

**The Companies Acts 1985 to 2006**

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**C O M P A N Y L I M I T E D B Y G U A R A N T E E A N D  
N O T H A V I N G A S H A R E C A P I T A L**

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**Articles of Association**

**of**

**NORTH WEST FED**

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**INTERPRETATION**

1. In these articles:-
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| “the Act”                  | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force; |
| “the Board”                | means the Board of Directors of the Company;  |
| “the seal”                 | means the common seal of the Company;   |
| “Secretary”                | means the person appointed to perform the duties of the secretary of the Company; and   |
| “the United Kingdom”       | means Great Britain and Northern Ireland.   |
| “the Office”               | means the registered office of the Company;   |
| “Month”                    | means calendar month;   |
| “In Writing”               | means written, printed, lithographed and photographed, or partly one and partly another, and other modes of representing or producing words in visible form;                                    |
| “these Presents”           | means these Articles of Association, and any regulations of the Company from time to time in force;   |
| “the Chair or Chairperson” | means the person entitled under these Articles to preside over meetings;  |
| “the Directors”            | means the Directors of the Company, (and Director has a corresponding meaning);   |
| "Company Members"          | means those persons who have guaranteed to contribute to the assets of the Company should it wind up, (and Company Member has a corresponding meaning).   |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

## COMPANY MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company, subject to a minimum of five and a maximum of twelve unless the Directors shall determine otherwise.
3. Unless the Directors or the Company in General Meeting shall make other provision under the powers contained in Article 70, the Directors may in their absolute discretion permit any Member of the Company to retire, provided that after such retirement the number of Members is not less than five. A Member will automatically cease to be a Member of the Company upon ceasing to be a Director. The rights of a Member are personal and not transferable.

## REGISTER OF MEMBERS

4. The Company shall keep a Register of Members in which shall be recorded the name and address of every Member and the date on which they became a Member and the date on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member. A Member shall notify the Secretary in writing within fourteen days of a change to their name or address.

## CESSATION OF MEMBERSHIP

5. A Member shall cease to be a Member if:
  - (a) that individual dies or becomes bankrupt;
  - (b) that body corporate or association is wound up or becomes insolvent;
  - (c) that Member resigns in writing to the Secretary;
  - (d) that Member fails in the opinion of the Directors to pay any annual subscription or any other monies due to the Company;
  - (e) there is in the reasonable opinion of the Directors good and sufficient reason for the termination of that Member's membership and the Directors so resolve;
  - (f) the Company in a General Meeting resolves to terminate that Member's membership, or
  - (g) the Member ceases to be a Director of the Company.
6. A resolution of the Directors to terminate a Member's membership shall not be valid unless the Member in question has been given
  - (a) at least 14 days' written notice of the intention to move the resolution, setting out the substance of the grounds on which the resolution is to be moved, and
  - (b) an opportunity to make representations to the Directors beforehand.
  - (c) A resolution of the Company in General Meeting to terminate a Member's membership shall not be valid unless the Member in question has been given an opportunity to make representations to the General Meeting at which that resolution is moved.

## ASSOCIATE MEMBERS

7. The Company will also establish a membership of Associate Members at subscriptions agreed by the Directors who will not be Company Members; the Directors will organise regular meetings with the Associate Members in order to enable consultation and to share information. The meetings will include an annual meeting at which the Associate Members will elect six people to serve as the Directors.

## GENERAL MEETINGS

8. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
9. The Directors may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by 10% of the Members of the Company as provided by the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any Member of the Company may call a General Meeting.

## DECISIONS AND AMENDMENTS

10. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is here defined as one passed by at least 75% of the Members of the Company present in person or by proxy at a General Meeting of which notice of 14 days has been given.
  - (b) No amendment of the Articles is valid until it is registered with the Registrar of Companies.

## NOTICE OF GENERAL MEETINGS

11. All General Meetings including a meeting called for the passing of a special resolution shall be called by at least fourteen days' notice in writing which may be sent electronically as agreed by each Member. The notice shall include information about the right of Company Members to appoint proxies in accordance with the Act. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive notices from the Company;

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of the Annual General Meeting, by all of the Company Members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the Company Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETING

13. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Directors and auditors or reporting accountants or independent examiners, the appointment of members of the Board of Directors in the place of those retiring and the appointment of the auditors or reporting accountants or independent examiners and to consider any other resolutions which may be considered in accordance with what follows.
14. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; five Company Members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine.
15. The chair, if any, of the Board of Directors shall chair every General Meeting of the Company, or if there is no such chair, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to chair the meeting.
16. If at any meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Company Members present shall choose one of their number to chair the meeting.
17. The chair 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 from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chair; or
  - (b) by at least two Company Members present; or
  - (c) by any Company Member or Members present in person and representing not less than one-third of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. No resolution may be moved or passed at a General Meeting unless it relates to business described in the notice convening that meeting or the intention to move it has been notified to the Company Members in writing at least seven days before the date of the meeting. Also, any Member who wished to move a resolution to the Secretary may deliver a copy of the resolution to the Secretary at least ten days before the date of the meeting. The Secretary shall send copies of any resolution so delivered to him/her to each Member as soon as may be reasonably practicable after the same is so delivered to him/her.

19. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. Subject to the provisions of the Act, a Special Resolution in writing signed by not less than 75% of the Members or in the case of an Ordinary Resolution signed by a simple majority entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more Members and may be sent electronically should the Member so agree.

#### VOTES OF COMPANY MEMBERS

21. Every Company Member shall have one vote.
22. No Company Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him/her to the Company have been paid.
23. A Company Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his or her committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Company Member.



