

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE ENGLISH BRIDGE UNION LIMITED.

(As amended by Special Resolutions passed the 5th January 1972, 29th September 1976 and 30th September 1981)

1. The name of the Company is "THE ENGLISH BRIDGE UNION LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To originate, set up, in so far as such organisation as is hereinafter referred to, is already in existence, take over, control and maintain a central organisation known or to be known as "The English Bridge Union" or by such other name as may from time to time be determined (hereinafter in this Memorandum referred to as "the Union") for the promotion and control in England and the Channel Islands and the Isle of Man of all duplicate and other competition Contract Bridge or such other game or games closely akin thereto as may from time to time hereafter be devised or invented.
 - (B) For the purposes aforesaid, through the medium of the Union, to promote, organise and manage, or provide for the promotion, organisation, and management of contests, competitions and congresses whether national, international, or otherwise howsoever.
 - (C) To join or become associated in any manner with any national or international Bridge organisation whether in the British Isles or elsewhere.
 - (D) To permit and control the sub-division of the Union into a number of constituent Associations (hereinafter called "Associations") with due representation in the Union, and with such powers and subject to such conditions as may from time to time be given and determined by the Company and/or the Union.
 - (E) Generally, through the medium of the Union, to do all such things as from time to time may be necessary to elevate and maintain the status and procure the advancement of the game of Bridge in England.

- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To erect, enlarge, alter and maintain any buildings necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance thereof.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To make advances to Associations, customers and others, with or without security and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of Associations and others.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for Associations and others.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interest, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The income and property of the Company and the Union which shall not include the income and property of the Associations whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth herein, 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 the shareholders: Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Company or the Union

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or any Association or other person in return for any services actually rendered to the Company or the Union, as the case may be, nor prevent the payment of interest on money borrowed from any Association or any other person, persons, or corporation.

5. The liability of the members is limited.

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6. The share capital of the Company is £100, divided into 2,000 shares of 5p each.

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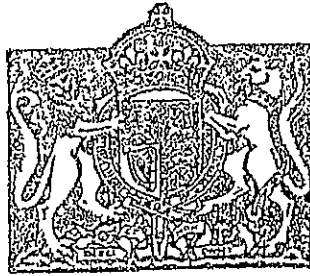
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Certificate of Incorporation

I Hereby Certify,

That

THE ENGLISH BRIDGE UNION LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this third day of JANUARY One

Thousand Nine Hundred and Forty.

Registrar of Companies.

Certificate received by Messrs J. E. Whitehead & Co.

17, Bedford Row, W.C.1. Date 3rd January 1940