

COMPANY NUMBER: 04851552
CHARITY NUMBER: 1099366

SPECIAL RESOLUTION

-OF-

EVERTON IN THE COMMUNITY ("the Company")

Circulation date: 29 May..... 2018
Date passed: 29 May..... 2018

Pursuant to chapter 2 of part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution ("Resolution").

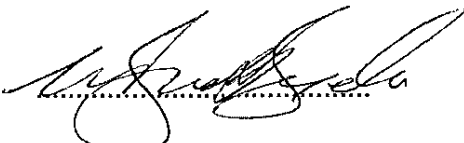
SPECIAL RESOLUTION

That the Articles of Association of the Company be altered so as to take the form of the Articles of Association attached hereto, in substitution for, and to the exclusion of, any articles of association of the Company previously registered with the Registrar of Companies.

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolution.

I, the undersigned, being entitled to vote on the above Resolution on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolution.

Signature: 
Print Name: DENISE BARRETT-BAXENDALE
(FOR AND ON BEHALF OF
EVERTON FOOTBALL CLUB
COMPANY LIMITED)

Dated: 29/5/2018

8215275.1
8215275.1

THURSDAY



A10 *A7740Q40* #327
31/05/2018
COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Amy Wells, Goodison Park, Goodison Road, Liverpool, Merseyside, L4 4EL.

Post: returning the signed copy by post to Amy Wells, Goodison Park, Goodison Road, Liverpool, Merseyside, L4 4EL.

E-mail: sending a scanned copy of the signed Resolution to Amy.Wells@evertonfc.com.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
-of-
Everton in the Community

Company Number: 04851552
Registered Charity Number: 1099366

Incorporated:	31 July 2003
Amended:	7 July 2006
Amended:	29 October 2008
Amended:	9 September 2010
Amended:	18 February 2011
Amended:	31 October 2016
Amended:	May 2018

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

-of-

Everton in the Community

1. The Company's name is **Everton in the Community** (and in this document it is called "the Charity")
2. The Charity's registered office is to be situated in England
3. "The Charity's Objects ("the Objects") are:
 - (1) To promote community participation in healthy recreation by providing facilities for the playing of football and other sports capable of improving physical health; and
 - (2) To provide and assist in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life; and
 - (3) The relief of sickness and preservation of health of people with a disability by the provision of facilities for recreation and other leisure time occupation for such persons, in particular but not exclusively by providing opportunities for competitive and non-competitive sport to assist their integration into society; and
 - (4) To advance the education of children and young people and to provide opportunities for them to develop their full capacities and enable them to become responsible members of society so that their conditions of life may be improved.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers;

- (1) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations;
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property;
- (4) subject to Article 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (7) to pay out of the funds of the Charity the costs, charges, and expenses of and incidental to the formation and registration of the Charity;
- (8) to provide advice or information;
- (9) to carry out research;
- (10) to borrow;
- (11) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts 1993 – 2016);
- (12) to set aside funds for special purposes or as reserves against future expenditure;

- (13) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
 - (14) to delegate the management of investments to a financial expert, but only on terms that:
 - (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Charity;
 - (15) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required; and
 - (16) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in

this document shall prevent any payment in good faith by the Charity:

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a trustee;
- (2) of interest on money lent by any member of the Charity or trustee at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (3) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (5) to any trustee of reasonable out-of-pocket expenses

Members

- 6 (1) The sole member of the Charity shall be Everton Football Club Company Limited, company number 00036624, whose registered office is at Goodison Park, Goodison Road, Liverpool, L4 4EL.
- 6 (2) The Charity must maintain a register of members.
- 6 (3) Membership is not transferable.

General Meetings

7. The Charity may (but need not) 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. All general meetings other than annual general meetings shall be called general meetings.
8. The trustees may call general meetings and, on the requisition of the member pursuant to the provisions of the Act, shall forthwith proceed to convene a 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 the member of the Charity may call a general meeting.

Notice of General Meeting

9. All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by the member.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

11. No business shall be transacted at any meeting unless a quorum is present. The quorum shall be one.
12. If 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.
13. The chair, if any, of the trustees or in his / her absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he / she shall be chair.
14. If one trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the member shall choose the chair.
15. A trustee shall, notwithstanding that he / she is not a member, be entitled to attend and speak at any general meeting.
16. The chair 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 fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. A resolution put to the vote of a meeting shall be decided on a show of hands.

