. Provided that nothing herein shall prevent:

- (a) Any payment in good faith by the Association of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association;
- (b) The award in good faith of any prize to any competitor, or entrant at a contest who may be associated with a Member of the Association and any payment to any such person towards the costs of preparation and training of potential Olympic competitors;
- (c) The payment of interest on any money lent by any Member of the Association at a rate per annum not exceeding 2% less than the Minimum Lending Rate prescribed for the time being by the Bank of England, or 3% whichever is the greater
- (d) The payment of reasonable and proper rent for premises demised or let by any Member of the Association

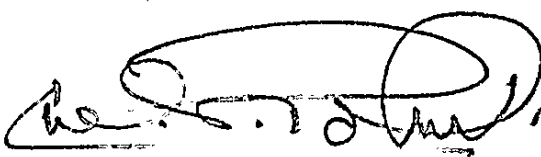
5. The liability of the Members is limited

6. Every Voting Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association 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, such amount as may be required not exceeding £10

7. 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 given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object

We, the persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

Mary Glen Harris	66 North End House Fitz James Ave London W14 0RX	Hospital Administrator
	4. Hollywood Road London S.W.10. 9.H.Y	Sports Administrator
Robert J. Jones	36 Chatsworth Way London SE 27	Barman at law
Arthur Gold	49 FRIERN MOUNT DRIVE WHETSTONE - LONDON N.10	Engineer
James J. Jones	70 Benbow Road Weymouth Dorset	Retired Executive
Andrew	19 Ingthorpe Avenue, Blackpool	Retired Bank Executive



DATED this 19th day of May 1980

WITNESS to the above signatures:-

5

M. J. Jones
20 Essex St
London W.C.2
Solicitor

129 Grand Ave
Barnet Surrey

Retired

1576093|3

~~MEMORANDUM~~

THE COMPANIES ACTS 1948 TO 1980
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRITISH OLYMPIC ASSOCIATION

PRELIMINARY

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings 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 1948
The Acts	The Companies Acts 1948 to 1980
The Association	The British Olympic Association
The President	The President for the time being of the Association
These presents	The Memorandum and Articles of Association and any Bye-Laws for the time being in force of the Association
The Office	The Registered Office of the Association
The Seal	The Common Seal of the Association
The N.O.C.	The National Olympic Committee for the time being of the Association
The Chairman	The Chairman for the time being of the Association
The General Purposes Committee	The General Purposes Committee for the time being of the Association
Great Britain	The United Kingdom of Great Britain and Northern Ireland
I.O.C.	The International Olympic Committee

I.O.C. British Members	The members of the I.O.C. who for the time being are the representatives of the I.O.C. to Great Britain
The Olympic Games	The Olympic Games and the Olympic Winter Games as defined in the I.O.C. Olympic Charter
An Olympic Sport	A sport for the time being listed in the I.O.C. Olympic Charter as a programme sport of the Olympic Games
An Olympic Governing Body	A Governing Body of an Olympic sport in Great Britain, or a Joint Board or Committee formed by the Governing Bodies of an Olympic sport in Great Britain, which is generally recognised within that Sport to be the authority responsible for the selection and management of the British teams in that sport at the Olympic Games and which is affiliated to the International Federation for the time being recognised by the I.O.C. as controlling that sport internationally. For the avoidance of doubt a National Federation as mentioned in Article 24D of the 1980 Olympic Charter shall mean and include an Olympic Governing Body In the event that any such Joint Board or Committee shall not be affiliated to the relevant International Federation, then one of the member Governing Bodies of that Joint Board or Committee, which shall be affiliated to the International Federation and shall have been nominated by the Joint Board or Committee to apply for affiliation to the Association shall be deemed to be an Olympic Governing Body on behalf of that Joint Board or Committee

A Sports Association	A Governing Body of sport in Great Britain other than an Olympic Governing Body as defined above, or any other organisation whose object is to administer or encourage amateur sport within Great Britain or in the Armed Forces, Universities or some sector of society in Great Britain
Voting Member	A Member of the Association for the purposes of the Acts entitled to vote at General Meetings of the Association
Non-Voting Member	A Member of the Association entitled to such rights and privileges as are hereinafter provided but not entitled to vote at General Meetings of the Association
Month	Calendar month
In writing	Written, or produced in any visible substitute for writing, or partly one and partly another

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. Words importing persons shall include corporations. And unless the context otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these presents become binding on the Association

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

3. The provisions of Section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

VOTING MEMBERSHIP

4. For the purposes of registration the number of Voting Members is unlimited

5. (a) Voting Membership shall comprise:
 - (i) The President
 - (ii) The I.O.C. British Members
 - (iii) The Officers of the Association elected in accordance with Article 16 hereof
 - (iv) The Olympic Governing Bodies accepted into membership in accordance with Article 6(a) hereof, and which are in good standing in respect of such membership
- (b) The Voting Members shall collectively comprise the N.O.C.
6. (a) Any Olympic Governing Body may make application to become a Voting Member. Any such application shall be in writing and in such form as the General Purposes Committee may from time to time prescribe or approve. Such application shall be accompanied by a copy of the Applicant's Rules and such other documents and particulars as the Association shall require. Voting Membership shall be limited to one Olympic Governing Body for each Olympic Sport and subject thereto and subject to the provisions of Rule 24D of the 1980 Olympic Charter the N.O.C. may at its absolute discretion accept or reject any application to become a Voting Member.
- (b) Voting Membership of the Association shall cease if:
 - (i) a member is in material breach of the Olympic Rules and bye-laws contained in the Olympic Charter, or of these presents and
 - (ii) a disciplinary investigation is made pursuant to the Bye-laws contained in the Olympic Charter and such investigation confirms that the aforementioned breach has occurred and
 - (iii) the N.O.C. pass a resolution for the removal of the said member from the Association by a majority of not less than two-thirds of those members eligible to vote at meetings of the N.O.C.
- (c) On acceptance of its application to become a Voting Member an Olympic Governing Body shall nominate a representative to serve on the N.O.C. and to represent it at General Meetings of the Association, and such nomination shall be by notice in writing to the General Secretary
- (d) If a Representative of such an Olympic Governing Body shall by reason of sickness or any other cause be unable to attend a meeting of the N.O.C. then the Olympic Governing Body which has appointed him to be its representative on the N.O.C. may, by notice to the General Secretary, appoint some other person (being an Officer or Member of that Olympic Governing Body) to attend that meeting in the place of such Representative, and such person shall have the same right to attend, speak and vote at such meeting as such Representative whose place he has been appointed to take

7. (a) Each Olympic Governing Body which becomes a Voting Member shall pay to the Association an annual Affiliation fee
- (b) The rates of the annual Affiliation fees shall be fixed from time to time by the N.O.C.
- (c) If any Affiliation fee is not paid within two months of the same falling due, the General Secretary of the Association shall give written notice of the fact to the Olympic Governing Body in arrears and if the Affiliation fee remains unpaid for twelve months from the date when it fell due the membership of the said Member shall ipso facto cease
- (d) An Olympic Governing Body whose Voting Membership has ceased under this Article may be readmitted to Voting Membership by the N.O.C. without fresh application being made, provided that all arrears of Affiliation fees are paid up and that an explanation of the default is tendered to the satisfaction of the N.O.C.
- (e) The rates of Affiliation fees may from time to time be altered by resolution of the N.O.C. No change in such rates shall be determined upon less than six months before the 1st January on which such change is to take effect
8. An Olympic Governing Body shall cease to be a Voting Member of the Association:
- (a) if by notice in writing to the Association it resigns its membership
- (b) if any Affiliation fee due remains unpaid for twelve months from the date when it fell due subject to Article 7 (d) hereof
9. In relation to an Olympic Governing Body which is accepted into membership, in accordance with Article 6 hereof and which is an unincorporated body the following provisions shall apply:
- (a) The Olympic Governing Body shall not be registered as itself a member but the N.O.C. shall cause to be entered on the Register of Members from time to time the Secretary of such unincorporated body or such other person as the unincorporated body shall in writing nominate and such person who is for the time being so entered (to the exclusion of the other persons constituting the unincorporated body) shall be the member of the Association in right of that body and such person's membership shall for all purposes of these presents be treated as constituting the membership of such unincorporated body
- (b) None of the persons for the time being constituting such unincorporated body shall be entitled to exercise or enjoy any of the rights

or privileges of membership except insofar as they may be duly authorised by such unincorporated body to exercise the same on its behalf

(c) Every act done by such unincorporated body according to its own constitution (being an act which could be effectively done only by a member) shall be deemed to have been done by the person on the Register of Members in right of such unincorporated body and to be effective accordingly

NON-VOTING MEMBERSHIP

10. (a) The Non-Voting Membership shall comprise:

- (i) Honorary Members
- (ii) Life Members
- (iii) Ordinary Members
- (iv) Sports Associations

(b) The N.O.C. may elect any person to be an Honorary Member for life or such other period as the N.O.C. shall think fit

(c) An Honorary Member may also be a Life Member or an Ordinary Member

(d) The N.O.C. may elect any person upon his written application to be a Life Member or an Ordinary Member

(e) A Sports Association may apply in writing to the Association to become a Non-Voting Member and such application shall be accompanied by a copy of the applicant's Rules and such other particulars as the Association shall require. A Sports Association shall not be accepted as a Non-Voting Member unless in the opinion of the N.O.C. it can assist materially in the work or deliberations of the Association. Subject thereto, the N.O.C. may accept or reject any application by a Sports Association for membership at its discretion. A Sports Association shall cease to be a Non-Voting Member if the N.O.C. shall at any time by Resolution so determine

(f) Subject to the provisions of sub-clauses (b) to (e) above, the N.O.C. shall make such rules and regulations relating to the conditions of applications for affiliation fees and subscriptions for Non-Voting Membership as it thinks fit, save that Non-Voting Members shall not be entitled to receive notice of or to attend and vote at General Meetings of the Association

REGIONAL ORGANISATION

11. For the purpose of increasing the number of Ordinary Members of the Association and thereby its subscription income and for the purpose of raising funds for the objects of the Association the N.O.C. may authorise the formation of local Branches of the Association in Great Britain or overseas

12. (a) Branches of the Association shall be formed upon such terms and conditions as the N.O.C. thinks fit
- (b) The N.O.C. may allow any Branch of the Association to manage its affairs under Rules to be made by the members of the Branch, provided always that:
- (i) no Rules shall be adopted by a Branch and no change in such Rules shall be made without the prior approval of the N.O.C. in writing
 - (ii) the conduct of the affairs of a Branch shall at all times be and remain subject to the direction of the N.O.C.
 - (iii) in the event of any conflict or inconsistency between any Rules adopted by a Branch and these presents, these presents shall prevail
13. All surplus monies and other property which may be held by a Branch from time to time shall be the property of the Association

THE PRESIDENT

14. The President of the Association so long as he holds office shall be a Voting Member and shall be elected by the N.O.C. at the same time and in the same manner and to serve for the same period of time as the Officers of the Association. A retiring President shall be eligible for re-election

THE VICE-PRESIDENTS

15. The N.O.C. may appoint any person to be a Vice-President of the Association at any time. A Vice-President, whether elected at an Election Meeting (as defined in Article 16 hereof) or at any other Meeting of the N.O.C. shall hold office until the Election Meeting to be held next following his election. A Vice-President shall be eligible for re-election. A Vice-President shall be an Honorary Member of the Association so long as he holds office

THE OFFICERS

16. (a) The Officers of the Association shall be
- The Chairman
 - The Vice-Chairman
 - The Honorary Treasurer
- (b) The Officers shall be elected once in every Olympiad by the N.O.C. as soon as is reasonably possible after the celebration of the Olympic (Summer) Games, at the first meeting of the N.O.C. to be held after such celebration, and if it is not practicable for the Officers to be elected at that meeting, then they shall be elected at the second meeting to be held after such celebration (such first or second meeting is in these Articles referred

to as "an Election Meeting"). No person shall, without the approval of the Chairman of the meeting, be proposed for election as an Officer other than a retiring Officer who offers himself for re-election, unless written notice of the intention to propose him by the member of the N.O.C. who intends so to do shall have been received by the General Secretary of the Association not less than one month before the meeting. An Officer shall hold office until the declaration of the election of his successor at the conclusion of the Election Meeting to be held after the celebration of the Olympic (Summer) Games next following his election, or at an earlier meeting if the officer shall have previously resigned or been removed by resolution of the N.O.C., or at a later meeting if a successor is not elected at the Election Meeting. A retiring Officer shall be eligible for re-election.

THE HONORARY ADVISERS

17. An Honorary Legal Adviser and an Honorary Medical Adviser shall, from time to time, be appointed by the N.O.C. for such a period and upon such terms as it thinks fit. Such Advisers shall be invited to attend meetings of the N.O.C. but shall not be Voting Members.

18. The first President, Vice-Presidents, Chairman, Vice-Chairman, Honorary Treasurer, Honorary Legal Adviser, and Honorary Medical Adviser of the Association shall be the persons who at the incorporation of the Association hold these offices in the unincorporated body known as The British Olympic Association.

