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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

RESOLUTION OF FEDERATION DES ASSOCIATIONS FRANCAISES EN GANDE  
BRETAGNE LIMITED

Passed on 23rd June 2008

On 23<sup>rd</sup> June the following resolution was duly passed as a special resolution of the Company at an EXTRAORDINARY GENERAL MEETING duly convened and held at the Royal Thames Yacht Club, 60 Knightsbridge, London SW1X 7LF

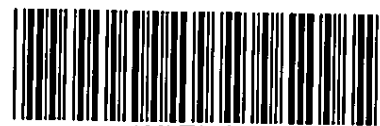
SPECIAL RESOLUTION

To adopt new Memorandum and Articles of Associations of the Company a copy of which are attached



Chairman

WEDNESDAY



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COMPANIES HOUSE

**MEMORANDUM OF ASSOCIATION  
COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION of  
FEDERATION DES ASSOCIATIONS FRANCAISES EN GRANDE BRETAGNE LIMITED**

**1. Name**

The name of the company is 'FEDERATION DES ASSOCIATIONS FRANCAISES EN GRANDE BRETAGNE Limited'

**2. Registered office**

The registered office of the company is situated in England at 184 Hammersmith Road, London W6 7DJ

**3. Objects**

The company's objects are

- (a) to co-ordinate and federate the activities of all member societies and associations and other bodies which are concerned with the interests of French nationals residing in the United Kingdom or whose members are predominantly persons of French nationality and to enable the member societies to have a way to promote themselves and to liaise with the French authorities on behalf of these member societies and bodies,
- (b) to promote the prestige of France in the United Kingdom and to provide a link between the French Authorities and the company's members enabling its members to have a way to be taken into account by the authorities and to develop closer social, philosophical, commercial and cultural relations between the French and the British people bearing in mind that the company is a non political body and that it cannot in any way be used to promote political ideas,
- (c) to encourage and promote within the United Kingdom a wider knowledge of France and of French institutions, with a view to developing closer social, philosophical, commercial and cultural relations between the French and the British people together or in conjunction with the French Authorities,
- (d) to encourage and promote within the French Republic a wider knowledge of the United Kingdom and of UK institutions, with a view to developing closer social, commercial and cultural relations between the French and the British people,
- (e) to facilitate the access for French people, British subject and other persons resident in the United Kingdom to appropriate facilities for the study of current movements in French art, science, literature and politics, and for this purpose to organise and arrange lectures, social reunions, dramatic and musical performances and exhibitions, and other public and private meetings within the United Kingdom,
- (f) to make grants of money, donations, contributions or subscriptions to such persons or objects, or for such purposes as may be deemed relevant for the purpose of furthering the objects of the Federation,

- (g) to hire and employ all classes of persons considered necessary for the purposes of the company and to pay them and other persons in return for services rendered to the company salaries, wages, and charges,
- (h) to purchase, sell or print and publish any periodicals, books or leaflets that the Federation may think desirable for the promotion of any of its objects,
- (i) to purchase or take on lease, hire or otherwise acquire any offices or premises which may be necessary for the fulfilment of the objects of the Federation and the conduct of its business,
- (j) to accept and receive any donation, subsidies, sponsorship, legacy or bequest whether subject to any special Trust or not for any one or more of the objects of the Federation,
- (k) to take any such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Federation in the shape of donations, annual subscriptions or otherwise,
- (l) to invest and deal with the money of the Federation not immediately required upon such securities and in such manner as may from time to time be determined,
- (m) to borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Federation or by mortgage or charge upon all or any part of the property of the Federation,
- (n) to do such things as the Council of Management considers to be in the best interests of this Federation and its members, and
- (o) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

#### 4. Limited liability

The liability of the members of the Federation is limited

#### 5. Undertaking to contribute to assets

Every member of the company undertakes to contribute such amount (not exceeding £10) to the company's assets if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the company's debts and liabilities contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves We the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum Names, Addresses and Descriptions of Subscribers

*(signatures, addresses and description of subscribers to memorandum)*

Dated

Witness to all the above signatures

*(signature, address and description of witness)*

**ARTICLES OF ASSOCIATION  
COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION of FEDERATION DES ASSOCIATIONS FRANCAISES EN GRANDE  
BRETAGNE LIMITED**

**1 Interpretation**

In these articles

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force,
- 1.2 'the Federation ' means the FEDERATION DES ASSOCIATIONS FRANCAISES EN GRANDE BRETAGNE LIMITED,
- 1.3 'Company secretary' means the secretary of the Federation or any other person appointed to perform the duties of the secretary of the Federation, including a joint, assistant or deputy secretary,
- 1.4 'Member' means each society named in the schedule hereto as represented by the person from time to time holding the position of president of that society,
- 1.5 'President' means the person elected pursuant to clause 7 4 to represent the Federation in all its various interactions,
- 1.6 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Federation,
- 1.7 the masculine includes the feminine and, where appropriate, the singular the plural, and
- 1.8 words importing persons shall include corporations and associations

**2. Objects**

The Federation is established for the purposes expressed in the memorandum of association.

