

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

OF ST. ALBANS SUB-AQUA CLUB LIMITED

1. The name of the Company (hereinafter called "the Association") is "ST ALBANS SUB-AQUA CLUB LIMITED"

2. The registered office of the Association is to be situated in England.

3. The objects for which the Company is established are to establish maintain and carry on a club or teaching and training facilities and otherwise promote participation of the whole community in the sports of underwater swimming, diving, boat handling, swimming and any other form of water sport and to provide and promote such other facilities of a general sporting or leisure nature as it shall from time to time see fit for the use and accommodation of members and their friends and members of the public with all necessary and usual conveniences and amenities of a leisure sporting or social nature and further to establish maintain and carry out a club house licensed or otherwise and to provide or promote social or leisure services or facilities and fund raising events not limited to members and generally afford to such members and friends all the usual privileges advantages conveniences and accommodation of a club and in connection therewith or otherwise and further to build manufacture repair maintain by and sell by retail design and to test boats diving or swimming equipment engines trailers or towing equipment and any other clothing or equipment for sporting or leisure purposes of any kind.

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

- (A) 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 or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

- (D) To borrow or raise money on such terms and on such security as may be thought fit.
- (E) 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 imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (G) To do all such 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 of workers and organisations of employers.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of Management 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 forth due administration of such property in the same manner and to the same extent as they would as such Committee of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee of Management 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.
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 Committee of Management 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 Committee of Management or Governing Body) for any services rendered to the Association;

- (B) of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Committee of Management or Governing Body;
 - (C) to any member of its Committee of Management or Governing Body of out-of-pocket expenses;
 - (D) to a company of which a member of the Association or of its Committee of Management or Governing Body may be a member holding not more than one-hundredth part of the capital of such company.
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 £10.00
- .

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

Michael Pearce

Roy Harrison

James Martindale

Jim Downing

Nigel Dobinson

Brian Rimmer

Denis Price

Dated this 6th day of May 1981.

Witness to the above Signatures

Trevor Manton

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
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Articles of Association

OF ST. ALBANS SUB-AQUA CLUB LIMITED

GENERAL.

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

The Act.

These Articles.

The Association.

The Committee.

The Office.

The United Kingdom.

Month

In writing.

Communication

MEANINGS

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles of Association, and the regulations of the Association from time to time in force.

The above-named Company.

The Board of Directors for the time being of the Association

The registered office of the Association.

Great Britain and Northern Ireland.

Calendar month.

Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing Words in a visible form.

means the same as in the Electronic Communications Act 2000

Electronic Communication means the same as in the Electronic Communications Act 2000

Clear days. In relation to a period of 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.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

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 the Articles.

2. The number of members with which the Association proposed to be registered is 1,000 but the Committee may from time to time register an increase in members.

3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Committee but will be entitled to all benefits of membership commencing 48 hours after receipt of his application until the next meeting of the Committee at which time his membership will be approved or otherwise. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Committee require executed by him and admission to the membership will take place in accordance with the Terms and Conditions established by the Association from time to time.

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

5. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

6. Membership shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of the sports undertaken by the club. as shall comply with the Terms and Conditions laid down by the Association in General Meetings from time to time and then subject to such terms and conditions as shall be so agreed.

The Club may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members and decided by a majority vote.

GENERAL MEETINGS.

7. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and

shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

9. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

10. Twenty one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles 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.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

12. 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 Committee and Auditors, the election of Members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

13. 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 seven members personally present shall be a quorum.

14. In 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 other place as the Committee 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 members present shall be the quorum.

15. The Chairman (if any) of the Committee shall preside as Chairman at every General Meeting, but if there be not such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the

members present shall choose some member of the Committee, or if not such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairman may with the consent of any meeting at which at 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as 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.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person, or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting or any question of adjournment

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS.

23. Subject as hereinafter provided, every member shall have one vote.

24. 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 and who's membership has been approved by the

Committee, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

25. 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.

26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have one vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

27. The appointment of a proxy shall be under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal if any, and if none, then under the hand of some officer duly authorised in that behalf.

