

The Companies Act 1985 and 1989 (“the Act”)

Company Limited by Guarantee

And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ENGLISH KARATE FEDERATION LIMITED (EKF)

Preliminary

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the Articles hereinafter contained and subject to the modifications hereinafter expressed the remaining regulations of Table A shall constitute the Articles of Association of the Company.

Interpretation

2. In regulation 1 of Table A the definition of “the holder” shall be omitted.
3. 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

“These presents”	These Articles of Association including any amendments for the time being in force
“The Company”	The above-named company
“English Karate”	The Company
“The Office”	The Registered Office of the Company
“The Management Board”	The Management Board for the time being of English Karate Federation
“The Board of Directors”	The Board of Directors for the time being of the

Company

“The General Council”	All of the members of English Karate Federation for the time being including all Members of the Management Board
“The Seal”	The Common Seal of the Company
“The United Kingdom”	Great Britain and Northern Ireland
“Month”	Calendar month
“In writing”	Written, printed or photocopied or partly one and partly another and other modes of representing or reproducing words in visible form
“Member”	An association, federation, or other body accepted as a Member in accordance with Article 7 of these presents and the by-laws
“By-law”	A by-law made in accordance with Article [46]

Words supporting the singular number only shall include the plural number and vice-versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the English Karate Federation shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

4. English Karate Federation is established for the purposes expressed in the Memorandum of Association.

Membership

5. The number of Members of English Karate Federation is unlimited.
6. The privileges of Members shall not be transferable.
7. (a) Members shall be such associations, federations or other bodies whether incorporated or unincorporated which comply with the relevant by-laws of English Karate Federation as the Management Board shall admit as Members on payment of such subscriptions and fees as the by-laws shall prescribe.
- (b) Every application for membership shall be made in writing in such form and signed by such persons as the by-laws shall from time to time prescribe or approve, and the

Management Board shall have an absolute discretion to accept or reject any application.

- (c) (1) A Member may exercise any privileges of membership through the medium of a representative elected by it on its behalf.
 - (2) The appointment of such a representative shall be effected by instrument in writing signed on behalf of the Member by such officer or officers as the by-laws of English Karate Federation may prescribe or the Management Board shall accept and delivered to English Karate Federation and the Member may at any time in like manner remove its representative and make a new appointment.
 - (3) If any Member has not for the time being any representative duly nominated by the English Karate Federation it may treat the Secretary or such other officer of the Member as the English Karate Federation considers appropriate as being the representative of such a Member and such Secretary or other officer shall thereupon be deemed (subject to his consent) to have been duly nominated as its representative until a representative shall have been duly nominated by it.
8. A Member shall cease to be a member of English Karate Federation and its name shall be removed from the Register of Members accordingly if:
- (a) By notice in writing to the Management Board it resigns its membership;
 - (b) Its annual subscription or fees due remains unpaid 30 days after the date when it became due and the Management Board resolves that its membership be terminated;
 - (c) The Management Board under the powers hereinafter contained, or contained in the by-laws expels it from English Karate Federation.
 - (d) The member ceases to function as an Association.

General Meetings

- 9. The Company 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 Management 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 Company holds its first Annual General Meeting with eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Management Board may whenever it thinks fit convene an Extraordinary General Meeting. The Members as provided by the Act may, also convene an Extraordinary General Meeting, on requisition.
12. Forty two days notice in writing at least of every Annual General Meeting and twenty eight days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; provided that with the consent of all the Members having the right to attend and vote thereat, or 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.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

Proceedings at General Meetings

14. 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 Management Board and of the Auditors, the election of the President and of members of the Management Board in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors and all resolutions of which proper notice has been given in accordance with the provisions of Article 19(a) hereof.
15. 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 the representatives of Thirty percent of the total number of Members entitled to attend and vote personally are then present, the meeting shall be deemed quorum.
16. 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, may seek a quorum of thirty percent of the total number of the membership entitled to attend and vote personally and are then present at the meeting, the meeting shall be deemed quorum. If less than thirty percent membership attend, the meeting shall be thereby cancelled. 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 Management Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
17. The President shall preside as President at every General Meeting, but if there be no such President, 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 Management Board, or if no such Member be present, or if all the members of the Management Board present decline to take the chair, they shall choose some Member of the Company who shall be present to preside.

18. The President of the meeting 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, forty-two days 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.

Notice of Resolutions

19. (a) Notice of resolutions to be put to the vote at the Annual General Meeting shall be sent to the Secretary at least fourteen days before the Annual General Meeting. Each resolution shall be proposed and seconded either by the Management Board or by any two Members. The Secretary shall circulate copies of the resolution, to Members at least seven days before the Annual General Meeting.
- (b) At any General Meeting a resolution put to the vote of the meeting will be decided by means of a ballot.
20. In the event of a tied vote the President shall have the casting vote.

