
HARBOROUGH TOWN COMMUNITY TRUST

ARTICLES OF ASSOCIATION

(Charitable company limited by guarantee)

Final version for approval at AGM

1. Preliminary

1.1 Name

The name of the charity is Harborough Town Community Trust (the “Charity”).

1.2 Registered office

The registered office of the Charity shall be in England and Wales.

1.3 Charitable company

The Charity is a private company limited by guarantee and is established exclusively for charitable purposes.

1.4 Exclusion of model articles

No articles set out in any statute or statutory instrument concerning companies shall apply as articles of the Charity. These Articles alone shall constitute the articles of association of the Charity.

2. Interpretation

2.1 Definitions

In these Articles, unless the context otherwise requires:

“Act” means the Companies Act 2006.

“Articles” means these articles of association as altered from time to time.

“Board” means the board of Trustees for the time being of the Charity.

“Business Day” means a day other than a Saturday, Sunday or public holiday in England.

“Chair” means the Independent Chair appointed in accordance with these Articles.

“Charities Act” means the Charities Act 2011 and any statutory modification or re-enactment of it for the time being in force.

“Charity” means Harborough Town Community Trust.

“Charity Commission” means the Charity Commission for England and Wales.

“Connected Person” has the meaning given by charity law and, where relevant, the Charities Act.

“County FA” means the relevant county football association from time to time.

“General Manager” means the senior operational manager of Harborough Town Football Club from time to time, however titled, appointed by the Charity and accountable to and reporting directly to the Board of Trustees, with responsibility for implementing the Charity’s strategic and governance decisions in relation to football operations.

“HTFC Ltd” means Harborough Town Football Club Limited.

“HTT Ltd” means Harborough Town Trading Limited or any successor trading subsidiary or commercial vehicle approved consistently with the restructuring framework.

“Independent”, in relation to a Trustee, means a person who:

(a) is not a director, employee or officer of HTFC Ltd or HTT Ltd;

(b) does not have a material financial interest, whether direct or indirect, in HTFC Ltd or HTT Ltd or in any arrangement with either of them, other than as an ordinary supporter, donor or service user on terms available generally;

(c) is not a close family member, business partner or Connected Person of a person falling within paragraphs (a) or (b);

(d) is not, in the reasonable opinion of the Board, otherwise subject to an influence, loyalty or conflict likely to impair that person’s ability to exercise independent judgment solely in the interests of the Charity; and

(e) is able and willing to act only in the best interests of the Charity and in accordance with the duties of charity trustees.

“Interested Trustee” means a Trustee who has an actual or potential conflict of interest or conflict of loyalty in relation to a matter under consideration.

“Member” means a member of the Charity.

“Ordinary Resolution” has the meaning given in the Act.

“Property” means the club premises and any freehold, leasehold or other property interest from time to time held by the Charity.

“Special Resolution” has the meaning given in the Act.

“Trustee” means a director of the Charity for the purposes of the Act and a charity trustee for the purposes of charity law.

“Writing” includes communication sent by post or by electronic means and any communication capable of being read or reproduced in permanent form.

2.2 Construction

References to one gender include all genders.

References to persons include individuals, bodies corporate, unincorporated associations and partnerships.

References to a statute or statutory provision include any modification, re-enactment or replacement of it for the time being in force.

Headings are for convenience only and do not affect interpretation.

3. Charitable objects

The objects of the Charity are exclusively charitable and for the public benefit, namely:

- (a) the advancement of amateur and community sport, including football;
 - (b) the provision and maintenance of facilities for recreation, leisure-time occupation and participation in sport and physical activity in the interests of social welfare and with the object of improving the conditions of life for the persons for whom the facilities are primarily intended;
 - (c) the promotion of health, education, inclusion, equality, social cohesion and community development through sport and associated community activity;
 - (d) the advancement of citizenship and community development, including by supporting volunteering, participation, aspiration and pathways into sport and community life;
 - (e) such other charitable purposes ancillary or conducive to the foregoing as the Trustees may from time to time determine.
-

4. Powers

4.1 General power

In furtherance of its objects, but not otherwise, the Charity shall have power to do all such lawful things as are incidental or conducive to the pursuit of its objects.

