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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

LONDON FIRE BRIGADE WELFARE FUND LIMITED

(Registered Company number: 6895992)

(Incorporated on 5th May 2009 As amended by Special Resolutions dated 3rd June 2009; 4th May 2012; and **[ADD DATE ADOPTED]**)



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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

LONDON FIRE BRIGADE WELFARE FUND LIMITED (the “Welfare Fund”)

(Adopted by Special Resolution passed on [DATE])

1 Definitions

1.1 In these Articles, unless the context otherwise requires:

Act	means the Companies Act 2006;
Areas	means the North West, North East, South West and South East Areas of the London Fire Brigade and any organisation deemed by the Directors to be their successors from time to time and “Area” shall be construed accordingly;
Area Committee	means a committee elected by Members based within one of the relevant Areas to, amongst other matters, organise welfare, recreational and sports activities for Members based within the relevant Area with the support of the Welfare Fund, as recognised by the Directors from time to time;
Articles	means the Welfare Fund's articles of association for the time being in force;
BHQ	means the London Fire Brigade’s Headquarters and/ or such other additional or successor headquarters (as the case may be) as the Directors shall recognise from time to time;
BHQ Committee	means a committee elected by Members based at the BHQ to, amongst other matters, organise welfare, recreational and sports activities for Members based at BHQ with the support of the Welfare Fund, as recognised by the Directors from time to time;
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
Circulation Date	in relation to a written resolution, has the meaning given to it in the Act;
Clear Days	in relation to a period of notice means a period of days not including the day on which notice was given or

	deemed to be given and the day for which it is given or on which it is to take effect;
Conflict	means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Welfare Fund;
Current Directors	means as defined in article 15.2;
Director	means a director of the Welfare Fund;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form and electronic means	have the meaning given to such terms in section 1168 of the Act;
Eligible Director	means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to article 28, any Director whose vote is not to be counted in respect of the particular matter);
Financial Expert	means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Interested Director	has the meaning given in article 28.1;
London Fire Brigade	means the London Fire Brigade and any organisation deemed by the Directors to be its successor from time to time;
London Fire Commissioner	means the person for the time being holding the office of the London Fire Commissioner of the London Fire Brigade, or such other title as the Directors shall deem equivalent;
Member	means a person who is a subscriber to the Memorandum or who is admitted to company membership in accordance with the Articles;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (<i>SI 2008/3229</i>);
Objects	means the objects of the Welfare Fund as stated in article 2;
Officer	means a Director, manager or the secretary of the Welfare Fund under the Act if any;
Ordinary Resolution	has the meaning given under section 282 of the Act;
Retired Members	means a former employee of the London Fire Brigade who:

(a) is in receipt of a retirement pension from the Firefighters Pension Scheme or LGPS Pension Scheme; or

(b) can otherwise demonstrate to the satisfaction of the Directors they have retired from the London Fire Brigade but had previously elected to 'opt out' from the relevant pension scheme whilst employed;

Special Resolution has the meaning given in section 283 of the Act;

Sports Committee means a committee of Members to, amongst other matters, co-ordinate all sporting activities carried out under the name of the London Fire Brigade and/ or the Welfare Fund having a London Fire Brigade-wide context - as recognised from time to time by the Directors;

United Kingdom means Great Britain and Northern Ireland;

welfare means well-being, happiness and health; and

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.5.1 any subordinate legislation from time to time made under it; and

1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Welfare Fund.

2 Objects

2.1 The objects for which the Welfare Fund is established are:

2.1.1 to acquire and take over all and any part of the assets and liabilities of the present unincorporated body known as the 'London Fire Brigade Welfare Fund';

2.1.2 to promote the general welfare of Members of the Welfare Fund; and

- 2.1.3 to provide facilities for sports, recreation and entertainment for Members of the Welfare Fund.

