

Company No 04851552

Charity No 1099366

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

EVERTON IN THE COMMUNITY ("the Company")

Circulation Date *27 October* 2016

Date Passed *31 October* 2016

PURSUANT to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following Special Resolution is passed as a special resolution ("the **Resolution**")

SPECIAL RESOLUTION

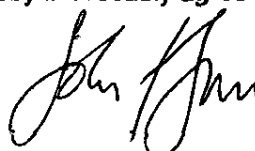
THAT as at the date of this Resolution the Articles of Association of the Company shall be replaced in their entirety with the form of Articles of Association appended to this document

AGREEMENT

Please read the notes at the end of this document before signifying your [✓]agreement to the Resolution

We, the undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date set out at the beginning of this document, hereby irrevocably agree to the Resolution

Signed
Robert Colin Elstone


Signed
Sir John Jones

Date

30 / 10 / 16
Date

Signed
Professor William John Chambers

Date

FRIDAY



A09 *A5JK7G1A* 11/11/2016 #206
COMPANIES HOUSE

NOTES

If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered contact:

Christopher Anderson, Head of Legal Services, Goodison Park, Goodison Road, Liverpool L4 4EL

If you do not agree with the Resolution you do not need to do anything, you will not be deemed to agree if you fail to reply

Once you have indicated your agreement to the Resolution you may not revoke your agreement.

Unless by 2016 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

If you are signing this document on behalf of a person under a Power of Attorney or other authority, please send a copy of the relevant Power of Attorney or authority when returning this document

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

Company Number: 04851552

Registered Charity Number: 1099366

| | |
|----------------------|-------------------------|
| Incorporated: | 31 July 2003 |
| Amended: | 7 July 2006 |
| Amended: | 29 October 2008 |
| Amended: | 9 September 2010 |
| Amended: | 18 February 2011 |
| Amended: | June 2016 |

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

- 1 The Company's name is **Everton in the Community** (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in England
- 3 "The Charity's Objects ("the Objects") are:
 - (1) To promote community participation in healthy recreation by providing facilities for the playing of football and other sports capable of improving physical health, and
 - (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, and
 - (3) The relief of sickness and preservation of health of people with a disability by the provision of facilities for recreation and other leisure time occupation for such persons, in particular but not exclusively by providing opportunities for competitive and non-competitive sport to assist their integration into society, and
 - (4) To advance the education of children and young people and to provide opportunities for them to develop their full capacities and enable them to become responsible members of society so that their conditions of life may be improved
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers,

- (1) 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,**
- (2) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations,**
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property,**
- (4) subject to Article 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,**
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;**
- (6) 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**
- (7) 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,**
- (8) To provide advice or information,**
- (9) To carry out research,**
- (10) To borrow,**
- (11) To give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts 1993 – 2016);**
- (12) To set aside funds for special purposes or as reserves against future expenditure,**

- (13) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
 - (14) to delegate the management of investments to a financial expert, but only on terms that.
 - (1) the investment policy is set down in writing for the financial expert by the Trustees,
 - (2) timely reports of all transactions are provided to the Trustees,
 - (3) the performance of the investments is reviewed regularly with the Trustees,
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (7) the financial expert must not do anything outside the powers of the Charity,
 - (15) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,
 - (16) To do all such other lawful things as are necessary for the achievement of the Objects,
5. 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 of the Charity, 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 any payment in good faith by the Charity

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a trustee,
- (2) of interest on money lent by any member of the Charity or trustee at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees,
- (3) 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,
- (4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee,
- (5) to any trustee of reasonable out-of-pocket expenses

Members

- 6 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership by the Trustees shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is approved by the trustees (or if the Charity shall have a sole member, then that sole member must approve admission applications). A sole corporate member may fulfil their membership rights and obligations through a nominated person, whose identity shall be notified to the Trustees in writing from time to time.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 71, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two, unless the Charity shall have a sole corporate member when there maybe one member only.
- (3) The Charity must maintain a register of members
- (4) Membership is not transferable

- (5) The Trustees (unless there is a sole corporate member in which case that member alone) may revoke a membership if proper grounds exist and in the view of the Trustees (or sole corporate member) continued membership is not in the interests of the Charity, provided that any person or organisation subject to potential revocation of membership shall have the right to make written representations before any decision is made, to the Trustees

General Meetings

- 7 The Charity may hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called general meetings.
- 8 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting.

