

Special Resolution To amend the Company's Articles of Association

By deleting the existing Article 22 6 and replacing it with a new Article 22 6 as follows

"22 6 Only Members who have been elected pursuant to Articles 10 1 to 10 5 and who have paid their subscriptions up-to-date shall be entitled to attend and vote at General Meetings. Members are entitled to attend general meetings personally or by proxy. Every Member entitled to vote and be present at any General Meeting and who is present in person or by proxy shall have one vote on each issue, save that a person who has been appointed as proxy for more than one Member has only one vote on a show of hands

By deleting the existing Article 24 and replacing it with a new Article 24 as follows

"24 PROXY VOTING

24 1 Proxies may only be validly appointed by an instrument in writing which

24 1 1 states the name and address of the Member appointing the proxy,

24 1 2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,

24 1 3 is authenticated by the Member in such manner as the Club may determine.

24 1 4 is delivered to the Secretary at the Club House (or such other place as may be specified for the delivery of proxy votes in the notice convening the General Meeting or other document accompanying it), and

24 1 5 reaches the Secretary not less than 48 hours before the General Meeting to which it relates

24 2 The Club may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

24 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

24 4 Unless a proxy notice indicates otherwise, it should be treated as

24 4 1 allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,

24 4 2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as to the meeting itself

24 5 An appointment under a proxy notice may be revoked by delivering to the Secretary a notice given by or on behalf of the Member who gave the proxy notice, but such revocation will only take effect if the Secretary receives it before the start of the meeting to which it relates "

SATURDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

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

ARTICLES OF ASSOCIATION

of

8 HERBERT CRESCENT LIMITED

Company Number: 07019959

As amended 25th April 2013

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

8 HERBERT CRESCENT LIMITED

(Company Number 07019959)

1. PRELIMINARY

The regulations in Table C to the Schedule to The Companies (Tables A to F) Regulations 1985, as amended and any similar regulations in any other legislation concerning companies shall not apply to the Club

2. INTERPRETATION

2 1 In these Articles of Association -

“**1985 Act**” means the Companies Act 1985 including any statutory modification, amendment or re-enactment thereof for the time being in force,

“**2006 Act**” means the Companies Act 2006,

“**Articles**” means these Articles of Association,

“**Auditor**” means the auditor of the Club from time to time elected pursuant to Article 22 1 4,

“**Bye-laws**” means the bye-laws of the Club as amended from time to time and exhibited in the Club House,

“**Chairman**” means the Chairman of the Committee elected pursuant to Article 16,

“**Club**” means 8 Herbert Crescent Limited,

“**Club House**” means the club premises situated at 8 Herbert Crescent, Knightsbridge, London SW1X 0EZ or any future location deemed by the Committee to be the club premises,

“Club Notice Board” means the main notice board situated at the Club House,

“Committee” means the Directors of the Club acting together in accordance with Article 15,

“Committee Member” means a Director of the Club,

“Financial Year” means the year or other period for which the accounts of the Club are prepared from time to time,

“Full Member” means a member of the Club as defined in Article 6,

“Honorary Member” means a member of the Club as defined in Article 9,

“Honorary Treasurer” means the Honorary Treasurer of the Club from time to time, being a Director of the Club elected in accordance with Articles 13 and 22 1 3,

“Member” means any member of the Club, being a Full Member or a Sponsored Member and unless the context otherwise requires, a Temporary Member or an Honorary Member,

“Officer” means the President and any Vice-President of the Club,

“Overseas Member” means a Member not resident in the United Kingdom or a Member who is not a British Citizen,

“President” means the President of the Club nominated pursuant to Article 12,

“Secretary” means the Company Secretary and General Manager of the Club,

“Special General Meeting” means a general meeting of the Club convened in accordance with Article 22 3,

“Sponsored Member” means a member of the Club as defined in Article 7,

“Statutes” means the 1985 Act and the 2006 Act,

“Unincorporated Club” means the unincorporated predecessor of the Club known as The Special Forces Club situated at 8 Herbert Crescent, Knightsbridge, London SW1X 0EZ in existence prior to the incorporation of the Club and the transfer of the Club House and other assets to the Club,

"Vice-Chairman" means the Vice-Chairman of the Committee elected pursuant to Article 16,

"Vice-President" means a Vice-President of the Club appointed pursuant to Article 14