4.2 Specific powers

Without limitation to Article 4.1, the Charity may:

- (a) acquire, hold, improve, maintain, manage, lease, licence, insure and dispose of land and other property, subject always to charity law;
- (b) hold the long lease or other principal occupational interest in the club premises and protect that property for charitable purposes;
- (c) provide, maintain and make available facilities for community sport, recreation, education, health and inclusion purposes;
- (d) deliver community and charitable football activities directly or through staff, volunteers, contractors, delivery partners or formal arrangements with other organisations;
- (e) enter into licences to occupy, service agreements, operating protocols and other arrangements with HTFC Ltd and HTT Ltd, provided always that such arrangements are lawful and in the interests of the Charity;
- (f) employ staff and engage consultants, advisers, coaches, contractors and volunteers;
- (g) receive grants, donations, sponsorship, fundraising income and other support;
- (h) establish committees, advisory groups and sub-committees and delegate functions in accordance with these Articles;
- (i) open and operate bank accounts and invest funds not immediately required for the Charity's purposes in accordance with charity law;
- (j) insure the Charity, its Property and, subject to law, its Trustees and officers;
- (k) co-operate with local authorities, governing bodies, schools, clubs, charities, community groups and other organisations;
- (l) do all such other lawful things as may assist the Charity in carrying out its objects.

4.3 Limits on powers

All powers of the Charity shall be exercised:

- (a) only in furtherance of its objects;
- (b) in compliance with the Act, the Charities Act and charity law generally;
- (c) so as to preserve the independence of the Charity and the proper discharge of the Trustees' duties;
- (d) with due regard to the need to avoid undue private benefit; and
- (e) so far as reasonably practicable, in a manner consistent with preserving any charitable reliefs available to the Charity.

5. Application of income and property

5.1 Application solely for objects

The income and property of the Charity shall be applied solely towards the promotion of its objects.

5.2 No distribution of profit

No part of the income or property of the Charity shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution of profit to any Member or Trustee.

5.3 Permitted payments

Nothing in these Articles shall prevent the Charity from making any payment in good faith which is permitted by charity law, including:

- (a) reimbursement of reasonable and properly incurred out-of-pocket expenses;
- (b) payment of reasonable and proper remuneration to any employee of the Charity who is not also a Trustee;
- (c) payment for the supply to the Charity of services, goods, equipment or facilities by a Trustee or Connected Person where and to the extent expressly permitted by charity law and properly authorised;
- (d) payment of interest at a reasonable and proper rate on money lent to the Charity;
- (e) payment of reasonable and proper rent, licence fees or service charges for premises or facilities occupied or used by the Charity;
- (f) premiums for trustee indemnity insurance permitted by law.

5.4 Private benefit

The Trustees must ensure that no private benefit is conferred in connection with the Charity's activities except where:

- (a) it is incidental to the carrying out of the Charity's objects; or
- (b) it is otherwise lawful, reasonable, properly considered and demonstrably in the interests of the Charity.

5.5 Dealings with HTFC Ltd and HTT Ltd

Any arrangement between the Charity and HTFC Ltd or HTT Ltd shall:

- (a) be demonstrably in the interests of the Charity;

- (b) be on terms the Trustees reasonably consider appropriate;
 - (c) be properly documented in Writing;
 - (d) be approved only after full consideration of conflicts, private benefit and charity law compliance.
-

6. Liability of Members and guarantee

6.1 Limited liability

The liability of each Member is limited.

6.2 Guarantee

Every Member undertakes to contribute to the assets of the Charity, in the event of the same being wound up while that person is a Member or within one year after that person ceases to be a Member, such amount as may be required not exceeding £1.

7. Members

7.1 Subscribers

The subscribers to the memorandum of association shall be the first Members of the Charity.

7.2 Admission of Members

Any person who supports the objects of the Charity and is approved for admission by the Trustees in accordance with these Articles may become a Member.