Notice of General Meeting

- 9 An annual general meeting and a general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other general meetings 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.
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent 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 and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors

- 10 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

- 11 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum, unless there shall be a sole corporate member in which case that members nominated representative shall comprise a quorum
- 12 If 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 or to such time and place as the trustees may determine
- 13 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one trustee present and willing to act, he shall be chairman.
- 14 If one trustee is willing to act as chairman, 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 chairman

- 15 A trustees shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 16 The chairman 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 an 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
- 17 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 Act, a poll may be demanded (unless there is a sole corporate member in which case no poll shall be possible).
- (1) by the chairman, or
 - (2) by at least two members having the right to vote at the meeting, or
 - (3) by 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.
- 18 Unless a poll is duly demanded a declaration by the chairman 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
- 19 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. 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
- 20 A poll shall be taken as the chairman 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.

- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote.
- 22 A poll demanded on the election of a chairman 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 chairman 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 other 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.
- 23 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.

Votes of members

- 24 Every member shall have one vote.
- 25 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 26 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 chairman whose decision shall be final and conclusive.
- 27 A vote given or poll demanded by the duly authorised representative of a member organisation 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 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 meeting) the time appointed for taking the poll.

- 28 Any organisation which is the member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled 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
- 29 Except where otherwise provided by the Articles or in the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document
- 30 Members may annually at the AGM (or if there is no AGM by a method determined by the Trustees
- (1) Receive the accounts for the Charity for the previous financial year,
 - (2) Receive a written report on the Charity's activities,
 - (3) Be informed of the retirement of those trustees who wish to retire,
 - (4) Elect trustees to fill vacancies arising,
 - (5) Appoint reporting accountants or auditors for the Charity,
 - (6) Members may also from time to time confer on any individual (with his/her consent) the honorary title of patron, president or vice president of the Charity
- 31 A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution

Trustees

- 32 The number of trustees shall not be less than three and no more than six (unless otherwise determined by ordinary resolution of the Trustees). The first trustees shall be those persons named in the

statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles. From the date of the 2016 amendments to these Articles, there shall be one ex-officio Trustees, and five elected Trustees

Powers of Trustees

- 33 Subject to the provisions of the 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 memorandum or 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
- 34 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:
- (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 transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
 - (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

- 35 At every annual general meeting (AGM) or if there is no AGM then three years from the date of their appointment, the one-third of the elected trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire. For the avoidance of doubt ex-officio trustees are not subject to retirement by rotation

- 36 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 37 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 38 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless
- (1) he is recommended by the trustees, or
 - (2) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 39 No person may be appointed as a trustee:
- (1) if they are under the age of 18 years unless the person is a registered company, or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 44
- 40 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 (other than a trustee retiring by rotation at the meeting) 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.

- 41 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 and may also determine the rotation in which any additional trustees are to retire
- 42 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 provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof
- 43 Subject as aforesaid, a trustee who retires at an annual general meeting may (or on the anniversary of appointment as required), if willing to act, be reappointed

Disqualification and Removal of Trustees

- 44 A trustee shall cease to hold office if he
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of those provisions),
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
 - (3) resigns 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), or
 - (4) 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 will be vacated,
 - (5) The majority of trustees determine that that persons continued trusteeship is not in the best interests of the Charity and by majority

vote determine that trustee should leave office subject always to the trustee concerned having the right to attend and speak, and/or make written representations at the meeting of the trustees at which the relevant decision is being taken

Trustees' Expenses

- 45 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

- 46 Subject to the provisions of the Act and to Article 5, the trustees may appoint one or more of their number to the unremunerated executive 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. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation
- 47 Ex-officio Trustee There shall be an ex-officio Trustee, who shall be the Deputy Chief Executive for the time being of The Everton Football Club Limited
- 48 Except to the extent permitted by Article 5, 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 a party