Votes of Members

21. Subject as hereinafter provided, every Member, entitled by means of holding a valid and paid up English Karate Federation licence to vote, shall have one vote.
22. If the Management Board shall in its absolute discretion require any resolution to be put to a postal/electronic ballot it may do so. The representatives of the Members shall, on the agreement of the Management Board, have posted/electronically sent to them ballot papers on which shall be stated the proposed resolution. Ballot papers must be returned to the Company either by post, hand or electronically by the time stated therein.

Management Board

23. The number of the members of the Management Board shall be 9 inclusive of the President. The members of the Management Board shall be elected at the Annual General Meeting of the Company, and shall resign on the date of the next following General Meeting. Members of the Management Board so retiring shall be entitled to offer themselves for re-election. Members of the Management Board shall be elected annually at the Annual General Meeting of the Company and shall retire at the following

Annual General Meeting (excluding the President). Members of the Management Board so retiring shall be entitled to offer themselves for re-election

24. The President of the Management Board shall be elected at an Annual General Meeting of the Company and shall serve for a term of three years. No person shall be entitled to be appointed to the position of President of the Management Board on more than two consecutive occasions so that no person may serve as President of the Management Board for a period greater than six consecutive years. It is possible for a person to be re-elected as President following a break of one term of office. In the event of there being equality of voting on any matter that falls to be considered by the Management Board the President shall have a casting vote.
25. The first Members of the Management Board shall be an elected Management Board of English Karate Federation Governing Body.

Powers of the Management Board

26. (a) The business of English Karate Federation shall be managed by the Management Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of English Karate Federation as they think fit, and may exercise all such powers of English Karate Federation, and do, on behalf of English Karate Federation, all such acts as are not by statute or by those present(s) required to be exercised or done by English Karate Federation in General Meeting; provided that no regulation made by English Karate Federation in General Meeting shall invalidate any prior act of the Management Board which would have been valid if such regulation had not been made.
 - (b) Without prejudice to the generality of the above the Management Board shall be responsible for:
 - (1) The formulation, planning and monitoring of policy of English Karate Federation on matters affecting English Karate;
 - (2) The supervision and control of all technical matters;
 - (3) The appointment of all paid staff;
 - (4) The conduct of affairs of English Karate Federation in accordance with these presents;
 - (5) The preparation of financial budgets;
 - (6) The dissemination of relevant information to Members;
 - (7) The policies to be followed in the representation of the English Karate Federation on all matters within England and internationally;
 - (8) The appointment of sub-committees and or departments, with or without power to act on behalf of the Management Board.

27. The members for the time being of the Management Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Board shall at any time be reduced in number to less than five it shall be lawful for them to act as the Management Board for the purpose of admitting persons to membership of English Karate Federation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Board of Directors

28. The Board of Directors of the Company shall consist of the Management members of the Board A Director shall be deemed to have resigned on ceasing to be a member of the Management Board.

Secretary

- 29(a) Subject to the Act the Secretary shall be appointed by the Management Board for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as it may think fit, and any Secretary so appointed may be removed by it. The Secretary will not carry a vote at any meeting of the Management Board. The provisions of the Act shall apply and be observed. The Management Board shall 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.
- (b) The Secretary shall be responsible to the President of the Management Board.

The Seal

30. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Management Board, and in the presence of at least two members of the Management Board or a Director and the Secretary, and the said members and/or the 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 English Karate Federation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of members of the Management Board

31. The office of member of the Management Board shall be vacated:
- (a) If a receiving order is made against him or he becomes bankrupt or insolvent or he makes any arrangement or composition with his creditors;

- (b) If he becomes of unsound mind;
- (c) If by notice in writing to English Karate Federation he resigns his office
- (d) If he becomes prohibited from holding office by reason of any order made under the Act.
- (e) If he is removed from office by a resolution duly passed by English Karate Federation pursuant to the Act.
- (f) If he/she becomes full time paid employee of English Karate Federation
- (g) If the Management Board shall so determine, upon his failing to attend three consecutive meetings of the Management Board without providing a reason or reasons acceptable to the Management Board.

Miscellaneous provisions relating the Management Board

- 32. No person not being a member of the Management Board retiring at the meeting shall be eligible for election to membership of the Management Board at any General Meeting unless nominated at least Forty-two days before the day appointed for the meeting.
- 33. If there are more nominations than there are vacancies for the positions of President or member of the Management Board the representatives of the Members shall have posted to them twenty eight days before the appropriate Annual General Meeting, ballot papers on which shall be stated the names of the candidates for the Presidency and membership of the Management Board. Ballot papers must be returned to English Karate Federation in the manner and by the time and at the place stated therein.
- 34. In addition and without prejudice to the provisions of the Act, English Karate Federation may by Extraordinary Resolution remove any and all members of the Management Board except the President before the expiration of his period of office, and may in 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.
- 35. Members of the Management Board but not the President can be removed from office at an Annual General Meeting if the majority of those voting Members present express a desire by a vote on the day.