**3. Membership**

- 3.1 The number of Members with which the Federation proposes to be registered is 100 but the Council of Management may, whenever the business of the Federation requires it, authorise an increase of Members
- 3.2 Persons who at the date of adoption of these presents are members of the Federation and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of this Federation
- 3.3 Members shall be the societies the names of which are set out in the Schedule hereto each as represented by such person who for time to time holds the office of president of

the society and whose members are predominantly of French nationality as shall from time to time be approved by the Council of Management in its ultimate discretion.

3.4 Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Federation, and shall observe all the objects of the Federation made pursuant to its powers

3.5 Any Member who shall fail in observance of any of the provisions contained in the presents or of any of the objects of the Federation or who brings the Federation into disrepute may be excluded from the Federation by resolution of a majority of at least three-fourth of the members of the Council of Management present and voting at a special Council of Management meeting at which no less than five members of the Council of Management shall be present. Such Member shall have seven clear days' notice sent to him of the Council of Management meeting, and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Council of Management allows. A Member excluded from the Federation by such meeting may, within seven days next after notice of his exclusion, appeal from the decision of the Council of Management to an Extraordinary General Meeting of the Federation which shall be convened by the Council of Management

3.6 A majority of not less than three-fourths of the Members present at such last-mentioned Extraordinary General Meeting shall have power to annul the exclusion, or to annul it subject to the performance of any conditions which the meeting may think fit to impose

3.7 No Member shall use the Federation to further political aims and to do so may lead to exclusion

#### 4. Subscriptions

4.1 The annual and other subscriptions and joining fee payable by Members of the Federation are to be such as the Council of Management from time to time prescribes

4.2 The Council of Management may provide either generally or as respects any particular Member or Members for payment of annual subscriptions by instalments

4.3 Every application for membership must be accompanied by a remittance to cover the joining fee

#### 5 Membership categories

5.1 The Federation shall include Honorary Members who have been designated by the Council of Management and who will not be required to pay the annual subscription stated above in clause 4 but these Members shall not be entitled to vote at any meetings of the Federation

5.2 All other Members will be paying members who need to pay their subscription and who have a voting right

#### 6. Loss of membership

##### 6.1 Resignation

Any Member wishing to resign his membership of the Federation must give one month notice in writing of his intention to do so, addressed to the President after having paid the subscription for the current year as well as for any previous years if applicable. The

resigning Member will not be able to vote at any meeting of the Federation after having given his written notice to resign

**6.2 Non payment of subscription**

Any Member whose annual subscription is unpaid when due ceases to be a Member of the Federation and forfeits all right in and claim upon the Federation and its property unless the Council of Management suspends the operation of this provision, which they may do as regards any particular Member on such terms as they determine at their discretion

**6.3 Expulsion**

A Member's membership will cease upon such Member being excluded from the Federation in accordance with Article 3 5

**6.4 Dissolution**

The rights of a Member as such are personal and are vested in the person from time to time holding the position of president and are not transferable and cease upon the dissolution of the society

**7. Annual general meeting**

**7.1** The Federation must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it The notices of annual general meeting are sent on behalf of the President and must be sent to the Members at least two weeks before the meeting is due to take place

**7.2** Not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next

**7.3** The annual general meeting must be held at such time and place as the Council of Management appoint

**7.4** The President shall be elected at each annual general meeting and shall hold office from the end of the Annual General Meeting at which he is so elected until the termination of the next annual general meeting The President shall be eligible for re-election to office provided always that no person shall hold office as President for more than three consecutive periods

**8 Extraordinary general meetings**

**8.1** All general meetings other than annual general meetings must be called extraordinary general meetings

**8.2** The Council of Management may, whenever it thinks fit, and must, on a requisition made in writing convene an Extraordinary General Meeting Such Requisition must be made by Members representing not less than one third of the total voting rights of all the Members having at the date of deposit of the requisition a right to vote at general meetings

**8.3** Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Federation

8.4 On receipt of the requisition the Council of Management must immediately proceed to convene an extraordinary general meeting

8.5 If the Council of Management does not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-third of the total voting rights of all of them, may convene such a meeting

## 9 Notice of meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any Member does not invalidate the proceedings at that meeting. Notice of meetings as well as all communication between the Federation and its Members can be given or made by electronic communication

## 10. Quorum for General Meetings

10.1 All business may be transacted at any meeting and no quorum is needed except in respect of clause 18 (*Amendments*) and 19 (*Dissolution*)

10.2 In respect of clauses 18 (*Amendments*) and 19 (*Dissolution*) two third of the Members present or represented amounts to a quorum. If within half an hour from the time appointed for the meeting a quorum of Members is not reached, or, if during a meeting such a quorum ceases to be reached, the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Management may determine and, if at the adjourned meeting a quorum of Members is not reached within half an hour of the time appointed for the meeting, the Members present may form a quorum

