

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
FEDERAL GOVERNMENT COLLEGE ENUGU OLD STUDENTS ALUMNI UK
& EUROPE LIMITED
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
*Company Number: 10375991***

At a general meeting of the members of the above named company, duly convened and held at 30 Finsbury Square, London, EC2A 1AG on 21 January 2017 at 2 30pm,

The following Special Resolution was duly passed

That the existing memorandum and articles of association in their entirety be removed and substituted for the new memorandum and articles of association attached to this resolution

DATED 21 January 2017

SIGNED

K Dewh

Company Secretary

THURSDAY



A60U6W5C
A06 23/02/2017 #249
COMPANIES HOUSE

NOTES

Please complete all fields highlighted in blue and modify format accordingly

This resolution must be filed with Companies House along with the new memorandum and articles of association.

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
Of
FEDERAL GOVERNMENT COLLEGE ENUGU OLD STUDENTS ALUMNI UK
& EUROPE LIMITED
*Company Number: 10375991***

**PART 1
INTERPRETATION AND LIMITATION OF LIABILITY**

1 Defined terms

(1) The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Company

(2) In the articles, unless the context requires otherwise
"the 2006 Act" means the Companies Act 2006,
"articles" means the Company's articles of association,
"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
"chairman" has the meaning given in article 12,
"chairman of the meeting" has the meaning given in article 25,
"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company,
"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" has the meaning given in section 1168 of the 2006 Act,
"member" has the meaning given in section 112 of the 2006 Act,
"ordinary resolution" has the meaning given in section 282 of the 2006 Act,
"participate" in relation to a directors' meeting, has the meaning given in article 10,
"proxy notice" has the meaning given in article 31,
"special resolution" has the meaning given in section 283 of the 2006 Act,
"subsidiary" has the meaning given in section 1159 of the 2006 Act, and
"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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Company

2 Liability of members

(1) The liability of each member is limited to £1 00, 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 is a member or within one year after he ceases to be a member, for
(a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
(b) payment of the costs, charges and expenses of winding up, and
(c) adjustment of the rights of the contributories among themselves

PART 2
OBJECTS, POWERS AND
APPLICATION OF INCOME AND PROPERTY

3 Objects

(1) The Company's objects are as follows

- (a) To promote the education and advancement of pupils and ex-pupils of Federal Government College Enugu, Nigeria (operating name FGCE UK Alumni), in such ways as the Company thinks fit, including by
 - providing mentoring and coaching for the pupils and ex-pupils of the school in furtherance of their education or to prepare for entry to any occupation, trade or profession on leaving their final educational establishment
 - providing any possible support to the teachers at the school in order to improve the quality of education that the pupils receive
 - working with other alumni chapters of Federal Government College Enugu, Nigeria, to promote our objects
- (b) To advance the education of the pupils at Federal Government College Enugu, Nigeria, by providing and assisting in the provision of infrastructural facilities for the school
- (c) To contribute towards the advancement of local UK charities, chosen by members, by providing time or financial support to the local UK charities

4 Powers

(1) The Company has power to do anything which furthers its Object(s) or is conducive or incidental to doing so. In particular, the Company has power

- (a) to raise funds. In doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
- (b) to buy, lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company,
- (d) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (e) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (f) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other similar Company

5 Application of income and property

(1) The income and property of the Company shall be applied solely towards the promotion of the Objects

(2) A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company, however this requires an ordinary resolution to be passed by members at a General Meeting

(3) Subject to article 5(2), none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a director receiving

- (a) a benefit from the Company in the capacity of a beneficiary of the Company,
- (b) reasonable and proper remuneration for any goods or services supplied to the Company

PART 3
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

- (1) The Board of Directors will operate in an advisory capacity for the members, and so constituted to ensure continuity of the Company, including approving any new membership dues or changes to existing dues
- (2) The directors will supervise and monitor the Company's business

7 Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- (2) No such special resolution in accordance with article 7(1) invalidates anything which the directors have done before the passing of the resolution

8 Directors may delegate

- (1) The directors may delegate any of the powers which are conferred on them under the articles
 - (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions, as they think fit
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

DECISION-MAKING BY DIRECTORS

9 Directors to take decisions collectively

- (1) The Company will always have more than one director
- (2) Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10

10 Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by all means that they share a common view on a matter
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

11 Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice
- (2) Notice of any directors' meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) 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
(3) Notice of a directors' meeting must be given to each director, but need not be in writing

(12 Participation in directors' meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

