

THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

Company No. 1630001

At the Annual General Meeting of the above named Company held on 17th September 1994 the following resolutions were passed as special resolutions:-

Special Resolutions

1. That the Association's Memorandum of Association be and is hereby amended as follows:-
 - (i) by amending the final sentence of paragraph (ii) of clause 3(a) to read:

"In this and the following provisions of this Clause the word "gymnastics" includes, without limitation, all or any of artistic gymnastics, sports acrobatics, rhythmic gymnastics, general gymnastics and such other areas of physical education and such other physical activities as are from time to time approved by the Board of Control";
 - (ii) by amending paragraph (xv) of clause 3(b) to read:

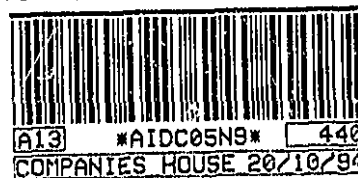
"to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutes";
 - (iii) by adding the following paragraphs to clause 3(b):

"(xvi) to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;

(xvii) to take and accept any gift of money, property or other assets whether subject to any special trust or not;

(xviii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;

(xix) to engage and pay any person or persons whether on a full



-time or part-time basis or whether as a consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;

- (xx) to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Association's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests
- (xxi) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (xxii) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- (xxiii) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Association has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of

subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

(xxiv) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Association, or of undertaking any business or operations which may appear likely to assist or benefit the Association or to enhance the value of any property or business of the Association, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(xxv) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(iv) by renumbering paragraph (xvi) of clause 3(b) as paragraph (xxvi);

(v) by adding the following after the proviso to clause 3(b):

"AND so that none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Association."

(vi) by substituting the following for clause 4(b):

"Of interest on money lent by any member of the Association or of its Board of Control or Governing Body at a rate per annum not exceeding the base rate (or if it shall be replaced, its successor) from time to time of National Westminster Bank Plc or, if there is no such base rate or a successor thereto, at such rate from time

to time as would, in the opinion of the Board of Control, be the same as or comparable to such base rate or its successor had such base rate or its successor continued in existence

(vii) by substituting the following for clause 4(d):

"Of any sum properly payable to any member of the Association or its Board of Control or Governing Body (or any firm, company or partnership or other body with which or in which any such member may be directly or indirectly connected or interested) and approved by its Board of Control in respect of any goods or services supplied to the Association by any such member, firm, company or partnership or other body (other than any services rendered by any person in his or her capacity as a member of the Board of Control) or any costs, expenses or liabilities properly incurred by any such member on behalf of the Association or out of pocket expenses properly incurred by any member of the Association's Board of Control or Governing Body in carrying out his or her duties as such a member

(viii) by deleting clause 4(e)

2. That with effect from the end of this meeting or any adjournment thereof, new Articles of Association in the form of the draft accompanying the notice convening this Annual General Meeting (as that draft may be amended or supplemented by the members at this meeting or any adjournment thereof) be and are hereby adopted as the new Articles of Association of the Association to the exclusion of any other articles of association.

3. That the resolutions of the Board of Control that the Association should form and/or subscribe for or otherwise acquire and hold shares in BAGA Marketing Limited (CRN 2646569) and Gymnaestrada Limited (formerly Bagatel Vision Limited) (CRN 1600705) and all actions taken by the Association for the purposes of those resolutions up to and including the date of the passing of this Special Resolution No. 4 be and are hereby ratified, and that the Association hereby waives any claim or claims it may have, now or in the future, against any past or current member or members of the Board of Control in relation to the passing of those resolutions and/or the doing of those acts.

Dated this 26th day of September 1994

Wm J. Sena

Director

THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION**

of

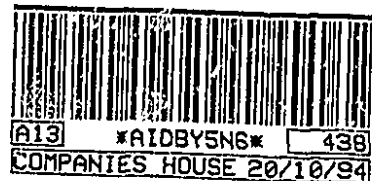
**THE BRITISH AMATEUR
GYMNASTICS ASSOCIATION**

**(as altered pursuant to a Special Resolution
passed on the 17th day of September 1994)**

Incorporated on the 20th day of April 1982

No: 1630001

**Messrs. Lanyon Bowdler,
Solicitors,
Brodie House,
Town Centre,
TELFORD,
Shropshire.
TF3 4DR**



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THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

1. The name of the Company (hereinafter called "the Association") is "THE BRITISH AMATEUR GYMNASTICS ASSOCIATION"
2. The registered office of the Company will be situate in England.
- *3.(a) The objects for which the Association is established are:
 - (i) To acquire all the property and assets of the unincorporated association known as "The British Amateur Gymnastics Association" and for that purpose to enter into and carry into effect with such modification (if any) as may be agreed upon an agreement which has been prepared and is expressed to be made between FRANKLYN EDMONDS OBE and GEOFFREY BOIT: on behalf of the Board of Control of said unincorporated association of the one part and the Association of the other part and which has been subscribed for the purpose of identification by: PHILIP JOHN WILLMETT and BRENDA COE.
 - (ii) To encourage and promote and to join with other persons and organisations in encouraging and promoting and controlling in the United Kingdom the sport of gymnastics and the practice of such sport otherwise than for reward by persons of all ages including persons under disability whether mental or physical. In this and the following provisions of this clause the word "gymnastics" includes, without limitation, all or any of artistic gymnastics, sports acrobatics, rhythmic gymnastics, general gymnastics and such other areas of physical education and such

* Clauses 3 and 4 of the Memorandum of Association were altered pursuant to a Special Resolution passed on 17th September 1994.