THE GENERAL PURPOSES COMMITTEE AND OTHER SUB-COMMITTEES

19. (a) The N.O.C. shall appoint a standing sub-Committee, namely the General Purposes Committee which shall consist of:

The Officers and five of the Representatives of Olympic Governing Bodies appointed in accordance with Article 6(c) hereof four of whom shall be elected by the N.O.C. from among the Representatives of Olympic Governing Bodies of sports included in the official programme of the Olympic (Summer) Games and one of whom shall be elected from among the Representatives of Olympic Governing Bodies of sports included in the official programme of the Winter (Olympic) Games. A retiring Representative member shall be eligible for re-election. The General Purposes Committee may invite the Honorary Legal Adviser and the Honorary Medical Adviser to attend meetings of the General Purposes Committee (without vote).

(b) The Representatives appointed as above to serve on the General Purposes Committee shall be elected annually. In the first year of an

Olympiad they shall be elected at the Election Meeting of the N.O.C. held following upon the conclusion of a celebration of the Olympic (Summer) Games. In any subsequent year of an Olympiad they shall be elected at the first meeting of the N.O.C. to be held after the anniversary in that year of the date of the Election Meeting in the first year of the Olympiad. The Representatives of Olympic Governing Bodies who are elected to be members of the General Purposes Committee shall serve from the conclusion of the meeting at which they are elected until the conclusion of the meeting of the N.O.C. at which the next election of Representatives of Olympic Governing Bodies to the General Purposes Committee shall be held

20. The General Purposes Committee shall present to the N.O.C. at each meeting thereof a report of the actions or decisions which it shall have taken since the previous meeting of the N.O.C.

21. The N.O.C. may also at any time appoint any other sub-Committee with such powers, for such period and upon such terms, as the N.O.C. shall determine, and may appoint any person, whether he be a Member of the Association or not, to be a Member of any such sub-Committee

22. The General Purposes Committee and every other sub-Committee may act notwithstanding a casual vacancy in its body. A casual vacancy on any such sub-Committee may be filled by the N.O.C. The Officers shall ex-officio be members of every sub-Committee. The N.O.C. may fix the quorum of any sub-Committee. Unless otherwise fixed the quorum at any meeting of a sub-Committee shall be two-thirds of the total number of its members. A sub-Committee may otherwise regulate its own proceedings as it thinks fit

23. The business of the Association shall be managed by the General Purposes Committee (which shall constitute the Board of Directors for the purposes of the Acts), 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 Acts or by these presents, required to be exercised by the N.O.C. subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior act of the General Purposes Committee which would have been valid if that regulation had not been made

24. Membership of the General Purposes Committee shall be vacated if the member:

- (a) being an Officer, for any reason ceases to be an Officer as listed in Article 16(a) hereof

- (b) becomes bankrupt or suspends payment or compounds with his creditors
- (c) is found or becomes of unsound mind
- (d) if by notice in writing to the Association he resigns his office
- (e) becomes prohibited from being a member by reason of any Court order made under the Companies Acts 1948 to 1976
- (f) is removed from office by a resolution duly passed pursuant to Section 184 of the Act

25. Questions arising at any meeting of the General Purposes Committee 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 Committee Member may and the General Secretary on the requisition of a Committee Member shall at any time summon a meeting of the General Purposes Committee. It shall not be necessary to give notice of a meeting of the General Purposes Committee to any Committee Member for the time being absent from the United Kingdom

26. The Chairman or in his absence the Vice Chairman shall preside as Chairman of meetings of the General Purposes Committee.

THE EXECUTIVE STAFF

27. The N.O.C. shall appoint a General Secretary and such other senior staff as from time to time it shall consider necessary for the efficient conduct of the affairs of the Association at such remuneration and upon such conditions as it may think fit

THE SEAL

28. The General Purposes Committee shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the N.O.C. or the General Purposes Committee, or by the authority of any other Standing Committee or sub-Committee which may be authorised by the N.O.C. in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the N.O.C. and shall be countersigned by the General Secretary or by a second member of the N.O.C.

PROCEEDINGS OF THE N.O.C.

