

ARTICLES OF ASSOCIATION OF

Pigeon Pathways C.I.C.

PRELIMINARY

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

INTERPRETATION

2. In these Articles:-
 - "the Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force;
 - "Asset Locked Body" means (i) a community interest company, a charity or a Permitted Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those;
 - "Community" is to be construed in accordance with section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (the "2004 Act");
 - "Charity" has the meaning given by paragraph 1 of Schedule 6 of the Finance Act 2010;
 - "Permitted Society" means a registered society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
 - "registered society" means:
 - (i) a registered society within the meaning given by section 1(1) of the Co-operative and Community Benefit Societies Act 2014; or
 - (ii) a society registered or deemed to be registered under the Industrial and Provident Societies Act (Northern Ireland) 1969;
 - "Regulations" mean the Community Interest Company Regulations 2005;
 - "Regulator" means the Regulator of Community Interest Companies;
 - "specified" means specified in the memorandum or articles of association of the company for the purposes of articles 11 and 12;
 - "Transfer" includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property;
 - "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;
 - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company;
 - "Executed" includes any mode of execution;
 - "The Secretary" means the secretary of the Company (if any) or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

3. Unless the context otherwise requires, words or expressions defined in the Act, the 2004 Act or the Regulations have the same meaning in these Articles and all reference to legislative provisions are to legislation concerned as amended, repealed, enacted or replaced and in force from time to time. The singular shall include the plural and vice versa.

COMMUNITY INTEREST COMPANY

4. The Company is to be a Community Interest Company.

NAME

5. The name of the Company is Pigeon Pathways C.I.C.
6. The registered office of the Company will be situated in Wales.

OBJECTS

7. The Company's object is to carry on activities which benefit the community and in particular (without limitation) to:

Promote the heritage of pigeon racing through educational programs, public events and community outreach.

To increase public awareness and appreciation of pigeon racing as a culturally significant and historical hobby.

To preserve the heritage of pigeon racing by documenting its history and maintaining archives of significant events, achievements, and notable individuals in the hobby.

To support and collaborate with museums, historical societies and other organizations in preserving artifacts and memorabilia related to pigeon racing.

To engage with local communities, schools, and Youth groups to introduce and educate them about pigeon racing.

To provide opportunities for the wider community to participate in pigeon racing activities.

To foster the development of new and existing pigeon racing clubs, encouraging inclusivity and diversity within the sport.

And in carrying out these objects the Company shall act in accordance with the sustainable development principle and aim at achieving health and well-being goals.

POWERS

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

LIABILITY OF MEMBERS

9. The liability of the members is limited.
10. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

ASSET LOCK

11. The Company shall not transfer any of its assets other than for full consideration. Provided the conditions in paragraph 12 are satisfied, this article shall not apply to:
 - i) the transfer of assets to any specified Asset Locked Body, or (with the consent of the Regulator) to any other Asset Locked Body; and
 - ii) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.
12. 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 or Articles of the Company.
13. If the Company is wound up under the Insolvency Act 1986; and all its liabilities have been satisfied, then any residual assets shall not be distributed among the members of the Company but shall be given or transferred to the Asset Locked Body specified in Article 14 below.
14. The following Asset Locked Body is specified as a potential recipient of the Company's assets under Articles 11 and 13.

Name: _____

Registered Charity Number [if applicable]: _____

Registered Company Number [if applicable]: _____

Registered Office / Principal office address: _____

SOCIAL PROFIT

15. The Company is not established or conducted for private gain; any profits or assets are used principally for the benefit of the community.

MEMBERSHIP

16. The subscribers to the Memorandum are the first members of the Company.
17. Such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
18. No person shall be admitted a member of the Company unless that person is approved by the directors.
19. The Board of Directors may admit to membership;
 - i) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
 - ii) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company.

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 24.

In admitting members to the Company, the Board of Directors will seek at all times to ensure that the diversity of the community which the Company serves is recognised and represented in the membership and that equal access is available to all members of the local community, without discrimination.

20. 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 the applicant.
21. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.
22. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription (if any). The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case or unless no subscription rate is imposed.
23. A member which is a corporate body or association shall by resolution of its governing body appoint (and may remove) an authorised representative, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.

CATEGORIES OF MEMBERSHIP

24. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors;
- i) "Employee Members" shall be members who have been Employees for a Qualifying Period. The Qualifying Period shall be 12 months employment with the Company or such other period set from time to time by the members in general meeting.
 - ii) "Community Members" shall be members who live, work or have interest within the community of the British Isles and support the aims and objectives of the Company.
 - iii) "Corporate Members" shall be members admitted under Article 19(ii)

REGISTER OF MEMBERS

25. The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary (or if no Secretary, the Chairperson) of change of address.

CESSATION OF MEMBERSHIP

26. Membership is terminated immediately if the member:
- i) ceases to fulfil any of the qualifications for membership as specified by Article 19 and Article 24; or
 - ii) resigns in writing to the Company and the resignation is accepted by the Board of Directors; or
 - iii) is expelled by a Special Resolution carried at a General Meeting called to consider the matter; or
 - iv) dies, if an individual person;
 - v) ceases to exist, is wound up or goes into liquidation, if a corporate body or association; or
 - vi) being an Employee ceases to be an Employee however that may occur; or
 - vii) membership is terminated otherwise in accordance with the Articles.
27. Membership is not transferable to anyone else, and all such rights and privileges associated with membership shall cease upon the member ceasing to be a member.

GENERAL MEETINGS

28. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
29. The business of an Annual General Meeting shall include;
- i) receipt of the reports of the Chairperson and Board of Directors of the Company;
 - ii) consideration of audited accounts (if any) presented by the Board of Directors;
 - iii) election of the Board of Directors;
 - iv) decision on the application of any profits;
 - v) appointment and the fixing of the remuneration of the Auditors (if any);

All other business transacted at an Annual General Meeting shall be deemed Special.

30. The Board of Directors may, whenever they think fit, convene a General Meeting of the Company, or the members may convene a General Meeting as provided by section 303 of the Act.

NOTICES

31. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least fourteen clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
32. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally, by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom or by sending it using electronic communication to an address for the time being notified to the Company by the member.
33. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of any General Meeting the exact nature of the business to be raised at the meeting shall be specified.
34. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is sent by electronic communication, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of twenty four hours after the notice has been sent.
35. 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 proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

36. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
37. 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.
38. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 20% of the membership, entitled to vote for the time being shall be the quorum.
39. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
40. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
41. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting 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.
42. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
 - i) the Chairperson; or
 - ii) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

43. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
44. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal or electronic ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
45. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting.
46. In the case of an equality of votes the Chairperson shall not have a second or casting vote.

BOARD OF DIRECTORS

47. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
48. The initial Directors of the Company shall be the persons notified to the Registrar of Companies as the first Directors of the Company, and shall serve for three years. At the first Annual General Meeting following this period one third of the Directors shall retire and may offer themselves for re-election.
49. At every subsequent Annual General Meeting, one third of the Board of Directors, being those Directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination, provided that no Director may serve for more than three consecutive terms of office unless they obtain the approval of 75% of the Board of Directors. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
50. Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
51. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 4 and not more than 8.
52. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed (if any) is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-

option but shall be eligible to be re-appointed thereafter.

PROCEEDINGS OF THE BOARD OF DIRECTORS

53. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit.
54. Questions arising at a meeting of directors shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall not have a second or casting vote.
55. Directors shall not be entitled to appoint alternate Directors. In all proceedings of Directors each Director must not have more than one vote.
56. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
57. The quorum necessary for the transaction of business of the Board of Directors shall be 3 Directors or if greater, 50% of the Board of Directors shall be the quorum.
58. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 51 (if any), it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
59. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
60. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings.
61. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

DECLARATION OF DIRECTORS' INTERESTS

62. A Director must declare the nature and extent of any interest, direct or indirect, which they have 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 them self from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

POWERS OF THE BOARD OF DIRECTORS

63. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
64. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
65. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
66. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
67. The Directors of the Company may sign on behalf of the Company any legal documents including leases in any way permitted by the Act.

APPOINTMENT AND REMOVAL OF DIRECTORS

68. The office of a director shall be immediately vacated if a Director:
 - i) ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
 - ii) becomes bankrupt or make any arrangement or composition with their creditors generally; or
 - iii) is, in the reasonable opinion of the other Directors (acting by a majority), at any time incapable, whether mentally or physically, of managing their own affairs; or
 - iv) resigns their office by notice to the Company; or
 - v) shall for more than three consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that their office be vacated; or
 - vi) is removed from office by resolution of the Company in General Meeting, after the meeting has invited the views of the Director concerned and considered the matter in light of such views.

REMUNERATION OF DIRECTORS

69. The income and property of the Company 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 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 except as permitted by these articles.

Nothing in these articles shall prevent any payment in good faith by the Company:

- i) of payments under a contract entered into by the Company and a Director or a person connected to a Director by which the Director or connected person provides goods and/or services in return for a payment or other material benefit, 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 their appointment or remuneration, or that of their connected person, is under discussion;
- ii) 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;
- iii) of interest on money lent by any member of the Company or Director (or person connected to a Director) at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the Directors;
- iv) of fees, remuneration or other benefit in money or money's worth to any company of which a Director or a person connected to a Director may also be a member holding not more than 1% of the issued capital of the company;
- v) of reasonable and proper rent for premises let by any member of the Company or a Director or person connected to a Director;
- vi) to any Director of reasonable out-of-pocket expenses in accordance with article 70;
- vii) of premiums for indemnity insurance.

For the purposes of these articles, a person "connected" to a Director has the meaning given in section 188 of the Charities Act 2011 and includes:

- (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 paragraph (a);
- (c) a person carrying on business in partnership with the Director or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled—

(i) by the Director or by any person falling within paragraph (a), (b) or (c), or

(ii) by two or more persons falling within sub-paragraph (i), when taken together.

(e) a body corporate in which—

(i) the Director or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or

(ii) two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.

70. Directors may be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company.

CHAIRPERSON, SECRETARY AND OTHER EXECUTIVE OFFICERS

71. Subject to the provisions of the Act, the Chairperson, Secretary (if any) and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.

ACCOUNTS

72. The Board of Directors shall cause proper books of account to be kept with respect to:

i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,

ii) all sales and purchases of goods and/or services by the Company,

iii) the assets and liabilities of the Company.

73. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

74. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.

75. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

76. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
- i) to create a general reserve for the continuation and development of the Company; and
 - ii) to make a payment for approved charitable or community benefit purposes.

RULES OR BYE LAWS

77. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

INDEMNITY

78. Every member, Director, Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by that person in or about the execution or discharge of the duties of their office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:
- i) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
 - ii) negligence; or
 - iii) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

AMENDMENT TO ARTICLES

79. The provisions of these Articles of Association may only be amended by a Special Resolution. All amendments shall be registered with the Registrar of Companies and the Community Interest Company Regulator.

SOCIAL AUDIT

80. A social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.