

**THE COMPANIES ACTS 1985 TO 1989**

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

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**MEMORANDUM OF ASSOCIATION**

**OF**

**LANCASHIRE COUNTY RUGBY FOOTBALL UNION LIMITED**

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1. The name of the Company hereinafter called “the Constituent Body” is “Lancashire County Rugby Football Union Limited”. Unless stated to the contrary within this document words and expressions used shall have the same meaning as set out in the Articles of Association of the Company.
2. The Registered Office of the Constituent Body will be situated in England and Wales.
3. The objects for which the Constituent Body is established are:-
  - i) to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Lancashire County Rugby Football Union and to indemnify Lancashire County Rugby Football Union, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Lancashire County Rugby Football Union and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Lancashire County Rugby Football Union and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
  - ii) to administer the Game in the county of Lancashire (as recognised prior to the reorganisation of Local Government in 1971) (“the County”) on behalf of the RFU;
  - iii) to promote, encourage and extend the Game through the County including (but not limited to) the coaching thereof, its development in schools and at all youth levels and the recruitment, administration and training of referees;
  - iv) to ensure the Game is played in accordance with the Laws of the Game and is administered in accordance with the IRB Regulations and the Rules of the RFU;
  - v) to arrange and undertake representative and other matches as the Constituent Body or any duly appointed sub-committee shall think fit;
  - vi) to offer such other benefits to its members as it shall think fit;
  - vii) to obtain funding for the activities of the Constituent Body by collecting entrance fees, membership subscriptions and match fees, by obtaining sponsorship and other

available funding, (and through the sale of merchandise and other goods produced by the Constituent Body or related to the activities of the Constituent Body);

- viii) to acquire, establish, own, operate and turn to account in any way (for the members benefit) the rugby union facilities of the Constituent Body together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- ix) to make rules, regulations, bye-laws and standing orders concerning the operation of the Constituent Body including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- x) to discipline the members where permitted by its Rules and to refer its members to be disciplined by the RFU where so required by the rules and regulations of the RFU;
- xi) to undertake and execute charitable trusts relating to the activities of the Constituent Body;
- xii) to make donations or offer support to rugby union clubs, charities or community amateur sports clubs; and
- xiii) to do all such other things as shall be thought fit to further the interests of the Constituent Body or to be incidental or conducive to the attainment of all or any of the objects stated in this Clause 3.

In furtherance of the above objects (but not further or otherwise) the Constituent Body shall have the following powers:-

- 1) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- 2) to see, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Constituent Body subject to such consents as may be required by law;
- 3) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- 4) to borrow or raise money for the objects of the Constituent Body on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- 5) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Constituent Body;
- 6) to print and publish any newspapers, periodicals, books, articles or leaflets;
- 7) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;

- 8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
  - 9) to invest monies of the Constituent Body 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 as hereinafter provided;
  - 10) to make any donations in cash or assets or establish or support or aid in the establishment of or constitute or lend money (with or without security) to or for any trusts, member clubs or associations or institutions which are for the benefit of the Constituent Body or in furtherance of the Game;
  - 11) subject to the provisions of Clause 4 hereof, to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Constituent Body;
  - 12) subject to the provisions of Clause 4 hereof to make any reasonable necessary provision for the payment of pensions and superannuation to or on behalf of employees and their spouses and dependants;
  - 13) to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Constituent Body or which are for the benefit of the Constituent Body or any part thereof and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;
  - 14) to pay out of funds of the Constituent Body the costs, charges and expenses of and incidental to the formation and registration of the Constituent Body; and
  - 15) to do all such other lawful things as will further the attainment of the objects of the Constituent Body or any of them.
4. The income and property of the Constituent Body shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Constituent Body.

No directors of the Constituent Body shall be paid a salary, bonus fee or other remuneration for acting in their capacity as a director of the Constituent Body.

Nothing herein shall prevent any payment in good faith by the Constituent Body:-

- a) of interest on money lent by a member of the Constituent Body or its directors at a commercial rate of interest;
- b) to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in connection with the objects of the Constituent Body;

- c) of reasonable and proper rent for premises demised or let by any member of the Constituent Body or by any director; or
  - d) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Constituent Body.
5. The liability of the members is limited.
  6. Every member of the Constituent Body undertakes to contribute to the assets of the Constituent Body, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Constituent Body contracted before they cease to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One Pound).
  7. If upon the winding up or dissolution of the Constituent Body there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to another organisation or organisations with similar objects to the RFU for use in community-related rugby union activities.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Name: Donald Patrick Welsh  
Address: Whitegate, Back Barrow  
Ulverston LA12 8PA  
Retired

Name: Brian Leigh  
Address: 36, Knowsley Road  
Wigan WN6 7PZ  
Retired

Name: David Nigel Herriman  
Address: 48a, Glebe Lane  
Widnes WA8 9JG  
Retired

Name: Kenneth Jones  
Address: Hill Cottage  
Marple SK6 6LP  
Engineer

Name: Christopher John Smail  
Address: 2, Bamford Grove  
Didsbury M20 2FF  
Chartered Accountant

Name: William Gerald David Chappell  
Address: Seawood House, Carter Road  
Kents Bank LA11 7AS  
Retired

Name: Kenneth Andrews  
Address: 117, Slag Lane  
Haydock WA11 0UY  
Teacher

Dated: 24<sup>th</sup> June 2009

Witness to the above signatories:

Name: Clifton Barker  
Address: 4, The Fields  
Wigan WN6 0GF  
Solicitor

Signature: \_\_\_\_\_  
Name: Robert Iain Grant  
Address: 1a, Rowlands Road  
Summerseat, Bury BL9 5NF  
Occupation: Accountant \_\_\_\_\_

**THE COMPANIES ACTS 1985 TO 1989**

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**COMPANY LIMITED BY GUARANTEE AND  
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**ARTICLES OF ASSOCIATION**

**OF**

**LANCASHIRE COUNTY RUGBY FOOTBALL UNION LIMITED**

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**INTERPRETATION**

1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

The Act	the Companies Act 1985 as amended by the Companies Act 1989, the Companies Act 2006 and as further modified by any statutory modification or re-enactment for the time being in force;
Articles	these Articles of Association;
Chairman	the person elected from time to time in accordance with these Articles as the Chairman of the Constituent Body;
Clear days	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
Club	A group of individuals or organisations operating under a constitution formed to promote the sport of Rugby Union including (but not limited to) the organisation of teams, the provision of coaching, the provision of equipment and the management of facilities;
Constituent Body	the above named company;
Directors or the Board	the Board of the Constituent Body established in accordance with Article 44 the members of which are the directors of the Constituent Body for the purposes of the Act;
Elected Director	a director elected pursuant to Article 43(vi);
Electronic form	has the same meaning as in the Companies Act 2006;
General meeting	an annual or an extraordinary general meeting of the Constituent Body;

Hard copy form	has the same meaning as in the Companies Act 2006;
The IRB	means the world governing body for rugby union, which at the date of incorporation is the International Rugby Board;
<b>Members:</b>	
i) Voting Members	the members of the Constituent Body who, under the Rules from time to time in force, are entitled to receive notice of, attend and vote at general meetings and who shall be the members of the Constituent Body for the purposes of the Act;
ii) Individual Members	the persons admitted into membership of the Constituent Body in accordance with Article 3 and any Rules from time to time in force;
iii) Honorary Life member	a member who is appointed as an Honorary Life member pursuant to Article 12(e);
President	the person from time to time elected in accordance with these Articles as the president of the Constituent Body;
Senior Vice President	the person from time to time elected in accordance with these Articles as the senior vice-president of the Constituent Body;
The RFU	means The Rugby Football Union (an Industrial & Provident Society with register number 27981R which is the governing body of rugby union within England) of Rugby House, Rugby Road, Twickenham, Middlesex, TW1 1DS;
Rules	the rules and regulations of the Constituent Body made by the voting members in general meeting in accordance with these Articles and amended from time to time;
Secretary	the secretary of the Constituent Body appointed from time to time in accordance with these Articles;
Treasurer	the treasurer of the Constituent Body appointed from time to time in accordance with these Articles;
The Office	the registered office of the Constituent Body;
Website	the official website or websites of the Constituent Body as noted in the rules and regulations of the Constituent Body.

- 1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

- 1.3 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Constituent Body shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

### **OBJECTS**

2. The Constituent Body is established for the objects and purposes expressed in the Memorandum of Association of the Constituent Body.

### **MEMBERSHIP**

3. The subscribers of the Memorandum of Association of the Constituent Body, the members of the unincorporated association known as Lancashire County Rugby Football Union as at the date of incorporation and such other persons as are admitted to membership by the Board in accordance with these Articles shall be the members of the Constituent Body. No person shall be admitted as a member of the Constituent Body unless he is approved by the Board which shall in its absolute discretion decide whether to admit a person as a member. Every person who wishes to become a member shall deliver to the Constituent Body an application for membership in such form as the Board requires executed by him. The provisions of section 352 of the Companies Act 1985 shall be observed by the Constituent Body and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration, the number of members is declared to be unlimited.
4. A member may withdraw from membership of the Constituent Body on 7 clear days' notice to the Constituent Body. Membership shall not be transferable in any event and shall cease immediately on death or dissolution, or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules, at the conclusion of the procedure described in Articles 7 and 8 below.
5. All members shall be subject to the Rules and shall respect the rules of the game of rugby union as set from time to time by the IRB.
6. The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.
7. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Constituent Body so require, or if it believes that a member has not complied or continued to comply with the conditions of membership set out in these Articles or the Rules, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Constituent Body within a time specified in such notice.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is



under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Board may exclude the member from the Constituent Body's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Constituent Body's premises to attend that meeting (if it is held at them) for the purpose of making his representations.

9. The members shall pay any entrance fees and annual subscriptions set by the Board. Any member whose subscription fee is more than 6 months in arrears shall be deemed to have resigned his membership of the Constituent Body.
10. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Constituent Body, its property and its funds and has no right to the return of any part of his subscription.

#### **GENERAL MEETINGS**

11. The Constituent Body shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that so long as the Constituent Body holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
12. The annual general meeting shall be held for the following purposes:-
  - a) to receive from the Board a report of the activities of the Constituent Body since the previous annual general meeting;
  - b) to appoint auditors or independent examiners as the Board may see appropriate;
  - c) to announce the election (as appropriate) of the President, Chairman, Senior Vice-President, Secretary, Treasurer and the Elected Directors to be appointed in accordance with these Articles; and
  - d) to consider any special resolutions, and
  - e) to transact such other business as may be brought before it including without limitation the appointment of Honorary Life Members (in recognition of outstanding contribution or long service to the Constituent Body).
13. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

14. The Board may call general meetings (and will do so on no less than 3 occasions per year) and, on the requisition of one-tenth of the Voting Members in hard copy form, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within Great Britain sufficient directors to call a general meeting, any director or the Secretary may call a general meeting.
15. There shall be given at least 21 clear days' notice of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 clear days' notice of every other extraordinary general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including, if any, the auditors) as are under these Articles or under the Act entitled to receive such notices for the Constituent Body.
16. 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 thereof shall not invalidate any resolution passed, or proceedings, at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

17. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the business set out in Article 12(a) to (d) shall be deemed special business.
18. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided Voting Members totalling at least 25 present in person shall be a quorum.
19. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.
20. The President shall preside as Chairman at every general meeting, but if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the directors present shall choose one of their number who is present to preside.
21. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
22. The Chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another place where it appears to him that:-

- a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
23. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
24. 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;
- a) by the Chairman of the meeting; or
  - b) by at least two Voting Members.
25. Unless a poll is duly demanded a declaration shall be made 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.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
29. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. A resolution executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

### **VOTES OF MEMBERS**

32. Every Voting Member shall be entitled to receive notice of and attend general meetings and cast one vote.
33. A vote given or poll demanded by a voting member shall be valid.
34. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the Chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
35. 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 of the meeting whose decision shall be final and conclusive.

### **PRESIDENT**

36. At the annual general meeting in 2009 and at the annual general meeting each year thereafter, the President shall retire and shall not be eligible for re-appointment. The election of the President shall be in accordance with Articles 46 and 47. A member so appointed shall hold office for a one-year term until the next annual general meeting and shall not be eligible for re-election. The President shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **CHAIRMAN**

37. At the annual general meeting in 2013 and at the annual general meeting every third year thereafter, the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Articles 46 and 47. A member so appointed shall hold office for a three-year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **SENIOR VICE-PRESIDENT**

38. At the annual general meeting in 2009 and at the annual general meeting every year thereafter, the Senior Vice-President shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Senior Vice-President shall be conducted in accordance with Articles 46 and 47. A member so appointed shall hold office for a one-year term until the annual general meeting in the year after his appointment but shall be eligible for re-election. The Senior Vice-President shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **SECRETARY**