2 2 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the Directors in their absolute discretion

2 3 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders Words denoting persons shall include, partnerships, bodies corporate and unincorporated associations

2 4 Headings are for convenience only and shall not affect the construction of these Articles

3. LIABILITY OF MEMBERS

3 1 The liability of the members is limited

3 2 Every member of the Club undertakes to contribute such amount as may be required, not exceeding £1, to the assets of the Club if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Club contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights and contributories amongst themselves

4. OBJECTS

The objects of the Club are

4 1 To preserve and maintain a Clubhouse with an international character which will serve as a focal point and meeting place for men and women prepared to give service to their country and to uphold the principles of freedom,

4 2 To strengthen the ties which today link the western world by maintaining contact with kindred organisations abroad,

- 4 3 To provide for the rising generation in the United Kingdom and overseas an active and self-supporting club to which they may be proud to belong,
- 4 4 To preserve the continuity of the Club by selectively and realistically broadening the basis of its membership, and
- 4 5 To promote and encourage the younger members of the Club who can bring to it fresh ideas, new activities and their own sense of leadership and self-reliance, so fitting them for the ultimate task of keeping alive the "Spirit of Resistance"

5. MEMBERSHIP

The membership of the Club shall consist of Full Members and Sponsored Members
The total number of Members (Full Members and Sponsored Members) shall not at any time exceed 3,250 The number of Sponsored Members shall not at any time exceed 300 Provided that, in exceptional circumstances, the total number may be exceeded at the discretion of the Committee When the maximum number has been reached, applications for membership shall be dealt with, as vacancies occur, in order of receipt by the Secretary

6. FULL MEMBERS

At the discretion of the Committee

- 6 1 Men and women who served the Allied Cause during the 1939/45 War in Special Operations Executive ("**SOE**"), in units closely associated with SOE or in a recognised Allied Intelligence Service which performed parallel or ancillary functions or who are at present serving or who have served in Special Forces Units or who have been entrusted with duties of a similar nature likely to receive the approbation of the members of the Club
- 6 2 The wife, husband or civil partner of a Full Member elected pursuant to Article 6 1 or 6 3
- 6 3 Such of the sons, daughters, brothers and sisters or closest blood relatives by descent of a Full Member elected pursuant to Article 6 1, as are over the age of eighteen years and who manifest at least some of the qualities required for Sponsored Membership

7. SPONSORED MEMBERS

At the discretion of the Committee

- 7 1 Persons who by virtue of their character and spirit, or through some special achievement, show clear evidence of the qualities required for full membership under Article 6 1, with regard to duty, service and international sympathy, and who would in the judgement of the Committee, bring credit to the Club
- 7 2 The wife, husband or civil partner of a Sponsored Member pursuant to Article 7 1
- 7 3 A candidate under Article 6 3 or this Article 7 is requested to submit a full curriculum vitae and in the case of a candidate under Article 6 3, details of the relationship to the Full Member elected under Article 6 1

8. TEMPORARY MEMBERSHIP

Persons shall be eligible to be selected as Temporary Members of the Club on such terms as the Committee may think fit provided such persons qualify for membership of the Club

9. HONORARY MEMBERSHIP

Persons shall be eligible to be selected as Honorary Members of the Club on such terms as the Committee may think fit

10. ELECTION TO MEMBERSHIP

- 10 1 The election of candidates shall be vested in the Committee of the Club which shall be under no obligation to furnish a reason for the non-election of any candidate
- 10 2 A candidate for Full Membership or Sponsored Membership shall send to the Secretary of the Club an application form setting out his or her name, address, present occupation, service appointments and war-time occupations (if any), service number (if applicable) and such other particulars as the Committee may require and containing the signatures of two Members in support as proposer and seconder, both of whom shall be personally acquainted with the candidate and able to vouch for his or her fitness for membership. The proposer must be a Full Member. The candidate in the application form shall give an undertaking to be bound by the Articles and Bye-laws if elected

- 10 3 A candidate for Membership under Article 6 3 shall, in addition to the requirements of Article 10 2 submit a full curriculum vitae in which is included details of the candidate's qualification for election by relationship to a Full Member elected under Articles 6 1, 6 2 or 6 3
- 10 4 Either the proposer or the seconder of a candidate proposed under Article 6 3 must be a person unrelated to that candidate
- 10 5 Notice of the name of any candidate for admission pursuant to Article 10 and his or her occupation, together with the name of his or her proposer and seconder shall be posted on the Club notice board for a period of seven days prior to the day when the election of the candidate is to be considered by the Committee

11. RESIGNATION OF MEMBERSHIP

A Member may resign his or her membership at any time by letter addressed to the Secretary A Member shall not be entitled to a refund or allowance of any part of his or her subscription paid or owing for the year in which the resignation takes effect

12. PRESIDENT

The President of the Club shall not be a Committee Member or a Director of the Club and shall be nominated by the Vice-Presidents and the Committee Members and his nomination shall be submitted for confirmation by the Members in General Meeting The President shall hold office for a period of three years A retired President shall be designated a "Past President of the Club"

13. HONORARY TREASURER

The Members assembled at the annual general meeting of the Club shall elect an Honorary Treasurer for the ensuing year who shall be ex-officio a member of the Committee and a director of the Club An Honorary Treasurer shall be eligible for re-election

14. VICE-PRESIDENTS

A Member may propose to the Committee the name of another Member as a Vice-President of the Club If the Committee supports the Proposal, it shall be put to the Members at a General Meeting for confirmation A Vice-President shall be appointed for life and shall be appointed as a mark of respect and appreciation for past services

to the Club. The number of Vice-Presidents shall be limited at the discretion of the Committee and they shall not be Members of the Committee or Directors of the Club.

15. COMMITTEE

15.1 The management of the Club shall be entrusted to a Committee consisting of

15.1.1 the Honorary Treasurer,

15.1.2 nine other Members, not being Overseas Members, who shall be elected at the Annual General Meeting and who shall hold office until they retire pursuant to Article 15.2,

15.1.3 Overseas Members who may be co-opted by the Committee at its second meeting after an annual general meeting. Such co-opted Members shall hold office until the end of the next ensuing annual general meeting and shall be eligible for co-option again, and

15.1.4 one Member who may be co-opted by the Committee at its second meeting after an annual general meeting from the members of the Committee who have retired at such annual general meeting pursuant to Article 15.2. Such co-opted Member to hold office until the end of the next ensuing annual general meeting.

15.2 At the Annual General Meeting, members of the Committee elected pursuant to Article 15.1.2 who have completed three years of service after election shall retire and shall not be eligible for re-election to the Committee at that meeting. Retiring Committee Members shall hold office until the end of the Meeting.

15.3 No Member or Overseas Member shall be eligible to be a candidate for election to the Committee unless such Member or Overseas Member shall immediately prior to being proposed as a candidate for election to the Committee have been a Member or a member of the Unincorporated Club for a continuous period of not less than three years.

15.4 The names of candidates for election to the Committee proposed and seconded by two Members must be notified to the Secretary in writing at least twenty-eight clear days before the annual general meeting. The names of the candidates shall also be entered together with the names of their proposers and seconders on a list to be provided for that purpose on the Club Notice Board not less than twenty-one clear

days before the annual general meeting In the event of more candidates being nominated than there are vacancies, the election shall be by ballot

16. CHAIRMAN AND VICE-CHAIRMAN

The Committee at their first meeting held after the Annual General Meeting shall elect from amongst their number a Chairman and Vice-Chairman for the ensuing year

17. CASUAL VACANCIES ON COMMITTEE

Any vacancy occurring in the Committee at any time between annual general meetings may be filled by the Committee from among the Members A Committee Member so appointed shall hold office only until the Annual General Meeting next after the date of his or her appointment but shall be eligible for election to the Committee at that meeting

18. PROCEEDINGS AND POWERS OF COMMITTEE

18 1 Subject to the provisions of the Statutes and these Articles and to any directions given by special resolution, the business of the Club shall be managed by the Committee No alteration of these Articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Articles 18 shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee

18 2 The Committee shall meet at least once a month to examine the accounts and arrange the affairs of the Club Seven days' notice of meetings shall be given to all members of the Committee Additional meetings of the Committee shall be called by the Secretary on the requisition of the Chairman or of any two members of the Committee The quorum for all meetings of the Committee shall be four Committee Members

18 3 Minutes shall be taken of the proceedings of all meetings of the Committee

18 4 All or any of the Committee Members may participate in any meeting of the Committee by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be