28. The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy there of shall be deposited in the case of an instrument in writing at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid. In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications (a) in the notice convening the meeting or (b) in any instrument of proxy sent out by the company in relation to the meeting or (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the ,meeting be received at such address not less than 48 hours before the time for the meeting or adjourned meeting at which the person names in the appointment proposed to vote. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the proxy or the authority under which the proxy was executed, provided that no intimation of writing of the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Any instrument appoint a proxy shall be in the following form or as near thereto as circumstances will admit –

“I, _____ of _____ a member of _____ hereby appoint _____ of _____ and failing him, _____ of _____ to vote for me and on my behalf at the [Annual or Extraordinary or Adjourned, as the case may be] General Meeting of the Association to be held on the _____ day of _____ and at every adjournment thereof.

As witness my hand this _____ day of _____”.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COMMITTEE OF MANAGEMENT

31. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than eight nor more than twelve. The Committee shall be comprised of Elected Officers who shall be elected for a term of one year by the members to fill the following positions:

Treasurer
Club Secretary
Membership Secretary
Diving Officer
Equipment Officer
Premises Officer
Bar Manager
Social Secretary
Ordinary Members

The first members of the Committee shall be the subscribers to the Memorandum of Association.

32. The Committee may from time to time appoint any member of the Association as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall be eligible for re-election.

33. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Committee.

POWERS OF THE COMMITTEE.

34. The business of the Association shall be managed by the Committee 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 such powers of the Association and do on behalf of the Association all such 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 on General Meeting, subject nevertheless to any regulation of these presents, to the provision of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulation or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

35. The members for the time being of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or summoning a General Meeting but not for any other purpose.

SECRETARY.

36. Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Committee 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 COMMON SEAL.

37. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary and the said members and 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 which signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE.

38. The office of the Committee shall be vacated-

(A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company. (

(F) If he fails to comply with any legal formalities in connection with his appointment.

ROTATION OF MEMBERS OF THE COMMITTEE.

39. At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, one-third of the members of the Committee for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Committee shall be eligible for re-election.

41. The Association may, at the meeting at which a member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring

member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which the notice is given, of his intention to propose such person for election and also notice in writing, signed by the person to be proposed, or his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served and the day appointed for the meeting, there shall be not less than four, nor more than twenty-eight intervening days.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Committee and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE.

45. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. The Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

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

49. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the

Committee. The meetings and proceedings of any such sub - committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

50. All acts bona fide done by any meeting of the Committee or of any sub - committee of the Committee, or by any person acting as a member of the 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, 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 Committee.

51. The Committee shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of sub - committees of the Committee, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolutions and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. 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.

52. A resolution in writing signed by all the members for the time being of the Committee or of any sub - committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub - committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub - committee duly convened and constituted.

ACCOUNTS.

53. The Committee shall cause accounting records to be kept in accordance with the requirements of the Act.

54. 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 Committee shall think fit, and shall always be open to the inspection of the officers of the Association.

55. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records 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 accounting records or other book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

56. The Committee shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Committee shall send a copy of the annual accounts together with a copy of the Committee's report for that financial year and a copy of the Auditors' report on those accounts to

the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT.

57. In accordance with the provisions of the Act 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.

58. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated for all purposes as the Directors mentioned in those provisions.

NOTICES.

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter or other such methods as laid down in the Terms and Conditions determined by the Association, addressed to such member at his registered address as appearing in the register of members.

60. 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.

61. 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 is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION.

62. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:

1. A registered charitable organisation(s).
2. Another Club which is a registered CASC
3. The British Sub-Aqua Club for use by them for related community sports.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Pearce

Roy Harrison

James Martindale

Jim Downing

Nigel Dobinson

Brian Rimmer

Denis Price

Dated this 6th day of May 1981.

Witness to the above Signatures

Trevor Manton

Note. - The above particulars should be given as in the Memorandum.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND

Articles of Association
OF ST. ALBANS SUB-AQUA CLUB LIMITED

Incorporated the 6th day of May 1981

Amended the 5th day of April 2006

Further amended the 9th day of May 2007.