

Company number: 04314827

FUNERAL PLANNING AUTHORITY LIMITED (THE "COMPANY")

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS OF MEMBERS

2 May 2017

These are written resolutions of the Company circulated to the members on [DATE]. Pursuant to article 33 of the articles of association of the Company, the directors of the Company propose that the following resolution 1 is passed as a special resolution and that the following resolution 2 is passed as an ordinary resolution:

Resolution 1

That the following shall be added to the articles of association:

- (1) The company name shall be changed to "Funeral Planning Authority c.i.c."
- (2) The company shall be a community interest company.
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a community interest company. The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

Resolution 2

That upon the date that the new articles of association take effect the directors of the Company be appointed as the members of the Company and that the Funeral Planning Council Limited and the National Association for Pre-Paid Funeral Plans resign as members.

The undersigned, a member entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

Funeral Planning Council Limited

[Signature]

National Association for Pre-Paid Funeral Plans

[Signature]

9 MAY 2017.

Notes

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the Resolutions, you do not need to do anything if you fail to reply.

THURSDAY

A04 25/05/2017 #112
COMPANIES HOUSE

A11 12/05/2017 #82
COMPANIES HOUSE

A676JQOI

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2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless 28 days from the circulation date sufficient agreement has been received for the Resolutions to pass, they will lapse.

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Please ensure this form is placed at the top of your application when posted to Companies House.

CIC 37

Declarations on Conversion to a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Number

04314827

Company Name in full

Funeral Planning Authority

Limited

Proposed Company Name in full

Funeral Planning Authority

C.I.C. (delete as appropriate)

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]³

The company's activities will provide benefit to ...

The consumers and potential consumers of funeral plans and related services and their families.

COMPANY NUMBER

04314827

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

| Activities (Tell us here what the company is being set up to do) | How will the activity benefit the community? (The community will benefit by...) |
|---|--|
| Act as the regulatory body for pre-paid funeral plan providers, including by setting Rules and an industry Code of Practice and maintaining a register of members who conform to those standards and codes. | <p>The FPA raises standards among pre-paid funeral plan providers by requiring its members to comply with its Rules and Code of Practice. These Rules and the Code go beyond legally required minimums and help to inform and protect the consumer at every stage of their interaction with the industry.</p> <p>By maintaining a freely accessible online register of providers who are registered with the FPA and therefore conform to the FPA standards, the FPA assists consumers to make an informed choice.</p> |
| Assist consumers with advice, finding existing funeral plans and with complaints against pre-paid funeral plan providers and, if consumers remain unsatisfied, provide an independent dispute resolution process. | <p>The FPA provides basic advice and guidance for existing planholders and potential consumers on its website. This helps them make informed choices about whether or not to purchase a pre-paid funeral plan, and the various complexities of the industry and options available.</p> <p>The FPA operates a facility for consumers to search whether a funeral plan is in place for an individual, so that the benefit of the pre-paid plan is not lost.</p> <p>The FPA's dispute resolution processes help consumers to achieve satisfactory outcomes to any disputes.</p> |
| If the company makes any surplus it will be used for ⁴ ... Reinvestment in the company to promote its aims. | |

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

04314827

SECTION C: Declarations on conversion to a community interest company

Declaration 1

We/I, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company⁵

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator⁶ to the company's conversion to a community interest company

Declaration 2

We/I, the undersigned, declare that the company in respect of which this application is made will not be:

(a) a political party;

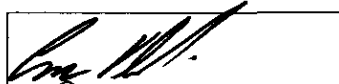
(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.⁷

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.

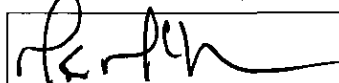
Signed



Date

9/5/17

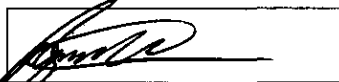
Signed



Date

9/5/17

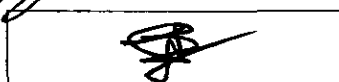
Signed



Date

9/5/17

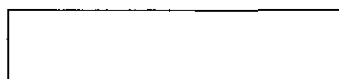
Signed



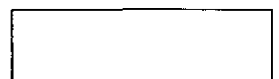
Date

9/5/17

Signed



Date



(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- (a) Model Resolution to convert a company to a CIC
- (b) Form NM01- Notice of change of name
- (c) A printed copy of the articles of the company as altered by the special resolutions
- (d) Any completed continuation sheets
- (e) A cheque or postal order for £25 made payable to Companies House.