7.3 Membership applications

An application for membership shall:

- (a) be made in such form as the Trustees may from time to time prescribe;
- (b) contain such information as the Trustees may reasonably require;
- (c) include an agreement by the applicant to be bound by these Articles;
- (d) be considered by the Trustees acting in good faith and in the interests of the Charity.

7.4 Discretion of Trustees

The Trustees may in their absolute discretion accept or decline any application for membership. The Trustees shall not be obliged to give reasons for declining an application.

7.5 Membership is personal

Membership is personal to the Member and is not transferable.

7.6 Register of Members

The Charity shall maintain a register of Members in accordance with the Act.

7.7 Rights of Members

Subject to the Act and these Articles, each Member shall have:

- (a) the right to receive notice of and attend general meetings;
- (b) the right to speak at general meetings;
- (c) one vote on a show of hands and one vote on a poll;
- (d) such other rights as are expressly conferred by the Act or these Articles.

7.8 Obligations of Members

Each Member shall:

- (a) act in good faith in relation to the Charity;
- (b) support the objects of the Charity;
- (c) comply with these Articles and any lawful policies adopted by the Trustees;
- (d) refrain from conduct likely to damage the Charity's reputation or proper functioning.

7.9 Cessation of membership

A person shall cease to be a Member if that person:

- (a) resigns by notice in Writing to the Charity;
- (b) dies;
- (c) in the case of a body corporate, ceases to exist;
- (d) becomes bankrupt or makes any arrangement or composition with creditors generally, or analogous insolvency event occurs;
- (e) is removed from membership by resolution of the Trustees under Article 7.10.

7.10 Removal of membership

The Trustees may remove a Member if, acting reasonably and in good faith, they consider that the Member:

- (a) has acted seriously or persistently contrary to the objects or interests of the Charity;
- (b) has committed a serious breach of these Articles or any lawful policy of the Charity;

(c) has engaged in conduct likely to damage the reputation or proper functioning of the Charity;

(d) is otherwise unsuitable to remain a Member.

7.11 Fair procedure

Before removing a Member under Article 7.10, the Trustees shall:

(a) give the Member written notice of the grounds relied upon;

(b) give the Member a reasonable opportunity to make written representations and, if the Trustees so decide, oral representations;

(c) consider any such representations fairly;

(d) notify the Member in Writing of the Trustees' decision.

8. General meetings

8.1 Annual general meeting

The Charity shall hold an annual general meeting in each calendar year and not more than fifteen months shall elapse between one annual general meeting and the next.

8.2 Calling general meetings

The Trustees may call a general meeting whenever they think fit. Members may require the Trustees to call a general meeting in accordance with the Act.

8.3 Notice of general meetings

At least 14 clear days' notice shall be given of every general meeting, unless a longer period is required by the Act.

8.4 Contents of notice

Every notice convening a general meeting shall specify:

(a) the date and time of the meeting;

(b) the place of the meeting, if any;

(c) if the meeting is to be held by electronic means or partly by electronic means, the method by which Members may attend, speak and vote;

(d) the general nature of the business to be transacted;

(e) the text of any Special Resolution to be proposed;

(f) the right of Members to appoint proxies where applicable.

8.5 Attendance by electronic means

The Trustees may decide that a general meeting shall be held wholly in person, wholly by electronic means, or in hybrid form, provided that all persons attending are able to communicate adequately and to exercise their rights to speak and vote.

8.6 Accidental omission

The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

9. Proceedings at general meetings

9.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present.

9.2 Quorum requirement

Two Members present in person or by proxy and entitled to vote shall constitute a quorum.

9.3 Lack of quorum

If a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to such day, time and place as the Trustees may determine. At the adjourned meeting, the Members present in person or by proxy shall constitute a quorum.

9.4 Chairing general meetings

The Chair shall preside as chair of every general meeting. If there is no Chair, or if the Chair is unwilling or unable to act, the Trustees present shall appoint one of their number to chair the meeting, failing which the Members present shall elect one of their number to chair the meeting.

9.5 Voting

At a general meeting a resolution put to the vote shall be decided on a show of hands unless a poll is duly demanded.

9.6 Equality of votes

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote, unless the chair is not entitled to vote on the matter.

9.7 Adjournment

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. No business shall be transacted at any adjourned meeting other than business properly left unfinished at the original meeting.

10. Proxies

10.1 Appointment of proxies

A Member is entitled to appoint another person as proxy to exercise all or any of that Member's rights to attend, speak and vote at a general meeting.

10.2 Proxy notices

Proxies shall be appointed and lodged in accordance with the Act and any requirements specified in the notice of meeting.

11. Written resolutions of Members

11.1 Written resolutions

Subject to the Act, a written resolution of the Members shall be as valid and effective as if passed at a general meeting duly convened and held.

11.2 Proposal of written resolutions

A written resolution may be proposed by the Trustees or by Members in accordance with the Act.

12. Trustees

12.1 Number of Trustees

Unless otherwise determined by Ordinary Resolution, the Charity shall have not fewer than five Trustees.

12.2 Composition of Board

The Trustees shall include:

- (a) an Independent Chair;
- (b) Independent Trustees forming a majority of the Board at all times;
- (c) one Trustee nominated by HTFC Ltd.

12.3 Maximum number

The Charity shall have not more than twelve Trustees unless the Members otherwise determine by Ordinary Resolution.

12.4 Independence requirement

At all times, more than half of the Trustees in office must be Independent.

12.5 Continuing validity

If at any time the number of Independent Trustees falls so that Article 12.4 is no longer satisfied:

- (a) the remaining Trustees shall use all reasonable endeavours promptly to remedy that position;
- (b) no decision shall be taken on any reserved matter under Article 27 unless and until the requirement is restored, save where delay would materially prejudice the Charity or breach law or regulation;
- (c) the validity of prior acts shall not be affected solely by that breach, but the Trustees shall minute the position and the steps being taken to correct it.

12.6 HTFC nominee

HTFC Ltd may nominate one person for appointment as a Trustee, but such person shall only take office if validly appointed in accordance with these Articles and the Act and shall, once appointed, owe duties solely to the Charity.

12.7 General Manager attendance

The General Manager may attend meetings of the Trustees ex officio, for information and liaison purposes, but shall not be a Trustee and shall have no vote.

12.8 General Manager – employment and oversight

- (a) The Charity shall appoint, employ or engage the General Manager.
- (b) The Trustees shall have responsibility for overseeing, supporting and, where necessary, disciplining or removing the General Manager, subject to applicable employment law.
- (c) The Trustees may approve written schemes of delegation permitting the General Manager to exercise defined operational responsibilities within HTFC Ltd and HTT Ltd.

12.9 Duty to preserve independence

The Trustees shall ensure that the independence of the Charity is maintained both in substance and in appearance.

13. Appointment of Trustees

13.1 Appointment by Members

The Members may by Ordinary Resolution appoint any person who is willing to act as a Trustee, either to fill a vacancy or as an additional Trustee.

13.2 Appointment by Trustees

The Board may appoint any person willing to act as a Trustee to fill a casual vacancy or as an additional Trustee, provided that:

- (a) the total number of Trustees does not thereby exceed the maximum permitted by these Articles;
- (b) the appointment does not cause the Board to cease to have an Independent majority;
- (c) any Trustee appointed by the Board shall retire at the next annual general meeting and shall then be eligible for appointment by the Members.

13.3 Eligibility

A person shall not be appointed as a Trustee unless:

- (a) that person has attained the age of 16 years;
- (b) that person is not disqualified under charity law, the Act or any other applicable law from acting as a charity trustee or company director;
- (c) that person has consented to act;
- (d) the Board or Members, as applicable, are satisfied that the person is likely to contribute appropriately to the governance and objects of the Charity.

13.4 Recruitment principles

In appointing Trustees, the Members and the Board shall have regard, so far as practicable, to the desirability of maintaining an appropriate balance of skills, experience and diversity, including experience in charity governance, finance, safeguarding, property, community development, education, health, inclusion, law and sport.

13.5 Independent Chair

The Chair must be Independent at the time of appointment and throughout the Chair's tenure.

14. Retirement and reappointment of Trustees

14.1 Rotation

At every annual general meeting, one-third of the Trustees for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office.