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other physical activities as are from time to time approved by the Board of Control.

- 3.(b) And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely
- (i) To organise, control and supervise or to co-operate with any association or organisation of amateurs engaged in gymnastics and to provide for the co-operation of any such associations or organisations among themselves.
 - (ii) To promote, control and make regulations for national and other championships or competitions or matches in any form of gymnastics, and to appoint or assist in or supervise the appointment of judges in connection therewith
 - (iii) To select, or assist in the selection of, gymnasts to take part in any championships, matches or competitions and to make payments towards expenses of gymnasts taking part in any championships, matches or competitions.
 - (iv) To train and supervise the training of coaches and judges in gymnastics and to employ coaches.
 - (v) To conduct, and to regulate the conduct of, examinations of proficiency in gymnastics and to award certificates of proficiency, badges and prizes and to charge for any such certificates and badges.
 - (vi) To publish books, films, periodicals, wall or other charts, publications and tapes and other means of reproducing recorded sound either for sale or for free distribution, and otherwise to disseminate knowledge about gymnastics.
 - (vii) To promote relevant research into human anatomy.
 - (viii) To insure the Association against claims in respect of its activities and its members and employees against claims in respect of acts done by them on behalf of or on the instructions or at the request of the Association.
 - (ix) To organise displays and competitions of any kind of gymnastics and to charge for admission to any such displays and competitions.

- (x) 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 and erections.
- (xi) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (xii) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association
- (xiii) To borrow or raise money on such terms and on such security as may be thought fit.
- (xiv) 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.
- (xv) To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutes.
- (xvi) To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- (xvii) To take and accept any gift of money, property or other assets whether subject to any special trust or not;
- (xviii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (xix) To engage and pay any person or persons whether on a full-time or part-time basis or whether as a consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or

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former employees and their wives, husbands and other dependants;

- (xx) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Association's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests
- (xxi) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (xxii) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- (xxiii) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Association has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- (xxiv) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Association, or of undertaking any

business or operations which may appear likely to assist or benefit the Association or to enhance the value of any property or business of the Association, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

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

(xxvi) To do all such other things as are incidental 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 or 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 Board of Control 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 Board of Control or Governing Body have been if no incorporation had been affected, 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 Board of Control 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.

AND so that none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Association.

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 Board of Control or Governing Body shall be appointed to any office of the Association paid by salary or fees or 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 Board of Control or Governing Body) for any services rendered to the Association;
- (b) Of interest on money lent by any member of the Association or of its Board of Control or Governing Body at a rate per annum not exceeding the base rate (or if it shall be replaced, its successor) from time to time of National Westminster Bank Plc or, if there is no such base rate or a successor thereto, at such rate from time to time as would, in the opinion of the Board of Control, be the same as or comparable to such base rate or its successor had such base rate or its successor continued in existence
- (c) Of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Control or Governing Body.
- (d) Of any sum properly payable to any member of the Association or its Board of Control or Governing Body (or any firm, company or partnership or other body with which or in which any such member may be directly or indirectly connected or interested) and

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approved by its Board of Control in respect of any goods or services supplied to the Association by any such member, firm, company or partnership or other body (other than any services rendered by any person in his or her capacity as a member of the Board of Control) or any costs, expenses or liabilities properly incurred by any such member on behalf of the Association or out of pocket expenses properly incurred by any member of the Association's Board of Control or Governing Body in carrying out his or her duties as such a member

5. The liability of the members is limited.
6. Every 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 £1.
7. If upon 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 charitable 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 on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FRANKLYN EDMONDS

6 Manor Grove,
Mangotsfield,
Bristol,
BS17 3LF.

Retired Local Government Officer

GEOFFREY GEORGE BOTT

22 South Priors Court,
Lings,
Northampton,
NN3 4LD.

Chief Local Government Officer

Dated the 2nd day of March 1982

WITNESS to the above signatures:

JOHN STAFFORD SMITH

9 Manor Grove,
Mangotsfield,
Bristol.
BS17 3LF

Police Superintendent

OLIVE W. NEWSON

73 Dowsett Road,
London.
N17 9DL

Public Servant

THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

**THE BRITISH AMATEUR
GYMNASTICS ASSOCIATION**

(Adopted pursuant to a Special Resolution passed
on the 17th day of September 1994)

Incorporated on the 20th day of April 1982

No: 1630001

Messrs. Lanyon Bowdler,
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THE COMPANIES ACTS 1985-1989

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ARTICLES OF ASSOCIATION

of

THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

(Adopted pursuant to a Special Resolution passed on the 17th day of
September 1994)

GENERAL

- 1.1 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 including any statutory modification or re-enactment thereof for the time being in force

Affiliated Association

any association referred to in Articles 40 or 41 which is for the time being recognised by the Board as an affiliated association and any other association which is for the time being recognised by the Board as an affiliated association pursuant to Article 42.1

Auditors

the auditors for the time being of the Association

the Association

the above named Company

the Board

the Board of Control for the time being of the Association or a quorum of the

the Bye-laws

members of the Board present at a meeting of the Board

Clear Days

the bye-laws, standing orders, rules and regulations made by the Board pursuant to these presents and for the time being in force