3 Powers

- 3.1 In pursuance of the Objects, but not further or otherwise, the Welfare Fund has the power to:
 - 3.1.1 buy, lease or otherwise acquire and deal with any property, in any part of the world, real or personal and any rights or privileges of any kind over or in respect of any such property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Welfare Fund;
 - 3.1.2 borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Welfare Fund 's property and assets;
 - 3.1.3 accept (or disclaim) any gift of money, legacy or other property;
 - 3.1.4 raise funds by way of subscription, donation, lotteries, or otherwise;
 - 3.1.5 invest and deal with the funds of the Welfare Fund not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
 - 3.1.6 arrange for the investments or other property of the Welfare Fund to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Directors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
 - 3.1.7 lobby, advertise, print and publish (including without limitation any newspaper, periodicals, books or leaflets), educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the Objects in any way;
 - 3.1.8 organise and / or support social, sporting and community events for the benefit of Members;
 - 3.1.9 enter into contracts to provide services to or on behalf of Members;
 - 3.1.10 provide and assist in the provision of money, materials or other help to Members, including without limitation by making grants within such grant making policy as the Directors shall adopt from time to time;
 - 3.1.11 employ and remunerate any person or persons as necessary, and make reasonable provision for the payment of pensions for employees and their dependents;
 - 3.1.12 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
 - 3.1.13 take out such insurance policies as are necessary to protect the Welfare Fund;
 - 3.1.14 provide indemnity insurance for the Directors or any other Officer;
 - 3.1.15 incorporate subsidiary companies to carry on any trade;

- 3.1.16 establish, support, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, amalgamate or merge with or enter into any partnership or joint venture arrangement with any other entity having objects wholly or in part similar to the Objects;
- 3.1.17 to undertake and execute any trusts or any agency business which may seem conducive to any of the Objects; and
- 3.1.18 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4 Application of income and property

- 4.1 The income and property of the Welfare Fund, from wherever derived, shall be applied solely in promoting the Objects.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise.
- 4.3 But nothing in these Articles shall prevent:
 - 4.3.1 any payment in good faith by the Welfare Fund of:
 - (a) reasonable and proper remuneration to any Member, Director, other Officer or servant of the Welfare Fund for any services rendered to the Welfare Fund;
 - (b) any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or Director;
 - (d) reasonable out-of-pocket expenses properly incurred by any Director; or
 - 4.3.2 the Members or Directors using all the facilities and services of the Welfare Fund.

5 Winding up

- 5.1 If on the winding up or dissolution of the Welfare Fund, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the Members of the Welfare Fund, but shall be given or transferred as the Directors shall decide to some other body (whether or not it is a Member of the Welfare Fund) having objects similar to those of the Welfare Fund, or to another body the objects of which are charitable.

6 Liability of Members

- 6.1 The liability of the Members is limited.
- 6.2 Every Member of the Welfare Fund undertakes to contribute such amount as may be required (not exceeding £1) to the Welfare Fund assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for:
 - 6.2.1 payment of the Welfare Fund's debts and liabilities contracted before they cease to be a Member, and
 - 6.2.2 of the costs, charges and expenses of winding up, and
 - 6.2.3 for the adjustment of the rights of the contributories among themselves.

7 Members

- 7.1 The Welfare Fund shall admit to membership an individual who:
- 7.1.1 applies to the Welfare Fund using the application process approved by the Directors; and
 - 7.1.2 is approved by the Directors.
- 7.2 The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.
- 7.3 The Welfare Fund shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.
- 7.4 Membership is not transferable.
- 7.5 The Directors may establish different classes of membership, and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.
- 7.6 The Directors may recognise one or more classes of supporters who are not Members (but who may nevertheless be termed "members") and set out their respective rights and obligations.

8 Termination of membership

- 8.1 A Member shall cease to be a Member if:
- 8.1.1 the Member dies;
 - 8.1.2 the Member resigns by giving notice to the Welfare Fund in writing, unless the resignation would cause there to be fewer than five Members;
 - 8.1.3 any subscription or other sum payable by the Member to the Welfare Fund remains unpaid within six months of it falling due and the Welfare Fund notifies the Member in writing of the termination of their membership;
 - 8.1.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Welfare Fund that the membership is terminated. Such a resolution may not be passed unless:
 - (a) the Member has been given at least fourteen Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Welfare Fund) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member.

A Member removed from membership by such a resolution shall remain liable to pay to the Welfare Fund any subscription or other sum owed by them and shall not be entitled to a refund of any such subscription or other sum paid by them to the Welfare Fund.