## BOARD OF DIRECTORS

31. The first Directors of the Company shall be the subscribers to the Memorandum of Association and such others as they may determine in writing or as appointed in the first meeting of the Directors.
32. The minimum number of Directors shall be five and the maximum number shall be twelve unless the Directors shall determine otherwise.
33. Six of the Directors will be elected by the Associate Members, up to three Directors may be co-opted from the Associate Members and up to three Directors may be co-opted who are not Associate Members in order to ensure that a suitable range of skills and experience resides on the Board.
34. The Directors shall have the power at any time to appoint any person to be a member of the Board of Directors, either to fill a vacancy, or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles.
35. A co-opted Director shall only hold office until the next Annual General Meeting following her/ his appointment and shall then be eligible for re-election.
36. A co-opted Director appointed by the Directors under either Article 33 and 34 shall also be admitted as a Member of the Company.
37. A Director shall not take part in the discussions or vote in respect of any contract in which s/he is interested or any matter arising therefrom and if s/he does vote her/ his vote shall not be counted.
38. The Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from Directors meetings or General Meetings of the Company or in connection with the business of the Company.

## BORROWING POWERS

39. The Board of Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

40. The business of the company shall be managed by the Directors who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any resolution made by the Company in General Meeting; but no such resolution shall invalidate any prior act of the Board of Directors which would have been valid if that resolution had not been made.
41. All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.

42. The Directors shall cause minutes to be made:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each Directors meeting; and
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board of Directors.

#### DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited by law from being a Director; or
  - (c) is, or may be, suffering from mental disorder and either
    - i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
  - (d) resigns his/her office by written notice to the Company; or
  - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest as required by the Act; or
  - (f) is absent from meetings for six months and the Board passes a motion to remove him/her from the Board of Directors.

#### ELECTION OF DIRECTORS

44. At the first Annual General Meeting of the Company following his or her appointment a Director shall retire from office but will be eligible for re-election for a term of three years from the date of the Annual General meeting.
45. After serving one term of three years, all Directors must retire for at least one year, but will then be eligible to be a Director for a further term of three years. There will be no maximum number of terms that a Director can serve providing a Director retires for at least one year between the terms with the exception of the Chair of the Board who may serve for two terms without retiring.
46. The Directors will devise a mechanism to ensure that not all the initial Directors retire at the same time.
47. The procedure by which the Associate Members elect six Directors shall be as follows:
- (a) nominations will be requested 28 days ahead of the annual meeting of Associates and nominations may be submitted by electronic means;
  - (b) those nominated for election must produce information about their skills which can be circulated electronically to the Associate Members at least 14 days ahead of the annual meeting;
  - (c) voting will take place at the meeting and will be by secret ballot using a voting slip which will not bear the name of the person voting;

(d) each Associate Member present will be entitled to vote for the same number of candidates as there are vacancies;

(e) the nominated candidates receiving the most votes will fill the available vacancies;

(f) if there are the same number of nominated candidates as vacancies there will not be an election and all candidates will be deemed to have been elected;

(g) should a Director elected by the Associate Members resign during a term of three years or should there have been insufficient nominations to fill all the vacancies by election the Directors may co-opt an additional Associate Member or Members to reach the total of six until the following annual meeting;

48. The Company may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Director before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

49. The Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Director may, and the Secretary on the request of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom.
50. The quorum necessary for the transaction of the business of the Directors shall be five.
51. The Directors may elect a chair of their meetings and determine the period for which s/he is to hold office; but, if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.
52. The Board of Directors may delegate any of their powers to committees consisting of such persons as they think fit; any committee so formed shall conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors as soon as is reasonably practicable. The Board may also delegate to any Director such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the Directors impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered.
53. A committee may elect a chair of its meetings; if no such chair is elected, or if at the meeting the chair is not present within five minutes after the time appointed for holding the same, the committee members present may choose one of their number to chair the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes the chair shall have a second or casting vote.

55. All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member 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 and was qualified to be a Director.
56. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form each signed by one or more Directors.

#### SECRETARY

57. Subject to the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as the Directors may think fit; and any Secretary so appointed may be removed by it.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
59. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

60. The Secretary shall provide for the safe custody of the seal, if a seal exists, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### ACCOUNTS

61. The Directors shall cause accounting records to be kept in accordance with the Act.
62. The accounting records shall be kept at the registered office of the Company or, at such other place or places as the Directors thinks fit, and shall always be open to the inspection of the officers of the Company.
63. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members.
64. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' or reporting accountants' report or independent examiner's report and the Directors' report, shall not less than fourteen days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

66. Auditors or reporting accountants or independent examiners shall be appointed or not appointed as the Directors see fit and their duties regulated in accordance with the provisions of the Act and/or the provisions of the Companies Act 1985 (Audit Exemption) Regulations 1994.

#### NOTICES

67. A notice may be given by the Company to any Member either personally or by sending it by post to him/her or to his/her registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him/her or by electronic means as agreed by the Member. Proof that an envelope containing a notice was properly addressed, prepared and posted or a dated print of the electronic version shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
68. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor or reporting accountant or independent examiner for the time being of the Company; and
  - (d) each Director.

#### DISSOLUTION

69. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## RULES OR BYE LAWS

70. The Directors may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- (a) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
  - (b) The conduct of Members of the Company in relation to one another, and to the Company's employees.
  - (c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  - (d) The procedure at General Meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these presents.
  - (e) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or Bye Laws, which, so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

## INDEMNITY

71. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS:

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20

**Name:** .....

Address: .....

.....

Signature: .....

***Witness to the above signatures:***

**Name:** .....

Address: .....

.....

Signature: .....Date: .....