

Company No. 4573248

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a share capital

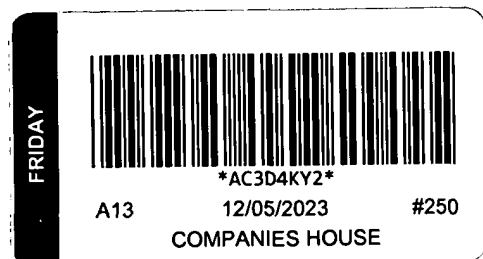
ARTICLES OF ASSOCIATION

of

FULHAM FOOTBALL CLUB FOUNDATION

Incorporated on 15th October 2002

Adopted by Written Resolution passed on *28 MARCH 2023*



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THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
FULHAM FOOTBALL CLUB FOUNDATION

COMPANY NAME

- 1 The Charity's name is Fulham Football Club Foundation.

REGISTERED OFFICE

- 2 The Charity's registered office is to be situated in England.

OBJECTS

- 3 The Objects are for the benefit of the public generally and, in particular, the inhabitants of London and Surrey and their surrounding areas:
- 3.1 to promote community participation in healthy recreation by providing facilities for playing of association football and other sports ("**facilities**" in this Article 3 means land, buildings, equipment and organising sporting activities);
- 3.2 to provide and assist in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life;
- 3.3 to advance the education of children and young people through such means as the Trustees think fit in accordance with the law of charity; and
- 3.4 to undertake and participate in any matters as the Trustees think fit in accordance with the law of charity.

EXERCISE OF POWERS

- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
- 4.1 to make grants or loans of money and to give guarantees and to establish criteria for the making of such grants, loans or guarantees
- 4.2 to draw, make, accept, endorse, discount, execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity;

permanent trading activities and shall conform to any relevant statutory regulations;

- 4.4 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 4.5 to acquire, alter, improve and (subject to such consents as may be by law) to charge or otherwise dispose of property;
- 4.6 subject to Article 31 below to employ such staff who shall not be Trustees as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependents;
- 4.7 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.8 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.9 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits;
- 4.10 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
- 4.11 to delegate the management of investments to a financial expert, but only on terms that:
 - (a) require the financial expert to comply with any investment policy (and any revision of that policy) set down in writing for the financial expert by the Trustees;
 - (b) require the financial expert to report every transaction to the Trustees promptly;
 - (c) require the financial expert to review the performance of the investments with the Trustees regularly;
 - (d) entitle the Trustees to cancel the delegation arrangement at any time;
 - (e) require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once a year;
 - (f) require all payments to the financial expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt;
 - (g) prohibit the financial expert from doing anything outside the powers of the Trustees;

- 4.12 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a financial expert acting under the instructions of the Trustees) and to pay any reasonable fee required;
- 4.13 to invest in property interests;
- 4.14 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.15 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.16 to provide indemnity insurance to cover the liability of the Trustees:
- (a)
- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity;
- (ii) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.
- (b) Any such insurance in the case of Article 4.16(a)(i) above shall not extend to:
- (i) any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees did not care whether it was in the best interests of the Charity or not;
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of Trustees;
- (iii) any liabilities to pay a fine.
- (c) Any insurance in the case of Article 4.16(a)(ii) above shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.17 to do all such other lawful things as are necessary for the achievement of the Objects.

TRUSTEES

- 5 The Trustees as Charity Trustees have control of the Charity and its property and funds. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 6 The first Trustees shall be those persons named in the statement delivered pursuant to the Companies Act who shall be deemed to have been appointed under the

Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

POWERS OF TRUSTEES

- 7 Subject to the provisions of the Companies Act and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 8 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers namely:-
 - 8.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
 - 8.2 to enter into contracts on behalf of the Charity;
 - 8.3 to appoint honorary officers from among their number.

APPOINTMENT OF TRUSTEES

- 9 No person may be appointed as a Trustee:
 - 9.1 unless he has attained the age of 18 years; or
 - 9.2 in circumstances such that (had he already been a Trustee) he would have been disqualified from acting under the provisions of Article 15.
- 10 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Charity's register of Trustees.
- 11 Subject as aforesaid the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
- 12 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
- 13 A Trustee who retires may (if willing to act) be reappointed.

REVIEW OF TRUSTEES

- 14 At the first meeting of the Trustees each year, the appointment of any person who has acted as a Trustee for over eight years shall be reviewed and the Trustees shall consider whether it is appropriate and in the best interests of the Charity for such person to continue as a Trustee.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 15 A Trustee shall cease to hold office if:
- 15.1 he ceases to be a Trustee by virtue of any provision in the Companies Act or is disqualified from acting as a Trustee by virtue of the Charities Act;
 - 15.2 he becomes incapable, whether mentally or physically, of managing and administering his own affairs;
 - 15.3 he resign his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - 15.4 he is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated; or
 - 15.5 the Trustees resolve that his office should be vacated following a review pursuant to Article 14.

TRUSTEES' EXPENSES

- 16 The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

- 17 Subject to the provisions of the Companies Act and to Article 31 the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.
- 18 Except to the extent permitted by Article 31 no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is party.