39. At the annual general meeting in 2014 and at the annual general meeting every third year thereafter, the Secretary shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Articles 46 and 47. A member so appointed shall hold office for a three-year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Secretary shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **TREASURER**

40. At the annual general meeting in 2015 and at the annual general meeting every third-year thereafter, the Treasurer shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Treasurer shall be conducted in accordance with Articles 46 and 47. A member so appointed shall hold office for a three year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Treasurer shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **BOARD**

41. The number of directors shall be not less than eight and unless and until varied by ordinary resolution of the Constituent Body in general meeting shall be subject to a maximum of 12.
42. The directors shall be:
- i) Chairman
  - ii) Secretary
  - iii) Treasurer
  - iv) The two Representatives serving on the Council of the Rugby Football Union
  - v) Up to seven Elected Directors
  - vi) Such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed any maximum fixed by these Articles. Co-opted directors shall be entitled to vote at meetings of the Board.

The President and Senior Vice-President shall be entitled to attend Board meetings, but shall not be entitled to vote.

### **ELECTED DIRECTORS**

43. At the annual general meeting each year the Elected Directors due to retire shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with Articles 46 and 47.

### **ELECTIONS**

44. Any Member may nominate another member to be President, the Chairman, Senior Vice-President, Secretary, Treasurer or an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Member. Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.
45. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting.

### **CASUAL VACANCIES**

46. A casual vacancy arising among the offices of President, Chairman, Senior Vice-President, Secretary, Treasurer or the Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

### **REMOVAL OF DIRECTORS**

47. In addition and without prejudice to the provisions of section 303 of the Companies Act 1985, the Voting Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
48. The office of director shall be vacated:-
- a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - b) if he becomes of unsound mind;
  - c) if by notice sent in hard copy, fax or email form to the Board he resigns his office;

- d) if he becomes prohibited from holding office by reason of any court order made under the Act;
  - e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Companies Act 1985;
  - f) if he is the President, Chairman, Senior Vice-President, Secretary, Treasurer or Elected Director, when his term of office expires and he is not re-elected;
  - g) if he is removed from office by an ordinary resolution passed at a general meeting at which the resolution is proposed;
  - h) unless the Board resolves otherwise, if he shall, without sufficient reason, absent himself from three consecutive meetings of the Board;
  - i) if he ceases to be a member.
49. A President, Chairman, Senior Vice-President, Secretary or Treasurer, who is removed from office as a director for whatever reason, by virtue of Articles 49 or 50 shall be deemed to have resigned from office and the vacancy arising shall be filled in accordance with these Articles.

#### **POWERS OF THE BOARD**

50. The business of the Constituent Body shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Constituent Body as they think fit and may exercise all such powers of the Constituent Body, and do on behalf of the Constituent Body all such acts as may be exercised and done by the Constituent Body including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Constituent Body in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Constituent Body, and to such Rules being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Constituent Body in general meeting, but no Rule made by the Constituent Body in general meeting shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.
51. The Board may delegate any of their powers to any sub-committee consisting of one or more directors. They may also delegate to any officer or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying. All acts and proceedings of such sub-committees or executive officers shall be reported in due course to the Board.
52. The Board may act notwithstanding any vacancy in their body.
53. If the Board shall at any time be or be reduced in number to less than the number prescribed by law or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Constituent Body, or summoning a

general meeting, or for the purpose of exercising the powers to fill a casual vacancy as described in Article 48, but not for any other purpose.

### **PROCEEDINGS OF THE BOARD**

54. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held each year. The Board shall report on their activities to the members at the annual general meeting.
55. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Each director shall be entitled to one vote. In the case of an equality of votes, however, the chairman of any meeting of the Board shall have a casting vote in addition to any other vote he may have.
56. A director, and the Secretary at the request of a director, shall at any time summon a meeting of the Board by notice served upon the directors. A director who is absent from Great Britain shall not be entitled to notice of a meeting. Notice of all meetings and minutes of all meetings shall be served on all members of the Board.
57. The Chairman shall be Chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the directors present shall choose one of their number to be chairman of that meeting.
58. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Constituent Body for the time being vested in the Board generally. The quorum for meetings of the Board or any sub-committee formed pursuant to the provisions of the Articles shall be 50% of the members.
59. Any sub-committee formed pursuant to Article 53 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function.
60. All acts bona fide done by any meeting of the Board or of any sub-committee, or by any persons acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person 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.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

61. The Board may enter into an agreement or arrangement with any director for his employment by the Constituent Body or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Constituent Body.



62. The Constituent Body shall not employ any director of the Constituent Body nor pay a director any remuneration except as permitted by Article 68 below.
63. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office;
- a) may be a party to, or otherwise interested in, any transaction or arrangement with the Constituent Body or in which the Constituent Body is otherwise interested.
  - b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interest in, any body corporate promoted by the Constituent Body or in which the Constituent Body is otherwise interested; and
  - c) shall not, by reason of his office, be accountable to the Constituent Body for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
64. For the purposes of these Articles:-
- a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
  - c) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
65. No director shall take any loan from the Constituent Body.

#### **DIRECTORS AND COMMITTEE MEMBERS' EXPENSES**

66. The directors and members of any sub-committee may be paid subject to the Board's approval, all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors or a sub-committee or otherwise in connection with the discharge of their duties.

#### **MINUTES**

67. The directors shall cause minutes to be made in books kept for the purpose:-
- a) of all appointments made by the directors; and

- b) of all proceedings at meetings of the Constituent Body which shall include without limitation proceedings of the Board and of sub-committees of the Board, including the names of the directors present at each such meeting.
68. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **FINANCIAL STATEMENTS**

- 69.1 The Board shall in accordance with section 221 of the Companies Act 1985 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered) cause accounting records of the Constituent Body to be kept and lay before the members in general meeting copies of the Constituent Body's annual financial statements.
- 69.2 The Board shall present the annual financial statements to the first general meeting after 1st September in each year.
- 69.3 No member shall (as such) have any other right of inspecting any accounting records or other book or document of the Constituent Body.
- 69.4 If required by the provisions of the Act, the financial statements of the Constituent Body shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified accountants. Auditors, if required, shall be appointed and their duties regulated in accordance with the Act.

### **NOTICES**

70. The Constituent Body may validly send or supply any documents (including any notice) or information to a member in hard copy form, electronic form or by making it available on the website in accordance with and subject to the "company communication provisions" of the Companies Act 2006, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be supplied or delivered in a particular way.
71. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Constituent Body to a member:-
- a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the member.
  - b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:-
    - i) 48 hours after it was posted, if first class post was used; or
    - ii) 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

- c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.
- d) Where a document or information is sent by means of the website, it is deemed to have been received by the intended recipient when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) information that it was available on the website.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

### **RULES AND REGULATIONS**

- 72. The Board shall have the power to propose Rules, variations to Rules and the revocation of Rules for consideration by the members at any general meeting of the Constituent Body.
- 73. The Voting Members in general meeting may from time to time make, vary and revoke Rules with the consent of at least two thirds of those present and entitled to vote.

### **INDEMNITY**

- 74. To the extent permitted by the act and (subject thereto) as the Board may from time to time deem fit, the Constituent Body shall indemnify any Officer of the Constituent Body against any liability incurred by him in relation to the Constituent Body, and may at the expense of the Constituent Body purchase and maintain insurance for the benefit of any Officer of the Constituent Body against such liabilities for his benefit. For the purpose of this Article “Officer” means a director or company secretary.

### **DISSOLUTION**

- 75. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Constituent Body shall have effect as if the provisions thereof were repeated in these Articles.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Name: Donald Patrick Welsh  
Address: Whitegate, Back Barrow  
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Retired

Name: Brian Leigh  
Address: 36, Knowsley Road  
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Retired

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Name: Kenneth Jones  
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Engineer

Name: Christopher John Smail  
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Didsbury M20 2FF  
Chartered Accountant

Name: William Gerald David Chappell  
Address: Seawood House, Carter Road  
Kents Bank LA11 7AS  
Retired

Name: Kenneth Andrews  
Address: 117, Slag Lane  
Haydock WA11 0UY  
Teacher

Dated: 24<sup>th</sup> June 2009

Witness to the above signatories:

Name: Clifton Barker  
Address: 4, The Fields  
Wigan WN6 0GF  
Solicitor

Signature: \_\_\_\_\_  
Name: Robert Iain Grant  
Address: 1a, Rowlands Road  
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Occupation: Accountant