Disciplinary Panel

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

Gymnastics

a committee formed under Article 52 to conduct disciplinary hearings in accordance with any disciplinary procedure made pursuant to these presents or the Bye-laws

the Office

includes without limitation all or any of artistic gymnastics, sports acrobatics, rhythmic gymnastics, general gymnastics and such other areas of physical education and such other physical activities as are from time to time approved by the Board

these presents

the registered office of the Association for the time being

the President

these Articles of Association

professional gymnast

the President of the Association for the time being

any person whose only or principal occupation is training for and/or taking part in competitions or displays in, or demonstrations or exhibitions of, Gymnastics and from which he derives his only or principal means of subsistence

the Seal	the common seal of the Association.
the Secretary	the Secretary of the Association for the time being
Technical Committee	any of the Technical Committees listed in, or any Technical Committee created by the Board pursuant to, Article 47
the Unincorporated Body	the unincorporated association mentioned in clause 3(a)(i) of the Memorandum of Association of the Association
the United Kingdom	Great Britain and Northern Ireland
month	calendar month
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

1.2 Unless the context otherwise requires:

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

1.2.2 words importing the masculine gender only shall include the other genders; and

1.2.3 "person" shall include bodies corporate, unincorporated associations and partnerships and any other legal entity.

1.3 Any reference to an Article shall be to an article of these presents.

1.4 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 these presents.

MEMBERSHIP AND CESSATION OF MEMBERSHIP

2. The number of members with which the Association is registered is unlimited.

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3. Where for any purpose an Ordinary Resolution of the Association is required, a Special or Extraordinary Resolution shall also be effective and where an Extraordinary Resolution is required a Special Resolution shall also be effective.
 4. The provisions of section 352 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, or otherwise signify such consent in accordance with the provisions of these presents.
 5. The Association is established for the purposes expressed in the Memorandum of Association.
 6. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Board. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board require, signed or executed by him as appropriate.
 - 7.1 There shall be three classes of members of the Association, namely Life Members, Full Members and Joint Members and any reference hereinafter to "Full Members" shall include Joint Members.
 - 7.2 No annual subscription shall be payable by a Life Member but, subject as hereinafter provided, every Full Member shall pay an annual subscription to the Association of such sum as the Board may from time to time determine .
 8. Life Members shall consist of such of the following persons as have not for the time being ceased to be members in accordance with these presents that is to say:
 - 8.1 Every person who on the date of the incorporation of the Association was a Life Member or a Joint Life Member of the Unincorporated Body and who shall have signified in writing his intention to become a member either by subscribing to the Memorandum of Association or otherwise;
 - 8.2 Every person who is appointed an Honorary Life Member or who is appointed an Honorary Life Vice-President under Article 54 and has agreed in writing to become a member.

9. Full Members shall consist of such of the following persons as have not for the time being ceased to be members in accordance with these presents, that is to say:

9.1 Every subscriber to the Memorandum of Association who at the date of his so subscribing was a Full Member or a Joint Member of the Unincorporated Body;

9.2 Every person, not being a subscriber to the Memorandum of Association, who on the date of the incorporation of the Association was either a Full Member or a Joint Member of the Unincorporated Body who shall have paid his first annual subscription to the Association within such time as the Board shall have allowed;

9.3 Previous Life Members and Honorary Members of the Unincorporated Body;

9.4 Subject as provided in these presents, every person who shall apply for admission, and, in the Board's absolute discretion, be admitted by the Board, as a Full Member and who within such time as the Board shall allow thereafter shall pay his first annual subscription.

10.1 In addition to the members of the Association there shall be Associate Members.

10.2 Associate Members shall be those persons whether under the age of 18 years or otherwise who shall pay a subscription on the first day of October in each year (or on such other date as the Board may from time to time determine) of such sum as the Board may determine. Associate Members shall have no right to vote on any matter nor to receive notice of or to attend at any General Meeting.

10.3 The terms and conditions of Associate Membership may be varied by resolution of the Board provided that, in so doing, no variation is made which is in conflict with any other provision of these Articles.

10.4 If any Associate Member shall fail to pay his annual subscription within 28 days of the date on which the same shall become due or within such period thereafter as the Board may allow or to comply with any of the provisions of these presents or the Bye-Laws or with any direction given or rules made pursuant thereto the Board may resolve that his Associate Membership be determined and thereupon he shall cease to be an Associate Member provided that (except in the case of any determination of Associate

Membership resulting from any default in paying the annual subscription) no such resolution in respect of any person shall be of any effect unless any disciplinary procedure made pursuant to these presents or the Bye-laws has been complied with.

11. No individual who is under the age of 18 (other than an Associate Member) or who is a professional gymnast shall be admitted to membership and for the purposes of these presents the question whether any person is at any time a professional gymnast shall be determined by the Board in accordance with the provisions of the Bye-Laws and such decision shall be final and binding.
12. The first annual subscription of every Full Member shall be payable on the first day of January in each year (or such other date as may from time to time be decided upon by the Board) Provided That any person becoming a Full Member after that date in any subscription year shall be required to pay an annual subscription in respect of that subscription year at a reduced rate calculated by the Board in accordance with a scale approved by the Association in General Meeting.
13. A member or Associate Member shall cease to be a member or, as the case may require, an Associate Member:
 - 13.1 If he resigns by notice in writing given to the Association
 - 13.2 If, being a Full Member, he fails to pay any annual subscription within 28 days of the date on which the same became payable under these presents or such longer period as the Board may in any particular case allow thereafter.
 - 13.3 If, being an Associate Member, he fails to pay any annual subscription and his Association Membership is determined pursuant to Article 10.4
 - 13.4 If he is expelled under Articles 10.4 or 14.1.1
 - 13.5 On his death
- 14.1.1 Subject as hereinafter provided, the Board, any Technical Committee or any Disciplinary Panel may resolve that a member or an Associate Member be expelled or suspended for any period (whether definite or indefinite) in accordance with, or in the event of any breach of, any of the provisions of these presents or of the Bye-laws or of any directions or rules made pursuant thereto. No resolution for the expulsion or suspension of a member shall be effective unless any