PROCEEDINGS OF TRUSTEES

- 19 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may and the Secretary (if so appointed) at the request of a Trustees shall call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of

votes the Chair shall have a second or casting vote.

- 20 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than three Trustees.
- 21 The Trustees may act notwithstanding any vacancies in their number but if the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 22 The Trustees may appoint one of their number to be Chair and may at any time remove him from the office. Unless he is unwilling to do so the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the Trustees present may appoint one of their number to be Chair of the meeting.
- 23 The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.
- 24 All acts done by a meeting of Trustees or of a committee of Trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 25 A resolution in writing circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees or of a committee of the Trustees and approved by a simple majority of them shall be as valid and effective as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held and for this purpose:
 - 25.1 the number of Trustees who approve the resolution must be at least as many as would be required to form a quorum at a meeting of the Trustees; and
 - 25.2 such a resolution may consist of several documents in the same form each signed by one or more of the Trustees and will be treated as passed on the date of the last signature.
- 26 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least one Trustee and countersigned by another Trustee or any other duly authorised signatory appointed by the Trustees from time to time for the purposes of this Article 26.
- 27 A Trustee must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the Charity. This duty is not infringed if:

- 27.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 27.2 the situation is authorised by the Trustees in accordance with Article 28; or
- 27.3 the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4.16.
- 28 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:
 - 28.1 the procedure in Article 29 is followed;
 - 28.2 authorisation will not result in any direct or indirect material benefit being conferred on any Trustee or any person connected to a Trustee that would not be permitted by Article 31; and
 - 28.3 the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances.
- 29 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 29.1 declare his or her interest before discussion begins on the matter;
 - 29.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 29.3 not be counted in the quorum for that part of the meeting;
 - 29.4 withdraw during the vote and have no vote on the matter.
- 30 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

INCOME AND EXPENDITURE

- 31 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity : Provided that nothing in this document shall prevent payment in good faith by the Charity:
 - 31.1 of reasonable and proper remuneration for any services rendered to the Charity by any person employed in that capacity by the Charity who is not a Trustee;
 - 31.2 of fees remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 31.3 to any Trustee of reasonable out-of-pocket expenses;

- 31.4 of the usual professional charges for business done or services rendered to the Charity by any Trustee who is a solicitor accountant consultant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;
- 31.5 of the cost of a policy of indemnity insurance provided in accordance with Article 4.16.

MEMBERS

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- 32.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to Membership in accordance with the rules made under Article 66 shall be Members. No person shall be admitted a Member unless his application for Membership is approved by the Trustees.
- 32.2 Unless the Trustees of the Charity in general meeting shall make other provision under Article 66 the Trustees may in their absolute discretion permit any Member to retire provided that after such retirement the number of Members is not less than two.

GENERAL MEETINGS

- 33 The Charity shall hold general meetings at such times and places as the Trustees shall appoint.
- 34 The Trustees may call general meetings and on the requisition of Members pursuant to the provisions of the Companies Act shall forthwith proceed to convene a general meeting within 21 days from the date on which they become subject to the requirement, to be held on a date not more than 28 days after the date of the notice convening the general meeting. If there are not within the United Kingdom sufficient Trustees to call a general meeting any Trustee or any Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 35 A general meeting shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the Members and to the Trustees and auditors.
- 36 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 the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 37 Members are entitled to attend general meetings personally or by proxy in accordance with the procedures prescribed in the Companies Act or (in the case of an organisation which is a Member) by an authorised representative.
- 38 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted each being a Member or an authorised representative present in person or by proxy or one tenth of the total number of such persons for the time being whichever is the greater shall constitute a quorum.
- 39 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place as the Trustees may determine.
- 40 The Chair (if any) or in his absence some other Trustee nominated by the Trustees shall preside as Chair of the meeting but if neither the Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the Trustees present shall elect one of their number to be Chair and if there is only one Trustee present and willing to act he shall be Chair.
- 41 If no Trustee is willing to act as Chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting the Members present and entitled to vote shall choose one of their number to be Chair.
- 42 A Trustee shall notwithstanding that he is not a Member be entitled to attend and speak at any general meeting.
- 43 The Chair of the meeting may, with the consent of a 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 properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

VOTES OF MEMBERS

- 44 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:-
- 44.1 by the Chair of the meeting; or
- 44.2 by at least two Members having the right to vote at the meeting; or
- 44.3 by a Member or Members representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

- 45 Unless a poll is duly demanded a declaration by the Chair 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number, or proportion of the votes recorded in favour of or against the resolution.
- 46 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 47 A poll shall be taken as the Chair of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 48 Every Member shall have one vote save that:
- 48.1 a person who has been appointed as proxy for more than one Member has only one vote on a show of hands; and
- 48.2 in the case of an equality of votes whether on show of hands or on a poll the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 49 A poll demanded on the election of a Chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business or other matter than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- 50 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 51 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 52 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 Chair of the meeting whose decision shall be final and conclusive.
- 53 A vote given or poll demanded by an authorised representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken

otherwise than on the same day as the meeting or adjourned meetings) the time appointed for taking the poll.