29. The N.O.C. may act notwithstanding a vacancy in its body. The N.O.C. may also fill a casual vacancy in the office of President or among the Officers. A person appointed to fill such a casual vacancy shall serve for the remainder of the term of office for which the President or Officer whose vacancy he fills was elected to serve

30. (a) The N.O.C. shall meet together not less than four times in every calendar year, unless the N.O.C. by Resolution shall otherwise direct, for the despatch of business, and adjourn and otherwise regulate its meetings as it thinks fit, subject to these presents. The General Secretary of the Association shall convene a meeting of the N.O.C. at any time if so directed by the President or the Chairman or upon the requisition of any five other members of the N.O.C.
- (b) Subject to Article 6(b) hereof questions arising at any meeting shall be decided by a majority of valid votes cast and for the avoidance of doubt abstentions, blank or spoilt votes shall not be counted as valid votes
- (c) At least one month's notice of any meeting of the N.O.C. shall be given, unless the Chairman or Vice-Chairman shall certify that the urgency of the business to be transacted makes it desirable that the meeting be convened on shorter notice. In such case the Chairman or Vice-Chairman as the case may be shall fix the period of notice to be given of such meeting. The notice of meeting shall specify the time and place of the meeting and the general nature of business which is to be transacted
- (d) No business shall be transacted at any meeting of the N.O.C. unless a quorum is present when the Meeting proceeds to business. A quorum at a meeting of the N.O.C. shall be twelve members thereof personally present or represented. The Chairman, or failing him the Vice-Chairman shall preside at any meeting of the N.O.C. and if neither of them be present and willing to act within fifteen minutes after the time appointed for holding the Meeting the members of the N.O.C. present shall elect one of their number to be Chairman of the Meeting
- (e) If within half an hour from the time appointed for the meeting a quorum is not present the Meeting, if convened upon the requisition of the members of the N.O.C. other than the President or the Chairman 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 to such other day and to such other time and place as the General Purposes Committees may, by not less than four days notice to the members of the N.O.C., prescribe and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting six members of the N.O.C. present shall constitute the quorum and in default the meeting shall stand adjourned for not less than a further seven nor more than a further thirty days and the General Secretary shall notify all Members of the N.O.C. by recorded delivery of the time and place of the further adjourned meeting and at such meeting the Members present shall be a quorum

- (f) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven clear days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- (g) At any meeting of the N.O.C. a Resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by one tenth of the members present and, unless a secret ballot 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 secret ballot may be withdrawn
- (h) Votes given at meetings of the N.O.C. shall be given in person and members shall not be entitled to vote by proxy
- (i) Subject to the provisions of sub-clause (k) below if a secret ballot 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 secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was demanded
- (j) No secret ballot shall be demanded on the election of a Chairman of a meeting under (d) above or on any question of adjournment
- (k) The Chairman of the meeting shall in the case of equality of votes whether on a show of hands or on a secret ballot, have a casting vote
- (l) The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded
- (m) If the N.O.C. shall in its absolute discretion require any resolution to be put to a postal ballot it may do so. The members entitled to vote shall have posted to them ballot papers on which shall be stated the proposed

resolution. Ballot papers must be returned to the Association either by post or by hand by the time stated therein

(n) Every member of the N.O.C. present at a meeting of the N.O.C. shall have one vote except the Honorary Legal Adviser and the Honorary Medical Adviser who shall have no vote

(o) Voting for election to any office under these presents (other than the office of Auditor) or to serve on any sub-committee of the N.O.C. shall be by secret ballot. Such elections shall be conducted by the successive elimination of candidates polling the least number of votes until one candidate shall obtain more than 50% of the valid votes cast

N.O.C. AND SUB-COMMITTEE PROCEDURE

31. All acts bona fide done by any meeting of the N.O.C. or of any sub-committee or by any person acting as a member of such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such Committee or person acting as aforesaid or that the members of such Committee 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 such Committee

32. 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

33. A Resolution in writing, signed by all the members of the N.O.C. or of any sub-Committee of the N.O.C. for the time being entitled to receive notice of a meeting of any such Committee shall be as valid and effectual as if it had been passed at a meeting of such Committee duly convened and held

GENERAL MEETINGS

34. The Association shall in each calendar year hold a meeting of the N.O.C. as its Annual General Meeting and may hold other meetings as Extraordinary General Meetings. In no case shall more than fifteen months elapse between the date of one Annual General Meeting and that of the next, except 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

35. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

36. The N.O.C. may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act

37. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such person (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

38. 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

RESPECT FOR I.O.C. RULES

39. The Association shall at all times act in accordance with the Rules and bye-laws of the I.O.C. the provisions of which, so far as they concern the constitution, duties and obligations of National Olympic Committees, shall be deemed to be incorporated in these Articles

ACCOUNTS

40. The N.O.C. shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976. The accounting records shall be kept at the Office or, subject to Section 12(6) and (7) of the Companies Act 1976 at such other place or places as the N.O.C. may think fit and shall always be open to the inspection of members of the N.O.C.

41. The N.O.C. may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Voting Members of the Association of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by Voting Members of the Association at all reasonable times during the normal business hours

42. The N.O.C. shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and printed and laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections

43. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report and report of the N.O.C. shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Acts

AUDIT

44. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, Section 14 of the Companies Act 1967 and Section 15 and 18 of the Companies Act 1976

NOTICES

45. A notice may be given by the Association to any Member by sending it by post to the registered address of such Member, or (if there be no such registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the Member to the Association for the giving of notices. A further copy of each such notice shall be sent to the Representative appointed by the Olympic Governing Body under Articles 6(c) or 6(d) above where the registered address provided by such Representative differs from the registered address provided by the said Olympic Governing Body. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in all cases on the fourth day following the day of posting

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

(a) every Voting Member except those who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and

(b) the Auditors for the time being of the Association

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

BYE-LAWS

47. The N.O.C. shall be empowered to make Bye-laws for the purpose of regulating any matters not mentioned in these Articles which are consistent with the Memorandum of Association and these Articles. The N.O.C. shall be empowered to alter, suspend or rescind any of the said Bye-laws from time to time as it thinks fit

48. Any Bye-laws in force for the time being shall be binding upon every Member of the Association

49. Notices of any new, altered, suspended or rescinded Bye-laws shall be sent to each Member and shall be placed before the next ensuing Meeting of the N.O.C.

INDEMNITY

50. Except in cases where the provisions of this Article may be void under Section 205 of the Act, every Member of the General Purposes Committee for the time being of the Association, and every agent, auditor, secretary and other officer for the time being acting in relation to any of the affairs of the Association and each of their executors and administrators, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Association may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto

CONFERENCES

51. (a) The Association shall so far as reasonably practicable organise Conferences to be held annually to which all members of the Association or their Representatives as the case may be shall be entitled to attend
- (b) Conferences shall be convened by the N.O.C. which shall give not less than two months notice thereof in writing to all members of the Association, specifying the date, time and place of the Conference. A summary of the financial position of the Association for the last completed financial year which shall have been approved by the N.O.C. shall accompany the Notice of the Meeting
- (c) The object of such Conferences shall be to provide an opportunity when all the members of the Association can receive a report from the N.O.C. upon the affairs and finances of the Association and can express their opinion on the same
- (d) The President, or in his absence the Chairman, shall preside over a Conference

WINDING UP

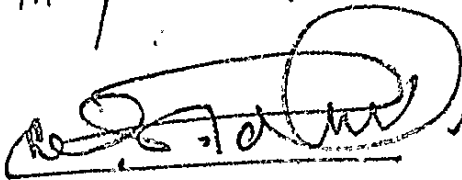
52. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if the provisions thereof were repealed in these presents

NAMES ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

Mary Glen Haig

66 North End House
Fitz James Av. London W14 0RX

DESCRIPTION
Hospital
Administrator



4. Hollywood Road
London W. S.W.20. 9. 11. 7

SPN
Administrator

Robert Thompson

38 Chalsworth Way
London SE 27.

Barrister
at Law

William Gold

49 FRIERN MOUNT DRIVE
WHETSTONE. LONDON. N. 20

Engineer

James D. Lewis

70 Parnock Road
Kew Gardens W8 4RU

Retired
Executive

Ally Lunn

19 Ingham Avenue, Blackpool

Letting Bank
Executive.

E. Gray

129 Grand Ave
Bournemouth Bournemouth

Retired

DATED this

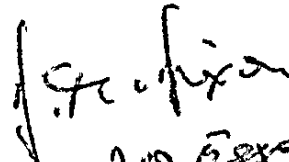
19th

day of

May

1981

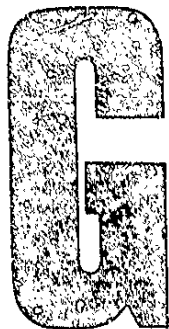
WITNESS to the above signatures:-



20 Essex St

London W.C.2.

Solicitor.



Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

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in black type, or
bold black lettering

*delete if
inappropriate

1576093/4
Company number

~~1576093~~

Name of Company

The British Olympic Association

limited*

The intended situation of the registered office of the company
on incorporation is as stated below

1-2 John Princes Street

London W1

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Withers

20 Essex Street, Strand,

LONDON WC 2

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

4

Presenter's
reference (if any):

DD/CLM

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Denis Follows	Business occupation	RETIRED EXECUTIVE
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	17 Barrowgate Road, LONDON W4	Date of birth (where applicable) (note 6)	13.4.1908
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19.5.81	

Name (note 2)	Charles Stuart Palmer	Business occupation	Sport Administrator
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	4 Hollywood Road, LONDON SW 10	Date of birth (where applicable) (note 6)	15.4.1930
Particulars of other directorships (note 5)			
The British Judo Association			
Farquharsons of Hampstead Ltd., The Sport Aid Foundation			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19.5.81	

Name (note 2)	Robert Jeffrey Watson	Business occupation	Barrister-at-law
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	36 Chatsworth Way, LONDON SE27	Date of birth (where applicable) (note 6)	21.7.34.
Particulars of other directorships (note 5)			
NIL.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19.5.81	

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Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Richard WILLIAM - Palmer
Former name(s) (note 3)	None.
Address (notes 4 & 7)	15 GRANGE RD., BRACKNELL, BERKSHIRE
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>R W Palmer</i> / Date 19. v. '81.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21 (3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature *W. H. H. W. H. W.* [Subscriber] [Agent]† Date 2nd June 1981

Signature [Subscriber] [Agent]† Date

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

1576093

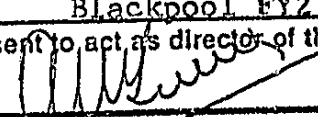
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Name of Company

The British Olympic Association

Limited*

Particulars of other directors (continued)

Name (note 2)	Alfred Hanson Turner	Business occupation
		Retired Bank Executive.
Former name(s) (note 3)	None	Nationality
		BRITISH
Address (note 4)	19 Ingthorpe Avenue, Bispham, Blackpool FY2 0EL	Date of birth (where applicable) (note 6) 5/7/16
I hereby consent to act as director of the company named on page 1		
Signature		Date 21/5/81.

Particulars of other directorships

Swimming Times Ltd. (Chairman)
Registered office,
Marla Ten House,
Derby Square
Loughborough LE11 0AL

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1576093

Name of Company

The British Olympic Association

Limited*

Particulars of other directors (continued)

Name (note 2)	<u>Mary ALISON Glen Haig</u>	Business occupation	<u>Hospital Administrator</u>
Former name(s) (note 3)	<u>NONE JAMES</u>	Nationality	<u>BRITISH</u>
Address (note 4)	<u>66 North End House,</u> <u>FitzJames Avenue,</u> <u>LONDON W14</u>	Date of birth (where applicable) (note 6)	<u>12th July 1918</u>
I hereby consent to act as director of the company named on page 1			
Signature <u>Mary Glen Haig</u>		Date <u>19.5.81</u>	

Particulars of other directorships

NIL

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

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Continuation sheet No. 3
to Form No. 1

Company number

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1576093

Name of Company

The British Olympic Association

Limited*

Particulars of other directors (continued)

Name (note 2) Arthur Abraham Gold

Business occupation

ENGINEER

Former name(s) (note 3) NONE

Nationality

BRITISH

Address (note 4) 49 Friern Mount Drive

LONDON N20

Date of birth (where applicable)
(note 6)

10 - 1 - 17

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

Signature

Arthur Gold

Date

19 - V - 81

Particulars of other directorships

A. A. Gold LTD.

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1
Company number

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1576093

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Name of Company

The British Olympic Association

Limited*

Particulars of other directors (continued)

Name (note 2) EDNA EILEEN MARY GRAY

Business occupation

RETIRED

Former name(s) (note 3) NONE

Nationality

BRITISH

Address (note 4) 129 Grand Avenue,

Surbiton,

Surrey

Date of birth (where applicable)
(note 6)

25.4.20

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

Signature

E. Gray

Date

29. May 1981

Particulars of other directorships

Director of British Cycling Federation Promotions Limited
Director of Tuscan Property Association Limited

continued overleaf †

† delete if
inappropriate

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1576093

I hereby certify that

THE BRITISH OLYMPIC ASSOCIATION

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 23RD JULY 1981

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies