

# **THE COMPANIES ACTS**

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

### **MEMORANDUM OF ASSOCIATION**

#### **OF**

### **THE FAIR PLAY FOR CHILDREN CHARITABLE TRUST LIMITED**

- 1 The name of the Company (hereinafter called "The Company") is "The Fair Play for Children Charitable Trust Limited"
- 2 The registered office of the Company will be situate in England.
- 3 The object for which the Company is established is the provision,, improvement and development of facilities for recreation and other leisure time occupations for children resident in the United Kingdom, being facilities of which such children have need by reason of their youth or social and economic circumstances, and which will improve the conditions of life for such children by promoting their physical, mental and spiritual well being, or which may advance their education.
- 4 In furtherance of the object but nor further or otherwise, the Company shall have the following powers:
  - a to promote and develop an appreciation amongst the public of the value of children's play;
  - b to advise statutory and other voluntary organisations in the provision of such facilities and in other matters within the scope of the object of the Company;
  - c To raise monies and receive contributions from any person or persons whatsoever by way of subscription, donations, fees, bequest and otherwise providing that the Company shall not undertake any permanent trading activities in raising funds for its primary object;
  - d to make grants and donations to children in special need of play facilities and generally to provide such other assistance to statutory or other bodies of persons calculated to be of direct benefit to children in special need of such facilities;
  - e to purchase, take on lease or in exchange, hire of otherwise acquire any real or personal property and any rights or privileges which the Company may deem necessary for the

promotion of its object, and to construct, maintain and alter any buildings or erections necessary for the work of the Company;

- f to accept any gifts, subscriptions (whether or not under Deed of Covenant), donations, bequests or devises of lands, monies, securities or other real or personal property;
- g to print and publish, or procure to be printed and published, and to circulate or procure to be circulated, whether gratuitously or not, any newspapers, periodicals, magazines, books, pamphlets, leaflets or other documents;
- h to subscribe to, become a member of or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof;
- i to sell, manage, lease, mortgage, dispose of otherwise deal with all or any part of the property of the Company subject to such consents (if any) as may be required in law;
- j to borrow and raise money in such manner and on such security as the Directors may deem fit, and to issue debentures and other securities subject to such consents (if any) as may be required in law;
- k to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions, if any, and such consents, if any, as may for the time being be imposed or required by law and subject also hereinafter provided;
- l to employ, engage, remunerate and dismiss any servant, employee or agent of the Company (not being a Director) on such reasonable terms and conditions as are lawful and as the Directors shall from time to time decide;
- m to undertake and execute any charitable trusts which may be lawfully undertaken by the Company and which shall further its object
- n to draw, make, accept, endorse discount issue, promissory notes, bills of exchange and other negotiable or transferable instruments; to act as trustees of any property, real or personal for any of the above objects of the Company or for any other charitable purpose that shall further the Object of the Company;
- p to apply for, petition for or promote any Act of Parliament;
- q to do all such other things as shall further the Object.

Provided that:

- i in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
  - ii the object of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
  - iii in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would had such Directors have been if not incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but they shall as regards any such property be subject jointly and separately to such controls or authority as if the Company were not incorporated.
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects set forth in the Memorandum of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company;

Provided that nothing herein shall prevent the payment in good faith by the Company of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company not being a Director in return for services actually rendered to the Company, nor prevent the payment of interest published base lending rate of the Company's bankers on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no Director of the Company shall be appointed to any salaried office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given to any Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a Director may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payments.

- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a

member, for payment of debts and liabilities if the Company contracted before he ceases to be a member, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to its successor organisation being a charitable institution, or in the situation of the demise of that body to some other charitable institution or institutions having objects similar to that of the Company, and which shall prohibit the distribution of its or their other income and property amongst its or their members to an extent no less than that imposed on the Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

# THE COMPANIES ACTS

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

#### Of

#### THE FAIR PLAY FOR CHILDREN CHARITABLE TRUST LIMITED

##### GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

##### WORDS

##### MEANINGS

The Act	The Companies Act 1948
These presents/ These articles	These Articles of Association and The regulations of the Company from time to time in force
The Company	The above-named Company
The Directors	The Directors for the time being of the Company; their quora meetings where appropriate
The Office	The registered office of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Mont
In writing	Written, printed, lithographed or <ul style="list-style-type: none"><li>• partly one and partly another, and</li><li>• other modes of representing or</li><li>• reproducing words in visible form</li></ul>
Year	Calendar year
FPFC Association	The Fair Play for Children Association or its successor bodies.
The Secretary	Any person appointed to perform the duties of Secretary of tl Company
Member	Member of the above named Company as defined in these Articles
A Committee	A Committee established by a General Meeting or by tl Directors

Any words importing the singular only shall include the plural number and vice-versa;

Words importing the masculine gender only shall include the feminine gender;

Words importing persons shall include Corporations.

Subject as aforesaid any words or expressions defined in the Act or any Statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same the same meaning in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.

## **MEMBERS**

3. The number of Members with which the Company proposes to be registered is 200 but the Directors may from time to time register an increase in members.
4. Members of the Company including the original subscribers to the Memorandum of Association shall be persons who are members of The FPFC Association for the time being and who agree to become members of the Company by signing an official membership registration form of the Company signifying their agreement and who identify themselves with the Object of the Compar and who pay to the Company such annual subscriptions as may be determined from time to time on behalf of the Company as provided in these articles
5. Any member may by notice in writing addressed to and delivered at the office resign his membership of the Company.
6. The Company shall keep a Register of Members in accordance with Statutes.
7. Membership of the Company may be terminated by the Directors in the case of a person whose continued membership is deemed by them to be prejudicial to the interests of the Company or contrary to the provisions of statutes providing that no resolution to that effect raised at a meeting of the Directors shall have validity or effect unless the Member in question shall have been given 21 days notice of and the right to attend the meeting to be represented and heard in his defence, and provided that any such decision is presented to the next Annual General Meeting by the Directors for confirmation.
8. A person whose membership is terminated under clause 7 shall be notified in writing by the Secretary at his last recorded address in the Register of Members to that effect and shall not be eligible for re-admission unless otherwise determined by the Directors or by a General Meeting.

## 9. **General Meetings**

The Company shall in each year hold a general meeting as its Annual General Meeting and the Secretary shall specify the meeting as such in the Notices summoning it; not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be convened at such time and place as the Directors shall appoint. All other than Annual General Meetings shall be called Ordinary General or Extraordinary General Meetings.

10. Subject as above, the Directors may, whenever they deem fit, convene an Extraordinary or an Ordinary General Meeting and such Meetings shall be convened on requisition, or on default may be convened by the requisitionists as provided by Section 132 of the Companies Act 1948.

11. An Ordinary General Meeting shall be summoned by the Directors as required.
12. An Extraordinary General Meeting shall be summoned by the Directors as required.

### **NOTICE OF GENERAL MEETINGS**

13. A General Meeting called for the passing of a special Resolution and an Annual General Meeting shall be called by twenty-one days' notice in writing at the least, and fourteen days' notice in writing and the least shall be given of every other General Meeting, such Notices being sent by the Secretary to Members at their recorded address in the Register of Members. Such notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day, and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given in manner hereafter mentioned or in such the manner if any, as may be prescribed by the Company in General Meeting to such persons including the Auditors as are, under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than the Annual General Meetings, a meeting may be convened by such notice as those members may deem fit.
14. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by any person entitled to receive the same shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and also at an AGM with the exception of the consideration of accounts and balance sheets and the reports of the Directors or the Auditors, the election of the Directors in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business; save as herein provided otherwise, 15 Members of the Company present in person shall constitute a quorum.
17. If within half-an-hour from the time appointed for a meeting a quorum is not present, the meeting if convened on the requisition of the Members shall be dissolved; in any other case it shall stand adjourned to such other time and place as the Directors shall appoint, and if at such adjourned meeting, of which 14 days notice in writing at the least shall be given to every member a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall constitute a quorum if at least five members of the Company are present.
18. The Chairman of the Directors shall preside as Chairman at every General Meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside, the Vice-Chairman of the Directors shall preside, and if he is not present or unwilling the Members present shall choose one of the Directors, or if no Director is present or if all the Directors present decline to take the chair, the members present shall choose one of their number who is present and willing to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
20. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least five Members present in person or by proxy and representing not less than one-tenth of the total voting power of all the Members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman of the Meeting that such a Resolution has on a show of hands been determined, as to whether carried or lost and by what margin coupled with an entry to that effect in the Minute Book of the Company shall be conclusive of the votes recorded in favour or against that Resolution.
21. A demand for a poll may be withdrawn.
22. Subject to the provisions of Article 20, if a poll be demanded in the manner aforesaid, it shall be taken at the Meeting at which it was demanded unless one-quarter at least of the Members present or by proxy and entitled to vote demand otherwise, in which case it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, or, if a simple majority of the of the Members present or by proxy voting so instructs the Chairman as he shall be directed; and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded in the election of a Chairman of a Meeting nor on any question of adjournment nor on procedural motion
24. A procedural motion if put by a Member shall be put to a vote immediately and shall consist of any of the following proposals:
- i. "That the Meeting proceed to the next business"
  - ii. "That the proposal be referred to the next General Meeting/the Annual General Meeting/an Extraordinary General Meeting/the Directors"
  - iii. "That the proposal lie on the table"
  - iv. "That this Meeting disagrees with the ruling of the Chair upon ..." (the matter then being specified"
  - v. "That the Meeting censures \_\_\_\_\_ (name) for ....."
  - vi. "That the Meeting has no confidence in \_\_\_\_\_ (name)"
  - vii. "That the motion be now put" provided that the proposer and seconder of any substantive motion and at least two opposing views, if present, have been heard.

25. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
26. Subject to the provisions of Statutes a resolution in writing signed by all the Members for the time being entitled to secure notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

### **ORDER OF BUSINESS AT GENERAL MEETINGS**

27. The order of business at an Ordinary General Meeting shall be;

- i. Apologies for Absence (if any)
- ii. Minutes of the Previous Ordinary General Meeting
- iii. Minutes of any Extraordinary General Meeting since the last General Meeting
- iv. Matters Arising from the Minutes
- v. Report of the Directors
- vi. Financial Report
- vii. Items of Business specified in the Notice convening the Meeting
- viii. Any Other Business
- ix. Date, Time and Place of the Next Meeting.

28. The order of business at an Annual General Meeting shall be:

- i. Apologies for Absence (if any)
- ii. Minutes of the Previous Annual General Meeting
- iii. Matters Arising from the Minutes
- iv. The submission of, and Adoption of the Annual Report of the Directors on the Activities of the Company
- v. The submission of the Accounts of the Company for the previous Financial Year by the Hon Treasurer, and their adoption
- vi. The Appointment of the Auditors
- vii. The appointment of Directors under Rules 36 and 59.

29. Business at an Extraordinary General Meeting shall consist of one or more of the following types of business:

- i. A Proposal to dismiss a Director, such a proposal requiring at least 14 days clear notice in writing to members and at least two-thirds of the votes of members present or by proxy entitled to vote to become effective provided that he shall be given the right to be heard in his defence;
- ii. A proposal to prepare a report or accounts or to hold an enquiry, relating to an aspect or aspects of the Company's activities, such a proposal requiring a simple majority of those members present or by proxy entitled to vote, and which proposals shall specify the date of a General Meeting at which the report, accounts or result of an enquiry will be considered

- iii. A proposal proposing any change in the Memorandum and Articles of Association, requiring at least 21 days clear notice in writing to members, and at least two-third of the votes of members present or by proxy entitled to vote to become effective
- iv. A proposal to dissolve the Company requiring at least 21 clear days' notice in writing to members to be considered.

### **VOTES OF MEMBERS**

- 30. Subject as hereinafter provided, every Member shall have the number of votes prescribed in 30b except that in an equality of votes the Chairman at any General or Directors' meeting may exercise a second Casting vote to resolve the issue.
- 31. A member shall be entitled to the number of votes relevant to his category of membership in the FPFC Association.
- 32. Votes may be given on a poll either personally or by proxy. On a show of hands a member present by proxy shall have a vote. A corporation may vote by its duly appointed member appointed as provided by Section 139 of the Act, and shall have one vote. A proxy need not be member.
- 33. The Instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 34. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Office or at such place within Great Britain as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for taking the poll, and in default the instrument shall not be treated as valid.
- 35. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall permit:

"FORM OF PROXY"

"THE FAIR PLAY FOR CHILDREN CHARITABLE TRUST LTD"

*"I/we [member's name]*

*of [address]*

*being a Member of the Fair Play for Children Charitable Trust Ltd*

*Hereby appoint [proxy name]*

*of [proxy address]*

*or, failing him [reserve proxy name]*

*of [reserve proxy address]*

*as my proxy to vote for me and on my behalf at the Annual/ extraordinary/Ordinary/Adjourned  
General Meeting of the Company to be held on the [date] day of [month] 20  
, and at any adjournment thereof.*

*Dated this*

*day of*

*20*

*Signature of Appointer"*

The instrument appointing a proxy shall be deemed to confer authority to demand for a poll.