WRITTEN RESOLUTIONS OF THE MEMBERS

54 Subject to Article 55, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution by a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document that has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify agreement.

55 The following may not be passed as a written resolution:

55.1 a resolution to remove a Trustee before his or her period of office expires; and

55.2 a resolution to remove an auditor before his or her period of office expires.

SECRETARY

56 Subject to the provisions of the Companies Act, the Trustees may appoint a Secretary for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

57 The Trustees shall keep minutes in books kept for the purpose:

57.1 of all appointments of officers made by the Trustees; and

57.2 of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

THE SEAL

58 The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if appointed) or by a second Trustee.

ACCOUNTS

59 Accounts shall be prepared in accordance with the provisions of the Companies Act.

ANNUAL REPORT

- 60 The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commission.

ANNUAL RETURN

- 61 The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commission.

COMMUNICATION WITH MEMBERS

- 62 The Charity may validly send or supply any document (including any notice) or information to a Member:
- 62.1 by delivering it by hand to the address recorded for the Member in the register of Members;
 - 62.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member in the register of Members;
 - 62.3 by fax to a fax number notified by the Member in writing;
 - 62.4 by electronic mail to an email address notified by the Member in writing; or
 - 62.5 by means of a website the address of which has been notified to the Member in writing;
- in accordance with the provisions of the Companies Act.
- 63 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 63.1 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
 - 63.2 two Clear Days after being sent by first class post to the relevant address;
 - 63.3 three Clear Days after being sent by second class or overseas post to the relevant address;
 - 63.4 on the date on which the notice was posted on a website (or, if later, the date on which the Member was notified of the posting on the website in accordance with the Companies Act);
 - 63.5 on being handed to the Member (or, in the case of a Member organisation, its Authorised Representative) personally; or, if earlier,
 - 63.6 as soon as the Member acknowledges actual receipt.
- 64 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

65 Members may validly send any notice or document to the Charity:

65.1 by post to:

- (a) the Charity's registered office; or
- (b) any other address specified by the Charity for such purposes;

65.2 to any fax number or email address provided by the Charity for such purposes.

RULES

66

66.1 The Trustees may from time to time make such rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of Membership and in particular but without prejudice to the generality of the foregoing they may be such rules or by laws regulate:

- (a) the admission and classification of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of Members of the Charity in relation to one another and to the Charity's servants;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
- (e) generally all such matters as are commonly the subject matter of the company rules.

66.2 The Charity in general meeting shall have powers to alter add to or repeal the rules or by laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye laws, which shall be binding on all Members: Provided that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Articles.

INDEMNITY

67 Subject to the provisions of the Companies Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the

affairs of the Charity.

LIABILITY OF MEMBERS

68 The liability of the Members is limited.

WINDING UP

69 Every Member undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the Charity's debts and liabilities contracted before he or she 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.

RESIDUAL ASSETS

70 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 31 above chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

INTERPRETATION

71

71.1 In these Articles:

"Articles" means these Articles of Association of the Charity.

"authenticated document" means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Charity (or where no such manner has been specified, that contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement).

"authorised representative" means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Charity, and to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity, and whose name is notified to the Charity in accordance with the Articles.

"Chair" means the Chair of the Trustees.

"Charities Act" means the Charities Act 2011.

"Charity" means the company intended to be regulated by these Articles.

"Charity Trustee" has the meaning prescribed by section 177 of the Charities Act.

"clear days" in relation to the period of a notice means the 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.

"Commission" means the Charity Commission for England and Wales.

"Companies Act" means the Companies Act 2006.

"executed" includes any mode of execution.

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.

"material benefit" means a benefit that may or may not be financial but that has a monetary value.

"Member" and **"Membership"** refer to membership of the Charity.

"Memorandum" means the memorandum of association of the Charity.

"Objects" means the objects of the Charity set out in Article 3.

"ordinary resolution" means a resolution of the Members that is passed by a simple majority.

"person connected to a Trustee" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee;
- (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a);
- (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b);
- (d) an institution that is controlled by a Trustee or by any person falling within paragraphs (a), (b) or (c) (or that is controlled by any two or more such persons when taken together);
- (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest).

"personal interest" means an interest that conflicts with the interests of the Charity but does not include an interest in purchasing trustee indemnity insurance.

"seal" means the common seal of the Charity if it has one.

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary.

"special resolution" means a resolution of the Members that is passed by a

majority of 75% or more.

"Trustees" means the directors of the Charity (and **"Trustee"** has a corresponding meaning).

"United Kingdom" means Great Britain and Northern Ireland.

"written" or **"in writing"** refers to a legible document on paper or a document that can be printed onto paper including a fax message or electronic mail.

"year" means calendar year.

- 71.2 Except where the context requires otherwise, expressions defined in the Companies Act have the same meaning in the Articles.
- 71.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 71.4 Words importing the masculine gender only shall include the feminine and neuter gender.
- 71.5 The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Charity.