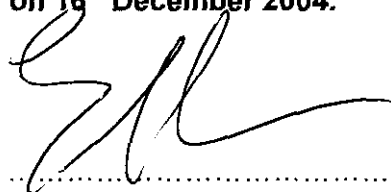


43264-30

As Chair of the Meeting, I hereby certify that the following is a true and accurate copy of the Articles of Association of Victoria Park Harriers and Tower Hamlets A.C. as amended by Special Resolutions at the Annual General Meeting of the Company held on 16th December 2004.



Terry Adams

Date 21st December 2004



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF VICTORIA PARK HARRIERS AND TOWER HAMLETS A.C.

Interpretation

1. In these articles:

"the Company" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification of re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Company;

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Company;

"office" means the registered office of the Company;

"the seal" means the common seal of the Company if it has one;

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

"the trustees" means the directors of the Company (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be members of the Company. No person shall be admitted a member of the Company unless her/his application for membership is approved by the trustees who shall have absolute discretion to accept or decline any application for membership and need not give reasons for their decision.
- (2) Unless the trustees or the Company in general meeting shall make other provision under Article 64, the trustees may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next; Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Company may call a general meeting.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (ii) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine and the quorum at such meeting shall be two of the persons entitled to vote upon the business to be transacted.
9. The chair, if any, of the trustees or in her/his absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he/she shall be chair.
10. If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
11. A trustee shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
12. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. 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:
 - (i) by the chair; or
 - (ii) by at least two members having the right to vote at the meeting; or
 - (iii) 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.

14. Unless a poll is duly demanded a declaration by the chair 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.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chair directs and he/she 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 is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he/she may have.
18. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

20. Subject to Article 17, every member shall have one vote. Votes shall be cast in person unless the trustees decide that proxy votes shall be permitted pursuant to Article 64(a)(iv).
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by her/him to the Company have been paid unless special dispensation for deferral or late payment has been previously granted for that member by the trustees, for example in the case of extreme financial hardship.
22. 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 chair whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation 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 Company at the office 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.

24. Any organisation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he/she represents as the organisation could exercise if it were an individual member of the Company.

Trustees

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the trustees who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 shall not be limited by any special power given to the trustees by the articles and a meeting of the trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (i) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
 - (ii) to enter into contracts on behalf of the Company

Appointment and retirement of trustees

29. At the first and every subsequent annual general meeting one third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation pursuant to Article 29 shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Company at the meeting at which a trustee retires by rotation pursuant to article 30, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to

have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (1) he is recommended by the trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a trustee:
- (1) unless he has attained the age of eighteen years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of trustees.
35. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he/she shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

38. A trustee shall cease to hold office if he:

- (i) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs;
- (iii) resigns her/his office by notice to the Company (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (iv) is absent without the consent of the trustees (given before the end of the last such meeting) from three consecutive meetings of the trustees.
- (v) A trustee may be removed from office at any time by a three fourths majority of the total number of trustees holding office at the relevant time if he/she is considered to be guilty of conduct which in the opinion of the trustees is at variance with the objects and principles of the company or which, through wilful and persistent obstruction of the business before the trustees or otherwise, is prejudicial to its interests. A special meeting of the trustees shall be called for the purpose and the trustee concerned shall be given not less than seven clear days notice of the intention to move that he/she be removed from office and the grounds for doing so. The trustee concerned shall have the right to attend the meeting and to speak in person (but not through any representative or adviser) and/or to submit written representations to the meeting but this shall not oblige the trustees when they have given due notice of the meeting as referred to above to adjourn or delay its proceedings to facilitate the attendance of such trustee or the drafting by or on his/her behalf of any written representations. Any decision reached to remove a trustee from office pursuant to the foregoing procedure shall be notified in writing to all members of the company within five days of the meeting.

Trustees' expenses

- 39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

- 40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of honorary treasurer, honorary administrative secretary or to any other unremunerated executive office under the Company. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he/she ceases to be a trustee.
- 41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Company is a party.

Proceedings of trustees

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees.
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove her/him from that office. Unless he/she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he/she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.
46. The chair, or other person presiding at a meeting of the trustees, may, with the support of the meeting, require a trustee who has persistently ignored the rulings of the chair or other person presiding, or has in any other way conducted him/herself in such a way as to obstruct the discharge by the trustees of the business for which the relevant meeting has been convened, to leave the meeting which, if necessary, may be adjourned and reconvened to take place without the trustee concerned being present. In any such event and without prejudice to the provisions of article 38(v), it shall be lawful for such trustee to be precluded from attending further meetings of the trustees unless and until he signs an undertaking to refrain from unacceptable conduct of a like nature at future meetings of the trustees.
47. The trustees may appoint one or more committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees.
48. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
49. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

50. Any bank account in which any part of the assets of the Company is deposited shall be operated by the trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

51. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

52. The trustees shall keep minutes in books kept for the purpose:
- (i) of all appointments of officers made by the trustees; and
 - (ii) of all proceedings at meetings of the Company and of the trustees and of committees of trustees including the names of the trustees present at each meeting.

The Seal

53. The seal (if any) shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is a fixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

54. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

55. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

56. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return

Notices

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
58. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at her/his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to her/him shall be entitled to have notices

given to her/him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

59. A member present in person or represented by a validly appointed proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

61. Subject to the provisions of the Act every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which he/she is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Equal Opportunities

62. (a) Applications for membership of the company shall be welcome from any individuals, corporate bodies or organisations regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness, age and class and the company shall not be entitled to withhold or reject membership on the grounds of any such issue.
- (b) The trustees, in managing the business of the company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.

Patron

63. (a) The trustees may appoint and remove any person or persons as a patron or patrons of the company and on such terms as the trustees shall think fit.
- (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the company and to be given notice thereof as if a member and shall also have the right to receive the accounts of the company when available to members.

Rules

64. (a) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-
 - (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of

such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles including in regard to general meetings whether proxy votes are to be permitted, either generally or for individual meetings, the circumstances (which may be limited) in which members shall have the facility to appoint proxies and the form of such appointments PROVIDED that no individual shall be entitled to act as a proxy for more than two members and any attempt by a third or subsequent member to appoint her/him as a proxy shall be void.
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: