

**COMPANIES ACT 1985 – 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**LONDON FIRE BRIGADE WELFARE FUND LIMITED**

The Statutory Regulations shall not apply to the Company and the Articles hereinafter contained shall be the regulations of the Company.

**INTERPRETATION**

1. In these Articles:

"**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;

"**Articles**" means the articles of association of the Company and an "**Article**" shall be construed accordingly;

"**BHQ**" means the London Fire Brigade's Headquarters Complex and Southwark Training Centre and/ or such other additional or successor headquarters and/ or training facility (as the case may be) as the Executive Council shall recognise from time to time;

"**BHQ Committee**" means the committee elected by Members of the Welfare Fund based at the BHQ to, amongst other matters, organise welfare, recreational and sports activities for Members of the Welfare Fund based at the BHQ with the support of the Welfare Fund – as recognised by the Executive Council from time to time;

"**Chairman**" has the meaning given in Article 66;

"**clear days**" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**“Commands”** means the Southern, Eastern and Western Commands of the London Fire Brigade and the successors of any such Commands - as recognised by the Executive Council from time to time - and **“Command”** shall be construed accordingly;

**“Command Committee”** means a committee elected by Members of the Welfare Fund based at the relevant Command to, amongst other matters, organise welfare, recreational and sports activities for Members of the Welfare Fund based at the relevant Command with the support of the Welfare Fund – as recognised by the Executive Council from time to time;

**“executed”** includes any mode of execution;

**“Executive Council”** means the Executive Council for the time being of the Welfare Fund constituted in accordance with these Articles, the members of which are the Officers of the Welfare Fund for the purposes of the Act;

**“London Fire Brigade”** means the London Fire Emergency Planning Authority, the London Fire and Civil Defence Authority and any organisations deemed by the Executive Council to be their respective predecessors and/ or successors from time to time;

**“Members”** means any person elected to Membership pursuant to Articles 6, 8 and 9 and all such persons shall be Members of the Welfare Fund for the purposes of the Act and **“Membership”** shall be construed accordingly;

**“office”** means the registered office of the Company;

**“Officer”** means a member of the Executive Council and a director of the Company;

**“Original Welfare Fund”** means the unincorporated association of, amongst other persons, current, former and retired employees of the London Fire Brigade and known as the *‘London Fire Brigade Welfare Fund’*;

**“Regulations”** means the Regulations for the time being in force under Articles 48 and 49 of these Articles;

**“Retired Members”** means former employees of the London Fire Brigade in receipt of or who can otherwise demonstrate to the satisfaction of the Executive Committee an

entitlement to receive a retirement pension from the London Fire Brigade and who are Members of the Welfare Fund;

"**secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"**Sports Committee**" means a committee elected by current, former and retired employees of the London Fire Brigade to, amongst other matters, co-ordinate all sporting activities carried out under the name of the London Fire Brigade and/ or the Welfare Fund - as recognised from time to time by the Executive Council;

"**Statutory Regulations**" means the Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No. 2826);

"**Transfer Date**" means the date of the transfer described at Article 9;

"**United Kingdom**" means Great Britain and Northern Ireland;

"**Vice-Chairman**" has the meaning given in Article 66; and

"**Welfare Fund**" means the above-named Company.

2. Any words importing the singular number only shall include the plural and vice versa.
3. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

## **PURPOSE**

4. The Welfare Fund is established for the purposes expressed its Memorandum of Association.

## MEMBERSHIP

5. The number of Members with which the Welfare Fund is proposed to be registered is hereby declared to be unlimited.
6. The Subscribers to the Memorandum of Association of the Welfare Fund and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Welfare Fund.
7. Every person wishing to become a Member of the Welfare Fund (save for Subscribers to the Memorandum of Association and those Members who have become Members pursuant to Article 8) shall make a written application to become a Member consenting to the same.
8. The following persons each qualify to apply to become a Member of the Welfare Fund:
  - (a) members of the Original Welfare Fund as at the Transfer Date;
  - (b) honorary life members of the Original Welfare Fund as at the Transfer Date;
  - (c) life-long members of the Original Welfare Fund (who had purchased life membership of the Original Welfare Fund at an agreed subscription before 31 December 1985) as at the Transfer Date;
  - (d) employees of the London Fire Brigade;
  - (e) former employees of the London Fire Brigade in receipt of or who can otherwise demonstrate to the satisfaction of the Executive Committee an entitlement to receive a retirement pension from the London Fire Brigade; and
  - (f) those persons proposed by the Executive Council and elected as 'honorary life members' by a simple resolution of the Members in recognition of outstanding services rendered to the Welfare Fund.
9. Upon the transfer of the business and assets of the Original Welfare Fund to the Welfare Fund and/ or any subsidiary:
  - (a) the members of the Original Welfare Fund (being those members referred to at Article 8(a)-(c) and, for the avoidance of doubt, excluding associate members) at

the date of such transfer shall be deemed to become, automatically and without formal written application, Members of the Welfare Fund; and

- (b) associate members of the Original Welfare Fund as at the date of such transfer shall be deemed to become, automatically and without formal written application, associate members of the Welfare Fund.
10. Any person may, after becoming qualified to become a Member, signify his/ her desire to become a Member by making a written application to the Executive Council. The form of such application shall be that prescribed by the Executive Council from time to time. No person shall be admitted a Member unless he/ she is first approved by the Executive Council – which approval may be withheld by the Executive Council in its absolute discretion and without giving reasons therefor. Within 1 month of the grant of any such approval, the Secretary shall enter the name of such person in the Register of Members of the Welfare Fund and on such entry such person shall become a Member accordingly.
  11. The categories of membership, privileges enjoyed by Members of each category and the rates of subscription fee payable by such Members and how and when such subscription fees shall be paid shall be as laid down by the Executive Council from time to time and notified in writing to the Members.
  12. A Member may at any time resign his/her Membership of the Welfare Fund by giving at least 1 whole calendar month's written notice to the Executive Council. Membership shall not be transferable and shall cease on death.
  13. Any Member ceasing to qualify as a Member shall forthwith cease to be a Member of the Welfare Fund without notice.
  14. If any Member shall be charged with any conduct which shall in the opinion of the Executive Council be injurious to the character or interests of the Welfare Fund or its activities, the Executive Council may suspend him/ her forthwith for a period not exceeding 30 days pending further consideration of the case at a meeting of which 7 clear days' notice in writing shall be given to each Officer of the Executive Council and to the Member concerned, and if in the exercise of their discretion (after the Member shall have had an opportunity of putting his/ her case before them) they shall deem it expedient so to do, they may either suspend him/ her for a period not exceeding 6 months or may recommend him/ her to resign - provided that not less than two-thirds of the Officers of the Executive Council are present at such meeting and that not less than

two-thirds of those present vote in favour of such suspension or recommendation to resign.

15. A Member who has been suspended or recommended to resign as aforesaid shall not be permitted to use the services or facilities of the Welfare Fund during the period of suspension or after receipt of the recommendation to resign, as the case may be, in his capacity as a Member, as the guest of any Member or otherwise and if, in the case of a recommendation to resign, such Member shall not have resigned within 14 days of the receipt of such recommendation he/ she shall be deemed to have been expelled and shall forthwith cease to be a Member and shall not afterwards be admitted into the facilities or permitted to use the services of the Welfare Fund as the guest of any Member or otherwise.
16. A Member resigning or otherwise ceasing to be a Member for any reason shall remain liable for any outstanding subscription fees applicable to their period of membership and, to the extent such subscription fees have been paid in advance shall forfeit repayment of such subscription fees. No Member who has resigned or whose Membership shall have otherwise ceased shall have any claim upon the assets, property or effects of the Welfare Fund.
17. Subject to the express provisions of these Articles, the Memorandum of Association of the Welfare Fund and the Regulations, all Members of the Welfare Fund shall be entitled at all times to use in common all the facilities and services of the Welfare Fund.
18. Every Member shall be entitled (subject to the express provisions of these Articles, the Memorandum of Association of the Welfare Fund and the Regulations) to all the rights and be subject to all the duties of a Member of the Welfare Fund, including the right to attend or vote at any general meeting of the Welfare Fund.
19. The Executive Council shall also have the power to make available the services of the Welfare Fund and admit to the facilities of the Welfare Fund persons as associate members – each being a person not otherwise qualified to apply to become a Member of the Welfare Fund but nominated by a current Member for associate membership and approved by the Executive Council. The Executive Council may withhold approval in its absolute discretion and shall not be required to give reasons for so doing. The Executive Council shall have the power to stipulate the basis upon which associate members may use the services and facilities, the method of admittance of associate members, the qualifications for the same and the amount of any joining fee (if any) and the rates of subscription fee (if any) payable by them. Associate members are not Members of the Welfare Fund and accordingly shall have no right to attend, propose