9 Annual general meetings

- 9.1 The Welfare Fund shall hold an annual general meeting each year, with not more than fifteen months elapsing between successive annual general meetings.
- 9.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.
- 9.3 The business at an annual general meeting shall include:
- 9.3.1 the consideration of the reports of the Directors and the consideration of the accounts and balance sheets;
 - 9.3.2 receipt of a list of Directors who have been appointed or retired since the last annual general meeting;
 - 9.3.3 the consideration of and voting on any resolutions put to the meeting; and
 - 9.3.4 deciding when the next annual general meeting shall take place.

10 Notice of general meetings

- 10.1 General meetings, including the annual general meeting, are called on a minimum of fourteen Clear Days' notice.
- 10.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 10.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 10.4 The notice shall be given to:
- 10.4.1 each Member;
 - 10.4.2 each Director; and
 - 10.4.3 any auditor for the time being of the Welfare Fund.
- 10.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Welfare Fund.

11 Proceedings at general meetings

- 11.1 Every general meeting of the Welfare Fund shall have a chair:
- 11.1.1 The chair of Directors shall chair general meetings of the Welfare Fund or, if the chair of Directors is absent, the vice-chair of Directors shall act as chair.
 - 11.1.2 If neither the chair nor the vice-chair of Directors is present within fifteen minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
 - 11.1.3 If there is only one Director present and willing to act, that Director shall chair the meeting.

- 11.1.4 If no Director is present and willing to chair the meeting within fifteen minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.
- 11.2 No business shall be transacted at any general meeting unless a quorum is present.
- 11.3 A quorum is twenty Members who are present in person or by proxy and who are entitled to vote on the business to be conducted at the meeting.
- 11.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.
- 11.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
- 11.5.1 is to be adjourned to a particular date, time and place; or
- 11.5.2 shall be adjourned to a date, time and place to be appointed by the Directors;
- and shall have regard to any directions as to date, time and place which have been given by the meeting.
- 11.6 If the meeting is adjourned until more than fourteen days after the date on which it was adjourned, the Welfare Fund shall give at least seven Clear Days' notice of it to the same persons to whom notice of the Welfare Fund's general meetings is required to be given and containing the same information which such notice is required to contain.
- 11.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 12 Voting at general meetings**
- 12.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 12.2 On a show of hands or on a poll, every Member shall have one vote. A Member who abstains from voting shall not be counted as having voted for or against a resolution.
- 12.3 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 12.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 12.5 A poll may be demanded by:
- 12.5.1 the chair of the meeting;
- 12.5.2 five persons having the right to vote on the resolution; or
- 12.5.3 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

- 12.6 A demand for a poll may be withdrawn if:
- 12.6.1 the poll has not yet been taken, and
 - 12.6.2 the chair of the meeting consents to the withdrawal.
- 12.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 12.8 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within thirty days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.9 The poll shall be conducted in such manner as the chair directs in accordance with any such regulations as the Directors shall create from time to time, and the chair may 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.
- 12.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

13 Proxies

- 13.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Welfare Fund.
- 13.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:
- 13.2.1 states the name and address of the Member appointing the proxy;
 - 13.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 13.2.3 is signed by the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 13.2.4 is delivered to the Welfare Fund in accordance with these Articles not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.
- A proxy notice which is not delivered in such manner shall be invalid.
- 13.3 The Welfare Fund may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 13.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. However, a proxy who abstains from voting shall not be counted as having voted for or against a resolution.
- 13.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 13.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

- 13.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- 13.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Welfare Fund by or on behalf of that person.
- 13.7 An appointment under a proxy notice may be revoked by delivering to the Welfare Fund a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 13.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

14 Written resolutions

- 14.1 Subject to article 14.4, a written resolution of the Members passed in accordance with this article 14 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- 14.1.1 as an Ordinary Resolution if it is passed by a simple majority of the eligible Members;
or
- 14.1.2 as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 14.2 Where a resolution is proposed as a written resolution of the Welfare Fund, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 14.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or as a Special Resolution shall be passed as an Ordinary Resolution.
- 14.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 14.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 14.6 A Member signifies their agreement to a proposed written resolution when the Welfare Fund receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 14.6.1 if the document is sent to the Welfare Fund in hard copy form, it is authenticated if it bears the signature of the person sending it;
- 14.6.2 if the document is sent to the Welfare Fund in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Welfare Fund or, where no such manner has been specified by the Welfare Fund, if it is accompanied by a statement of the identity of the sender and the Welfare Fund has no reason to doubt the truth of that statement.
- 14.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