Conflicts

- 49 Subject to article 50, any Trustee who becomes a Conflicted Trustee in relation to any matter must.
- (1) declare the nature and extent of his or her interest before discussion begins on the matter,
- (2) withdraw from the meeting for that item after providing any information requested by the Trustees,

- (3) not be counted in the quorum for that part of the meeting, and
 - (4) be absent during the vote and have no vote on the matter
- 50 When any Trustee is a Conflicted Trustee, if the Trustees who are not Conflicted Trustees, and if they form a quorum without counting the Conflicted Trustee are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to
- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Charity, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or
 - (4) refrain from taking any step required to remove the conflict

Proceedings of Trustees

- 51 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee 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. The Trustees shall meet at least 3 times in each calendar year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 52 A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all other participants but at least one meeting in each year must be held in person.
- 53 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two trustees.

- 54 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 only act for the purpose of filling vacancies or of calling a general meeting
- 55 Each year at the first meeting following the AGM (or if no AGM one year from the last appointment) the trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Such a person holds office for one year (or until the end of the first meeting following the next AGM), but maybe re-elected. 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 chairman of the meeting
- 56 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
- 57 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
- 58 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 59 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 two trustees

Secretary

- 60 Subject to the provisions of the Act, the secretary may be appointed by the trustees 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

- 61 The trustees shall keep minutes in books kept for the purpose.
- (1) of all appointments of officers made by the trustees, and
 - (2) of all proceedings at meetings of the charity and the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

- 62 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 or by a second trustee

Accounts

- 63 Accounts shall be prepared in accordance with the provisions of part VII of the Act.

Annual Report

- 64 The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual Return

- 65 The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of

that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

66 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served.

- (1) by hand,
- (2) by post;
- (3) by suitable electronic means, or
- (4) through publication in the Charity's newsletter or on the Charity's website

67. The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means[, posted on the Charity's website] or delivered by hand to the relevant address,
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address,
- (4) immediately on being handed to the recipient personally; or, if earlier
- (5) as soon as the recipient acknowledges actual receipt

68 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

69 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

- 70 Subject to the provisions of the 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.

Rules

- 71 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 purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate.

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,

The conduct of members of the Charity in relation to one another, and to the Charity's servants,

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,

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,

Generally, all such matters as are commonly the subject matter of company rules

The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

- 72 The liability of the members is limited
- 73 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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
- 74 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 of the Charity, 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 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

Interpretation

75. In these articles

"The Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 - 2006 including any statutory modification or re enactment thereof for the time being in force,

"the articles" means these Articles of Association of the Charity,

"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;

"electronic" means refers to communications specified to individuals by telephone, fax or email or in relation to meetings by telephone conference call or video conference,

"executed" includes any mode of execution,

"financial expert" means an individual company or firm who is authorised to give investment advice under the Financial Services and Market Act 2000,

"firm" includes a limited liability partnership,

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"the 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,

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning),

"the United Kingdom" means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

Company No 04851552

Charity No 1099366

PRIVATE COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
of
EVERTON IN THE COMMUNITY ("the Company")

Circulation Date 27 October 2016

Date Passed 31 October 2016

PURSUANT to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following Special Resolution is passed as a special resolution ("the **Resolution**")

SPECIAL RESOLUTION

THAT as at the date of this Resolution the Articles of Association of the Company shall be replaced in their entirety with the form of Articles of Association appended to this document

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date set out at the beginning of this document, hereby irrevocably agree to the Resolution

Signed
Robert Colin Elstone

Signed
Sir John Jones

Date

Date


Signed
Professor William John Chambers

31 October 2016
Date

A09

11/11/2016
COMPANIES HOUSE

#193

NOTES

If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered contact:

Christopher Anderson, Head of Legal Services, Goodison Park, Goodison Road, Liverpool L4 4EL

If you do not agree with the Resolution you do not need to do anything, you will not be deemed to agree if you fail to reply

Once you have indicated your agreement to the Resolution you may not revoke your agreement

Unless by 2016 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

If you are signing this document on behalf of a person under a Power of Attorney or other authority, please send a copy of the relevant Power of Attorney or authority when returning this document

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
-of-
Everton in the Community

Company Number: 04851552
Registered Charity Number: 1099366

| | |
|----------------------|-------------------------|
| Incorporated: | 31 July 2003 |
| Amended: | 7 July 2006 |
| Amended: | 29 October 2008 |
| Amended: | 9 September 2010 |
| Amended: | 18 February 2011 |
| Amended: | June 2016 |

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

- 1 The Company's name is **Everton in the Community** (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in England
- 3 "The Charity's Objects ("the Objects") are
 - (1) To promote community participation in healthy recreation by providing facilities for the playing of football and other sports capable of improving physical health, and
 - (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; and
 - (3) The relief of sickness and preservation of health of people with a disability by the provision of facilities for recreation and other leisure time occupation for such persons, in particular but not exclusively by providing opportunities for competitive and non-competitive sport to assist their integration into society, and
 - (4) To advance the education of children and young people and to provide opportunities for them to develop their full capacities and enable them to become responsible members of society so that their conditions of life may be improved
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers,

- (1) 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,
- (2) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations,
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property,
- (4) subject to Article 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) 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
- (7) 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,
- (8) To provide advice or information,
- (9) To carry out research,
- (10) To borrow,
- (11) To give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts 1993 – 2016),
- (12) To set aside funds for special purposes or as reserves against future expenditure,

- (13) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
 - (14) to delegate the management of investments to a financial expert, but only on terms that
 - (1) the investment policy is set down in writing for the financial expert by the Trustees,
 - (2) timely reports of all transactions are provided to the Trustees,
 - (3) the performance of the investments is reviewed regularly with the Trustees,
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (7) the financial expert must not do anything outside the powers of the Charity,
 - (15) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,
 - (16) To do all such other lawful things as are necessary for the achievement of the Objects,
- 5 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 of the Charity, 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 any payment in good faith by the Charity.

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a trustee;
- (2) of interest on money lent by any member of the Charity or trustee at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees,
- (3) 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,
- (4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (5) to any trustee of reasonable out-of-pocket expenses

Members

- 6 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership by the Trustees shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is approved by the trustees (or if the Charity shall have a sole member, then that sole member must approve admission applications). A sole corporate member may fulfil their membership rights and obligations through a nominated person, whose identity shall be notified to the Trustees in writing from time to time.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 71, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two, unless the Charity shall have a sole corporate member when there maybe one member only
- (3) The Charity must maintain a register of members
- (4) Membership is not transferable

- (5) The Trustees (unless there is a sole corporate member in which case that member alone) may revoke a membership if proper grounds exist and in the view of the Trustees (or sole corporate member) continued membership is not in the interests of the Charity, provided that any person or organisation subject to potential revocation of membership shall have the right to make written representations before any decision is made, to the Trustees

General Meetings

- 7 The Charity may hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called general meetings.
- 8 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting.

Notice of General Meeting

- 9 An annual general meeting and a general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other general meetings 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.
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote, and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent 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 and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors

10. 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

11. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum, unless there shall be a sole corporate member in which case that members nominated representative shall comprise a quorum
12. If 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 or to such time and place as the trustees may determine
13. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one trustee present and willing to act, he shall be chairman
14. If one trustee is willing to act as chairman, 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 chairman

- 15 A trustees shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 16 The chairman 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 an 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
- 17 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 Act, a poll may be demanded (unless there is a sole corporate member in which case no poll shall be possible).
- (1) by the chairman, or
- (2) by at least two members having the right to vote at the meeting, or
- (3) by 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
- 18 Unless a poll is duly demanded a declaration by the chairman 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
- 19 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. 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
- 20 A poll shall be taken as the chairman 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.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman 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 chairman 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 other 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.
23. 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.

Votes of members

24. Every member shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
26. 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 chairman whose decision shall be final and conclusive.
27. A vote given or poll demanded by the duly authorised representative of a member organisation 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 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 meeting) the time appointed for taking the poll.

- 28 Any organisation which is the member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled 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
- 29 Except where otherwise provided by the Articles or in the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 30 Members may annually at the AGM (or if there is no AGM by a method determined by the Trustees
- (1) Receive the accounts for the Charity for the previous financial year,
 - (2) Receive a written report on the Charity's activities,
 - (3) Be informed of the retirement of those trustees who wish to retire,
 - (4) Elect trustees to fill vacancies arising,
 - (5) Appoint reporting accountants or auditors for the Charity,
 - (6) Members may also from time to time confer on any individual (with his/her consent) the honorary title of patron, president or vice president of the Charity
- 31 A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution

Trustees

- 32 The number of trustees shall not be less than three and no more than six (unless otherwise determined by ordinary resolution of the Trustees). The first trustees shall be those persons named in the

statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles. From the date of the 2016 amendments to these Articles, there shall be one ex-officio Trustees, and five elected Trustees.

Powers of Trustees

33. Subject to the provisions of the 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 memorandum or 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.
34. 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:
 - (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 transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
 - (2) to enter into contracts on behalf of the Charity

Appointment and Retirement of Trustees

35. At every annual general meeting (AGM) or if there is no AGM then three years from the date of their appointment, the one-third of the elected trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one trustee who is subject to retirement by rotation, he shall retire. For the avoidance of doubt ex-officio trustees are not subject to retirement by rotation.

- 36 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 37 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 38 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless.
- (1) he is recommended by the trustees, or
 - (2) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed
- 39 No person may be appointed as a trustee.
- (1) if they are under the age of 18 years unless the person is a registered company, or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 44
- 40 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 (other than a trustee retiring by rotation at the meeting) 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.

- 41 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 and may also determine the rotation in which any additional trustees are to retire
- 42 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 provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 43 Subject as aforesaid, a trustee who retires at an annual general meeting may (or on the anniversary of appointment as required), if willing to act, be reappointed

Disqualification and Removal of Trustees

- 44 A trustee shall cease to hold office if he.
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of those provisions),
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
 - (3) resigns 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), or
 - (4) 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 will be vacated,
 - (5) The majority of trustees determine that that persons continued trusteeship is not in the best interests of the Charity and by majority

vote determine that trustee should leave office subject always to the trustee concerned having the right to attend and speak, and/or make written representations at the meeting of the trustees at which the relevant decision is being taken

Trustees' Expenses

45. 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

- 46 Subject to the provisions of the Act and to Article 5, the trustees may appoint one or more of their number to the unremunerated executive 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 A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 47 Ex-officio Trustee There shall be an ex-officio Trustee, who shall be the Deputy Chief Executive for the time being of The Everton Football Club Limited
- 48 Except to the extent permitted by Article 5, 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 a party

Conflicts

49. Subject to article 50, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (1) declare the nature and extent of his or her interest before discussion begins on the matter,
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees,

- (3) not be counted in the quorum for that part of the meeting, and
 - (4) be absent during the vote and have no vote on the matter
- 50 When any Trustee is a Conflicted Trustee, if the Trustees who are not Conflicted Trustees, and if they form a quorum without counting the Conflicted Trustee are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to
- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Charity, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or
 - (4) refrain from taking any step required to remove the conflict

Proceedings of Trustees

- 51 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee 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. The Trustees shall meet at least 3 times in each calendar year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 52 A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all other participants but at least one meeting in each year must be held in person.
53. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two trustees.

- 54 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 only act for the purpose of filling vacancies or of calling a general meeting
- 55 Each year at the first meeting following the AGM (or if no AGM one year from the last appointment) the trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Such a person holds office for one year (or until the end of the first meeting following the next AGM), but maybe re-elected 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 chairman of the meeting
- 56 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.
57. 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
- 58 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 59 Any bank account in which any part of the assets of the Chantry 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 two trustees

Secretary

60. Subject to the provisions of the Act, the secretary may be appointed by the trustees 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

- 61 The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the charity and the trustees and of committees of trustees including the names of the trustees present at each such meeting

The Seal

- 62 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 or by a second trustee