resolutions for or vote at the general meetings of the Welfare Fund. The remaining Articles shall apply to them only so far as the Regulations may provide or as otherwise expressly stated.

## **GENERAL MEETINGS**

20. The Officers may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Officers to call a general meeting, any Officer or any Member of the Welfare Fund may call a general meeting. In calling any such general meeting the Executive Council may propose any resolution to be considered and voted upon thereat.
  
21. The Welfare Fund shall in each year hold a general meeting as its annual general meeting in addition to any other general meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Welfare Fund and that of the next. At each such annual general meeting, without limitation, the following business shall be conducted:
  - (a) to receive the Officers' annual report dealing with, amongst other matters, the activities of the Welfare Fund during the relevant year by reference to the BHQ, each Command, the Sports Committee, the Retired Members' Organisation and central activities;
  - (b) to receive the annual accounts;
  - (c) to receive the auditor's annual report;
  - (d) to report the Officers to be appointed or re-appointed pursuant to Article 51 subject, where applicable, to the approval of the Executive Council and to report the cessation of appointment of those Officers not re-appointed (if any);
  - (e) to appoint or re-appoint auditors of the Welfare Fund and to determine how their remuneration shall be fixed;
  - (f) to consider and vote upon any resolutions; and
  - (g) to decide when the next annual general meeting shall take place.

22. 60 Members may propose a resolution to be considered and voted upon at any general meeting provided always that a written copy of such resolution has been sent to and received by the Company at least 6 weeks before the relevant general meeting.

### **NOTICE OF GENERAL MEETINGS**

23. General meetings (including an annual general meeting) shall be called by at least 14 clear days' notice but 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 being a majority together holding not less than 90 per cent of the total voting rights at the meetings of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all the Members and to the Officers and auditors of the Welfare Fund.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

25. No business shall be transacted at any meeting unless a quorum is present. 20 Members entitled to vote upon the business to be transacted shall be a quorum.
26. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Officers may determine.
27. The Chairman, if any, of the Executive Council or in his/ her absence some other Officer nominated by the Officers shall preside as chairman of the meeting, but if neither the Chairman nor such other Officer (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Officers present shall elect one of their number to be chairman and, if there is only one Officer present and willing to act, he/ she shall be chairman.

28. If no Officer is willing to act as chairman, or if no Officer is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
29. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
30. 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; or
  - (b) by at least 5 Members having the right to vote at the meeting.
31. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, 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.
32. 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.
33. A poll shall be taken as the chairman directs and he/ she 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.
34. 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 30 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.

35. 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **VOTES OF MEMBERS AT GENERAL MEETINGS**

36. On a show of hands, every Member present in person shall have one vote. On a poll every Member present shall have one vote.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. A Member may not appoint a proxy to attend, vote and/ or speak in his/ her stead at any general meeting.

#### **NUMBER OF OFFICERS TO BE MAINTAINED BY THE WELFARE FUND**

39. Unless otherwise determined by ordinary resolution, the number of Officers (other than alternate officers) shall not be subject to any maximum but shall be not less than 2.