14.2 Order of retirement

The Trustees to retire shall be those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed on the same day, those to retire shall be determined by lot unless they agree otherwise.

14.3 Reappointment

A retiring Trustee shall be eligible for reappointment, subject to continuing eligibility and, where applicable, continued independence.

14.4 Board-appointed Trustees

A Trustee appointed by the Board under Article 13.2 shall retire at the next annual general meeting and shall not be taken into account in determining which Trustees are to retire by rotation at that meeting.

15. Termination of office of Trustee

A person shall cease to be a Trustee if:

- (a) that person ceases to be a trustee by virtue of any provision of the Act, the Charities Act or charity law, or is prohibited by law from being a charity trustee or director;
- (b) a bankruptcy order is made against that person, or that person makes any arrangement or composition with creditors generally, or analogous insolvency event occurs;
- (c) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that the person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (d) notification is received by the Charity from the Trustee that the Trustee is resigning, and such resignation has taken effect in accordance with its terms;
- (e) the Trustee is absent without permission of the Board from three consecutive Board meetings and the Board resolves that the office be vacated;
- (f) the Members remove the Trustee by Ordinary Resolution in accordance with the Act;

(g) in the case of an Independent Trustee, that person no longer satisfies the independence requirements and the Board resolves that office should cease in order to protect the Charity's governance;

(h) in the case of the Chair, that person ceases to be Independent.

16. Trustees' general authority

16.1 Management of business

Subject to the Act, the Charities Act, charity law and these Articles, the business of the Charity shall be managed by the Trustees, who may exercise all the powers of the Charity.

16.2 Limits

No alteration of these Articles and no direction given by Special Resolution 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.

17. Members' reserve power

17.1 Special Resolution power

The Members may, by Special Resolution, direct the Trustees to take, or refrain from taking, specified action.

17.2 Protection of prior acts

No such Special Resolution shall invalidate anything which the Trustees have done before the passing of the resolution.

17.3 Charity law preservation

Nothing in this Article authorises the Members to require the Trustees to act in breach of charity law or otherwise than in the best interests of the Charity.

18. Chair and vice-chair

18.1 Appointment of Chair

The Board shall appoint one of the Independent Trustees to be Chair for such term and on such terms as it may determine.

18.2 Vice-chair

The Board may appoint one of the Trustees to be vice-chair.

18.3 Chairing Board meetings

The Chair shall chair meetings of the Board unless unwilling or unable to do so.

18.4 Alternate chair

If the Chair is unwilling or unable to chair a meeting, the vice-chair shall chair that meeting, failing which the Trustees present shall appoint one of their number to chair that meeting, provided that the person chairing is Independent if an Independent Trustee is present and willing to act.

19. Trustees' decision-making

19.1 General rule

The general rule about decision-making by Trustees is that any decision of the Trustees must be either:

- (a) a majority decision at a meeting; or
- (b) a decision taken in accordance with Article 21.

19.2 Regulation of proceedings

The Board may regulate its proceedings as it thinks fit, subject to these Articles.

19.3 Minutes

The Trustees shall ensure that appropriate minutes are kept of all Board meetings and all resolutions and decisions.

20. Calling Trustees' meetings

20.1 Calling meetings

Any Trustee may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the company secretary, if any, to give such notice.

20.2 Contents of notice

Notice of any Trustees' meeting shall indicate:

- (a) the proposed date and time of the meeting;
- (b) where it is to take place;
- (c) if it is to take place by electronic means, how the Trustees may participate.

20.3 Form of notice

Notice of a Trustees' meeting need not be in Writing.

20.4 Waiver

Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice.

21. Unanimous decisions of Trustees

21.1 Unanimous decisions

A decision of the Trustees may be taken without a meeting if all eligible Trustees indicate to each other by any means that they share a common view on a matter.

21.2 Written form

Such a decision may take the form of a resolution in Writing, copies of which have been signed by all eligible Trustees or to which all eligible Trustees have otherwise indicated agreement in Writing.

21.3 Effect

A unanimous decision in accordance with this Article shall be as effective as a decision taken at a duly convened and quorate meeting of the Trustees.