Proceedings of the Management Board

- 36. The Management Board may meet together for the dispatch of business and adjourn its meeting as it thinks fit. Five including two officers shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.

37. A member of the Management Board may, and on the request of a member of the Management Board, the Secretary shall, at any time, summon a meeting of the Management Board by notice served upon the members of the Management Board. A member of the Management Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
38. The President shall be entitled to preside at all meetings of the Management Board at which he shall be present and in his absence the Vice-President, but if at any meeting neither the President nor the Vice-President shall be present within fifteen minutes after the time appointed for holding the meeting, the members of the Management Board present shall choose one of their number to be President of the meeting.
39. A meeting of the Management Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of English Karate for the time being vested in the Management Board generally.
40. If the Management Board shall appoint sub-committees to perform specific functions determined and identified by them. The members of the Management Board shall appoint one of their number to be the President or a member of the sub-committee. The Management Board shall appoint such other members and the Chairperson of the sub-committees as it thinks fit and shall be free to dismiss them if not satisfied with their performance.
41. All acts bona-fide done by any meeting of the Management Board or of any sub-committees of the Management Board shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 Management Board.
42. The Management Board shall cause proper Minutes to be made of all appointments of officers made by the Management Board and of the proceedings of all meetings of English Karate Federation and of the Management Board and of sub-committees of the Management Board, and all business transacted at such meetings, and any such Minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the President presented at the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
43. A resolution in writing signed by the President upon agreement of and on behalf of the majority of all members for the time being of the Management Board, or of the Board of Directors, or of any sub-committees of the Management Board who are entitled to receive notice of a meeting of the Management Board or the Board of Directors or of such sub-committees shall be as valid and effectual as if it had been passed at a meeting of the Management Board or the Board of Directors or of such sub-committees duly convened and constituted.

Power to make by-laws

44. The Management Board shall have power from time to time to propose such by-laws as may be considered expedient for any of the purposes specified in these presents or

generally for more effectively regulating and carrying on the business and fulfilling the functions of English Karate Federation and may vary amend or revoke any such by-laws from time to time; provided that such changes are approved by a simple majority of Members present at a General Meeting. No by-laws shall be made or have any effect or validity which would be repugnant to or inconsistent with the Act or any Statute for the time being in force and affecting English Karate Federation or with the Memorandum or Articles of Association of English Karate Federation for the time being in force or which would amount to such variation of or addition to such Articles as could only lawfully be made by Special Resolution.

Accounts

45. The Management Board shall cause accounting records to be kept in accordance with the Act.
46. The accounting records shall be kept at the registered office of English Karate Federation, or subject to the Act, at such other place or places as the Board of Directors think fit, and shall always be open to their inspection.
47. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than six months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board of Directors 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 or to accompany the same shall, not less than forty two clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

Audit

48. Once at least in every year the accounts of the Company 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.
49. Auditors shall be appointed and their duties regulated in accordance with the Act.

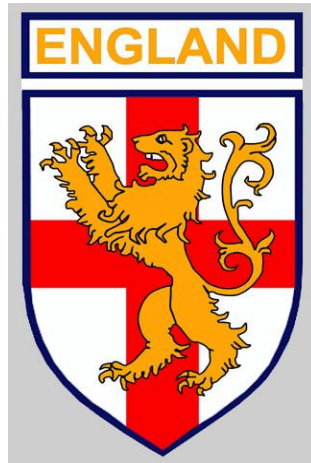
Notices

50. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at its address as appearing in the Register of Members.

51. Any Member described in the Register of Members by an address not within the United Kingdom, which shall from time to time give the Company an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notice served upon it at such address but, save as aforesaid and as provided by the Act, only those Members which are described in the Register of Members by an address within the United Kingdom shall be entitled to received notices from the Company.
52. Any notice, if served by post, other than by registered post or recorded delivery, shall be deemed to have been served on the fourth day following that on which the letter containing the notice was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.

Expulsion of Members

53. Should the conduct of any Member in the opinion of the Management Board be injurious to the objects and interests of English Karate Federation the Management Board, having in their opinion given a reasonable opportunity to the Member to furnish an explanation to them either verbally or in writing, shall be empowered to expel such Member. In accordance with the current English Karate Federation's disciplinary procedure



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