#### **ALTERNATE OFFICERS**

40. Any Officer (other than an alternate officer) who is unable to attend a meeting of the Executive Council may appoint to be an alternate officer for that meeting only:
  - (a) any other Officer; or
  - (b) if the Officer unable to attend is a member of a Command Committee, the BHQ Committee or the Sports Committee (as the case may be), any other person elected to and serving on the same Committee as that Officer; or

- (c) if the Officer unable to attend is a member of the Retired Members' Organisation, any other person who is a member of the Retired Members' Organisation,

and provided always that:

- (i) such appointee is a Member of the Welfare Fund (save where the appointing Officer has been nominated by the London Fire Brigade pursuant to Article 51(a)); and
- (ii) such appointee has confirmed his/ her agreement to such appointment.

The appointing Officer may at any time remove from office an alternate officer so appointed by him/ her.

- 41. An alternate officer shall be entitled to receive notice of any such meeting of the Executive Council, to attend and vote at any such meeting at which the Officer appointing him/ her is not personally present and generally to perform all the functions of his/ her appointor as an Officer in his/ her absence but shall not be entitled to receive any remuneration from the Welfare Fund for his/ her services as an alternate officer.
- 42. An alternate officer shall cease to be an alternate officer if his/ her appointor ceases to be an Officer.
- 43. Any appointment or removal of an alternate officer shall be by notice to the Welfare Fund signed by the Officer making or revoking the appointment or in any other manner approved by the Executive Council.
- 44. Save as otherwise provided in the Articles, an alternate officer shall be deemed for all purposes to be an Officer and shall alone be responsible for his/ her own acts and defaults and he/ she shall not be deemed to be the agent of the Officer appointing him/ her.

#### **POWERS OF OFFICERS**

- 45. Subject to the provisions of the Act, the Memorandum of Association of the Welfare Fund and the Articles and to any directions given by special resolution of the Members, the business of the Welfare Fund shall be managed by the Executive Council who may exercise all the powers of the Welfare Fund. No alteration of the Memorandum of Association of the Welfare Fund or the Articles and no such direction shall invalidate any prior act of the Executive Council which would have been valid if that alteration

had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Executive Council by the Articles and a meeting of the Executive Council at which a quorum is present may exercise all powers exercisable by the Executive Council.

46. The Officers 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.

47. The Executive Council shall not exercise the power of the Welfare Fund to:

- (a) sell, transfer, lease, licence or in any way dispose of any of the assets (with a value in excess of £25,000) of the Welfare Fund other than in the ordinary course of the Welfare Fund's business;
- (b) buy any asset with a value in excess of £25,000 other than in the ordinary course of the Welfare Fund's business; or
- (c) borrow or raise money in excess of £25,000,

without first obtaining the prior approval of the Members by way of special resolution.

## **REGULATIONS**

48. The Executive Council shall have power from time to time to make, alter and repeal all such Regulations as they deem necessary, expedient or convenient for the proper conduct and management of the Welfare Fund and, in particular but not exclusively, they may by such Regulations regulate:

- (a) the structure and operation of bodies in receipt of or otherwise benefiting from monies, services, facilities or assistance provided by the Welfare Fund; and
- (b) how and on what basis the services and facilities of the Welfare Fund are provided.

49. The Executive Council shall adopt such means as they deem sufficient to bring to the notice of Members and associate members all such Regulations, alterations and repeals; and all such Regulations, so long as they shall be in force, shall be binding upon all Members and associate members. Provided nevertheless that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Welfare Fund or these Articles, and that any Regulation may be set aside by a special resolution of the Members of the Welfare Fund.

#### **DELEGATION OF OFFICERS' POWERS**

50. The Officers may delegate any of their powers to any committee consisting of two or more Officers. They may also delegate to any particular Officer such of their powers as they consider desirable to be exercised by him/ her. Any such delegation may be made subject to any conditions the Officers 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 committee with two or more members shall be governed by the Articles regulating the proceedings of Officers so far as they are capable of applying.

#### **APPOINTMENT AND RETIREMENT OF OFFICERS**

51. The Executive Council shall consist of the following Officers, each of whom (having first consented to act) shall be appointed by the Executive Council as soon as reasonably practicable after each annual general meeting of the Welfare Fund:
- (a) a person nominated by the London Fire Brigade and approved by Officers of the Executive Council by way of simple majority at the first meeting of the Executive Council following each annual general meeting;
  - (b) a person who is a Member of the Welfare Fund, nominated by another Member of the Welfare Fund and approved by Officers of the Executive Council by way of simple majority at the first meeting of the Executive Council following each annual general meeting;
  - (c) the appointed Secretary and Treasurer of each of the Commands (elected at the annual general meeting of each such Command preceding the relevant annual general meeting of the Welfare Fund);

- (d) the appointed Secretary and Treasurer of the BHQ (elected at the annual general meeting of the BHQ preceding the relevant annual general meeting of the Welfare Fund);
- (e) the Secretary of the Sports Committee (elected at the annual general meeting of the Sports Committee preceding the relevant annual general meeting of the Welfare Fund);
- (f) 2 Retired Members selected by the Executive Council as being, in their sole opinion, representative of the Retired Members generally; and
- (g) any other persons being Members of the Welfare Fund appointed by the Executive Council from time to time.

Subject to Article 56, the term of each such appointment shall expire at the end of the meeting of the Executive Council to be convened as soon as reasonably practicable after the next annual general meeting of the Members of the Welfare Fund as aforesaid.

- 52. An Officer may not accept multiple Officership appointments to the Executive Council (for example, being both the Secretary of the Sports Committee and a representative of the Retired Members' Organisation) but, for the avoidance of doubt, he/ she may accept an appointment as an alternate officer pursuant to Article 40(a).
- 53. The Commissioner and Chief Executive of the London Fire Brigade shall, having consented so to act, be appointed the President of the Welfare Fund by the Executive Council. The President of the Welfare Fund shall not be an Officer of the Welfare Fund but shall be entitled to attend (but not vote at) any meeting of the Executive Council and/ or of the Members of the Welfare Fund.
- 54. The Deputy Commissioner of the London Fire Brigade shall, having consented so to act, be appointed the Vice-President of the Welfare Fund by the Executive Council. The Vice-President of the Welfare Fund shall not be an Officer of the Welfare Fund but shall be entitled to attend (but not vote at) any meeting of the Executive Council and/ or of the Members of the Welfare Fund.
- 55. In the event that either or both of those persons referred to in Articles 53 and 54 do not consent to such appointment, the Executive Council may appoint any person to be the President or Vice-President (as the case may be).

## DISQUALIFICATION AND REMOVAL OF OFFICERS

56. The office of an Officer shall be vacated if:
- (a) he/ she ceases to be a Officer by virtue of any provision of the Act or he/ she becomes prohibited by law from being a Officer; or
  - (b) he/ she becomes bankrupt or makes any arrangement or composition with his/ her creditors generally; or
  - (c) he/ she is, or may be, suffering from mental disorder and either:
    - (i) he/ she 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) he/ she resigns his/ her office by notice to the Welfare Fund; or
  - (e) his/ her appointment as an Officer is terminated, expires or otherwise ceases; or
  - (f) he/ she shall for more than 6 consecutive months have been absent without permission of the Officers from meetings of the Executive Council held during that period and the Officers resolve that his/ her office be vacated; or
  - (g) if previously a Member, he/ she ceases to be a Member of the Welfare Fund; or
  - (h) a resolution is passed by the Executive Council to that effect.
57. In the event that the office of an Officer is vacated as aforesaid at Article 56 then:
- (a) where that Officer was appointed pursuant to Article 51(a), the London Fire Brigade shall be permitted to propose a replacement and such proposal shall be considered and voted upon at the next occurring meeting of the Executive Council;

- (b) where that Officer was appointed pursuant to Article 51(b), (f) or (g), that person may be replaced by the Executive Council pursuant to Article 58; or
  - (c) where that Officer was appointed pursuant to Article 51(c), (d) or (f), then the relevant appointing body may nominate a replacement and such nominee shall be appointed by the Executive Council at the next occurring meeting.
58. The Executive Committee shall be permitted to appoint, without limitation, any Member of the Welfare Fund to be an Officer of the Welfare Fund.

#### **REMUNERATION OF OFFICERS**

59. The Officers shall not be entitled to receive any remuneration from the Welfare Fund in connection with their appointment.

#### **OFFICERS' EXPENSES**

60. The Officers may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of the Executive Council or committees of Officers or general meetings of the Welfare Fund or otherwise in connection with the discharge of their duties.

#### **OFFICERS' APPOINTMENTS AND INTERESTS**

61. Subject to the provisions of the Act, and provided that he/ she has disclosed to the Officers the nature and extent of any material interest, an Officer notwithstanding his/ her office:
- (a) 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 interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Welfare Fund or in which the Welfare Fund is otherwise interested; and
  - (c) shall not, by reason of his/ her office, be accountable to the Welfare Fund for any benefit which he/ she 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.

62. For the purposes of Article 61:
- (a) a general notice given to the Executive Council that an Officer 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 Officer has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which an Officer has no knowledge and of which it is unreasonable to expect him/ her to have knowledge shall not be treated as an interest of his/ her.

#### **PROCEEDINGS OF THE EXECUTIVE COUNCIL**

63. Subject to the provisions of the Articles, the Officers may regulate their proceedings as they think fit. The Executive Council shall meet on not less than a quarterly basis. An Officer may, and the secretary at the request of an Officer shall, call a meeting of the Executive Council. Questions arising at a meeting shall be decided by a majority of votes. An Officer who is also an alternate officer shall be entitled in the absence of his/ her appointor to a separate vote on behalf of his/ her appointor in addition to his/ her own vote.
64. The quorum for the transaction of the business of the Executive Council shall be 7 Officers (or their alternates) who are entitled to vote in relation to such business. A person who holds office only as an alternate officer shall, if his/ her appointor is not present, be counted in the quorum.
65. If the number of Officers is less than the number fixed as the quorum, the continuing Officers may act only for the purpose of filling vacancies or of calling a general meeting.
66. The Officers may appoint the person referred to at Article 51(a) or any one of their number to be the chairman of the Executive Council ("**the Chairman**") and may at any time remove him/ her from that office. Unless he/ she is unwilling to do so, the Chairman so appointed shall preside at every meeting of Officers at which he/ she is present. The Officers may appoint any one of their number to be the vice-chairman of the Executive Council and may at any time remove him/ her from that office ("**the Vice-**

**Chairman**"). If there is no Officer holding such Chairmanship, or if the Chairman is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Officer holding such Vice-Chairmanship, or if the Vice-Chairman is unwilling to preside as aforesaid or is not present within 5 minutes after the time appointed for the meeting, the Officers present shall appoint another of their number attending to be Chairman of the meeting.

67. All acts done by a meeting of the Executive Council, or of a committee of Executive Council, or by a person acting as an Officer shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Officer or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer and had been entitled to vote.
68. A resolution in writing signed by all the Officers entitled to receive notice of a meeting of the Executive Council or of a committee of Executive Council shall be as valid and effectual as if it had been passed at a meeting of Executive Council or (as the case may be) a committee of the Executive Council duly convened and held and may consist of several documents in the like form each signed by one or more Officers; but a resolution signed by an alternate officer need not also be signed by his/ her appointor and, if it is signed by an Officer who has appointed an alternate officer, it need not be signed by the alternate officer in that capacity.
69. Save as otherwise provided by the Articles, an Officer shall not vote at a meeting of the Executive Council or of a committee of the Executive Council on any resolution concerning a matter in which he/ she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Welfare Fund unless his/ her interest or duty arises only because the case falls within one or more of the following paragraphs:
  - (a) the resolution relates to the giving to him/ her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him/ her for the benefit of, the Welfare Fund or any of its subsidiaries; or
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Welfare Fund or any of its subsidiaries for which the Officer has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or

- (c) the resolution relates to any of the bodies listed in Article 51 and in respect of which that Officer was appointed.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Welfare Fund), connected with an Officer shall be treated as an interest of the Officer and, in relation to an alternate officer, an interest of his/ her appointor shall be treated as an interest of the alternate officer without prejudice to any interest which the alternate officer has otherwise.

- 70. An Officer shall not be counted in the quorum present at a meeting in relation to a resolution on which he/ she is not entitled to vote.
- 71. The Welfare Fund may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting an Officer from voting at a meeting of the Executive Council or of a committee of the Executive Council.
- 72. Where proposals are under consideration concerning the appointment of 2 or more Officers to offices with the Welfare Fund or any body corporate in which the Welfare Fund is interested the proposals may be divided and considered in relation to each Officer separately and (provided he/ she is not for another reason precluded from voting) each of the Officers concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/ her own appointment.
- 73. If a question arises at a meeting of the Executive Council or of a committee of the Executive Council as to the right of an Officer to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his/ her ruling in relation to any Officer other than himself/ herself shall be final and conclusive.

### **SECRETARY**

- 74. Subject to the provisions of the Act, the secretary shall be appointed by the Officers for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **MINUTES**

- 75. The Officers shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Officers; and
- (b) of all proceedings at meetings of the Welfare Fund, and of the Officers, and of committees of Executive Council, including the names of the Officers present at each such meeting.

#### **THE SEAL**

76. The Welfare Fund shall not have a common seal.

#### **ACCOUNTS AND OTHER DOCUMENTS**

77. No Member shall have any right of inspecting any accounting records, minutes of any meeting of the Executive Council or committee of the Executive Council or other book or document of the Welfare Fund except as conferred by statute or authorised by the Executive Council or by ordinary resolution of the Welfare Fund.
78. Once at least in every year the accounts of the Welfare Fund shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

79. The Company can deliver a notice or other document to a Member:
- (a) by delivering it by hand to the address recorded for the Member on the register;
  - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member on the register;
  - (c) by fax to a fax number notified by the Member in writing;
  - (d) by electronic mail to an address notified by the Member in writing;
  - (e) by a website the address of which shall be notified to the Member in writing.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way. (A notice or

document may, for the avoidance of doubt, be incorporated in any magazine, pamphlet or circular published by the Welfare Fund from time to time.)

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.

If a notice or document is sent by post or other delivery service not referred to below, 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:

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

If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.

If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.

If a notice or document is sent 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.

80. A Member present, either in person or by proxy, at any meeting of the Welfare Fund shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **PROTECTION FROM LIABILITY**

81. For the purposes of this Article a “**Liability**” is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him/ her in relation to the Company or otherwise in connection with his/ her duties, powers or office. Subject to the provisions of the Act and without prejudice to any protection from liability which otherwise apply:

- (a) the Officers shall have power to purchase and maintain for any Officer of the Company, any auditor of the Company and any officer of the Company (not being a Officer or auditor of the Company), insurance against any Liability; and
- (b) every Officer or auditor of the Company and every officer of the Company (not being a Officer or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him/ her in defending any proceedings in which judgment is given in his/ her favour or in which he/ she is acquitted or in connection with any application in which relief is granted to him/ her by the court from any Liability.

Names and addresses of Subscribers:

..... Date: .....  
STEPHEN SHORT of  
Furzy Lawn, Romsey Road, Lyndhurst, Hampshire, SO43 7FL

..... Date: .....  
ADAM ANDREWS of  
East Greenwich Fire Station, 325 Woolwich Road, London SE7 7RF

Witness to each of the above signatures:

Signature: ..... Name: Carole Connolly  
Date: ..... 2009  
Address: 96 Southwark Bridge Road,  
London SE1 0EF  
Occupation: Senior Manager