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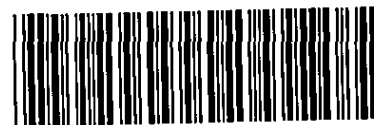
THE COMPANIES ACT 1985

CHARITABLE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

THE NATIONAL FOOTBALL MUSEUM
(including all amendments up to the 31st day of October 1996)

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COMPANIES HOUSE

Addleshaw Sons & Latham
Manchester

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE NATIONAL FOOTBALL MUSEUM

1 Name

- 1.1 The name of the Company (hereinafter called "the Museum") is "The National Football Museum".

2 Registered office

- 2.1 The registered office of the Museum will be situate in England.

3* Objects

- 3.1 The objects for which the Museum is established are to advance the education of the public in the history and development of Association Football and its antecedents, in particular by establishing a museum for the permanent exhibition and preservation of items of educational and/or historic value and the Museum shall have the following powers exercisable in furtherance of its said objects but not otherwise:

* Pursuant to a Special Resolution of the Company passed on the 8th day of November 1995 the existing clause 3 was replaced.

- (a) the acquisition, collection, conservation, restoration, repair, preservation and exhibition of memorabilia, objects and collections relating to Association Football and other sporting pursuits of interest or importance, whether historic, educational, sporting, social or otherwise;
- (b) the establishment, acquisition, management and maintenance of museums, galleries, libraries and other places where such purposes may be achieved;
- (c) to employ or retain on a full time or part time basis, and on such terms as to pay and other conditions of employment as may be thought fit, or on a voluntary basis, any persons qualified to assist or experienced or skilled in assisting in the provision of any of the activities of the Museum;
- (d) to purchase, take on lease or licence, hire or otherwise acquire real and personal property and any rights and privileges whether in the United Kingdom or elsewhere which shall be necessary or convenient for the promotion of the objects of the Museum or any of them; and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Museum;
- (e) to sell, let, sub-let, licence occupation or use of, mortgage, dispose of and in any way turn to account or otherwise deal in all or any part of the property or assets of the Museum for or without any consideration and subject to such terms and conditions as may be thought fit;
- (f) to issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Museum or procuring contributions to its funds in the form of donations, subscriptions, covenants and otherwise; and to receive gifts by will or

inter vivos of property of any description, whether or not subject to any express trusts;

- (g) to promote or undertake research and experimental work and to formulate, prepare and establish schemes therefor and to disseminate the useful results thereof;
- (h) to procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets and other documents;
- (i) to enter into any contract of insurance howsoever in respect of any matter in which the Museum has an insurable interest and in particular, but without derogating from the generality of the foregoing, in connection with any real or personal property in which the Museum has any interest;
- (j) to establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Museum, be calculated directly or indirectly to benefit the Museum or any such persons, or may be connected with any place where the Museum carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Museum or to benefit such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for

any exhibition, the said persons are any persons who are or were at any time in the employment or service of the Museum or of any of its businesses or of any company which was or is for the time being a subsidiary (as defined by section 736 Companies Act 1985) of the Museum or is otherwise associated with the Museum or any of its businesses or who are or were at any time directors or officers of the Museum or of such other company or business as aforesaid or holding or who hold or who held any salaried employment or office in the Museum or such other company or business, and the families (including former spouses) of them or any person who is or was dependent on them;

- (k) to borrow or raise money in such amounts and manner and on such terms as the Museum shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions, for such amount, and payable in such place and manner, and to such person as may be thought expedient to promote the objects of the Museum, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debenture, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (l) to make charges, including nominal or no charges, in respect of entrance to the Museum or in respect of any of the activities of the Museum;
- (m) to receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Museum;

- (n) to make, draw, accept, exchange, endorse, negotiate, issue or execute promissory notes, bills of exchange or other negotiable instruments or payment orders, for the purpose of or in connection with the objects of the Museum,
- (o) to invest and deal with the moneys of the Museum not immediately required in such manner as the Museum may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- * (p) in order to further directly or indirectly the charitable objects of the Museum, to establish, acquire or promote or concur in establishing, acquiring or promoting any other company (whether such has objects which are charitable or non-charitable) and to acquire and hold or dispose of shares, stock or securities of any such company;
- (q) to establish, promote or assist companies and other bodies (incorporated or unincorporated) with charitable objects similar to those of the Museum for the acquisition of any part of the property or liabilities of the Museum with or without valuable consideration or for no consideration or to carry on any authorised activity of the Museum or for any other charitable purpose directly or indirectly calculated to benefit the Museum in the furtherance of its objects;

- * Pursuant to a Special Resolution of the Company passed on the 31st day of October 1996 new clause 3 1(p) was inserted and the existing clauses 3 1(p) to 3 1(x) renumbered as clauses 3.1(q) to 3 1(z) respectively.

- (r) to federate, amalgamate or combine wholly or in part with or become a part or member or affiliate or associate of or act as or appoint trustees, agents, nominees or delegates to control, manage and superintend any institution, trust, association or body incorporated or unincorporated the objects of which are wholly charitable;
- (s) to act as trustees and to undertake and execute or to create any charitable trust and to support or subscribe to or assist financially or otherwise any charitable fund, body or institution and if deemed desirable for such purpose to enter into any covenant to pay any sums of money periodically to any charitable fund, body or institution;
- (t) to purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Museum may amalgamate, co-operate or federate,
- (u) to co-operate and co-ordinate with representatives of other registered charities, voluntary organisations and statutory authorities in achieving the said objects or any of them;
- (v) to pay out of the funds of the Museum the costs of forming and registering the Museum;
- (w) to purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Museum or any other company which is a subsidiary or subsidiary undertaking of the Museum or in which the Museum has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Museum or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against;

- (x) to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise; and
- (y) to do all such other lawful things as shall further the attainment of the objects of the Museum or any of them

Provided that:

- (i) In case the Museum shall take or hold any property which may be subject to any trusts, the Museum shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Museum's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Museum shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Museum shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the directors of the Museum ("**the trustees**") shall be chargeable for any such property that may come into their hands and be answerable and accountable for their acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such trustees have been if no incorporation had been effected, and the incorporation of the Museum shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Museum were not incorporated.

4 Application of income and property

4.1 The income and property of the Museum shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid to transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Museum and no trustee shall be appointed to any office of the Museum paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Museum provided that nothing herein shall prevent any payment in good faith by the Museum:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Museum (not being a trustee) for any services rendered to the Museum;
- * (b) of interest on money lent by any trustee or member of the Museum at a rate per annum not exceeding two per cent. less than the minimum lending rate for the time being of the Royal Bank of Scotland plc or 2 per cent, whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any trustee or member of the Museum,
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a trustee may be a member holding not more than 1/100 part of the capital of that company; and

* By Special Resolution passed on the 29th August 1995 the words "or Member" were added in the first line of clause 4 1(b) immediately after the word "trustee".

- (e) of all usual professional or other charges to a trustee, being a solicitor or other person engaged in any profession or business, for any business or act rendered by him or his firm to the Museum.

5 Limited liability

- 5.1 The liability of members is limited.

6 Winding up

- 6.1 Every member of the Museum undertakes to contribute to the assets of the Museum, in the event of the Museum being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Museum contracted before he 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, such amount as may be required not exceeding £1.00.
- 6.2 If on the winding up or dissolution of the Museum there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Museum, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Museum, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Museum under or by virtue of clause 4 of this Memorandum of Association, such institution or institutions to be determined by the members of the Museum at or before the time of winding up or dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

[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.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER[S]

Baxi Partnership Limited
Browndge Road
Bamber Bridge
Preston
PR5 6SN

Laurence King

Preston North End (Holdings) Limited
Lowthorpe Road
Deepdale
Preston
PR1 6RU

Bryan Gray

Dated this . . . 5th June..., 1995

Witness to the above signature[s]:

DD Aldred

Dorothy Denise Aldred

Secretary - Preston

Private & Confidential

No. 3070670

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE NATIONAL FOOTBALL MUSEUM

1 Interpretation

1.1 In these Articles:

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

"the Articles" means these Articles of Association of the Museum;

"clear days" in relation to the period of a notice means the 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 Memorandum" means the Memorandum of Association of the Museum;

"the Museum" means the company intended to be regulated by these Articles;

"the office" means the registered office of the Museum;

"the seal" means the common seal of the Museum if it has one;

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

"the trustees" means the directors of the Museum (and "trustee" has a corresponding meaning);

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

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

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

2 Members

- 2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 22.1 shall be members of the Museum. No person shall

be admitted a member of the Museum unless his application for membership is approved by the trustees.

- 2.2 Unless the trustees of the Museum in general meeting shall make other provision under Article 22, the trustees may in their absolute discretion permit any member of the Museum to retire, provided that after such retirement the number of members is not less than two.

3 General meetings

- 3.1 The Museum 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 15 months shall elapse between the date of one annual general meeting of the Museum and that of the next : Provided that so long as the Museum holds its first annual general meeting within 18 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 times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 3.2 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 Museum may call a general meeting.

4 Notice of general meetings

- 4.1 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 21 clear days' notice. All other extraordinary general meetings 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:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting 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 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 the auditors.

- 4.2 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.

5 Proceedings at general meetings

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote on the business to be transacted, each being a member or a duly authorised representative of a member organisation shall constitute a quorum.

- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a 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.
- 5.3 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 15 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.
- 5.4 If no trustee is willing to act as chairman, or if no trustee 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.
- 5.5 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 5.6 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 adjournment not taken place. When a meeting is adjourned for 14 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 give any such notice.
- 5.7 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 two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

5.8 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 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.

5.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

5.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

5.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

5.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6 Votes of members

6.1 Subject to Article 5.11, every member shall have one vote.

6.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Museum have been paid.

6.3 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.

6.4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Museum at the office

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 6.5 Any organisation which is a member of the Museum 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 Museum, 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 Museum.

7 Trustees

- 7.1 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 7.2 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the Articles.

8 Powers of trustees

- 8.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Museum shall be managed by the trustees, who may exercise all the powers of the Museum. 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 the powers exercisable by the trustees.

8.2 In addition to all powers hereby expressly conferred on them, and without detracting from the generality of their powers under the Articles, the trustees shall have the following powers, namely:

- (a) to expend the funds of the Museum in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Museum 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 Museum;
- (b) to enter into contracts on behalf of the Museum.

9 Appointment and retirement of trustees

9.1 At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

9.2 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 9.3 If the Museum at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 9.4 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (a) he is recommended by the trustees; or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Museum of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Museum's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 9.5 No person may be appointed as a trustee:
- (a) unless he has attained the age of 18 years; or
 - (b) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 10.1.
- 9.6 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (~~other than a trustee retiring by rotation at the meeting~~) who is recommended by the trustees for

appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Museum of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Museum's register of trustees.

9.7 Subject as aforesaid, the Museum may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee, and may also determine the rotation in which any additional trustees are to retire.

9.8 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such general meeting, he shall vacate office at the conclusion thereof.

9.9 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

10 **Disqualification and removal of trustees**

10.1 A trustee shall cease to hold office if he:

- (a) 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 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) resigns his office by notice to the Museum (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (d) 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.

11 Trustees' expenses

- 11.1 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.

12 Trustees' appointments

- 12.1 Subject to the provisions of the Act and to clause 4 of the Memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Museum. Any such appointment may be made on such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 12.2 Except to the extent permitted by clause 4 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Museum or

receive remuneration or be interested otherwise than as a trustee in any other contract to which the Museum is a party.

13 Proceedings of trustees

- 13.1 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. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 13.2 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
- 13.3 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 trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 13.4 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. But 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.
- 13.5 The trustees may appoint one or more sub-committees 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 sub-committee : provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the trustees.

13.6 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 such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

13.7 A resolution in writing, signed by all 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 of the trustees.

13.8 Any bank account in which any part of the assets of the Museum is deposited shall be operated by the trustees and shall indicate the name of the Museum. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

14 Secretary

14.1 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.

15 Minutes

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

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the Museum and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

16 The Seal

16.1 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.

17 Accounts

17.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

18 Annual Report

18.1 The trustees shall comply with their obligations under the Charities Act 1993 (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.

19 Annual Return

- 19.1 The trustees shall comply with their obligations under the Charities Act 1993 (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.

20 Notices

- 20.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the trustees need not be in writing.
- 20.2 The Museum 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. A member whose registered address is not within the United Kingdom and who gives to the Museum an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Museum.
- 20.3 A member present in person at any meeting of the Museum shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

21 Indemnity

- 21.1 Subject to the provisions of the Act, every trustee or other officer or auditor of the Museum shall be indemnified out of the assets of the Museum 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 Museum.

22 Rules

- 22.1 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Museum and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Museum (including the admission of organisations to membership) 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 Museum in relation to one another, and to the Museum's employees;
- (c) the setting aside of the whole or any part or parts of the Museum'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 trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

22.2 The Museum in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Museum all such rules or bye laws, which shall be binding on all members of the Museum. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER[S]

Baxi Partnership Limited
Browndge Road
Bamber Bridge
Preston
PR5 6SN

Laurence King

Preston North End (Holdings) Limited
Lowthorpe Road
Deepdale
Preston
PR1 6RU

Bryan Gray

Dated this5th June .., 1995

WITNESS to the above signature[s]:

D D Aldred

Dorothy Denise Aldred

Secretary - Preston