Votes of members

18. Every member shall have one vote.
19. The member of the Charity may by resolution of its directors authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he represents as the member could exercise if it were an individual member of the Charity.
20. Except where otherwise provided by the Articles or in the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
21. The Member may annually at the AGM (or if there is no AGM by a method determined by the Trustees):
 - (1) Receive the accounts for the Charity for the previous financial year;
 - (2) Receive a written report on the Charity's activities;
 - (3) Appoint reporting accountants or auditors for the Charity;
 - (4) The Member may also from time to time confer on any individual (with his / her consent) the honorary title of patron, president or vice president of the Charity.
22. A technical defect in the appointment of a member of which the member is unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

Trustees

23. The number of trustees shall not be less than three and no more than six (unless otherwise determined by ordinary resolution of the Trustees). Future trustees shall be appointed as provided subsequently in the Articles.

Powers of Trustees

24. Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the Articles and no such direction shall invalidate any prior act of the trustees, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
25. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

26. The board of trustees shall be comprised of:
- (1) An ex-officio trustee, who shall be the Deputy Chief Executive for the time being of The Everton Football Club Company Limited, or such other employee of The Everton Football Club Company Limited as determined by the directors of Everton Football Club Company Limited from time to time; and

- (2) up to five trustees appointed by the member for such terms as the member shall determine, not exceeding three years.
- 27. No person may be appointed as a trustee:
 - (1) if they are under the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 30.
- 28. 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 for one year only.
- 29. Subject as aforesaid, a trustee who retires or whose term of office has expired may, if willing to act, be reappointed.

Disqualification and Removal of Trustees

- 30. A trustee shall cease to hold office if:
 - (1) he / she ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of those provisions);
 - (2) he / she becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (3) he / she resigns his/her office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
 - (4) he / she 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 / her office will be vacated;
 - (5) the majority of trustees determine that that person's continued trusteeship is not in the best interests of the Charity and by majority vote determine that trustee should leave office subject always to the

trustee concerned having the right to attend and speak, and/or make written representations at the meeting of the trustees at which the relevant decision is being taken; or

- (6) he / she is removed by the member.

Trustees' Expenses

31. 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.

Trustees' Appointments

32. Subject to the provisions of the Act and to Article 5, the trustees may appoint one or more of their number to the unremunerated executive office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he / she ceases to be a trustee.
33. Except to the extent permitted by Article 5, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Conflicts

34. Subject to Article 35, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.

35. When any Trustee is a Conflicted Trustee, if the Trustees who are not Conflicted Trustees, and if they form a quorum without counting the Conflicted Trustee are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (1) continue to participate in discussions leading to the making of a decision and/or to vote; or
 - (2) disclose to a third party information confidential to the Charity; or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity; or
 - (4) refrain from taking any step required to remove the conflict.

Proceedings of Trustees

36. 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. The Trustees shall meet at least 3 times in each calendar year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall not have a second or casting vote.
37. A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all other participants but at least one meeting in each year must be held in person.
38. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees.
39. 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 only act for the purpose of filling vacancies, calling a general meeting or otherwise arranging for the member to appoint trustees.

40. Each year the trustees may appoint one of their number to be the chair of their meetings and may at any time remove him / her from that office. Such a person holds office for one year but maybe re-appointed. Unless he / she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he / she 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 chair of the meeting.
41. 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 such sub-committees shall be fully and promptly reported to the trustees.
42. 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.
43. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

45. Subject to the provisions of the Act, the secretary may 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.

Minutes

46. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

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

Accounts

48. Accounts shall be prepared in accordance with the provisions of part VII of the Act.

Annual Report

49. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

Annual Return

50. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

Notices

51. Notices and other documents to be served on the member or trustees under the Articles or the Companies Act may be served:

- (1) by hand;
 - (2) by post;
 - (3) by suitable electronic means; or
 - (4) through publication in the Charity's newsletter or on the Charity's website.
52. The only address at which a member is entitled to receive notices sent by post is an address in the UK shown in the register of members. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address;
 - (2) two clear days after being sent by first class post to that address;
 - (3) three clear days after being sent by second class or overseas post to that address;
 - (4) immediately on being handed to the recipient personally; or, if earlier
 - (5) as soon as the recipient acknowledges actual receipt.
53. A technical defect in service of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.
54. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