Accounts

- 63 Accounts shall be prepared in accordance with the provisions of part VII of the Act

Annual Report

64. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual Return

- 65 The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of

that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

66 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served

- (1) by hand,
- (2) by post,
- (3) by suitable electronic means, or
- (4) through publication in the Charity's newsletter or on the Charity's website

67 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members. Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means[, posted on the Charity's website] or delivered by hand to the relevant address,
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally; or, if earlier
- (5) as soon as the recipient acknowledges actual receipt

68 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

69 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

Indemnity

- 70 Subject to the provisions of the 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

Rules

- 71 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 purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate.

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,

The conduct of members of the Charity in relation to one another, and to the Charity's servants;

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;

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,

Generally, all such matters as are commonly the subject matter of company rules

The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

- 72 The liability of the members is limited
- 73 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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
- 74 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 of the Charity, 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 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

Interpretation

- 75 In these articles:

"The Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 - 2006 including any statutory modification or re enactment thereof for the time being in force,

"the articles" means these Articles of Association of the Charity,

"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,

"electronic" means refers to communications specified to individuals by telephone, fax or email or in relation to meetings by telephone conference call or video conference,

"executed" includes any mode of execution,

"financial expert" means an individual company or firm who is authorised to give investment advice under the Financial Services and Market Act 2000,

"firm" includes a limited liability partnership;

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"the 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,

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning),

"the United Kingdom" means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

Company No 04851552

Charity No 1099366

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

EVERTON IN THE COMMUNITY ("the Company")

Circulation Date *27 October* 2016

Date Passed *31 October* 2016

PURSUANT to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following Special Resolution is passed as a special resolution ("the **Resolution**")

SPECIAL RESOLUTION

THAT as at the date of this Resolution the Articles of Association of the Company shall be replaced in their entirety with the form of Articles of Association appended to this document

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date set out at the beginning of this document, hereby irrevocably agree to the Resolution



Signed
Robert Colin Elstone

31/10/16

Date

Signed
Sir John Jones

Date

Signed
Professor William John Chambers

Date



A09

11/11/2016
COMPANIES HOUSE

#194

NOTES

If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered contact.

Christopher Anderson, Head of Legal Services, Goodison Park, Goodison Road, Liverpool L4 4EL

If you do not agree with the Resolution you do not need to do anything, you will not be deemed to agree if you fail to reply

Once you have indicated your agreement to the Resolution you may not revoke your agreement.

Unless by 2016 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

If you are signing this document on behalf of a person under a Power of Attorney or other authority, please send a copy of the relevant Power of Attorney or authority when returning this document.

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

Company Number: 04851552

Registered Charity Number: 1099366

| | |
|----------------------|-------------------------|
| Incorporated: | 31 July 2003 |
| Amended: | 7 July 2006 |
| Amended: | 29 October 2008 |
| Amended: | 9 September 2010 |
| Amended: | 18 February 2011 |
| Amended: | June 2016 |

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

- 1 The Company's name is **Everton in the Community** (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in England
- 3 "The Charity's Objects ("the Objects") are
 - (1) To promote community participation in healthy recreation by providing facilities for the playing of football and other sports capable of improving physical health, and
 - (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; and
 - (3) The relief of sickness and preservation of health of people with a disability by the provision of facilities for recreation and other leisure time occupation for such persons, in particular but not exclusively by providing opportunities for competitive and non-competitive sport to assist their integration into society, and
 - (4) To advance the education of children and young people and to provide opportunities for them to develop their full capacities and enable them to become responsible members of society so that their conditions of life may be improved
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers,

- (1) 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,
- (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations;
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property;
- (4) subject to Article 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) 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
- (7) 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,
- (8) To provide advice or information,
- (9) To carry out research,
- (10) To borrow,
- (11) To give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts 1993 – 2016);
- (12) To set aside funds for special purposes or as reserves against future expenditure,

- (13) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
 - (14) to delegate the management of investments to a financial expert, but only on terms that
 - (1) the investment policy is set down in writing for the financial expert by the Trustees,
 - (2) timely reports of all transactions are provided to the Trustees,
 - (3) the performance of the investments is reviewed regularly with the Trustees,
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (7) the financial expert must not do anything outside the powers of the Charity,
 - (15) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,
 - (16) To do all such other lawful things as are necessary for the achievement of the Objects,
- 5 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 of the Charity, 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 any payment in good faith by the Charity

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a trustee,
- (2) of interest on money lent by any member of the Charity or trustee at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees,
- (3) 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,
- (4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee,
- (5) to any trustee of reasonable out-of-pocket expenses

Members

- 6 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership by the Trustees shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is approved by the trustees (or if the Charity shall have a sole member, then that sole member must approve admission applications). A sole corporate member may fulfil their membership rights and obligations through a nominated person, whose identity shall be notified to the Trustees in writing from time to time.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 71, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two, unless the Charity shall have a sole corporate member when there maybe one member only
- (3) The Charity must maintain a register of members
- (4) Membership is not transferable

- (5) The Trustees (unless there is a sole corporate member in which case that member alone) may revoke a membership if proper grounds exist and in the view of the Trustees (or sole corporate member) continued membership is not in the interests of the Charity, provided that any person or organisation subject to potential revocation of membership shall have the right to make written representations before any decision is made, to the Trustees

General Meetings

- 7 The Charity may hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called general meetings.
- 8 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting.

Notice of General Meeting

- 9 An annual general meeting and a general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other general meetings 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.
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote, and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent 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 and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

10. 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

11. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum, unless there shall be a sole corporate member in which case that member nominated representative shall comprise a quorum.
12. If 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 or to such time and place as the trustees may determine.
13. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one trustee present and willing to act, he shall be chairman.
14. If one trustee is willing to act as chairman, 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 chairman.

15. A trustees shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
16. The chairman 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 an 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
17. 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 Act, a poll may be demanded (unless there is a sole corporate member in which case no poll shall be possible).
 - (1) by the chairman, or
 - (2) by at least two members having the right to vote at the meeting, or
 - (3) by 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
18. Unless a poll is duly demanded a declaration by the chairman 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
19. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. 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
20. A poll shall be taken as the chairman 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

- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote
- 22 A poll demanded on the election of a chairman 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 chairman 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 other 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.
- 23 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

Votes of members

- 24 Every member shall have one vote
- 25 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid
- 26 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 chairman whose decision shall be final and conclusive
- 27 A vote given or poll demanded by the duly authorised representative of a member organisation 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 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 meeting) the time appointed for taking the poll

- 28 Any organisation which is the member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled 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
- 29 Except where otherwise provided by the Articles or in the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document
- 30 Members may annually at the AGM (or if there is no AGM by a method determined by the Trustees
- (1) Receive the accounts for the Charity for the previous financial year,
 - (2) Receive a written report on the Charity's activities,
 - (3) Be informed of the retirement of those trustees who wish to retire;
 - (4) Elect trustees to fill vacancies arising,
 - (5) Appoint reporting accountants or auditors for the Charity,
 - (6) Members may also from time to time confer on any individual (with his/her consent) the honorary title of patron, president or vice president of the Charity
- 31 A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution

Trustees

- 32 The number of trustees shall not be less than three and no more than six (unless otherwise determined by ordinary resolution of the Trustees). The first trustees shall be those persons named in the

statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles. From the date of the 2016 amendments to these Articles, there shall be one ex-officio Trustees, and five elected Trustees.

Powers of Trustees

- 33 Subject to the provisions of the 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 memorandum or 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.
- 34 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
- (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 transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
 - (2) to enter into contracts on behalf of the Charity

Appointment and Retirement of Trustees

- 35 At every annual general meeting (AGM) or if there is no AGM then three years from the date of their appointment, the one-third of the elected trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire. For the avoidance of doubt ex-officio trustees are not subject to retirement by rotation.

- 36 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 37 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 38 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless.
- (1) he is recommended by the trustees, or
- (2) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
39. No person may be appointed as a trustee
- (1) if they are under the age of 18 years unless the person is a registered company, or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 44
40. 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 (other than a trustee retiring by rotation at the meeting) 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.