- 14.8 A proposed written resolution shall lapse if it is not passed within twenty-eight days beginning with the Circulation Date.
- 14.9 Communications in relation to written resolutions shall be sent to the Welfare Fund's auditors in accordance with the Act.
- 14.10 1% of the Members may require the Welfare Fund to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

15 Directors

- 15.1 Unless otherwise determined by Ordinary Resolution of the Members, the minimum number of Directors shall be five and the maximum number shall be eleven. Unless the number of Areas or BHQ shall increase, in which case the maximum number of Directors shall increase by the equivalent number.
- 15.2 The Directors as at the date of the adoption of these Articles shall be those persons whose names appear on the register at Companies House (the "**Current Directors**"). Subsequent Directors shall be appointed as laid out in these Articles. No one may be appointed as a Director, if he or she would be disqualified from acting under the provisions of article 19.

16 Alternate Directors

- 16.1 Any Director (other than an alternate Director) who is unable to attend a meeting of the Directors may appoint any other Member to be an alternate Director for that meeting only. Providing that such an appointee has confirmed that they agree with the appointment.
- 16.2 Any alternate Director shall be entitled to receive notice of any such meeting of the Directors, to attend and vote at any such meeting at which the Director appointing the alternate is not personally present and generally to perform all the functions of the Director who appointed the alternate in his or her absence, but shall not be able to receive any remuneration from the Welfare Fund for his or her services as an alternate Director.
- 16.3 An alternate Director shall cease to be an alternate Director if the Director he or she was appointed by shall cease to be a Director.
- 16.4 Any appointment or removal of an alternate Director shall be by notice to the Welfare Fund signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 16.5 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his or her acts and defaults and he or she shall not be deemed to be the agent of the Director appointing him or her.

17 Powers of Directors

- 17.1 Subject to the provisions of the Act, these Articles and any Special Resolution, the Directors shall be responsible for the management of the Welfare Fund's business and may exercise all the powers of the Welfare Fund for that purpose.
- 17.2 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Welfare Fund for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.
- 17.3 The Directors shall not exercise the powers of the Welfare Fund to:
- 17.3.1 sell, transfer, lease, licence or in any way dispose of any assets with a value in excess of £150,000 of the Welfare Fund other than in the ordinary course of the Welfare Fund's business;

17.3.2 buy any asset with a value in excess of £150,000 other than in the ordinary course of the Welfare Fund's business; or

17.3.3 borrow or raise money in excess of £150,000;

without first obtaining the prior approval of the Members by way of a Special Resolution,

17.4 No alteration of these Articles or any Special Resolution of the Members shall invalidate any prior act of the Directors.

17.5 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

18 Appointment of Directors

18.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director for such period of time as the Directors' may decide.

18.2 In selecting individuals for appointment as Directors, those nominating or appointing shall have regard to the skills, knowledge and experience needed for the effective administration of the Welfare Fund

18.3 The Directors shall be appointed as follows:

18.3.1 Each of the Area Committees, the BHQ Committee and the Sports Committee shall have the power to nominate one person to serve as a Director from those who hold the position of chairperson, secretary, or treasurer of the relevant committee.

18.3.2 The London Fire Commissioner shall have the power to nominate one person to serve as a Director.

All of the above nominations shall then be reviewed and if thought fit appointed as Directors by resolution of the Directors.

If the Directors decide that a nomination made under article 18.3.1 is not fit to be appointed, the relevant Area Committee, the BHQ Committee and the Sports Committee shall have the power to nominate another person to serve as a Director from those who hold the position of chairperson, secretary, or treasurer of the relevant committee for review and if thought fit appointment as Directors by resolution of the Directors.

If the Directors decide that a nomination made under article 18.3.2 is not fit to be appointed, then the London Fire Commissioner shall have the power to nominate another person to serve as a Director for review and if thought fit appointment as a Director by resolution of the Directors.

