




Company Number: 1412415

THE COMPANIES ACTS 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION of THE FOOTBALLERS' FURTHER EDUCATION AND VOCATIONAL TRAINING SOCIETY LIMITED

1. The Company's name is " The Footballers' Further Education and Vocational Training Society Limited " (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are the promotion of education and educational activities in Great Britain and overseas for the purpose of the further education and vocational training of apprentice footballers, professional footballers and retired professional footballers so that they may be able to obtain gainful employment after the end of their playing careers and of other persons of all ages who are either working with or training to work with professional footballers or who are unemployed in order to help or assist such persons to obtain education and/or gainful employment.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (a) to hold, organise support or otherwise be involved in the running of all forms of education and training courses;
 - (b) to fund, support and finance persons to utilise education and training courses not run by the Charity but providing suitable training and education to achieve the Objects including courses which involve training overseas;
 - (c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (d) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (e) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (f) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (g) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (i) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity; however nothing in this document shall prevent any payment in good faith by the Charity:
 - (a) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

- (b) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (c) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (d) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
 - (e) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Note: This Memorandum of Association were adopted by Special Resolution passed the 16th day of October 2003.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Rt. Hon. Lord Westwood,
12, Westfield Drive,
Newcastle-upon-Tyne,
NE3 4XO

R. Wragg,
120 Bushey Wood Road,
Dore,
Sheffield,
S17 3QD.

For and on behalf of the Football League Limited.

C. Lloyd,
Mill Pond,
Commonside,
Alvanley,
via Warrington,
WA6 9HB.

Gordon Taylor,
27 Bosburn Drive,
Mellor Brook,
Blackburn,
Lancs.

Secretary Treasurer

Professional Footballer.

The Secretary of The Professional Footballers Association.

Dated the 18th day of December, 1978.

Witness to the above Signatures:-

R.H.G. Kelly,
32 Alder Grove,
Poulton-le-Fylde,
FY6 8EH.

Assistant General Secretary.


Company Number: 1412415

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE FOOTBALLERS' FURTHER EDUCATION AND VOCATIONAL TRAINING SOCIETY LIMITED

INTERPRETATION

1. In these articles:-

"the Charity" means the company intended to be regulated by the articles.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means these articles of association of the Charity.

"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.

"executed" includes any mode of execution.

"the F.A." means the Football Association.

"the F.A.P.L." means the Football Association Premier League Limited.

"the F.L." means The Football League Limited.

"the memorandum" means the memorandum of association of the Charity.

"office" means the registered office of the Charity.

"the P.F.A." means the Professional Footballers' Association.

"the seal" means the common seal of the Charity.

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning).

"the United Kingdom" means Great Britain and Northern Ireland.

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in the articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The F.L., the P.F.A., the F.A. and the F.A.P.L. and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 50 shall be members of the Charity. No person shall be admitted a member of the Charity unless his or its application for membership is approved by the trustees.

(2) The trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year 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 of the Charity and that of the next. The annual general meetings shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear day's notice but a general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. 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 other than a member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Three member organisations acting by a duly authorised representative shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting 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 trustees may determine.

9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen 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.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. 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 (specifying the same to the members), 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 fourteen days or more, at least seven 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 be given any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands and no member shall be entitled to demand a poll.

14. 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 and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. Subject to article 21 in the case of an equality of votes the chairman if appointed under article 29 shall be entitled to a casting vote but no other chairman acting shall have a casting vote.

16. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at a general meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more members.

VOTES FOR MEMBERS

17. Every member shall have one vote.

18. 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.

19. A vote given by the duly authorised representative of a member corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Charity at the office or at the commencement of the meeting or adjourned meeting at which the vote is given.

20. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

21. Power of veto - notwithstanding anywhere to the contrary in the articles, no vote shall be allowed and no resolution shall be carried in respect of any matter in the event that the PFA or its duly authorised representative shall have abstained from voting on or voted against such matter, whether at a general meeting or a meeting of trustees, and whether the PFA or its representative is acting in its capacity as a member or as a trustee.

TRUSTEES

22. The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

POWERS OF TRUSTEES

23. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

24. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
- (2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

25. (1) Each of the member organisations of the Charity shall be entitled to appoint from their organisations one trustee and shall be entitled to remove and replace the trustee so appointed at their absolute discretion but subject thereto the appointment and removal of any more trustees shall be dealt with by the members in general meeting.

(2) Each member organisation may at any time appoint an alternate trustee in place of the trustee already appointed by them to act as an alternate trustee to cover absence but no trustee may appoint an alternate trustee.

26. No trustee shall be required to retire by rotation nor shall a trustee appointed to represent a member organisation be removed on a vote of members or trustees.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

27. Notwithstanding article 26 a trustee shall cease to hold office if he

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering of his own affairs;
- (3) resigns his office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

TRUSTEES' EXPENSES

28. The trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

APPOINTMENT OF CHAIRMAN

29. The F.L., the P.F.A., the F.A. and the F.A.P.L. shall be entitled jointly (but not by majority) to appoint any person to act as chairman but they may remove such person by majority.

PROCEEDINGS OF TRUSTEES

30. Subject to the provisions of the articles, the trustees, may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Subject to Article 21 questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman appointed under article 29 shall have a second or casting vote but no other chairman shall have a casting vote.

31. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than four and must include the independent chairman (if one is appointed) the P.F.A. nominee and not less than two representing two of the F.L. the F.A.P.L. and the F.A.

32. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or sole trustee may act only for the purpose of filling vacancies or of calling a general meeting.

33. In the absence of a chairman appointed under article 29 (but not otherwise) the trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office.

Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. If there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

34. Meetings of trustees shall be held at regular intervals as they think fit but at least four meetings of trustees shall be held in each calendar year.

35. The trustees may delegate their powers to one or more committees appointed by them consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committee shall be fully and promptly reported to the trustees.

36. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

37. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more trustees.

38. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in such manner as the trustees shall from time to time by resolution determine.

39. One or more of the trustees may participate in a meeting of trustees or of a committee of trustees by means of telephone or other electronic communications equipment permitting the trustees so participating to hear and be heard by all the other trustees attending or participating in such meeting and each trustee so participating shall be deemed to be present at such meeting Provided that not less than two trustees participating are present at the same time. Subject to the provisions of these articles, a meeting of the trustees or of a committee trustees shall be deemed to have been held notwithstanding the fact that all the trustees participating therein (save two as aforesaid) participated by means of telephone or other electronic communications equipment.

SECRETARY

40. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The trustees may appoint joint secretaries if they think fit.

MINUTES

41. The trustees shall keep minutes in books kept for the purpose :

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity, and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting.

THE SEAL

42. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

ACCOUNTS

43. Accounts shall be prepared in accordance with the provisions of the Act and any relevant Statement of Recommended Practice in force from time to time.

ANNUAL REPORT

44. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

ANNUAL RETURN

45. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

NOTICES

46. Any notice to be given to or by any person pursuant to the articles shall be in writing.

47. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic post.

48. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

INDEMNITY

49. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Note: These Articles of Association were adopted by Special Resolution passed the 16th day of October 2003.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Rt. Hon. Lord Westwood,
12, Westfield Drive,
Newcastle-upon-Tyne,
NE3 4XO

R. Wragg,
120 Bushey Wood Road,
Dore,
Sheffield,
S17 3QD.

For and on behalf of the Football League Limited.

C. Lloyd,
Mill Pond,
Commonside,
Alvanley,
via Warrington,
WA6 9HB.

Gordon Taylor,
27 Bosburn Drive,
Mellor Brook,
Blackburn,
Lancs.

Secretary Treasurer

Professional Footballer.

The Secretary of The Professional Footballers Association.

Dated the 18th day of December, 1978.

Witness to the above Signatures:-

R.H.G. Kelly,
32 Alder Grove,
Poulton-le-Fylde,
FY6 8EH.

Assistant General Secretary.