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

Rules

56. The trustees may from time to time make such rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

Limited liability

57. The liability of the members is limited.

Guarantee

58. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she or it is a member or within one year after he or she or it ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Dissolution

59. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Interpretation

60. In these Articles:

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

"the Act" means the Companies Act 1985 - 2006 including any statutory modification or re-enactment thereof for the time being in force;

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

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

'Conflicted Trustee' means a trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

'Connected Person' means, in relation to a trustee, a person with whom the trustee shares a common interest such that he / she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the trustee's family or household or a person or body who is a business associate of the trustee, but (for the avoidance of doubt) this does not include a company with which the trustee's only connection is an interest consisting of no more than 1% of the voting rights;

"electronic" means refers to communications specified to individuals by telephone, fax or email or in relation to meetings by telephone conference call or video conference;

"executed" includes any mode of execution;

"financial expert" means an individual company or firm who is authorised to give investment advice under the Financial Services and Market Act 2000;

"firm" includes a limited liability partnership;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

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

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

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

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

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Registered Charity Number: 1099366

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 - (1) To promote community participation in healthy recreation by providing facilities for the playing of football and other sports capable of improving physical health; and
 - (2) To provide and assist in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life; and
 - (3) The relief of sickness and preservation of health of people with a disability by the provision of facilities for recreation and other leisure time occupation for such persons, in particular but not exclusively by providing opportunities for competitive and non-competitive sport to assist their integration into society; and
 - (4) To advance the education of children and young people and to provide opportunities for them to develop their full capacities and enable them to become responsible members of society so that their conditions of life may be improved.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers;

- (1) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent taxable trading activities and shall conform to any relevant statutory regulations;
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property;
- (4) subject to Article 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (7) to pay out of the funds of the Charity the costs, charges, and expenses of and incidental to the formation and registration of the Charity;
- (8) to provide advice or information;
- (9) to carry out research;
- (10) to borrow;
- (11) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts 1993 – 2016);
- (12) to set aside funds for special purposes or as reserves against future expenditure;

- (13) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
 - (14) to delegate the management of investments to a financial expert, but only on terms that:
 - (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Charity;
 - (15) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required; and
 - (16) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in

this document shall prevent any payment in good faith by the Charity:

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a trustee;
- (2) of interest on money lent by any member of the Charity or trustee at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (3) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (5) to any trustee of reasonable out-of-pocket expenses

Members

- 6 (1) The sole member of the Charity shall be Everton Football Club Company Limited, company number 00036624, whose registered office is at Goodison Park, Goodison Road, Liverpool, L4 4EL.
- 6 (2) The Charity must maintain a register of members.
- 6 (3) Membership is not transferable.

General Meetings

7. The Charity may (but need not) 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. All general meetings other than annual general meetings shall be called general meetings.
8. The trustees may call general meetings and, on the requisition of the member pursuant to the provisions of the Act, shall forthwith proceed to convene a 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 the member of the Charity may call a general meeting.

Notice of General Meeting

9. All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by the member.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

11. No business shall be transacted at any meeting unless a quorum is present. The quorum shall be one.
12. If 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.
13. The chair, if any, of the trustees or in his / her absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he / she shall be chair.
14. If one trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the member shall choose the chair.
15. A trustee shall, notwithstanding that he / she is not a member, be entitled to attend and speak at any general meeting.
16. The chair 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 fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. A resolution put to the vote of a meeting shall be decided on a show of hands.

Votes of members

18. Every member shall have one vote.
19. The member of the Charity may by resolution of its directors authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he represents as the member could exercise if it were an individual member of the Charity.
20. Except where otherwise provided by the Articles or in the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
21. The Member may annually at the AGM (or if there is no AGM by a method determined by the Trustees):
 - (1) Receive the accounts for the Charity for the previous financial year;
 - (2) Receive a written report on the Charity's activities;
 - (3) Appoint reporting accountants or auditors for the Charity;
 - (4) The Member may also from time to time confer on any individual (with his / her consent) the honorary title of patron, president or vice president of the Charity.
22. A technical defect in the appointment of a member of which the member is unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

Trustees

23. The number of trustees shall not be less than three and no more than six (unless otherwise determined by ordinary resolution of the Trustees). Future trustees shall be appointed as provided subsequently in the Articles.

Powers of Trustees

24. Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the Articles and no such direction shall invalidate any prior act of the trustees, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
25. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

26. The board of trustees shall be comprised of:
- (1) An ex-officio trustee, who shall be the Deputy Chief Executive for the time being of The Everton Football Club Company Limited, or such other employee of The Everton Football Club Company Limited as determined by the directors of Everton Football Club Company Limited from time to time; and

- (2) up to five trustees appointed by the member for such terms as the member shall determine, not exceeding three years.
- 27. No person may be appointed as a trustee:
 - (1) if they are under the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 30.
- 28. 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 for one year only.
- 29. Subject as aforesaid, a trustee who retires or whose term of office has expired may, if willing to act, be reappointed.

Disqualification and Removal of Trustees

- 30. A trustee shall cease to hold office if:
 - (1) he / she ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of those provisions);
 - (2) he / she becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (3) he / she resigns his/her office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
 - (4) he / she 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 / her office will be vacated;
 - (5) the majority of trustees determine that that person's continued trusteeship is not in the best interests of the Charity and by majority vote determine that trustee should leave office subject always to the

trustee concerned having the right to attend and speak, and/or make written representations at the meeting of the trustees at which the relevant decision is being taken; or

- (6) he / she is removed by the member.

Trustees' Expenses

31. 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.

Trustees' Appointments

32. Subject to the provisions of the Act and to Article 5, the trustees may appoint one or more of their number to the unremunerated executive office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he / she ceases to be a trustee.
33. Except to the extent permitted by Article 5, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Conflicts

34. Subject to Article 35, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.

35. When any Trustee is a Conflicted Trustee, if the Trustees who are not Conflicted Trustees, and if they form a quorum without counting the Conflicted Trustee are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (1) continue to participate in discussions leading to the making of a decision and/or to vote; or
 - (2) disclose to a third party information confidential to the Charity; or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity; or
 - (4) refrain from taking any step required to remove the conflict.

Proceedings of Trustees

36. 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. The Trustees shall meet at least 3 times in each calendar year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall not have a second or casting vote.
37. A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all other participants but at least one meeting in each year must be held in person.
38. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees.
39. 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 only act for the purpose of filling vacancies, calling a general meeting or otherwise arranging for the member to appoint trustees.

40. Each year the trustees may appoint one of their number to be the chair of their meetings and may at any time remove him / her from that office. Such a person holds office for one year but maybe re-appointed. Unless he / she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he / she 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 chair of the meeting.
41. 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 such sub-committees shall be fully and promptly reported to the trustees.
42. 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.
43. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

45. Subject to the provisions of the Act, the secretary may 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.

Minutes

46. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

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

Accounts

48. Accounts shall be prepared in accordance with the provisions of part VII of the Act.

Annual Report

49. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

Annual Return

50. The trustees shall comply with their obligations under the Charities Acts 1993 - 2016 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

Notices

51. Notices and other documents to be served on the member or trustees under the Articles or the Companies Act may be served:

- (1) by hand;
- (2) by post;
- (3) by suitable electronic means; or
- (4) through publication in the Charity's newsletter or on the Charity's website.

52. The only address at which a member is entitled to receive notices sent by post is an address in the UK shown in the register of members. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally; or, if earlier
- (5) as soon as the recipient acknowledges actual receipt.

53. A technical defect in service of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

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

Indemnity

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

Rules

56. The trustees may from time to time make such rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

Limited liability

57. The liability of the members is limited.

Guarantee

58. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she or it is a member or within one year after he or she or it ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Dissolution

59. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Interpretation

60. In these Articles:

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

“the Act” means the Companies Act 1985 - 2006 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Charity;

“clear days” in relation to the period of a notice means 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;

‘Conflicted Trustee’ means a trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

‘Connected Person’ means, in relation to a trustee, a person with whom the trustee shares a common interest such that he / she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the trustee’s family or household or a person or body who is a business associate of the trustee, but (for the avoidance of doubt) this does not include a company with which the trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

“electronic” means refers to communications specified to individuals by telephone, fax or email or in relation to meetings by telephone conference call or video conference;

“executed” includes any mode of execution;

“financial expert” means an individual company or firm who is authorised to give investment advice under the Financial Services and Market Act 2000;

“firm” includes a limited liability partnership;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; 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.