18.3.3 One Retired Member appointed by resolution of the Directors.

18.3.4 One Member appointed by resolution of the Directors.

18.3.5 Up to two persons appointed by resolution of the Directors.

18.4 A nomination of a Director by an Area Committee, the BHQ Committee or the Sports Committee must be made at a meeting held according to the ordinary practice of that committee.

18.5 In any case where, as a result of death, the Welfare Fund has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.

18.6 For the purposes of article 18.5, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

18.7 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

19 Disqualification and removal of Directors

19.1 A Director shall cease to hold office if they:

19.1.1 are removed by Ordinary Resolution of the Members pursuant to the Act;

19.1.2 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;

19.1.3 cease to be a Member of the Welfare Fund, if this is a requirement of appointment, or cease to hold any other such role which is a requirement of their nomination;

19.1.4 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

19.1.5 in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;

19.1.6 resign by written notice to the Welfare Fund, provided that at least three Directors will remain in office once the resignation takes effect;

19.1.7 are absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or

19.1.8 are removed from office by a resolution of the Directors that it is in the best interests of the Welfare Fund that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:

(a) the Director has been given at least fourteen Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and

(b) the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

19.1.9 Come to the end of any term for which they were appointed by the Directors.

20 Proceedings of Directors

20.1 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit.

20.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

20.2.1 the appointment of any such Director or person acting as a Director was defective; or

20.2.2 any or all of them were disqualified; or

20.2.3 any or all of them were not entitled to vote on the matter.

21 Calling a Directors' meeting

21.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the Welfare Fund secretary (if any) to give such notice.

21.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

21.2.1 the time, date and place of the meeting;

21.2.2 the general particulars of the business to be considered at the meeting; and

21.2.3 if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

22 Participation in Directors' meetings

22.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

22.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

23 Quorum for Directors' meetings

23.1 Subject to article 23.2 the quorum for Directors' meetings shall be five, unless changed by a decision of the Directors in which case it shall not be less than three.

23.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 28 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

23.3 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

23.4 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:

23.4.1 appoint further Directors; or

23.4.2 call a general meeting so as to enable the Members to appoint further Directors.

24 Chairing Directors' meetings

24.1 The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as vice-chair of Directors.

24.2 If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

24.3 The Directors may terminate the appointment of a chair or any vice-chair of Directors at any time.

25 Decision-making by Directors

25.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 26.

25.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, only in the event of an equality of votes, shall have a casting vote (unless, in accordance with these Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

26 Unanimous decisions by Directors

26.1 A decision of the Directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

26.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in writing.

26.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

27 Delegation by Directors

27.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.

27.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Welfare Fund to any person or committee.

27.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:

27.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and

27.3.2 no expenditure or liability may be incurred on behalf of the Welfare Fund except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

27.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.

27.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.

27.6 The terms of any delegation to a committee shall be recorded in the minute book.

27.7 The Directors may revoke or alter a delegation.

27.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

28 Conflicts of interests

- 28.1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **"Interested Director"**) breaching their duty to avoid conflicts of interest under section 175 of the Act.
- 28.2 Any authorisation under this article 28 shall be effective only if:
- 28.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - 28.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 28.2.3 the matter was unanimously agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 28.3 Any authorisation of a Conflict under this article 28 may (whether at the time of giving the authorisation or subsequently):
- 28.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 28.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 28.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - 28.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 28.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Director of the Welfare Fund) information that is confidential to a third party, they shall not be obliged to disclose that information to the Welfare Fund, or to use it in relation to the Welfare Fund's affairs where to do so would amount to a breach of that confidence; and
 - 28.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 28.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 28.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 28.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Welfare Fund for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the

Welfare Fund in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

28.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided the Director has declared the nature and extent of their interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Welfare Fund:

28.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Welfare Fund or in which the Welfare Fund is otherwise (directly or indirectly) interested;

28.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which they are interested;

28.7.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;

28.7.4 may act by themselves or their firm in a professional capacity for the Welfare Fund (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if that Director were not a Director;

28.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Welfare Fund is otherwise (directly or indirectly) interested; and

28.7.6 shall not, save as they may otherwise agree, be accountable to the Welfare Fund for any benefit which that Director (or a person connected with them (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

29 Secretary

29.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

29.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

30 President and other honorary positions

30.1 London Fire Commissioner shall, having consented to act, be appointed as the President of the Welfare Fund by the Directors. The President of the Welfare Fund shall not be a Director or secretary of the Welfare Fund but shall be entitled, as long as he or she remains President, to attend (but not to vote at) any meeting of the Directors and/or the Members.