- 41 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 and may also determine the rotation in which any additional trustees are to retire
- 42 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 provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 43 Subject as aforesaid, a trustee who retires at an annual general meeting may (or on the anniversary of appointment as required), if willing to act, be reappointed

Disqualification and Removal of Trustees

- 44 A trustee shall cease to hold office if he.
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of those provisions),
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
 - (3) resigns 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), or
 - (4) 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 will be vacated,
 - (5) The majority of trustees determine that that persons continued trusteeship is not in the best interests of the Charity and by majority

vote determine that trustee should leave office subject always to the trustee concerned having the right to attend and speak, and/or make written representations at the meeting of the trustees at which the relevant decision is being taken

Trustees' Expenses

- 45 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

- 46 Subject to the provisions of the Act and to Article 5, the trustees may appoint one or more of their number to the unremunerated executive 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. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation
- 47 Ex-officio Trustee There shall be an ex-officio Trustee, who shall be the Deputy Chief Executive for the time being of The Everton Football Club Limited
- 48 Except to the extent permitted by Article 5, 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 a party

Conflicts

- 49 Subject to article 50, any Trustee who becomes a Conflicted Trustee in relation to any matter must
- (1) declare the nature and extent of his or her interest before discussion begins on the matter,
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees,

- (3) not be counted in the quorum for that part of the meeting, and
 - (4) be absent during the vote and have no vote on the matter
- 50 When any Trustee is a Conflicted Trustee, if the Trustees who are not Conflicted Trustees, and if they form a quorum without counting the Conflicted Trustee are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to.
- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Charity, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity, or
 - (4) refrain from taking any step required to remove the conflict

Proceedings of Trustees

- 51 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee 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. The Trustees shall meet at least 3 times in each calendar year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 52 A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all other participants but at least one meeting in each year must be held in person.
- 53 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two trustees.

- 54 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 only act for the purpose of filling vacancies or of calling a general meeting
55. Each year at the first meeting following the AGM (or if no AGM one year from the last appointment) the trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Such a person holds office for one year (or until the end of the first meeting following the next AGM), but maybe re-elected 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 chairman of the meeting
- 56 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
- 57 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
- 58 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 59 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 two trustees

Secretary

- 60 Subject to the provisions of the Act, the secretary may be appointed by the trustees 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

- 61 The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of officers made by the trustees, and
 - (2) of all proceedings at meetings of the charity and the trustees and of committees of trustees including the names of the trustees present at each such meeting

The Seal

- 62 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 or by a second trustee

Accounts

- 63 Accounts shall be prepared in accordance with the provisions of part VII of the Act

Annual Report

- 64 The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual Return

65. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of

that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

66 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served

- (1) by hand,
- (2) by post,
- (3) by suitable electronic means, or
- (4) through publication in the Charity's newsletter or on the Charity's website

67 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members. Any notice given in accordance with these Articles is to be treated for all purposes as having been received.

- (1) 24 hours after being sent by electronic means[, posted on the Charity's website] or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address,
- (4) immediately on being handed to the recipient personally, or, if earlier
- (5) as soon as the recipient acknowledges actual receipt

68. A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

69. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

Indemnity

- 70 Subject to the provisions of the 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

Rules

- 71 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 purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

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,

The conduct of members of the Charity in relation to one another, and to the Charity's servants,

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,

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,

Generally, all such matters as are commonly the subject matter of company rules

The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

- 72 The liability of the members is limited
- 73 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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
- 74 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 of the Charity, 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 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

Interpretation

- 75 In these articles:

"The Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 - 2006 including any statutory modification or re enactment thereof for the time being in force,

"the articles" means these Articles of Association of the Charity,

"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,

"electronic" means refers to communications specified to individuals by telephone, fax or email or in relation to meetings by telephone conference call or video conference,

"executed" includes any mode of execution,

"financial expert" means an individual company or firm who is authorised to give investment advice under the Financial Services and Market Act 2000;

"firm" includes a limited liability partnership,

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"the 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;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act