disciplinary rules or procedures made pursuant to these presents or the Bye-laws has been complied with. Where a member or Associate Member who is also a member of an Affiliated Association, or has a status within an Affiliated Association which is the same as or similar to Associate Membership of the Association, is subjected to disciplinary action (including, without limitation, suspension or expulsion) by that Affiliated Association, the decision of the Affiliated Association will be deemed to be a resolution of a Disciplinary Panel pursuant to this Article 14.1.1 unless the Board of Control shall otherwise resolve.

- 14.1.2 Any Bye-laws or any such rules or directions as are referred to in Article 14.1.1. which relate to the conduct and/or etiquette or the suspension and/or expulsion of members or Associate Members or to any disciplinary or appeals procedure applicable to these presents or any such Bye-laws, rules or directions or any breach or alleged breach thereof may, if the Board in its absolute discretion thinks fit, apply wholly or partly to any event, conduct, act or omission occurring, or alleged to have occurred, on or at any time before or after the date of the passing of the Special Resolution adopting these presents or, as the case may require, the date on which the relevant Bye-law, rule or direction takes effect (other than any breach or alleged breach of any provision of these presents or any such Bye-laws, rules or directions which has been finally determined by the Association on or before the relevant date and provided that any such retrospective application shall not apply to any disciplinary action taken or decision made in respect of the member or Associate Member concerned on or before the relevant date)
- 14.2 The Board, any Technical Committee, any Disciplinary Panel, the Secretary (or, such other person as may from time to time be nominated by the Board) may, if it thinks fit, suspend any member or Associate Member, during or pending an investigation into the allegation, against whom any allegation of conduct falling within Article 14.1 is made or pending a disciplinary or appeal hearing in respect of any member or Associate Member. The provisions of this Article 14.2 will apply to any conduct, event, act or omission occurring or alleged to have occurred at any time before, as well as on or after, the date of the passing of the Special Resolution adopting these presents.
- 14.3 If a member or Associate Member is suspended for any period, subject as hereinafter provided, he shall be deemed for all purposes not to be a member or, as the case may require, an Associate Member during that period except for the purposes of any disciplinary action which may be or have been taken

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against or any disciplinary or appeals process which may be or have been commenced in respect of the member or Associate Member concerned and provided that a Full Member or Associate Member who has been suspended shall continue to be bound to pay all annual subscriptions and other sums payable to the Association which shall have fallen due for payment prior to the date of his suspension but (in the case of a Full Member) the annual subscription relating to the subscription year in which he is suspended shall be at the reduced rate referred to in Article 12 in respect of the period during that year when he was a member. If a Full Member or Associate Member is suspended for a period which extends beyond the end of any subscription year then his membership will lapse, and any application which he may make for renewal of membership will only be effective, if granted, from the end of the period of suspension, and (in the case of a Full Member) the annual subscription relating to the subscription year in which his membership is renewed shall be at the reduced rate referred to in Article 12 in respect of the period remaining during that subscription year. The member or Associate Member shall pay the subscription within 21 days of the date on which the suspension is lifted. Notwithstanding any such lapse of membership or any suspension, any disciplinary action may be taken against, and any disciplinary or appeals process may be commenced or continued in respect of, the member or Associate Member in question and any disciplinary decision or action made or taken in respect of that member or Associate Member on or before the date on which membership lapsed or suspension commenced will continue to apply unless overturned on appeal. No member or Associate Member who ceases to be a member or, as the case may be, an Associate Member, for any reason shall be entitled to be repaid any subscription paid by him.

GENERAL MEETINGS

15. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The Annual General Meeting in each year shall be held on the third Saturday in September (or such other date as may be determined by the Board) and at such place as may be determined by the Board.
16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Board may whenever it thinks fit convene an Extraordinary General

Meeting, and on the requisition of members representing at the date of the deposit of such requisition not less than 30 (thirty) members (or, if lower, not less than one-tenth of all the members) having on such date the right to vote at General Meetings of the Association, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 30 days after receipt of the requisition. To every such requisition the provisions of Section 368 of the Act shall apply as if such requisition was one duly made under sub-section (1) of that Section.

- 18.1 At least twenty-one Clear Days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Extraordinary Resolution where special notice is not required to be given under the Act, and at least fourteen Clear Days' notice in writing of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (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.
- 18.2 No business which is special business shall be transacted at a General Meeting unless notice of the general nature of that business has been given pursuant to Article 18.1
19. 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 at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. 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 Board and of the Auditors, the election of officers and the appointment of, and the fixing of the remuneration of, the Auditors.
21. 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 thirty members (or, if lower, not less than one-tenth of all the

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members) present in person or by proxy or their duly authorised representatives shall be a quorum.