### **THE DIRECTORS**

36. The Directors of the Company including the First Directors shall be the members for the time being of the Management Council of FPFC Association, and the Chairman, Vice-Chairman and Hon Treasurer of the FPFC Association shall act in those respective capacities as the Chairman, Vice-Chairman and Hon Treasurer of the Company. They will hold office until the AGM of the Company, but they may stand for re-appointment if they are Company members
37. Casual vacancies to the Directors may be filled only by appointment as a member of the Management Council of the FPFC Association.
38. A person who is neither a Member nor willing to accept Membership of the Company, or any paid employee, whether full-time or part-time, employed by, or any person in receipt of fees or other remuneration from the Company shall not be eligible to hold office as a Director.

### **BORROWING POWERS**

39. Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability, or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF THE DIRECTORS**

40. The affairs and property of the Company shall be managed by the Directors who corporately exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as such are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of Statutes, and to such regulations, being not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the members in General Meeting or by a meeting of the Directors, but no regulation made by the members in General Meeting or a meeting of Directors shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

### **SECRETARY OF THE COMPANY AND OTHER APPOINTMENTS**

41. The Secretary shall be appointed by the Directors at a meeting duly summoned for such time, at such remuneration and upon such conditions as they may determine, and any Secretary so appointed may be removed by them. The provisions of Section 177 of the Act shall apply and

shall be observed. The Directors may from time to time appoint, employ or engage such other persons to paid positions as may be considered necessary, and shall fix the remuneration and conditions of such appointments, and may remove such persons from their appointments.

42. Where the Directors do not wish to appoint a Secretary under article 41, the Hon Secretary for the time being of the FPFC Association shall be the Hon Secretary of the Company.

### **PROCEEDINGS OF THE DIRECTORS**

43. All decisions of the Directors shall be made at meetings of Directors which shall be held in such time and place, and at such hour as the Directors at their previous meeting shall determine, or as the Chairman shall decide, or upon the requisition of 3 Directors to the Chairman in writing, and the Secretary shall issue a notice in writing of the meeting not less than 14 clear days before it is due to be held. A notice in writing specifying a series of meetings of the Directors and the date, time and place of each shall be a valid notice, providing it give 14 clear days' notice of the most immediate one.

44. If a Meeting is requisitioned by 3 or more Directors under rule 43 they may in their written notice of requisition to the Chairman specify the exact wording of the business to be transacted and also the date, time and place of the Meeting. The Secretary in summoning the Meeting shall conform to the requisitionists directions. Failure by the Chairman or Secretary to adhere to these directions in part or wholly shall entitle the requisitionists to summon the Meeting of the Company themselves giving the notice required in rule 43.

45. The form of each meeting of the Directors shall be in the following general Form:

- a Apologies for absence
- b Minutes of the Previous Meeting
- c Matters Arising
- d Financial Report
- e Correspondence
- f Report on Company Activities
- g Business duly notified to the Secretary at least seven days before the meeting for inclusion on the Agenda, or business specified by Directors requisitioning a Meeting.
- h Any other Business
- i Date, time and place of the next meeting of the Directors.

46. The Secretary shall keep proper minutes of meetings of the Directors to be made in books provided for the purpose and containing the names of Directors present at each meeting and of all Resolutions passed at and proceedings of each meeting of Directors. Such minutes, if signed by the Chairman of such meetings, or by the Chairman of the next succeeding meeting of Directors shall be sufficient proof of the facts therein stated.

47. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

48. A Decision of the Directors shall be made by a simple majority of the Directors present and voting at a meeting; a quorum of a meeting of the Directors shall be three Directors, and where a quorum is not reached the meeting may be adjourned by the Chairman to a date, time and place as the Directors shall agree, or the business may be transferred to the next meeting of the Directors.
49. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by Article 43, it shall be lawful for them to act as the Directors for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other reason.
50. The Chairman of the Directors shall be entitled to preside at all meetings of the Directors but if at any meeting the Chairman is not present, within 15 minutes after the time appointed for holding the same, or is present but unwilling to preside, the Vice-Chairman, if present, shall preside, or if he is not present or unwilling to preside, the Directors may choose one of their number to be Chairman of that meeting.
51. The Directors may from time to time delegate any of their powers in meetings to committees consisting of such members of the Company as they may deem fit, provided that any such committee formed has at least one Director in its membership, that it conforms to any regulations imposed by the Directors, and that it reports its proceedings to meetings of the Directors or to General Meetings as required by the Directors.
52. All acts bona fide done by the Directors or by any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or a member of a committee as the case may be.
53. A resolution in writing signed by all Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors, and any such resolution may consist of several documents in the like form each signed by one or more of the Directors, or may be approved by letter, signed by themselves giving the approval. Such resolutions shall be entered in the minute book and signed by the Chairman at the next meeting of the Directors.
54. A meeting of the Directors may agree to, or the Chairman may invite any member or person to attend a meeting of the Directors for special purposes, but such a member or person shall not have any right to vote.

#### **THE OFFICERS OF THE COMPANY**

55. The Chairman, Vice-Chairman and Hon Treasurer of the FPFC Association for the time being shall be Directors and the Chairman, Vice-Chairman and Hon Treasurer respectively of the Company. Where any of these is unwilling to be a member of the Company, the Annual General Meeting of the Company shall appoint Directors to the vacant positions as necessary.

56. The Directors may appoint from their number such other officers as they may deem necessary, provided that such appointments are reported to subsequent Ordinary General Meetings of the Company, and confirmed by such meetings.

### **DISQUALIFICATION OF DIRECTORS**

57. The office of Director of the Company shall be vacated if:

- a a receiving order is made against him or he makes any arrangement or composition with his creditors
- b he becomes prohibited from holding office by reason of any order
  - i. made under Section 188 of the Companies Act 1948 or Section 28 of
  - ii. the Companies Act 1976 or any disqualification under the Insolvency
  - iii. 1976
- c he is found lunatic or becomes of unsound mind as certified by two duly qualified medical practitioners
- d he ceases to be a member of the Company, whether by resignation or otherwise
- e by notice in writing he resigns his office
- f he is absent from more than half the meetings of Directors in any period of 12 consecutive months unless the Directors resolve that his office be not vacated
- g he ceases to hold office by virtue of any provision of the Statutes
- h a sufficient majority of members at an Extraordinary General Meeting as defined in clause 29(i) above dismisses him from office, a notice signed by two Honorary officers posted to the person at his address in the Register of Members being sufficient evidence of that decision.

58. The Directors may also suspend from office for a specified period not exceeding three months or until an Extraordinary General Meeting summoned under clause 29(i) or clause 29(ii) by them any Director whose conduct is or has been in their opinion contrary to the best interests of the Company; such powers of suspension shall not be used unreasonably and shall be effective when a minute signed by two Honorary Officers for the time being of the Company shall have been posted to him at his address given in the Register of Members. Provided that such person shall have right of appeal to, and be heard in his defence at the next AGM of the Company if the matter is not to be referred to an Extraordinary General Meeting.

### **ELECTION OF DIRECTORS**

59. At the Annual General Meeting all the Directors, including the Honorary Officers, shall retire from office but shall be eligible for re-election. A retiring Director shall retain his office until the dissolution or adjournment of the meeting at which he retires.

60. The Members of the Annual General Meeting may fill the vacated office of each retiring Officer and Director by electing a person thereto.

61. A person shall be eligible for appointment as a Director providing he is a member of the Company.

### **SEAL**

62. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of a meeting of the Directors and in the presence of any two Directors or of a Director and the Secretary, and the said 2 Directors or Director and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company each signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

### **ACCOUNTS**

63. The Directors shall cause proper accounting records to be kept in accordance with the requirements of the Companies Act 1976.

64. The accounting records shall be kept at the Office or subject to Section 12(6) and (7) of the Companies Act 1976 at such other place or places as the Directors shall deem fit and shall always be open to the inspection of the Directors.

