

I, CHARLES VALENTINE FRASER-MACNAMARA, the Company Secretary and Chairman of the Meeting held on 11th November 1995 of the British American Football Association Limited by guarantee HEREBY CERTIFY that this is a true copy of the Memorandum of Association and Articles of Association adopted by Special Resolution at the Extraordinary General Meeting of 11th November 1995.

Signed 

Dated the 11th November 1995.

BRITISH AMERICAN FOOTBALL ASSOCIATION

COMPANY NUMBER 2175911

INCORPORATED THE 9TH DAY OF OCTOBER 1987

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

-OF-

BRITISH AMERICAN FOOTBALL ASSOCIATION

1. The name of the company (hereinafter called "the Association") is "BRITISH AMERICAN FOOTBALL ASSOCIATION"
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are to establish, oversee and maintain and to promote American Football throughout the Great Britain excluding The Republic of Ireland and Northern Ireland and the Association is charged with the determination of the overall policy for the sport on a national basis enforcing the same and resolving disputes on a final basis between its members to act as a collating body relating to the development of the sport and to act as the Great Britain representative to all non-member organisations including the arranging of International Matches, International Squads, training and the arranging of financial assistance to all Clubs playing American Football throughout the Great Britain and to carry on business as sports promoters, to organise and develop American Football Clubs and to promote the practice and play of American Football. To promote, produce and sponsor books and all kinds of sports equipment and things

used in the playing or practice of such games or pursuits or required therefor or in connection with or ancillary thereto or for the promotion of the objects of the Company.

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 be 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 other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations 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 Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of 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 for the due administration of such property in the same manner and to the same extent as they would as such Board 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 Board of Management or Governing Body, but they shall as regards any such property be subject jointly and seperately 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 Board 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 Board of Management or Governing Body) for any services rendered to the Association;

(B) of interest at a rate not exceeding Six 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 Board of Management or Governing Body;

(C) to any member of its Board of Management or Governing Body of out-of-pocket expenses;

(D) to a company of which a member of the Association or of its Board of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.

6. the liability of the members is limited.

7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Association if it should be wound up while he is

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a member of within one year after he ceases to be a member, for payment of the Association's debts and liabilities 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.

we the Subscribers of this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

CHARLES VALENTINE FRASER-MACNAMARA
818 High Street,
Kingswinford,
WEST MIDLANDS.

SOLICITOR

DAVID GILL
21 Belmont Avenue,
Bournemouth,
DORSET

SENIOR PARTNER

DATED the 16th day of June 1987

WITNESS to the above signatures

MARILYN WOODHALL
Pinewoods
Folley Street
Kinver
SECRETARY.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

Company Registration
No.2175911

-OF-

BRITISH AMERICAN FOOTBALL ASSOCIATION

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	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Board	The Board of Directors for the time being of the Association.
The Office	The registered Office of the Association.
The Seal	The common seal of the Association.
The Great Britain	Great Britain excluding Northern Ireland.
Month	Calendar Month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
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.

Member

An unincorporated or incorporated league association or body of persons involved in the sport of American Football as admitted by and approved by the Board.

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

3. The subscribers to the Memorandum and Articles of Association and such other bodies as the Board shall admit to membership in accordance with the Articles shall be members of the Association. No body shall be admitted as a member of the Association unless he is approved by the Board. Every body who wishes to become a member shall deliver to the Association an application for membership in such form as the Board require executed by them.

4. A member may at any time withdraw from the Association by giving at least 7 days notice to the Association. Membership shall not be transferable and shall cease on the dissolution bankruptcy or liquidation of a member.

GENERAL MEETINGS

5. 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 Board, 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.

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

7. The Board 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.

8. 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, 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.

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

PROCEEDING AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring. and the appointment of. and the

fixing of the remuneration of, the Auditors.

11. 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 three members present by their duly authorised representation shall be a quorum.

12. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.

13. The Chairman (if any) of the Board shall preside as Chairman at every general Meeting, but if there be no 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 General Secretary shall preside or if he shall not be present within 15 minutes or shall be unwilling to preside the members present shall choose some member of the Board, or if no such member be present, or

if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might 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.

15. 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 two 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 or against that resolution. The demand for a poll may be withdrawn.