22. 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 time or place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the member(s) present in person or by proxy (or, in the case of a corporation or an unincorporated body, by its duly authorised representative) shall be a quorum.
23. The President or failing him the Deputy President (Administration) of the Association for the time being or failing him the Deputy President (Technical) of the Association for the time being shall preside as Chairman of any General Meeting, but if there be no such officers, or if at any meeting none of such officers shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose a member of the Board to preside as Chairman, or if no such Board member be present, or if all the members of the Board present decline to take the chair, the members shall choose a member of the Association who is present, and is willing to act, to preside as Chairman.
24. 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 properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as notice 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.
25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

25.1 by the Chairman of the meeting; or

25.2 by at least five members having the right to vote at the meeting; or

25.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member or by the duly authorised representative of a member which is a corporation or an unincorporated body shall be the same as a demand by the member.

26. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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

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

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

30. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

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

32. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

33. On a show of hands or on a poll every member present in person or by proxy (or, in the case of a corporation or an unincorporated body, by its duly authorised representative) shall have one vote.
34. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these presents for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
37. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

I/We [] of
being a member/members of the above named association, hereby appoint []
] of [] or failing him []
] of []
] as my/our proxy to vote in my/our names(s) and on my our behalf at the
annual/extraordinary general meeting of the company, to be held on
199 , and at any adjournment thereof.

This form and the votes exercisable by the proxy are to be used in respect of
the resolutions mentioned below as follows:

Resolution No 1 *for *against
Resolution No 2 *for *against
etc

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may abstain from voting on any
resolution.

Signed this day of 199 ".

38. The instrument appointing a proxy and any authority under which it is
executed or a copy of such authority certified notarially or in some other
way approved by the Board may:
- 38.1 be deposited at the Office or at such other place within the United
Kingdom as is specified in the notice convening the meeting or in
any instrument of proxy sent out by the Association in relation to the
meeting not less than 48 hours before the time for holding the
meeting or adjourned meeting at which the person named in the
instrument proposes to vote; or
 - 38.2 in the case of a poll taken more than 48 hours after it is demanded, be
deposited as aforesaid after the poll has been demanded and not less
than 24 hours before the time appointed for the taking of the poll; or
 - 38.3 where the poll is not taken forthwith but is taken not more than 48
hours after it was demanded, be delivered at the meeting at which the
poll was demanded to the Chairman or to the Secretary or to any
member of the Board;

and an instrument of proxy which is incorrectly completed or which is not deposited or delivered in a manner so permitted shall be invalid unless the Chairman shall, in his absolute discretion, decide to treat the same as valid.

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

AFFILIATED ASSOCIATIONS

40. The following existing associations shall, subject as hereinafter provided, constitute the original Affiliated Associations, that is to say:

40.1 The three national Amateur Gymnastics Associations of Scotland, Northern Ireland and Wales respectively

40.2 The regional Amateur Gymnastics Associations of each of the regions specified below

North of England
Yorkshire and Humberside
East Midlands
East
London

Southern
South West
West Midlands
North West
South East

40.3 The British Schools Gymnastics Association.

Provided that no such Association shall become an Affiliated Association unless its governing body shall have applied to the Board to become an Affiliated Association.

41. If at any time all the regional Associations referred to in Article 40.2 shall all agree to do so they may combine to form a new Affiliated Association to be called "The English Amateur Gymnastics Association", the governing body of which may apply to the Board for recognition under Article 42.1. If the English Amateur Gymnastics Association is recognised by the Association all the said regional Associations shall cease to be recognised as Affiliated Associations.

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42.1 The Board may also in its absolute discretion at any time recognise as an Affiliated Association any other association the governing body of which shall have applied to the Board to become an Affiliated Association and such association shall thereupon become an Affiliated Association.

42.2 The Board may remove recognition from any Affiliated Association (whether affiliated pursuant to Article 40 or Article 42.1) if that Affiliated Association shall have:

42.2.1 failed to comply with any of the provisions of these presents or the Bye-laws

42.2.2 failed to comply with any instructions, rules, regulations or directive of, or prohibitions imposed by, the Association, the Federation Internationale de Gymnastique, the International Olympic Committee or the British Olympic Association or any other body or association which has jurisdiction over or is a governing body or authority in relation to Gymnastics or any competition for or involving Gymnastics

42.2.3 conducted itself in a manner which in the Board's opinion, is incompatible with the objectives of the Association or which, in the Board's opinion, brings or might bring the Association into disrepute

In the event that recognition is removed from an Affiliated Association, that Affiliated Association shall immediately cease to be an Affiliated Association and shall lose all of its rights as such in relation to the Association

43. A member of the Association may, but need not be, a member of one or more Affiliated Associations.

44. A member of any Affiliated Association, except the British Schools Gymnastics Association, shall be required to be a member of the Association or an Associate Member thereof.

45.1 Each Affiliated Association shall subject, as hereinafter provided, have a constitution approved by the Board and any alteration or addition to any part of such constitution and the adoption of a new constitution shall only have effect if approved in writing by the Board and no such constitution shall contain anything inconsistent with the provisions of these presents or any Bye-laws or any directions or rules made pursuant thereto provided that in the case of the existing associations referred to in Article 40 their respective

constitutions in force at the date of the incorporation of the Association (modified if necessary to provide that references therein to the Unincorporated Body are references to the Association) shall be deemed to have been approved by the Board.

15.2 Subject as aforesaid every Affiliated Association for the time being recognised by the Association shall be entitled to:

45.2.1 control its own activities, business, finances and property;

45.2.2 affiliate to membership clubs with training venues in its area;

45.2.3 register persons as members thereof;

45.2.4 promote and control championships, displays and competitions in Gymnastics within its area and to organise and control amateur Gymnastics in its area by means of setting up local organisations for different parts of such area or in any other way it may think fit;

45.2.5 appoint and maintain in office in accordance with Article 48 one member of the Association (eligible to be a member of the Board and who has been elected or nominated, in accordance with the Affiliated Association's constitution, by the Affiliated Association in general meeting or by its board of directors or other body of persons performing the same or a similar function) as its representative on the Board (a "representative")

45.3 The constitution for the time being of each Affiliated Association shall provide that:

45.3.1 such Affiliated Association shall observe and administer the provisions of these presents and of the Bye-laws;

45.3.2 it may in general meeting or by resolution of its board of directors or other body of persons performing the same or a similar function remove its representative from the Board and that such representative shall vacate office if he resigns by notice in writing to the Association or if he ceases to be a member of the Association or is disqualified from being a member of the Board under Article 56;

45.3.3 such Affiliated Association shall make and apply in relation to its members rules of conduct and etiquette and disciplinary rules and procedures which are the same or substantially the same as those in force from time to time in relation to members of the Association.

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45.4 Every Affiliated Association shall submit an Annual Report and statement of Accounts to the Board on or before the 30th June (or such other date as the Board may from time to time decide) in every year.

45.5 Every Affiliated Association shall pay such fees to the Association as may for the time being be prescribed by the Bye-laws on or before the 30th June (or such other date as may be stipulated in the Bye-laws) in every year.

OFFICERS

46.1 The Association shall have the following officers (the "Triennial Officers"):

The President

The Deputy President (Administration and Finance)

The Deputy President (Technical)

46.2 The first Triennial Officers shall be as follows:-

46.2.1 the first President (being the President in office on the date of the adoption of these Articles) shall hold office until the conclusion of the Annual General Meeting in the year 1995 or until he shall die or resign such office or become disqualified under Article 56 before the conclusion of such meeting

46.2.2 The first Deputy President (Administration and Finance) (being the person elected to that office on the date of the adoption of these Articles) shall hold office until the conclusion of the Annual General Meeting in the year 1997 or until he shall die or resign such office or become disqualified under Article 56 before the conclusion of such meeting

46.2.3 The first Deputy President (Technical) (being the Deputy President (Technical) in office on the date of the adoption of these Articles) shall hold office until the conclusion of the Annual General Meeting in the year 1995 or until he shall die or resign such office or become disqualified under Article 56 before the conclusion of such meeting

46.3 Every succeeding Triennial Officer shall hold office until the conclusion of the third Annual General Meeting after that at which he was elected or re-elected to that office or until he shall die or resign such office or become disqualified under Article 56 before the conclusion of such meeting provided that any vacancy arising, for whatever reason, during the specified

term of office of any of the Triennial Officers shall be filled only for the remainder of the specified term.

- 46.4 At every Annual General Meeting at the conclusion of which any of the Triennial Officers is to vacate such office under Articles 46.2 or 46.3 or within 75 days of the date on which no member is holding such office, the Association shall in General Meeting elect some member to such office and on any such occasion a retiring Triennial Officer shall be eligible for re-election to that or any other office.
- 46.5 No person shall be eligible for election or to hold office as a Triennial Officer unless he is a member on the date of his nomination and his election and shall have been nominated for election thereto by notice in writing signed by the nominated member and not less than 2 other members supporting his nomination and given to the Association, in the case of an election which is to take place at the Annual General Meeting, no later than 49 days before the date fixed for the meeting, and in the case of an election which is to take place at an Extraordinary General Meeting, no later than the date which is stipulated by the Board as the date by which nominations for the relevant office must be received, which date shall not be less than 14 days after the date of the notice convening the Extraordinary General Meeting. All nominations received after the stipulated date will be invalid. The name of every person so nominated shall be stated in the notice convening the relevant General Meeting in the case of nominations received before that notice is printed for despatch to members or, in the case of any valid nominations received after that time, in a notice given to members as soon as reasonably practicable after receipt of that nomination or at the General Meeting.
- 46.6 Whenever there is more than one candidate for election as a Triennial Officer a poll shall be taken on the election to such office on which each member present in person or by proxy (or, in the case of a corporation or an unincorporated body, by its duly authorised representative) shall have one vote and the candidate who receives the greatest number of votes shall be elected. In the case of an equality of votes the Chairman of the meeting shall have a casting vote.

TECHNICAL COMMITTEES

47. There shall be five Technical Committees of the Association namely Men's and Women's Artistic Gymnastics Committees, Rhythmic Gymnastics Committee, Sports Acrobatics Committee and General Gymnastics Committee, the members of which shall be appointed in accordance with the Bye-laws. The Board may, in its absolute discretion, create additional

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Technical Committees with such names and duties as the Board shall decide, the members of which shall be appointed in accordance with the Bye-laws.

THE BOARD OF CONTROL

48.1 The Board shall consist of:

48.1.1 The Triennial Officers.

48.1.2 One representative (as provided in Article 45.2.5) appointed in accordance with the provisions of Article 48.2 to represent each of the Affiliated Associations for the time being recognised by the Association.

48.2 Each Affiliated Association may by written notice given to the Association at the Office appoint one representative and may at any time by like notice remove any representative it has appointed and, if the Affiliated Association so elects, appoint another representative in his place.