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

| | |
|----------------------------|-------------|
| Donald Taylor | |
| donaldtaylor@bdb-law.co.uk | |
| | |
| Tel 02077833519 | |
| DX Number | DX Exchange |

When you have completed and signed the form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:

For companies registered in England and Wales: New Companies Section, Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ It is expected that surpluses will be primarily used to benefit the community or be reinvested into the company to promote its aims rather than for the personal gain of shareholders and/or directors.

⁵ A community interest company cannot benefit from charitable status. An existing company which wishes to become a community interest company must either not have charitable status or must satisfy the criteria set out in section C declaration 2(b).

⁶ A Scottish charitable company is a company, which is a Scottish charity. A Scottish charity is a body entered in the Scottish Charity register, kept by the Office of the Scottish Charity Regulator under the Charities and Trustee Investment (Scotland) Act 2005.

⁷ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

FUNERAL PLANNING AUTHORITY C.I.C.

Date of Incorporation: 1 November 2001

Company Number: 4314827



BIRCHAM DYSON BELL

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SW1H 0BL United Kingdom F +44 (0)20 7222 3480
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COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

FUNERAL PLANNING AUTHORITY C.I.C.

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

| | |
|-------------------------|---|
| Act | means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force; |
| Articles | means these Articles of Association; |
| clear days | in relation to a period of notice means a 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; |
| Company | means Funeral Planning Authority c.i.c. |
| connected person | means: <ul style="list-style-type: none">a. a child, parent, grandchild, grandparent, brother or sister of the Director;b. the spouse or civil partner of the Director or of any person falling within a. above;c. a person carrying on business in partnership with the Director or with any person falling within a. or b. above;d. an institution which is controlled - |

- i. by the Director or any connected person falling within sub-clause a., b. or c. above; or
- ii. by two or more persons falling within d.ii., when taken together

e. a body corporate in which -

- i. the Director or any connected person falling within sub-clauses a., b. or c. has a substantial interest; or
- ii. two or more persons falling within sub-clause e.ii. who, when taken together, have a substantial interest.

| | |
|----------------------------|---|
| Director | means a director of the Company and includes any person occupying the position of director, by whatever name called; |
| document | includes, unless otherwise specified, any document sent or supplied in electronic form; |
| electronic form | includes <i>electronic means</i> (for example, e-mail) or any other <i>means</i> while in electronic form (for example, sending a disk through the post); |
| Member | means a person who is a member at the date the Articles are adopted or a person who is admitted to membership in accordance with the Articles; |
| Memorandum | means the memorandum of association of the Company; |
| Model Articles | means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) |
| Objects | the objects of the Company as set out in Article 4; |
| Ordinary Resolution | <p>means a resolution (of the Members or, if applicable, a class of the Members) that is passed:</p> <ul style="list-style-type: none"> (i) if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance; |
| Seal | means the common seal of the Company; |

| | |
|---------------------------|---|
| Secretary | means any person appointed to perform the duties of the secretary of the Company; |
| Special Resolution | means a resolution (of the Members or, if applicable, a class of the Members) passed: <ul style="list-style-type: none"> (i) if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance; |
| United Kingdom | means the United Kingdom of Great Britain and Northern Ireland. |
| writing | means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall 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.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The Model Articles shall not apply to the Company.

COMPANY DETAILS AND ASSET LOCK

2 Community interest company

- 2.1 The Company is to be a community interest company.
- 2.2 The name of the Company is Funeral Planning Authority c.i.c.
- 2.3 The registered office of the Company is to be situated in England and Wales.

3 Not for profit status and asset lock

- 3.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.
- 3.2 The Company shall not transfer any of its assets other than for full consideration.

- 3.3 Provided the conditions in Article 3.4 are satisfied, Article 3.2 shall not apply to:
- 3.3.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
 - 3.3.2 *the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.*
- 3.4 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

4 Objects

The Company's objects are restricted specifically to carrying on activities which benefit the community and in particular (but without limitation) to:

- 4.1 secure the protection and serve the best interests of consumers of the services of providers of funeral plans and related services ("**Funeral Plan Providers**");
- 4.2 establish and maintain high standards among persons carrying on business as Funeral Plan Providers;
- 4.3 act as a self-regulating organisation in relation to Funeral Plan Providers;
- 4.4 regulate those Funeral Plan Providers who are registered by the Company ("**Registered Providers**"); and
- 4.5 *perform any other functions relating to any aspect of regulation of Registered Providers which benefits the community including assisting with complaints and disputes and assisting consumers to locate lost funeral plans.*

5 Powers

To further its objects the Company may do all such lawful things as may further the Objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

6 Liability of members

- 6.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
 - 6.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

- 6.1.2 payment of the costs, charges and expenses of winding up; and
- 6.1.3 adjustment of the rights of the contributories among themselves.

MEMBERSHIP

7 Members

- 7.1 The subscribers to the Memorandum are the first members of the Company. Subject to Articles 17.1 and 18.4 the Members of the Company at the date of adoption of these Articles shall be the Directors.
- 7.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company provided that no Registered Provider shall be eligible to become a Member.
- 7.3 Subject to Articles 17.1 and 18.4 each member of the company shall be a Director.
- 7.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 7.5 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.
- 7.6 Membership is not transferable.
- 7.7 The Company shall maintain a register of Members.

8 Termination of membership

Membership is terminated if:

- 8.1 the member dies or ceases to exist;
- 8.2 the member becomes a Registered Provider;
- 8.3 otherwise in accordance with the Articles; or
- 8.4 a member ceases to be a Director.

MEETINGS OF MEMBERS

9 Annual general meetings

- 9.1 The Company shall each year hold a general meeting as its Annual General Meeting (**AGM**) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

9.2 Not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next provided that so long as the Company holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

9.3 The AGM shall be held at such time and place as the Directors shall appoint.

9.4 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the report of the Directors and (where applicable) the report of the auditors and the appointment of, and the fixing of the remuneration of, the auditors.

10 General meetings

10.1 The Directors may call general meetings.

10.2 On the requisition of Members pursuant to the Act the Directors 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 Directors to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

11 Notice of general meetings

11.1 General meetings shall be called by at least 14 clear days' notice.

11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.

11.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.

11.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:

11.4.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

11.4.2 the auditor for the time being of the Company; and

11.4.3 each Director,

and no other person shall be entitled to receive notice of general meetings.

11.5 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.

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

12 Organisation at general meetings

- 12.1 No business shall be transacted at any general meeting unless a quorum is present.
- 12.2 Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a Member organisation, shall be a quorum.
- 12.3 There shall be a chairman of every general meeting:
- 12.3.1 The chairman, if any, of the Directors shall chair every general meeting of the Company.
- 12.3.2 In his absence the vice-chairman, if any, of the Directors shall act as chairman.
- 12.3.3 If at any meeting neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.

13 Attendance and speaking at general meetings

- 13.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 13.2 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 13.3 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 13.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

DECISIONS OF MEMBERS

14 Voting at general meetings

- 14.1 A resolution put to the vote of a general 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.
- 14.2 Unless a poll is duly demanded, a declaration by the chairman and an entry to that effect in the minutes of proceedings of the Company that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the

fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14.3 A poll on a resolution may be demanded:

14.3.1 in advance of the general meeting where it is to be put to the vote, or

14.3.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

14.4 A poll may be demanded by:

14.4.1 the chairman of the meeting; or

14.4.2 two or more persons having the right to vote on the resolution.

14.5 A demand for a poll may be withdrawn if:

14.5.1 the poll has not yet been taken, and

14.5.2 the chairman of the meeting consents to the withdrawal.

15 Votes of members

15.1 Every Member, whether an individual or organisation, shall have one vote.

15.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

15.3 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.

16 Written resolutions

16.1 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.

DIRECTORS

17 Directors

17.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be eight.

17.2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

18 Appointment of Directors

18.1 The board of Directors shall consist of:

18.1.1 three or more independent Directors appointed by for terms of no more than 4 years;

18.1.2 the chair of the Compliance Committee; and

18.1.3 the Chief Executive Officer.

18.2 *No Director appointed pursuant to Article 18.1.1 may serve for more than 8 years in total.*

18.3 The Directors or the Company in general meeting may appoint the Directors but no appointment may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

18.4 No person shall be eligible to be appointed as a Director if they have an interest in a Funeral Plan Provider. For the purposes of the Articles, a person shall have an interest in a Funeral Plan Provider if they or their connected person:

18.4.1 buy or receive any goods or services from a Funeral Plan Provider on terms preferential to those applicable to members of the public;

18.4.2 sell goods, services, or any interest in land to a Funeral Plan Provider;

18.4.3 are employed by, or receive any remuneration from, a Funeral Plan Provider; or

18.4.4 receive any other material financial benefit from the Funeral Plan Provider or from the Funeral Plan Provider's financial success.

19 Removal of Directors

19.1 The Company may by Ordinary Resolution of which special notice has been given to the Company in accordance with the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

20 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

20.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;

20.2 the Director becomes interested in a Funeral Plan Provider which would prevent them from being eligible to be appointed as a Director by virtue of Article 18.4.

20.3 the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;

- 20.4 a registered medical practitioner who is treating the Director gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 20.5 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have and the Directors resolve that his office be vacated;
- 20.6 the Director resigns his office by written notice to the Company provided at least two Directors remain in office after the resignation takes effect;
- 20.7 the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that his office be vacated; or
- 20.8 the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by the Act or the Articles and the Directors resolve that the office be vacated.

21 Powers and duties of the Directors

- 21.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- 21.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 21.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

22 Proceedings and decisions of the Directors

- 22.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 22.2 In all proceedings of Directors each Director must not have more than one vote.
- 22.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 22.4 A meeting of the Directors:
 - 22.4.1 may be called by any Director; and
 - 22.4.2 shall, at the request of a Director, be called by the Secretary (if any).
- 22.5 Notice of any meeting of the Directors must indicate:
 - 22.5.1 its proposed date, time and subject matter;
 - 22.5.2 where it is to take place; and

- 22.5.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 22.6 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 22.7 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Company seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 22.8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.
- 22.9 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 22.10 In relation to the quorum for a meeting of the Directors:
- 22.10.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
- 22.10.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than three, and unless otherwise fixed it is three;
- 22.10.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
- (a) to appoint further Directors, or
- (b) to call a general meeting so as to enable the Members to appoint further Directors;
- 22.10.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 22.11
- 22.11.1 At their first meeting the Directors shall elect a chairman and vice-chairman from among the Directors appointed pursuant to Article 18.1.1 and shall determine the period for which they are to hold office, although they shall always be eligible for re-election.

- 22.11.2 If at any meeting neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for holding the same, or if there is no chairman or vice-chairman, *the Directors present shall choose one of their number to chair the meeting.*
- 22.12 *All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:*
- 22.12.1 *there was some defect in the appointment of any such Director or person acting as a Director, or*
- 22.12.2 *they or any of them were disqualified, or*
- 22.12.3 *they or any of them were not entitled to vote on the matter,*
- be as valid as if every such person had been duly appointed and was qualified to be a Director.*
- 22.13 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors.
- 22.14 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

23 Conflicts of interests and conflicts of loyalty

- 23.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Company (whether proposed or already entered into), the Director concerned shall:
- 23.1.1 declare an interest at or before any discussion on the item;
- 23.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
- 23.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- 23.1.4 *withdraw during the vote and have no vote on the item.*
- 23.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a *resolution in writing circulated to the Directors, the Director concerned shall:*
- 23.2.1 as soon as possible declare an interest to all the other Directors;
- 23.2.2 not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

23.3 Articles 23.1.2 to 23.1.4 and 23.2 shall not apply where the matter to be discussed is in respect of a Directors' and Officers' insurance policy or similar indemnity insurance provided that such policy complies with the Act.

23.4 If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 23.5.

23.5 A conflict of interests may only be authorised under Article 23.4 if:

23.5.1 the unconflicted Directors consider it is in the interests of the Company to do so in the circumstances applying; and

23.5.2 the procedures of Articles 23.1 and 23.2 (as the case may be) are followed in respect of the authorised conflict.

23.6 Where a conflict is authorised in accordance with Articles 23.4 and 23.5 above, the unconflicted Directors, as they consider appropriate in the interests of the Company, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

23.6.1 to disclose information confidential to the Company to a third party; or

23.6.2 to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

24 The Compliance Committee

24.1 The Directors shall appoint a Compliance Committee consisting of three independent persons to:

24.1.1 determine applications for registration as a Registered Provider;

24.1.2 monitor compliance by Registered Providers with any Rules or Code of Practice issued by the Company;

24.1.3 investigate complaints or allegations of misconduct made against Registered Providers,

and such other functions of the Company as the Directors may from time to time delegate to the committee.

24.2 The chairman and vice-chairman shall not be ex-officio members of the Compliance Committee.

- 24.3 The quorum of the Compliance Committee may be fixed by the Directors and unless so fixed shall be two.
- 24.4 The Directors may make Rules permitting the Chair of the Compliance Committee to exercise alone such of the powers of that committee and in such circumstances as they consider appropriate.
- 24.5 The Directors shall appoint one member of the Compliance Committee to be chair of that committee.

25 The Stakeholder Group

- 25.1 The Company shall have a Stakeholder Group whose function shall be to assist the Board in an advisory capacity and in particular to:
- 25.1.1 communicate to the Board matters of concern to the Funeral Plan Provider industry;
 - 25.1.2 engage in consultations held by the Board whether to form policy or procedure or otherwise;
 - 25.1.3 assist in communicating the Company's policies and guidance to the Registered Providers;
 - 25.1.4 provide technical industry expertise to assist the Board,
- and such other functions of the Company as the Directors may from time to time delegate to the Stakeholder Group.
- 25.2 Each Registered Provider shall be entitled to nominate one member of the Stakeholder Group and to replace or remove that member. The Directors may appoint and remove additional members of the Group provided that the nominees of the Registered Providers must always form a majority of the Group.
- 25.3 The chairman and vice-chairman shall not be ex-officio members of the Stakeholder Group.
- 25.4 The quorum of the Stakeholder Group may be fixed by the Group from time to time and unless so fixed shall be two.
- 25.5 The Stakeholder Group shall appoint one of their number to be chair of the Group.
- 25.6 The Directors may upon request receive all notices and papers of the Stakeholder Group and shall be entitled to attend all meetings of the Group in a non-voting observer capacity.

26 Delegation by the Directors

- 26.1 The Directors may delegate any of their powers to any committee consisting of two or more Directors.
- 26.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

- 26.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
- 26.2.2 no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
- 26.3 Subject to and in default of any other terms imposed by the Articles or by the Directors:
 - 26.3.1 the chairman and vice-chairman shall be ex-officio members of every committee appointed by the Directors;
 - 26.3.2 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;
 - 26.3.3 a committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
 - 26.3.4 a committee may meet and adjourn as it thinks proper;
 - 26.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
 - 26.3.6 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.
- 26.4 The terms of any delegation to a committee shall be recorded in the minute book.
- 26.5 The Directors may revoke or alter a delegation.
- 26.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

27 Delegation of day to day management

- 27.1 The Directors may delegate day to day management and administration of the Company to one or more managers including the Chief Executive Officer.
- 27.2 In respect of each manager the Directors shall:
 - 27.2.1 provide a description of the manager's role; and
 - 27.2.2 set the limits of the manager's authority.
- 27.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

SECRETARY, MINUTES AND SEAL

28 Secretary

- 28.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.
- 28.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

29 Minutes

- 29.1 The Directors shall ensure that the Company keeps records, in writing, comprising:
- 29.1.1 minutes of all proceedings at general meetings;
 - 29.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
 - 29.1.3 details of appointments of officers made by the Directors; and
 - 29.1.4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.
- 29.2 The Directors shall ensure that the records comprising 29.1.1 and 29.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

30 The Seal

- 30.1 The Directors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Directors or of a committee authorised by the Directors on its behalf. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.
- 30.2 For the purposes of this Article, an authorised person is:
- 30.2.1 any Director;
 - 30.2.2 the Secretary (if any); or
 - 30.2.3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied.

ACCOUNTS AND AUDIT

31 Accounts

31.1 The Directors shall comply with the requirements of the Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies of:

31.1.1 annual reports;

31.1.2 annual returns; and

31.1.3 annual statements of account.

31.2 Accounting records relating to the Company shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.

31.3 The Directors shall supply a copy of the Company's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Company's reasonable costs of complying with the request.

32 Audit

Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

COMMUNICATION

33 Means of communication

33.1 Subject to the Articles, the Company may deliver a notice or other document to a Member:

33.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;

33.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;

33.1.3 in electronic form to an address notified by the Member in writing;

33.1.4 by a website, the address of which shall be notified to the Member in writing.

33.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

33.3 If a notice or document:

33.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

33.3.2 is sent by post or other delivery service in accordance with Article 33.1.2 above it is treated as being delivered:

- (a) 24 hours after it was posted, if first class post was used; or
- (b) 48 hours after it was posted or given to delivery agents, if first class post was not used;

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

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

33.3.3 is sent in electronic form, providing that the Company can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.

33.3.4 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.

INDEMNITY

34 Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

RULES AND BYELAWS

35 Rules or byelaws

35.1 The Directors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Company or for the purpose of prescribing classes and conditions of membership of either the Company or any group established to support the Company. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:

35.1.1 the rights and privileges of Members and the conditions of membership;

- 35.1.2 the conduct of Members in relation to one another and to the Company's employees and volunteers;
 - 35.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and
 - 35.1.4 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.
- 35.2 The Company in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.
- 35.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.



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CERTIFICATE OF INCORPORATION ON BECOMING A COMMUNITY INTEREST COMPANY

Company Number 4314827

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

FUNERAL PLANNING AUTHORITY LIMITED

having changed its name; is now a Community Interest Company; and is
incorporated under the name of:

FUNERAL PLANNING AUTHORITY C.I.C.

Given at Companies House on **31st May 2017**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**