22. Quorum for Trustees' meetings

22.1 Quorum

At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.

22.2 Quorum requirement

The quorum for Trustees' meetings shall be the greater of:

- (a) three Trustees; and
- (b) one-third of the total number of Trustees then in office, rounded up to the nearest whole number.

22.3 Independent quorum requirement

At least a majority of the Trustees forming the quorum on any matter must be Independent, unless the matter is purely administrative and the non-conflicted Independent Trustees resolve otherwise.

22.4 Insufficient numbers

If the total number of Trustees is less than the quorum required, the Trustees shall not take any decision other than a decision:

- (a) to appoint further Trustees in accordance with these Articles; or
 - (b) to call a general meeting to enable the Members to appoint further Trustees.
-

23. Participation in Trustees' meetings

23.1 Participation

Trustees participate in a Trustees' meeting when:

- (a) the meeting has been called and takes place in accordance with these Articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of business.

23.2 Location immaterial

In determining whether Trustees are participating in a meeting, it is irrelevant where any Trustee is or how they communicate with each other.

24. Voting at Trustees' meetings

24.1 Majority voting

Questions arising at a Trustees' meeting shall be decided by a majority of votes.

24.2 Casting vote

In the case of an equality of votes, the Chair of the meeting shall have a casting vote, unless the Chair is not entitled to vote on the matter.

25. Conflicts of interest and loyalty

25.1 Duty to declare

A Trustee shall declare to the Board the nature and extent of any direct or indirect interest, conflict of interest or conflict of loyalty in relation to any proposed or existing transaction, arrangement or other matter under consideration.

25.2 General duty

A Trustee shall seek to avoid any situation in which the Trustee has, or may have, a direct or indirect interest or loyalty which conflicts, or may conflict, with the interests of the Charity.

25.3 Authorisation of conflicts

The Board may authorise a conflict or potential conflict of interest of a Trustee only if:

- (a) the matter has been fully disclosed to the Board;
- (b) the Board considers the matter only through those Trustees who are unconflicted and, where possible, Independent;
- (c) the Interested Trustee is not counted in the quorum for the relevant part of the meeting unless permitted by law and resolved by the unconflicted Trustees;
- (d) the Interested Trustee does not vote on the matter unless permitted by law and resolved by the unconflicted Trustees;
- (e) the unconflicted Trustees are satisfied that the arrangement is in the best interests of the Charity and consistent with charity law.

25.4 Exclusion from discussion

The Interested Trustee may be excluded from discussion and from receipt of board papers relating exclusively to the relevant matter where the unconflicted Trustees so decide.

25.5 Conflicts involving HTFC Ltd and HTT Ltd

Where a Trustee also holds office in, acts for, or has a material relationship with HTFC Ltd or HTT Ltd, that Trustee shall be treated as having a relevant conflict or loyalty issue in relation to any matter concerning arrangements with, benefits to, or disputes involving that entity, unless the unconflicted Trustees determine otherwise in relation to a specific matter.

25.6 Register of interests

The Board shall maintain an appropriate register of Trustees' interests and conflicts.

26. Delegation

26.1 Power to delegate

Subject to these Articles, the Trustees may delegate any of the powers conferred on them:

- (a) to such person, committee or sub-committee;

- (b) by such means;
 - (c) to such extent;
 - (d) in relation to such matters;
 - (e) on such terms and conditions,
- as they think fit.

26.2 Limits on delegation

The Trustees shall not delegate matters which charity law requires the Trustees themselves to determine, nor any decision which the Board has designated as a reserved matter under Article 27.

26.3 Recording delegations

The Trustees shall record material delegations in a written scheme of delegation or in Board minutes.

26.4 Responsibility retained

The Trustees remain responsible for the exercise of any delegated powers.

27. Reserved matters

27.1 Matters requiring enhanced approval

The Charity shall not take any of the following actions without prior approval in accordance with this Article:

- (a) amending these Articles;
- (b) changing the name of the Charity;
- (c) changing the objects of the Charity;
- (d) disposing of, leasing, charging, mortgaging, surrendering, materially varying, or otherwise dealing with the Property or any material interest in it;
- (e) granting, varying in any material respect, surrendering or terminating any licence or occupational arrangement relating to the Property in favour of HTFC Ltd or HTT Ltd;
- (f) entering into any material related-party transaction with a Trustee, Member, HTFC Ltd, HTT Ltd, or any Connected Person;
- (g) taking any action reasonably likely to prejudice the Charity's charitable status, independence, public benefit position or entitlement to charitable business rates relief;

- (h) assuming football operating risk or commercial trading risk beyond what is incidental and proper for the Charity;
- (i) making any material change to the governance relationship between the Charity and HTFC Ltd;
- (j) creating, acquiring or disposing of any subsidiary or material undertaking;
- (k) commencing any activity outside the charitable objects of the Charity;
- (l) making any decision which the Board has previously designated as a reserved matter.

27.2 Member approval

The matters referred to in Articles 27.1(a), (b), (c), (d), (h), (i) and (k) shall require approval by Special Resolution of the Members, together with any Charity Commission consent required by law.

27.3 Board supermajority

The matters referred to in Articles 27.1(e), (f), (g), (j) and (l) shall require approval of the Board by not less than two-thirds of the unconflicted Trustees present and voting at a quorate meeting, provided that an Independent majority is maintained among those voting.

27.4 Statutory requirements preserved

Nothing in this Article derogates from any requirement of the Act, the Charities Act or charity law for Member approval, Charity Commission consent, professional advice, valuation or other process.

28. Property ownership and occupation

28.1 Property holding role

The Charity shall be the sole owner, leaseholder or principal property-holding entity in relation to the club premises, consistent with the restructuring framework approved by the relevant bodies.

28.2 Charitable holding of property

The Property shall be held solely in furtherance of the Charity's objects and not as an asset of HTFC Ltd or HTT Ltd.

28.3 Day-to-day operation

The Charity shall not itself manage day-to-day football operations or commercial trading activities at the Property, save to the extent necessary for the proper protection

of the Property, safeguarding, legal compliance, or delivery of the Charity's own activities.

28.4 Occupation by HTFC Ltd and HTT Ltd

The Charity may grant licences or other lawful written rights of occupation to HTFC Ltd and/or HTT Ltd, provided always that the Trustees are satisfied that:

- (a) the arrangement is lawful and in the Charity's interests;
- (b) the arrangement is properly documented;
- (c) the arrangement does not improperly fetter the Trustees' discretion;
- (d) the arrangement does not confer undue private benefit;
- (e) the Trustees have considered the implications for charity law compliance and charitable reliefs, including business rates relief.

28.5 Land law and charity law compliance

Any disposal, lease, transfer, charge, mortgage, surrender, variation or other land transaction affecting the Property must comply fully with the Charities Act and all other applicable law.

28.6 Professional advice

The Trustees shall obtain such professional advice, valuation, report or consent as is required by law or as they reasonably consider appropriate having regard to the significance of the transaction and their duties.

29. Community football and charitable activities

29.1 Charitable delivery role

All community and charitable football activity within the Harborough Town structure shall be delivered by, through, or under the authority of the Charity.

29.2 Flexibility of delivery

Nothing in Article 29.1 prevents the Charity from using employees, secondees, contractors, volunteers, delivery partners or service providers to deliver activities, provided that the Charity retains strategic responsibility and oversight for its charitable activities.

29.3 Community and public benefit focus

The Trustees shall ensure that the Charity's activities are directed to public benefit and are not operated primarily for the private benefit of HTFC Ltd, HTT Ltd or any other non-charitable body.

30. Relationship with HTFC Ltd and HTT Ltd

30.1 Independence

The Charity is and shall remain independent of HTFC Ltd and HTT Ltd.

30.2 Duties owed to Charity alone

Each Trustee, including any Trustee nominated by HTFC Ltd, owes duties solely to the Charity and shall act only in the best interests of the Charity.

30.3 No assumption of non-charitable risk

The Charity shall not assume football operating risk or commercial trading risk except to the extent lawfully incidental to carrying out its charitable objects.

30.4 Written agreements

All material arrangements between the Charity and HTFC Ltd or HTT Ltd shall be in Writing, properly approved, and kept under review.

30.5 Protection of reliefs and status

The Trustees shall conduct the Charity's affairs, so far as reasonably practicable, in a manner designed not to prejudice the Charity's charitable status, independence, public benefit position, or entitlement to charitable reliefs.

31. Inter-entity dispute resolution

31.1 Good faith negotiation

If a dispute arises between the Charity and HTFC Ltd or between the Charity and HTT Ltd concerning governance, property, occupation, services, costs, responsibilities or implementation of the restructuring framework, the relevant parties shall first seek to resolve the dispute through good faith negotiation.

31.2 Mediation

If the dispute has not been resolved within 21 days of written notice of the dispute, any party may require the dispute to be referred to mediation.

31.3 Appointment of mediator

Unless otherwise agreed, the mediator shall be appointed by agreement between the parties or, failing agreement within 14 days, by the Centre for Effective Dispute Resolution or such successor body as the parties may agree.

31.4 Urgent action preserved

Nothing in this Article shall prevent any party from taking urgent steps to protect legal rights, safeguarding obligations, regulatory compliance or Property interests.

32. Accounts, reporting and records

32.1 Accounting records

The Trustees shall ensure that proper accounting records are kept in accordance with the Act, the Charities Act and applicable accounting requirements.

32.2 Statutory reporting

The Charity shall prepare and file accounts, trustees' reports, confirmation statements and all other required filings in accordance with law.

32.3 Minutes and governance records

Minutes shall be kept of:

- (a) all general meetings;
- (b) all Board meetings;
- (c) all committee meetings;
- (d) all material decisions taken otherwise than at meetings.

32.4 Registers and policies

The Board shall maintain such registers, policies, governance documents and internal records as are reasonably necessary for the proper governance and operation of the Charity.

33. Communications and notices

33.1 Statutory methods

Subject to the Act, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the Act provides.

33.2 Methods of giving notice

Any notice to be given to or by any person pursuant to these Articles may be given:

- (a) personally;
- (b) by post;
- (c) by courier;
- (d) by electronic means; or
- (e) by such other lawful means as the Board may approve.

33.3 Deemed receipt at meetings

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

34. Indemnity and insurance

34.1 Indemnity

Subject to the Act and charity law, the Charity may indemnify a Trustee or former Trustee against any liability incurred by that person in that capacity.

34.2 Insurance

The Charity may purchase and maintain insurance for or for the benefit of any person who is or was a Trustee, officer or employee of the Charity against any loss or liability which may attach to that person in connection with that person's office or status, to the extent lawful.

35. Amendment of Articles

35.1 Amendment by Special Resolution

These Articles may be amended by Special Resolution.

35.2 Charity law restrictions

No amendment shall be made which would:

- (a) alter the objects clause in a way not permitted by charity law;
- (b) authorise any application of the Charity's property otherwise than for charitable purposes;
- (c) affect the provisions for dissolution so as to permit distribution to Members;

(d) undermine the independence requirements built into these Articles, without such prior written consent of the Charity Commission or other authority as may be required by law.

36. Dissolution

36.1 Surplus assets

If on the winding up or dissolution of the Charity there remains any property after the satisfaction of all debts and liabilities, such property shall not be distributed among the Members.

36.2 Transfer to other charities

Any such remaining property shall be given or transferred to one or more charities having objects similar to the objects of the Charity and prohibiting the distribution of income and property to an extent at least as great as is imposed on the Charity by these Articles, as the Members may determine at or before the time of winding up and, if and so far as effect cannot be given to such provision, then to such charity or charities as a court of competent jurisdiction may direct.

37. Regulations

37.1 Power to make regulations

The Trustees may from time to time make, repeal or amend such regulations, rules or policies as they think fit for the proper conduct and management of the Charity, provided that no such regulation, rule or policy shall be inconsistent with the Act, charity law or these Articles.

37.2 Articles prevail

In the event of any inconsistency between these Articles and any regulation, rule or policy adopted by the Trustees, these Articles shall prevail.