30.2 In the event that the London Fire Commissioner does not consent to act in accordance with article 30.1, the Directors may appoint any person to be the President.

30.3 The Directors may recognise one or more additional honorary role(s) and set out their respective rights and obligations.

31 Minutes

- 31.1 The Directors shall cause the Welfare Fund to keep the following records in writing and in permanent form:
- 31.1.1 minutes of proceedings at general meetings;
 - 31.1.2 minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
 - 31.1.3 copies of resolutions of the Welfare Fund and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
 - 31.1.4 particulars of appointments of other Officers made by the Directors.

32 Records and accounts

- 32.1 The Directors shall comply with the requirements of the Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies:
- 32.1.1 annual reports;
 - 32.1.2 confirmation statements (annual returns); and
 - 32.1.3 annual statements of account.
- 32.2 Accounting records relating to the Welfare Fund must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 32.3 A copy of the Welfare Fund's latest available annual statement of account shall be supplied on request to any Director or Member free of charge within seven days; or to any other person who makes a written request and pays the Welfare Fund's reasonable costs of fulfilling the request, within two months of such request.

33 Communications

- 33.1 The Welfare Fund may deliver a notice or other document to a Member:
- 33.1.1 by delivering it by hand to the address recorded for the Member in the register of Members;
 - 33.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
 - 33.1.3 by electronic mail to an address notified by the Member in writing;
 - 33.1.4 by a website, the address of which shall be notified to the Member in writing;
 - 33.1.5 by magazine, pamphlet or circular published by the Welfare Fund from time to time; or
 - 33.1.6 by advertisement in at least two national newspapers.
- 33.2 This article does not affect provisions in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.
- 33.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

33.4 If a notice or document is sent:

33.4.1 by post or other delivery service in accordance with article 33.1.2, it is treated as being delivered:

- (a) 24 hours after it was posted, if first class post was used; or
- (b) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (c) properly addressed; and
- (d) put into the post system or given to delivery agents with postage or delivery paid.

33.4.2 by electronic mail, it is treated as being delivered at the time it was sent;

33.4.3 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

33.5 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

34 Irregularities

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

35 Indemnity

35.1 Subject to article 35.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

35.1.1 each relevant officer shall be indemnified out of the Welfare Fund's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer:

- (a) in the actual or purported execution and/or discharge of their duties, or in relation to them;

including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Welfare Fund's (or any associated company's) affairs; and

- 35.1.2 the Welfare Fund may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in article 35.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 35.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 35.3 The Directors may decide to purchase and maintain insurance, at the expense of the Welfare Fund, for the benefit of any relevant officer in respect of any relevant loss.
- 35.4 In this article:
- 35.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 35.4.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Welfare Fund, any associated company or any pension fund or employees' share scheme of the Welfare Fund or associated company; and
- 35.4.3 a “**relevant officer**” means any Officer or former Officer of the Welfare Fund or an associated company, but excluding in each case any person engaged by the Welfare Fund (or associated company) as auditor (whether or not they are also an Officer), to the extent they act in their capacity as auditor).

36 Regulations

- 36.1 The Directors may from time to time establish, amend, or repeal, such regulations as they may consider necessary for or conducive to the effective operation of the Welfare Fund. In particular, but without prejudice to the generality of the above, such regulations may regulate:
- 36.1.1 the admission of Members of the Welfare Fund, their rights and privileges and other conditions of membership;
- 36.1.2 the conduct of Members in relation to one another and to the Welfare Fund's employees and volunteers; and
- 36.1.3 the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or by these Articles.
- 36.2 The regulations shall be notified to the Members binding on all Members and no regulation shall be inconsistent with or shall affect or repeal anything contained in these Articles.
- 36.3 However, the Members in general meeting may alter, add to or repeal the regulations by Special Resolution.