- entitled to vote or be counted in a quorum accordingly. A meeting held in this way shall be deemed to be held at the place from where the Chairman (or in his absence, the Vice-Chairman) participates or at such other place as the Committee Members participating may agree.
- 18.5 A resolution in writing signed by all the Committee Members who are at the relevant time entitled to receive notice of a meeting of the Committee (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the Committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the Committee Members concerned. In this Article references to in writing include the use of electronic communications subject to such terms and conditions as the Committee may decide.
- 18.6 The Committee may from time to time appoint such sub-committees as they may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine. Such sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee. Each sub-committee shall include at least one member of the Committee.
- 18.7 The Committee may from time to time make, and amend all such Bye-Laws not inconsistent with these Articles as they shall think expedient for the management and well-being of the Club. All Bye-Laws and amendments made by the Committee under this Article shall be binding upon the Members until repealed by the Committee or set aside by a resolution of a General Meeting of the Club. All Bye-Laws and amendments so made shall be exhibited in the Club House or otherwise made known to members as soon as they are made and shall take effect on such date as the Committee shall specify being not less than two weeks after they are made.
- 18.8 The Committee shall have power to appoint, pay and dismiss a Secretary and such other employees as they deem necessary.

19. SUBSCRIPTIONS AND ENTRANCE FEES

Every member shall pay such entrance fee (if any) and such annual subscriptions as shall be determined from time to time by the Committee and such subscription shall be due on the first day of October in each year in respect of the year commencing on that date. Each member's annual subscription shall be deemed to be a debt to the Club for the time being. The Committee shall have power to determine different entrance fees and subscriptions for differing classes of Member.

20. TERMINATION OF MEMBERSHIP

- 20 1 The Committee shall have power to expel any Member who shall offend against these Articles, or whose conduct shall in the opinion of the Committee render him or her unfit for membership of the Club. Before any such member is expelled, the Secretary shall give him or her not less than seven days' written notice to attend a meeting of the Committee which notice shall contain particulars of the complaints made against him or her. No Member shall be expelled without first having had an opportunity of appearing before the Committee and answering the complaints made against him or her nor unless at least two-thirds of the Committee then present vote in favour of his or her expulsion.
- 20 2 If any Member shall be convicted of an indictable offence or shall have a cheque dishonoured or shall be adjudged a bankrupt or make a composition or arrangement which his or her creditors under the provisions of any statute, he or she shall thereupon cease to be a Member of the Club, but the Committee shall have power in their discretion to reinstate him or her without payment of an entrance fee.
- 20 3 If any Member shall fail to pay his or her subscription within two months after it shall have become due, the Secretary shall send him or her a notice in writing to his or her address in the books of the Club, calling upon him or her to pay the same within two months. Until the subscription has been paid, such member shall not be entitled to use the facilities of the Club. If he or she shall fail to pay his or her subscription, the Committee shall be entitled to terminate his or her membership without further notice and to post his or her name on the Club Notice Board.

21. GUESTS

Subject to the provisions of any Bye-Laws made by the Committee for the time being in force, any Member shall be entitled to introduce guests to the Club provided that no-one who has been expelled from the Club shall be knowingly introduced as a guest. The Member introducing a guest shall enter the name and address of the guest together with his or her own name in a book which shall be kept for that purpose in the Club House. No guest shall be permitted to make any purchases in the Club House. Guests must always be accompanied by a Member. Members are responsible for the behaviour of their guests.

22. GENERAL MEETINGS

22 1 The annual general meeting of the Club shall be held as soon as conveniently possible after the 30th day of September in each year upon a date and at a time to be fixed by the Committee provided that a period of fifteen months must not elapse between the date of any one annual general meeting and the date of the next annual general meeting. The following business shall be conducted at an annual general meeting:

22 1 1 The election of the President if appropriate,

22 1 2 The presentation and if approved, the passing of the accounts for the financial year ended on the 30th September prior to the meeting which accounts shall first have been audited by the Club's Auditors

22 1 3 The election of an Honorary Treasurer,

22 1 4 The appointment of Auditors who shall be a firm of Chartered Accountants,

22 1 5 The election of Members to fill vacancies on the Committee, and

22 1 6 Such other business as shall have been communicated to the Secretary in writing at least twenty-eight clear days before the annual general meeting and the Secretary shall post notice of such other business in the Club House at least twenty-one clear days before the annual general meeting

22 2 At least forty-two clear days before any annual general meeting the Secretary shall post a notice of such meeting in the Club House specifying the business (other than business under Article 22 1 6) to be transacted thereat stating the names of the

members of the Committee who shall be retiring at such meeting and drawing the attention of Members to the provisions of Article 15 4

22 3 A Special General Meeting may be convened at any time by the Committee or within six weeks on the written requisition of twelve Members to the Secretary stating the purpose for which such meeting is required

22 4 At least twenty-one clear days before any Special General Meeting, the Secretary shall post a notice of such meeting in the Club House specifying the business to be transacted thereat

22 5 The business at an annual general meeting shall be limited to that provided by these Articles or in the case of a Special General Meeting to the matters specified in the notice convening the Meeting The quorum at any General Meeting shall be twelve

22 6 Only Members who have been elected pursuant to Articles 10 1 to 10 5 and who have paid their subscriptions up-to-date shall be entitled to attend and vote at General Meetings Members are entitled to attend general meetings personally or by proxy Every Member entitled to vote and be present at any General Meeting and who is present in person or by proxy shall have one vote on each issue, save that a person who has been appointed as proxy for more than one Member has only one vote on a show of hands

23. CASTING VOTE

At all Meetings (in the case of numbers on a division being equal) the Chairman shall have a casting vote in addition to his own vote

24. PROXY VOTING

24 1 Proxies may only be validly appointed by an instrument in writing which

24 1 1 states the name and address of the Member appointing the proxy,

24 1 2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,

24 1 3 is authenticated by the Member in such manner as the Club may determine

- 24 1 4 is delivered to the Secretary at the Club House (or such other place as may be specified for the delivery of proxy votes in the notice convening the General Meeting or other document accompanying it), and
- 24 1 5 reaches the Secretary not less than 48 hours before the General Meeting to which it relates
- 24 2 The Club may require proxy notices to be delivered in a particular form and may specify different forms for different purposes
- 24 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 24 4 Unless a proxy notice indicates otherwise, it should be treated as
- 24 4 1 allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,
- 24 4 2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as to the meeting itself
- 24 5 An appointment under a proxy notice may be revoked by delivering to the Secretary a notice given by or on behalf of the Member who gave the proxy notice, but such revocation will only take effect if the Secretary receives it before the start of the meeting to which it relates

25. BORROWING POWERS

If at any time the Committee shall pass a resolution authorising the Club to borrow money, the Club shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and upon such terms as to security and otherwise as shall be specified in such resolution and the Committee may make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as they deem necessary for the purpose. The total amount of money borrowed by the Club with the approval of the Committee under this Article shall not exceed the sum of £30,000 without the sanction of a resolution of a majority of Members voting at a duly constituted General Meeting of the Club

26. CALLS ON MEMBERS

- 26 1 If the Committee

- 26 1 1 Shall be of the opinion and the Auditors of the Club agree with that opinion at any time that the loss for the financial year current at that time will exceed £10,000, or
- 26 1 2 Shall be of the opinion and the Auditors of the Club agree with that opinion that it would be prudent for the financial survival of the Club, then the Committee may make a call under this Article 26
- 26 2 If the Committee shall determine to make a call in the circumstances prescribed in Article 26 1, it shall notify all the Members of the Club of its resolve by posting a notice on the Club Notice Board stating that fact and the circumstances prescribed in Article 26 1 under which the call is made and shall send a written statement to all Members calling for the payment by each of them of the amount of the call
- 26 3 Calls under this Article 26 shall be made equally on all Members and shall be distinguished from calls for payment of subscriptions under these Articles, provided always that no person who has been a member for less than one calendar year shall be liable or called upon to pay a call
- 26 4 The amount of any call under this Article 26 shall be determined by the Committee (upon the advice of the Auditors of the Club) and shall not in any one calendar year exceed a sum equal to 50% of the annual subscription for Members per Member
- 26 5 Only one call under this Article 26 may be made in any one calendar year and calls shall not be made in two consecutive calendar years without the consent of a majority of Members present and voting at a duly constituted General Meeting
- 26 6 Upon a call being made under this Article 26 the amount of such call (as determined by Article 26 4) shall be due twenty-eight days after the date of the sending of the written statement or the posting of a notice on the Club Notice Board (whichever is the later) referred to in Article 26 2 and calls shall thereupon become a debt due to the Club
- 26 7 If any Member shall fail to pay a call within thirty days, Article 20 3 shall apply as if the amount of the call were an unpaid subscription