16. Subject to the provisions of Article 21, 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.

17. no poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

18. 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 casting vote.

19. 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.

20. 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

21. The following members shall have the votes enumerated hereunder at members meetings of the company:-

- (a) Gridiron Football League Limited trading as "B.A.F.A. Senior League" - 1 vote
- (b) The National Football Coaches Association - 1 vote
- (c) The British Student American Football Association - 1 vote
- (d) The British Youth American Football Association - 1 vote

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. 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.

24. Votes may be given on a poll either personally or by proxy. 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.

25. The instrument appointing a proxy shall be in writing 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.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited 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 proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in 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.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

"
"a member of
"hereby appoint
"and failing him,
"of
my proxy to vote for me on my behalf at the "[Annual
Extraordinary,] General Meeting of the Association to be held
on 19 , and at any adjournment thereof.

, "I,

, "of

, "as

"Signed on 19 ."

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

BOARD OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the
number of the members of the

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 the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations 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 Board which would have been valid if such regulation had not been made.

33. The Board shall comprise:-

(a) The Chairman elected for two years (calculated from the 3rd February 1992) and thereafter for two years terms of office.

(b) The General Secretary elected for one year (calculated from the 3rd February 1992), and thereafter on election for two year term of office.

(c) C.V. Fraser-Macnamara Company Secretary

(d) 1 member of the Board appointed in writing by each of the members from time to time and such Board member so appointed shall serve as a Board member until such time as a fresh appointee is notified in writing to the General Secretary whereupon the fresh appointee shall take up the appointment and the outgoing appointee shall return as a Board member.

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

35. The Association may from time to time in General Meeting increase or reduce the number of members of the Board, 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.

36. 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 Board 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.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE BOARD

38. The office of a member of the Board 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 by notice in writing to the Association he resigns his office.

(D) 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 the Company.

PROCEEDINGS OF THE BOARD

39. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, the quorum necessary for the transaction of business shall be three Board members in addition to the Chairman and/or the General Secretary. Questions arising at any meeting shall be decided by a majority of votes. The following Board Members shall have the votes at Board Meetings enumerated hereunder:-

(a) Gridiron Football League Limited trading as "BAFA Senior League" - 1 vote.

(b) National Football Coaches Association - 1 vote.

(c) The British Student American Football Association - 1 vote.

(d) The British Youth American Football Association - 1 vote.

In case of an equality of votes the Chairman shall have a casting vote.

40.(a) The Chairman or the General Secretary may at any time summon a meeting of the Board by notice served upon the several members of the Board

(b) Two members of the Board acting together may by written request to the General Secretary request the General Secretary at any time to summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the Great Britain shall not be entitled to notice of a meeting.

41.(a) The Chairman shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present. If at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside the General Secretary shall act as Chairman including exercising the casting vote of the Chairman authorised by article 38 and if he is not present or declines to act then the members of the Board present shall choose one of their number to be Chairman of the meeting.

(b) In the absence of the Chairman for any reason the General Secretary shall act in all respects as the substitute for and replacement of the Chairman and shall represent the company as such during the aforesaid absence

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

43. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

44. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, 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

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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 Board.

45. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

ACCOUNTS

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

48. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Association.

49. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the 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 Board or by the Association in General Meeting.

50. At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days

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before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

51. 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.

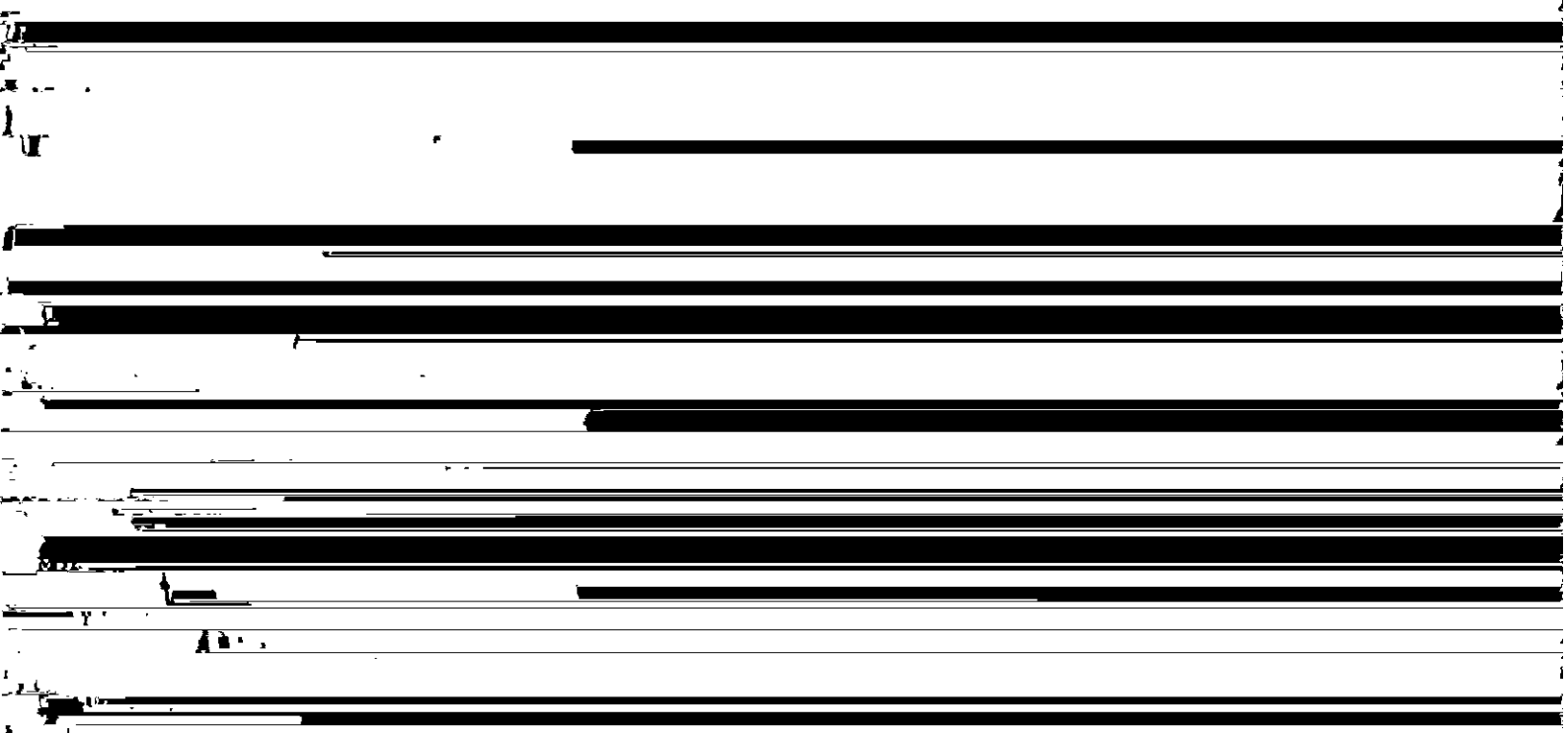
52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

53. A notice may be served by the Association upon any member, either personally or by sending it through the post in prepaid letter, addressed to such member at his registered address as appearing in the register of members.

54. Any member described in the register of members by an address not within the Great Britain, who shall from time to time give the Association an address within the Great Britain 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 Great Britain shall be entitled to receive notices from the Association.

55. Any notice, if served by post, shall be deemed to have been served on the day following that on which it is



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institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

CHARLES VALENTINE FRASER-MACNAMARA

[REDACTED]

Kingswinford,
WEST MIDLANDS.

SOLICITOR
SENIOR PARTNER

DATED the 16th day of June 1987

WITNESS to the above signatures

MARILYN WOODHALL
Pinewoods
Folley Street
Kinver
SECRETARY.

THE COMPANIES ACT 1985

BRITISH AMERICAN FOOTBALL ASSOCIATION

COMPANY NUMBER: 2715911T 2175911

COPY resolution of the type and in the terms specified below as passed by the members of the company named above at their Extraordinary General Meeting duly convened and held at THE American Adventure Theme Park, Ilkeston, Derbyshire on the 27th March 1999 at 10.30 a.m.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the addition to article 21 of the following:-

- "(e) The British American Football Referees Association - 1 vote
- (f) The Scottish Grid Iron Association - 1 vote."

COMPANY SECRETARY

Dated 27th March 1999