48.3 Any representative removed from the Board pursuant to Article 48.2 shall have no claim against the Association for loss of office

48.4 If an Affiliated Association removes its representative from office that Affiliated Association shall be responsible for and shall indemnify the members and the Association against any claim or proceedings brought by such representative howsoever arising out of such removal and all costs, expenses, liabilities, loss or damage incurred by the Association or any member in connection with any such claim or proceedings. The Affiliated Association's agreement to this indemnity is a condition of its being recognised (or, as the case may be, having been recognised) by the Association

49.1 No person who is not a member of the Association shall in any circumstances be eligible to be elected to or to hold office as a member of the Board. Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

49.2 Unless otherwise determined by ordinary resolution, the number of members of the Board shall not be subject to any maximum but shall be not less than two.

POWERS OF THE BOARD OF CONTROL

50. Subject to the provisions of the Act, these presents, the Memorandum of Association of the Association and to any directions given by special resolution, the business of the Association shall be managed by the Board 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, and do on behalf of the Association all acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting. No alteration of the Memorandum of Association or these presents and no such direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 50 shall not be limited by any special power given to the Board by these presents and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
51. The Board may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF BOARD'S POWERS

52. The Board may delegate any of its powers to any committee consisting of one or more members of the Board and/or other persons. It may also delegate to any Board member holding executive office or the Secretary such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose (including authority for such committee or member or the Secretary to sub-delegate all or any part of its or his powers), and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee consisting of or including two or more members of the Board shall be governed by these presents regulating the proceedings of the Board so far as they are capable of applying. The Board may invite any member of any such committee, not being a member of the Board, to attend any of its meetings and to speak thereat, but not to vote.

BYE-LAWS

53. Without prejudice to the generality of the provisions of Articles 50-52

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(inclusive) the Board may from time to time make bye-laws, standing orders or rules and regulations for the purposes of the Association and its activities and in relation to its members and Associate Members and the Affiliated Associations, any sub-divisions of any Affiliated Association, or any Gyninastics club which is registered with the Association (including without limitation, rules relating to the forum for appeals and procedures for appeals by any of the aforesaid) and may from time to time amend, supplement, vary or replace the same or any part thereof. The Bye-laws shall provide for the various matters which are under the provisions of these presents to be thereby provided for and for such other matters as the Board shall think fit, provided that no provision of any Bye-laws shall be inconsistent with any of the provisions of these presents. The Bye-laws shall be binding on the members of the Association and Associate Members and Affiliated Associations to the same extent as if they had been included in these presents. Any member or Associate Member or Affiliated Association may at his request be provided with a copy of any of the Bye-laws but the Association shall be entitled to charge for each copy so provided up to the maximum sum which the Association shall be entitled under the Act to charge for providing a copy of the Memorandum of Association or these presents to members.

HONORARY APPOINTMENTS

54. The Board may in its absolute discretion at any time and from time to time appoint any person who has rendered exceptional services to the Association to be an Honorary Life Vice-President and any person who has rendered distinguished service to the Association to be an Honorary Life Member.
55. The Board may invite any company or other organisation to appoint a person (hereinafter called "an outside representative") to attend all meetings of the Board as the representative of the company or organisation which appointed him and until such invitation is withdrawn by the Board the outside representative for the time being of that organisation shall be entitled to receive notice of and to attend all meetings of the Board and to speak thereat but no outside representative shall vote at any meeting of the Board or be counted towards the quorum at any such meeting.

DISQUALIFICATION OF MEMBERS OF THE BOARD

56. The office of a member of the Board shall be vacated if:
- 56.1 he becomes bankrupt or a receiving order or an interim order under

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the Insolvency Act 1986 is made against him or he makes any arrangement or composition with his creditors generally; or

56.2 he is, or may be, suffering from mental disorder and either:

- 56.2.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
- 56.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

56.3 he ceases to be a member of the Association; or

56.4 by notice in writing to the Association he resigns his office; or

56.5 he ceases to be a member of the Board by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

56.6 he is removed from office by resolution duly passed pursuant to section 303 of the Act; or

56.7 he shall for more than 6 consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated.

56.8 being the representative of an Affiliated Association, he is required by the constitution of that Affiliated Association to retire from the Board, or if a notice from that Affiliated Association revoking his appointment given pursuant to Article 48.2 is received by the Association or recognition of the Affiliated Association is removed pursuant to Article 42.2.

57. The members of the Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or any committee formed under Article 52 or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties.

58. Subject to the provisions of the Act and the Memorandum of Association

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and provided that he has disclosed to the Board the nature and extent of any material interest of his, a member of the Board notwithstanding his office:

- 58.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
- 58.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
- 58.3 shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

59. For the purposes of Article 58:

- 59.1 a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that that member of the Board has an interest in any such transaction of the nature and extent so specified; and
- 59.2 an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF THE BOARD

- 60.1 Subject to these presents the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Board and subject to the provisions of Article 63, two-thirds of the members of the Board (any fraction being rounded down to the nearest whole number) (and for this purpose any deputy member appointed in accordance with Article 65 and present at the meeting shall be counted in the quorum) 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 of the meeting shall have a second or casting vote.