13 Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) A simple majority (half plus one) of the Board of Directors shall constitute a quorum for the transaction of business
- (3) If the total number of directors for the time being is less than the quorum required, the directors must 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

14 Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings
- (2) The person so appointed for the time being is known as the chairman
- (3) The directors may terminate the chairman's appointment at any time
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15 Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting will have a casting vote

16 Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when
 - (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (4) When all the directors of the Company are conflicted, the Company shall pass the conflict to the Company's members for approval by ordinary resolution,
- (5) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the Company directors in

which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

17 Records of decisions to be kept

(1) The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

18 Directors' discretion to make further rules

(1) Subject to the articles, the directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

19 Methods of appointing directors

(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
(a) by ordinary resolution, or
(b) by a decision of the directors

20 Termination of director's appointment

(1) A person ceases to be a director as soon as
(a) that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law,
(b) a bankruptcy order is made against that person,
(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
(d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
(e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

21 Directors' remuneration

(1) Directors may undertake any services for the Company that the directors decide
(2) Directors are not entitled to remuneration

22 Directors' expenses

(1) The Company will not pay Directors' expenses unless it is authorised by an ordinary resolution of members

**PART 4
MEMBERS
BECOMING AND CEASING TO BE A MEMBER**

23 Applications for membership

(1) All former students of Federal Government College Enugu who live in the United Kingdom shall be eligible for membership of the Company
(2) No person shall become a member of the Company unless
(a) that person has completed an application for membership in a form approved by the directors, and
(b) the directors have approved the application

- (3) A member shall be deemed to be registered upon the acceptance of his/her registration application
- (4) Prescribed annual dues at an amount to be decided by the directors may be required from time to time

24 Termination of membership

- (1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing
- (2) Membership is not transferable
- (3) A person's membership terminates when that person dies

PART 6 MEETINGS

ORGANISATION OF GENERAL MEETINGS

25 General meetings

- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings
- (2) The directors or Company Secretary (if any) may call a general meeting at any time

26 Notice of general meetings

- (1) The minimum periods of notice required to hold a general meeting of the Company are
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
 - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
- (4) The notice must be given to all the members and to the directors
- (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

27 Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) Only members are entitled to vote at meetings

28 Quorum for general meetings

- (1) At a General Meeting of the Company, seven (7) members shall form a quorum, out of which a minimum of two (2) shall be members of the board of directors
- (2) At a Special Meeting, ten (10) members shall form a quorum, out of which a minimum of two (2) shall be members of the board of directors
- (3) No business other than the appointment of the chairman of the meeting is to be

transacted at a General or Special meeting if the persons attending it do not constitute a quorum.

29 Chairing general meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
 - (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

30 Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings
- (2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

31 Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to exist, the chairman of the meeting must adjourn it
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the chairman of the meeting must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

VOTING AT GENERAL MEETINGS

32 Voting general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon

33 Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final

34 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
 - (a) states the name and address of the member appointing the proxy,

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

35 Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

36 Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 7

ADMINISTRATIVE ARRANGEMENTS

37 Means of communication to be used

- (1) Anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- (2) Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2006 Act as to the length of notice required for the meeting and the giving of information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company
- (3) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (4) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

38 Company seals

- (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this article, an authorised person is
 - (a) any director of the Company,
 - (b) the Company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

39 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the members, no person is entitled to inspect any of the Company's accounting or other records or documents

This restriction does not apply to members of the Company

40 Rules

- (1) The directors may from time to time make rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
 - (a) the admission and classification of members of the Company and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Company in relation to one another, and to the Company's servants,
 - (c) 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,
 - (d) the procedure at general meetings and meetings of the directors and committees of the

directors in so far as such procedure is not regulated by the Articles,
(e) generally, all such matters as are commonly the subject matter of company rules
(2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

41 Profits not to be distributed

(1) The income and property of the Company shall be applied solely towards the Company's objects and activities 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 Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing in this document shall prevent any payment in good faith by the Company
(a) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion,
(b) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director,

42 Dissolution

If the Company 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 Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having activities similar to those of the Company at the time of dissolution which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by article 41 above, chosen by the members of the Company at or before the time of dissolution

DIRECTORS' INDEMNITY

43 Indemnity

(1) Subject to paragraph (2), a relevant director of the Company may be indemnified out of the Company's assets against
(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
(b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),
(c) any other liability incurred by that director as an officer of the Company or an associated company
(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
(3) In this article
(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
(b) a "relevant director" means any director or former director of the Company