## 11. Chairman

11.1 The President, and failing him one of the vice-presidents, must preside as chairman at every general meeting of the Federation

11.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the Members present may elect one of their numbers who is a member of the Council of Management to be chairman of the meeting

11.3 If there is no member of the Council of Management present, then the Members may elect any one of their number to be chairman of the meeting

## 12. Adjournment

12.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place

12.2 No business may be transacted at any adjourned meeting except from the business which might properly have been transacted at the meeting had the adjournment not taken place

## 13. Passing of resolutions

13.1 At any general meeting (a) a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and (b) an entry to that effect in the minutes are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least ten Members having the right to vote at the meeting or 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

13.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded

#### 14. Voting rights

14.1 Every Member of the Federation may attend general meetings of the Federation

14.2 No Member may vote at any meeting unless all the money then due from it to the Federation has been paid unless decided otherwise by the Council of Management

14.3 Every Member of the Federation entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote

#### 15. Proxy voting

15.1 On a poll votes may be given either personally or by proxy

15.2 A proxy must be appointed in writing under the hand of the appointor

15.3 The instrument appointing a proxy must be provided to the Federation before the time of holding the meeting at which the person named in such instrument proposes to vote

15.4 Any instrument appointing a proxy must be in the following form or a French translation thereof

#### **FEDERATION DES ASSOCIATIONS FRANCAISES EN GRANDE BRETAGNE LIMITED**

*[I or We], (name) of (address), being [a member or members] of the above named association, appoint (name) of (address), or, failing him, (name) of (address), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the Federation to be held on (date) and at any adjournment*

*Dated*

*(signature(s) of member(s))*

15.5 The number of proxies which a Member may hold shall be no more than five

#### 16. Council of Management

16.1 The Council of Management consists of not less than six or more than fourteen persons. The Council of Management is elected by the annual general meeting for a one year term and each of its members are eligible for re-election at the end of a term



In accordance with the spirit of the objects of the Federation, no member of the Council of Management shall be a president of a Member having as primary object a political aim or be the representative of a political organisation

- 16.2 The Council of Management chooses amongst its members two vice-presidents, a treasurer and a secretary
- 16.3 No member of the Council of Management may receive any remuneration for his services in the capacity as member
- 16.4 The Council of Management may from time to time and at any time appoint any Member of the Federation or any other person it chooses as a member of the Council of Management, either to fill a casual vacancy or by way of addition to the Council of Management, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 16.5 The Council of Management will meet at least four times a year as requested by the President or by a third of its member. Four members of the Council of Management are a quorum at a meeting. Decisions are taken by a majority vote and the President has a casting vote in case of equality of votes
- 16.6 The secretary takes notes of the meeting and keeps the records of the Federation
- 16.7 The Council of Management discusses the agenda. It agrees the accounts presented by the treasurer and sets the budget and the use of the funds available, it manages and decides the activities of the Federation and reports on the Federation's actions
- 16.8 The Secretary is responsible for the correspondence, convocations and note taking and the record keeping activities on behalf of the Federation
- 16.9 The treasurer is responsible for the accounts and the books of the Federation. He must ensure that proper books of accounts are kept in respect of (a) all sums of money received and expended by the Federation and the matters in respect of which the receipts and expenditure take place and (b) the assets and liabilities of the Federation. He must report regularly to the Council of Management
17. **Powers of the Council of Management**
  - 17.1 The business of the Federation shall be managed by the Council of Management who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Federation as it thinks fit
  - 17.2 The Council of Management of the Federation may exercise all powers that may be exercised by the Federation and do anything that may be done by the Federation, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the Federation in general meeting
  - 17.3 The Council of Management may act notwithstanding vacancies, provided always that in case the members of the Council of Management shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the present, it shall be lawful for it to act as the Council of Management for the purpose of admitting persons to the membership of the Federation, filling up vacancies in its body, or of summoning a general meeting, but not for any other purposes

17.4 The Council of Management may issue debentures, debenture stock, bonds, or obligations of the Federation at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Federation any sum or sums of money either upon mortgage or charge of all or any of the property of the Federation, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit

**18. Amendments**

18.1 The articles of association can only be amended at an extraordinary general meeting called by the Council of Management or by written request of two third of the Members

18.2 The decision to amend the articles of association must be taken with a two-third majority of the Members eligible to vote and present at the meeting

**19. Dissolution**

19.1 The duration of the Federation is unlimited and its dissolution can be declared by a general meeting requested by more than half of the Members

19.2 This general meeting will need to have present or represented at least two-third of the Members. The decision will be taken by a majority vote

**20. Headings**

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them

*(signatures of subscribers)*

Witnesses to the above signatures

*(signature and address of witnesses)*