- 60.2 The members of the Board (and/or their respective deputy members) may meet together in person or by telephone or any other means of electronic communication for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Meetings by telephone or any other means of electronic communication may take place if there is a sufficient number of members of the Board or their respective deputy members to form a quorum in accordance with Article 60.1 in common communication by telephone or any other means of electronic communication so that each such member of the Board (or deputy member) can speak to and be heard by each of such other members of the Board (or deputy members) participating in the meeting. A member of the Board (or deputy member) will be deemed to be present at a meeting of the Board by telephone or any other means of electronic communication if he is in direct common communication with each other member of the Board (or deputy member) taking part in the meeting. All the provisions of these Articles relating to a meeting of the members of the Board in person shall apply equally to a meeting of the members of the Board by telephone or any other means of electronic communication. Unless the Board otherwise resolves, a meeting of the Board shall be deemed to have been held at the place where the larger number of members of the Board (or deputy members) participating in the meeting are situated.
61. A member of the Board may, and on request of three members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board at their respective addresses appearing in the register of members of the Board, or, as appropriate, any address for service in the United Kingdom notified in writing to the Board by the relevant member of the Board. Notice of every such meeting as aforesaid shall be given to every outside representative for the time being entitled under Article 55 to receive such an notice. It shall not be necessary to give notice of a meeting to a member of the Board or any outside representative who is absent from the United Kingdom.
62. The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than 2 it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, or of summoning a General Meeting, but not for any other purpose.
63. The President shall be the Chairman of the Board and the Deputy President (Administration and Finance) shall be the Vice Chairman. The Chairman or, if he is unwilling or unable to do so, the Vice-Chairman shall preside at all meetings of the Board but if at any meeting neither the Chairman nor the

Vice-Chairman shall be present within five minutes after the time appointed for holding the meeting and willing and able to preside, the members of the Board present and their respective deputy members shall choose one of their number to be chairman of the meeting.

64. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Board generally.
- 65.1 Any Affiliated Association may by written notice to the Association from time to time appoint any member of the Association, who is willing to act, to act as the deputy ("a deputy member") of any member of the Board representing such Affiliated Association and be entitled by like notice to revoke that appointment.
- 65.2 A deputy member shall be entitled to receive notice of all meetings of the Board and of all meetings of committees formed under Article 52 of which the member whose deputy he is is a member, to attend and vote at and shall be counted in the quorum at any such meeting at which the member whose deputy he is is not personally present and generally to perform all the functions of the member whose deputy he is as a member of the Board in his absence. But it shall not be necessary to give notice of such a meeting to a deputy member who is absent from the United Kingdom.
- 65.3 A deputy member shall cease to be a deputy member if the member whose deputy he is ceases to be a member of the Board, but, if a member of the Board retires but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of a deputy member made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 65.4 Any appointment or revocation of the appointment of a deputy member shall be by notice to the Association signed by an authorised representative of the Affiliated Association making or revoking the appointment or in any other matter approved by the Board.
- 65.5 Save as otherwise provided in these presents, a deputy member shall be deemed for all purposes to be a member of the Board and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the Board whose deputy he is or of the Affiliated Association appointing him.
66. All acts bona fide done by any meeting of the Board or any committee

formed under Article 52 or any person acting as a member of the Board or any such 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 or not entitled to vote, 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 Board and to vote.

67. A resolution in writing signed by all the members for the time being of the Board or of any committee formed under Article 52 who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted and may consist of several documents in the like form each signed by one or more members of the Board or of such committee.
68. Save as otherwise provided by these presents, a member of the Board shall not vote at a meeting of the Board or of a committee formed under Article 52 on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
 - 68.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - 68.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - 68.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange.

For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association), connected with a

member of the Board shall be treated as an interest of that member and in relation to a deputy member, an interest of the member whose deputy he is shall be treated as an interest of the deputy member without prejudice to any interest which the deputy member has otherwise.

69. A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
70. The Association may by ordinary resolution suspend or relax to any extent, neither generally or in respect of any particular matter, any provision of these presents prohibiting a member of the Board from voting at a meeting of the Board or of a committee formed under Article 52.
71. Where proposals are under consideration concerning the appointment of two or more members of the Board to offices with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each member of the Board separately and (provided he is not for another reason precluded from voting) each of the members of the Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
72. If a question arises at a meeting of the Board or of a committee formed under Article 52 as to the right of a member of the Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Board other than himself shall be final and conclusive.

MINUTES

73. The Board shall cause proper minutes to be made, in books kept for the purpose, of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees formed under Article 52, and all business transacted at such meetings, and 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.

SECRETARY

74. Subject to the provisions of the Act, the Secretary shall be appointed by the

Board for such term at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

75. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of any two members of the Board or any such member and the Secretary or an assistant or deputy Secretary, and the said members and the Secretary or assistant or deputy Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

76. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
77. 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 Board shall think fit, and shall always be open to the inspection of the members of the Board and other officers of the Association.
78. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
79. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than seven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with

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any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one Clear Days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

80. 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 by one or more properly qualified Auditor or Auditors.
81. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated as the Directors mentioned in those provisions.

NOTICES

82. Any notice to be given to or by any person pursuant to these presents shall be in writing except that a notice calling a meeting of the Board or a committee formed under Article 52 need not be in writing.
83. 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 or by leaving it at that address.
84. 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.
85. 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 was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

DISSOLUTION

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

INDEMNITY

87. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled every member of the Board or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
88. The Association may purchase and maintain for any such person as is referred to in Article 87 insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FRANKLYN EDMONDS

6 Manor Grove,
Mangotsfield,
Bristol,
BS17 3LF.

Retired Local Government Officer

GEOFFREY GEORGE BOTT

22 South Priors Court,
Lings,
Northampton,
NN3 4LD.

Chief Local Government Officer

Dated the 2nd day of March 1982

WITNESS to the above signatures:

JOHN STAFFORD SMITH

9 Manor Grove,
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Bristol.
BS17 3LF

Police Superintendent

OLIVE W. NEWSON

73 Dowsett Road,
London.
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Public Servant