65. The Directors shall from time to time determine whether and to what extent and at what times and under what conditions or regulations all or any of the accounts and books of the Company shall be open to the inspection of members of the Company beyond the rights conferred by Statute or authorised by the Directors or by the Company in General Meeting.

66. The Directors shall from time to time in accordance with Sections 150 and 158 of the Companies Act 1948 and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to these sections. The Auditors' Report shall be open to inspection and be read before the meeting as required by Section 4 of the Companies Act 1967.

67. A financial report shall be submitted to each meeting of the Directors by the Hon Treasurer.

68. A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, and report of the Directors shall be sent to the Auditors and to every member of and every holder of debentures of the Company not less than 21 clear days before the date of the meeting; provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any joint debentures.

## **AUDIT**

69. Auditors shall be appointed and their duties regulated in accordance with Section (6) of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 and 18 of the Companies Act 1976.

## **NOTICES**

70. A Notice may be given by the Company to any Member either personally or by sending it by post to his registered address in the United Kingdom or (if he has no address in the UK) to the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of the notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the same time at which the letter would be delivered in the ordinary course of post.

71. Notices shall be given in any manner hereinbefore authorised of every General Meeting to every Member except those whose addresses are unknown or who have no known address in the UK. No other person shall be entitled to receive notices of General Meetings.

## **WINDING UP OR DISSOLUTION OF THE COMPANY**

72. The provisions of clause 8 of the Memorandum of Association shall have effect and be observed as if the same were repeated in these articles.

73. The Company may be dissolved if the following circumstances have been fulfilled

- i. an Extraordinary General Meeting has been summoned under article I 29 (iv) to consider a proposal to this effect;
- ii. the Directors' recommendation or view has been given;
- iii. there is at least a two-thirds majority of members present or by proxy entitled to vote in favour.

74. Upon a resolution to dissolve the Company being adopted, the Directors shall ensure that the assets of the Company are realised, debts settled, and where necessary, that Members subscribe as provided in Clause 8 of the Memorandum of Association. In the event of there being any surplus funds after settlement of all liabilities, the Directors shall decide on the disposal of such sum as remains with the approval of the Charity Commissioners, the priority for disposal being as follows:

- i. firstly, the whole sum to any body established as the successor body to the Company, whose Objects are wholly charitable at law;
- ii. secondly, where no such body has been or is to be established, part or all of the sum to be used for purposes which are charitable at law and which are undertaken

by the FPFC Association;

- iii. thirdly, the sum or part of it to be given to an organisation or to organisations which are charitable at law and whose objects are close to or similar to those of the Company.

### **INDEMNITY**

75. Subject to the provisions of the Statutes every Director or member of any committee and every Officer and servant of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him in or about the execution of his office or otherwise in relation thereto provided that nothing in this clause shall entitle them any indemnity against liability arising through negligence or fraud or similar actions on their part.

### **ALTERATIONS TO THESE ARTICLES**

76. No alteration may be made to these articles or the Memorandum of Association without the consent specified in article 29 (iii)

**Names, addresses and description of Subscribers.**

NAME: Donne Buck  
ADDRESS: 22 Gildenburgh Avenue, Peterborough, Cambs.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Fran Whittle  
ADDRESS: 17 Bradford Road, Lewes, East Sussex.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Tony Dronfield  
ADDRESS: West View, Mine Road, Aigburgh, Liverpool.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Jan Cosgrove  
ADDRESS: 1 Albert Road, Bognor Regis, West Sussex.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

**WITNESS to the above Signatures:**

NAME OF WITNESS:  
ADDRESS:  
OCCUPATION:  
DATE:

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

NAME: Donne Buck  
ADDRESS: 22 Gildenburgh Avenue, Peterborough, Cambs.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Fran Whittle

ADDRESS: 17 Bradford Road, Lewes, East Sussex  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Tony Dronfield  
ADDRESS: West View, Mine Road, Aigburgh, Liverpool.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

NAME: Jan Cosgrove  
ADDRESS: 1 Albert Road, Bognor Regis, West Sussex.  
OCCUPATION:  
SIGNATURE: \_\_\_\_\_

**WITNESS to the above Signatures:**

NAME OF WITNESS:  
ADDRESS:  
OCCUPATION:  
DATE: