

The Companies Act, 1948

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL

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**Memorandum of Association**  
OF  
**MIDLAND FLYFISHERS**  
**LIMITED**

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1. The Name of the Company (hereinafter called "the Club") is "MIDLAND FLYFISHERS LIMITED".
2. The registered office of the Club will be situate in England.
3. The objects for which the Club is established are—
  - (A) To acquire all or any of the assets of the unincorporated body known as "MIDLAND FLYFISHERS".
  - (B) To lease or purchase fishing water and fishing rights for the use of the members of the Club.
  - (C) To do all things necessary for the general improvement of salmon and trout rod-fishing in the United Kingdom and by the support of legislation and other means to stop pollution and to prevent the unfair use of nets and poaching.
  - (D) To acquire, hold and exercise, and to sell, lease, or otherwise dispose of fishing and sporting rights, and to breed, preserve and deal in fish and game of all kinds, and to promote the sport and pastime of angling in all its branches.
  - (E) To carry on the business of Club Proprietors, and to establish, maintain and conduct a Club or Clubs for the purposes of the sport and pastime of angling either in freshwater or seawater, within the British Isles.

- (F) To acquire by purchase, exchange, lease or otherwise, any lands, buildings or premises, rivers, lakes, streams, reservoirs, natural or artificial watercourses, and fore-shore or any other waters or premises within the British Isles which may be deemed by the Club likely or calculated to advance or benefit either directly or indirectly the objects or interests of the Club or its Members, and to prepare and maintain the same for angling, and to build or otherwise provide club houses, workshops, sheds, motor garages, car parks and other conveniences in connection therewith, fish breeding ponds or lakes, dams, fish hatcheries, weirs and other buildings or erections used in connection with fish breeding, rearing or stocking and to furnish, alter, enlarge, repair, uphold and maintain the same and to permit the same to be used by members and employees of the Club and others, either gratuitously or for payment.
- (G) To demise, underlet, sell, exchange or otherwise deal with and dispose of any part of the lands, buildings, waters or watercourses, fixtures, fittings, furnishings or equipment of the Club either together or in portions for such considerations as the Club may think fit, and in particular for shares, debentures or securities of any Company acquiring the same.
- (H) To purchase, hire, provide and maintain sell or deal in all kinds of fish or other livestock, motor cars, furniture, plate, linen, books, papers, stationery, indoor and outdoor games, tools, implements, machines, utensils and other things which may conveniently be used for the interests of the Club or its members either in connection with the sport of angling or in ordinary social intercourse or recreation.
- (I) To purchase, hire, prepare, make, supply, sell and deal in all kinds of fishing tackle, books, baits, clothing or other articles, appliances and apparatus used in connection with the sport of angling or any other sport, game or pastime, and all kinds of consumable stores and provisions, alcoholic and non-alcoholic liquors, tobacco, cigars, cigarettes and all other refreshments or things required or used by members of the Club or other persons frequenting the premises of the Association and to apply for and obtain all licences and authorities necessary for the purposes aforesaid or any of them.
- (J) To hire and employ all classes of persons considered necessary or desirable for the purposes of the Club and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, fees, gratuities and pensions.

- (K) To consider and adopt such steps as may from time to time in the opinion of the Club tend to the promotion and attainment of the above objects or any of them.
- (L) Subject to the provisions of section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
- (M) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects.
- (N) To undertake and execute any trusts which may lawfully be undertaken by the Club and may be conducive to its objects.
- (O) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.
- (P) To invest the moneys of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (Q) 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 in any way connected with the purposes of the Club or calculated to further its objects.
- (R) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Club undertakes to contribute to the assets of the Club, 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 Club 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 £5.



WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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HERBERT J. MANZONI,  
71 Wake Green Road,  
Moseley,  
Birmingham.  
*Civil Engineer.*

H. S. ROGERS,  
52 Mearse Lane,  
Barnt Green,  
Birmingham.  
*Company Director.*

E. D. CARTWRIGHT,  
26 Knowle Wood Road,  
Dorridge,  
Warwickshire.  
*Company Director.*

T. R. PADMORE,  
Bordesley Park Farm,  
Nr. Redditch.  
*Company Director.*

W. A. CLODE,  
Brook End,  
Henley in Arden,  
Warwickshire.  
*Company Director.*

R. H. NORRIS,  
62 Sir Harrys Road,  
Edgbaston,  
Birmingham 15.  
*Retired County Court Judge.*

D. KINGSBURY,  
8 Hollyfield Drive,  
Sutton Coldfield.  
*Chartered Electrical Engineer.*

J. W. L. SWANSON,  
Wergs Hall,  
Nr. Wolverhampton.  
*Company Director.*

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Dated this 1st day of May, 1959.

Witness to above Signatures :

E. H. KENSHOLE,  
Solicitor,  
Birmingham.

## Articles of Association

# MIDLAND FLYFISHERS LIMITED

### GENERAL

1. In these presents the words appearing in the first column of the Table next hereinafter contained shall bear the meanings 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, 1948.
The Club	The above-named Club.
These presents	These Articles of Association and the regulations of the Club hereunto to time in force.
The Committee	The Committee of Management for the time being of the Club.
The Office	The registered office of the Club.
The Seal	The common seal of the Club.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and of such modes of representing or reproducing words in a visible form.