27. INDEMNITY

- 27 1 To the extent permitted by the Statutes, if any Committee Member shall properly incur any personal liability on behalf of the Club or the Unincorporated Club, he or she shall

be entitled to be indemnified out of the Club funds but this Article shall not remove any liability which such Committee Member may have under Article 28

27 2 In the professional execution of the affairs or business of the Club, no Committee Member or Officer shall be liable for any loss to the property of the Club arising by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by him or by any other such Committee Member or Officer although the employment of such agent was not strictly, necessary or expedient or by reason of any mistake or omission made in good faith by any such Committee Member or Officer or by reason of any other matter or thing except wilful and individual wrong doing on the part of the Committee Member or Officer who is sought to be made liable

28. WINDING UP

28 1 If at any General Meeting a resolution for the winding up of the Club shall be passed by a majority of the Members present and such resolution shall at a General Meeting held not less than one month and not more than three months thereafter of which due notice shall have been given be confirmed by a resolution passed by a majority of at least three-quarters of the Members voting thereon, the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to the winding up of the Club as provided by Article 28 2

28 2 Upon the passing of a valid resolution to wind up the Club passed in accordance with Article 28 1

28 2 1 The Committee shall as soon as shall be practicable sell all the Club's property and apply the proceeds of sale together with any cash in hand towards the settlement of the Club's liabilities (including the reimbursement of the Committee Members and Officers of any sums personally expended or liabilities incurred on the Club's behalf)

28 2 2 If the amount of the total assets of the Club shall exceed the amount of the total liabilities of the Club, the balance remaining after payment of all such liabilities shall be dealt with in the manner provided by the resolution to wind up the Club passed at the Special General Meeting mentioned in Article 28 1, or, if the resolution shall not so provide, such balance shall be divided equally amongst all the persons who were Members of the Club and whose subscriptions were not in arrears at the date of the passing of the resolution

for winding up and shall be paid to them as soon as is practicable, provided that if the amount due to each Member shall not exceed one pound, the total balance shall be applied to such other club or organisation (charitable or otherwise) and in such proportions as the Committee shall in its absolute discretion determine

28 3 Upon the completion of the division and payment of any surplus under Article 28 2 2, the Club shall be dissolved

29. GENERAL

29 1 The Club House shall not be used for gambling nor for playing any games of chance or other unlawful games No higher stake than 25p a hundred points shall be played for Bridge

29 2 The hours each day during which the Club House is open and the hours during which intoxicating liquors are supplied in the Club House shall be determined by the Committee The Committee shall have the power to close the Club House for cleaning and other purposes for reasonable periods each year

29 3 No intoxicating liquors or other articles for the sale of which a licence is required shall be supplied except to Members in the Club House nor sold to any person who is not a Member

29 4 Every Member of the Club shall from time to time communicate to the Secretary his or her address, or that of his or her banker or agent, and all notices posted to such address shall be considered as having been duly served on such Member two days after the date of posting

29 5 The Committee shall be the sole authority for the interpretation of these Articles and the Bye-Laws and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Articles or by the Bye-Laws made thereunder shall be final and binding on the Members

30. ADHERENCE TO ARTICLES

As the payment of his or her subscription to the Club will entitle a Member to enjoy every benefit of the Club, so it is to be considered as distinctly implying his or her acquiescence to these Articles and his or her submission to the restrictions which they enjoy, and to the penalties they enact

31. ALTERATION OF ARTICLES

Save as permitted by the Statutes, no new Articles shall be made, nor shall any Article be altered unless the Committee shall have given their consent in writing to such making or alteration prior to the calling of the General Meeting at which such Articles are to be made or altered nor shall any new Article be made nor any Article altered unless by the sanction of at least three-quarters of the Members (being not less than twelve) present and voting in relation to the Articles

NAMES AND ADDRESSES OF SUBSCRIBERS

ADRIAN STONES

8 Herbert Crescent, Knightsbridge, London, SW1X 0EX

JOHN ROGER BLUNDELL

8 Herbert Crescent, Knightsbridge, London, SW1X 0EX

DATED

25 April 2013

Witness to the above signatures-

Signature

Name

Address

Occupation