

**THE CONSTITUTION &  
ARTICLES OF ASSOCIATION OF  
G.R.E.S UNIDOS DE LONDRES:  
THE LONDON SCHOOL OF  
SAMBA**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**- OF -**

**LONDON SCHOOL OF SAMBA**

**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:

<b>WORDS</b>	<b>MEANINGS</b>
The Act . . . . .	The Companies Act 1985
These presents . . . . .	These Articles of Association and the Regulations of the Association from time to time in force.
The Association . . . . .	The above-named company.
The Management Committee . . . . .	The Council of Management for the time being of the Association
The Office Committee . . . . .	The registered office of the Association
The Seal . . . . .	The common seal of the Association
The United Kingdom . . . . .	Great Britain and Northern Ireland
Month . . . . .	Calendar Month
In Writing . . . . .	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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 or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Management Committee may from time to time register an increase of members.
3. The Management Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.
4. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. The Association is established for the purposes expressed in the Memorandum of Association.
6. The subscribers to the Memorandum of Association and such other persons as the Association shall admit to membership in accordance with such regulations as the Management Committee shall make from time to time shall be members of the Association.

#### **GENERAL MEETINGS**

7. 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 Association 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 Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Management Committee may whenever they think fit convene a 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 days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the 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 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 presents 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 proceedings 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 Management Committee and of the Auditors, the election of members of the Management 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 1/5 or 3 (whichever is the greater number) of the members shall be a quorum.
14. 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 Management 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 a quorum.
15. The Chairperson (if any) of the Management Committee shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he or she 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 Committee, or if no such member be present, or if all the members of the Management Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairperson 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.
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 Chairperson or by at least three members having the right to vote at the meeting or a member or members representing not less than 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 Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried 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.
18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken not earlier than one week thereafter nor later than one month, 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 Chairperson of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
21. The demand for 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.

### **VOTES OF MEMBERS**

22. Subject as hereinafter provided, every member shall have one vote.
23. 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 or her membership, shall be entitled to vote on any question at any General Meeting.

### **MANAGEMENT COMMITTEE**

24. The number of the members of the Management Committee shall never be less than five, and until otherwise determined by a General Meeting shall not be more than fifteen.
25. The first members of the Management Committee shall be the subscribers to the Memorandum of Association.
26. The Management Committee may from time to time and at any time appoint any member of the Association as a member of the Management Committee, either to fill a casual vacancy or by way of addition to the Management Committee, provided that the prescribed maximum be not there-by exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
27. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Management Committee.

### **POWERS OF THE MANAGEMENT COMMITTEE**

28. The business of the Association shall be managed by the Management Committee who 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 in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, 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 Management Committee which would have been valid if such regulation had not been made.

29. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Management Committee 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.

#### **SECRETARY**

30. The Secretary shall be appointed by the Management 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 section 283 of the Act shall apply and be observed. The Management 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 PROVIDED ALWAYS that no member of the Management Committee shall occupy the position of Secretary on a salaried basis.

#### **THE SEAL**

31. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Management Committee and in the presence of at least one member of the Management Committee and of the Secretary, and the said member 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 such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE**

32. The office of a member of the Management Committee shall be vacated:
- (A) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors generally.
  - (B) If he or she becomes of unsound mind.
  - (C) If he or she ceases to be a member of the Association.
  - (D) if by notice in writing to the Association he or she resigns his or her office.
  - (E) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.

- (F) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- (G) if he or she fails without reasonable excuse to attend three consecutive meetings of the Management Committee, and a resolution be passed by the Management Committee by reason thereof for their removal.

#### **ROTATION OF MEMBERS OF THE MANAGEMENT COMMITTEE**

- 33. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Management 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.
- 34. The members of the Management 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 or her last election or appointment. A retiring member of the Management Committee shall be eligible for re-election.
- 35. The Association may, at the meeting at which a member of the Management 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 or herself 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 a member shall have been put to the meeting and lost.
- 36. No person not being a member of the Management Committee retiring at the meeting shall, unless recommended by the Management Committee for election, be eligible for election to membership of the Management 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 such notice is given, of his or her intention to propose such person to be proposed and of his or her 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.



37. The Association may from time to time in General Meeting increase the number of members of the Management Committee, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.
38. 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 Management Committee before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

#### **PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

39. The Management 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, provided that the quorum for meetings of the Management Committee shall never be less than 1/3 or 3 (whichever is the greater number) of the members of the Management Committee. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
40. A member of the Management Committee may, and on the request of a member of the Management Committee shall, at any time, summon a meeting of the Management Committee by notice served upon the several members of the Management Committee. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
41. The Management Committee shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Management Committee at which he or she shall be present, and they may determine for what period he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Management Committee present shall choose one of their number to be Chairperson of the meeting.
42. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the powers of the Association for the time being vested in the Management Committee generally.

**NAMES AND ADDRESSES OF SUBSCRIBERS**

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**DATED 30<sup>th</sup> September 1990**

*Witness to the above signatures:*

<b>Hamish Orr</b>	16 Temple House, Ward Rd, London N19
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