The Companies Act 2006

THE HAPPY FACES FOUNDATION

Limited By Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION

Company Number: 16445261
Incorporated on 12/05/2025

ARTICLES OF ASSOCIATION
OF
THE HAPPY FACES FOUNDATION LIMITED

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined Terms**
   In these articles:

- "The Act" means the Companies Act 2006;
- "The Charity" means THE HAPPY FACES FOUNDATION LIMITED;
- "Articles" means these bespoke articles of association;
- "Objects" means the purposes set out in article 3.

2. Liability of Members

The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member, or within one year after they cease to be a member, for:

- payment of the company's debts and liabilities contracted before they cease to be a member;
- payment of the costs, charges and expenses of winding up;
- adjustment of the rights of the contributories among themselves.

PART 2: OBJECTS AND POWERS

3. **The Company's Objects**
   The objects for which the company is established are:

- To advance education and provide opportunities for orphans and underprivileged children.
- To support welfare initiatives including health, food, shelter, and education.
- To establish digital learning centers for skill development and self-sufficiency.

4. **Powers**

The company has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so, including but not limited to:

- Raise funds and receive contributions from any person(s);
- Apply for grants and donations;
- Employ staff and engage volunteers;
- Enter into contracts to provide services or facilities;
- Collaborate with government and non-government organisations;
- Promote public awareness and community engagement.

PART 3: NON-PROFIT DISTRIBUTION CLAUSE

5. **Application of Income and Property**

- The income and property of the company shall be applied solely towards the promotion of its objects.
- No portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to the members of the company.
- Directors may be reimbursed for reasonable expenses incurred while acting on behalf of the company.

PART 4: MEMBERS

6. **Membership**

- The company must have at least one member.
- Members agree to contribute a maximum of £10 if the company is wound up while they are a member, or within 1 year after they cease to be a member.

7. **Admission and Removal of Members**

- The directors may admit or remove a member following the membership policy.
- Members may be individuals or corporate bodies supporting the objects of the company.

PART 5: DIRECTORS

8. **Directors' Powers and Responsibilities**

- Directors are responsible for the management of the company's business.
- The directors may exercise all the powers of the company to achieve the objects.

9. **Directors' Decisions**

- Decisions may be taken by majority resolution at board meetings.
- Directors must avoid conflicts of interest and declare any such interest.

10. **Appointment and Retirement of Directors**

- A director must be a natural person aged 16 or over.
- Directors may be appointed by members or by resolution of existing directors.
- Directors may resign by giving written notice.

PART 6: ADMINISTRATIVE ARRANGEMENTS

11. **Records and Accounts**

- The company must maintain proper accounting records.
- Annual accounts shall be prepared and, where required, audited or independently examined.
- Financial reports must reflect the non-profit nature of the organisation.

12. **Notices**

- Notices may be sent by post or email to the registered contact details of the member or director.

13. **Indemnity**

- The company may indemnify any director against any liability incurred in the proper performance of their duties.

PART 7: FINANCIAL SUSTAINABILITY CONFIRMATION

The Happy Faces Foundation Limited confirms it has an ongoing and reliable source of funding to support its charitable objectives.
This includes private donor contributions, charity fundraising events, and community support from both Pakistan and the UK.

We maintain regular contributions from our directors, volunteers, and individual sponsors such as working professionals, professors, and housewives.
Donors are sent reminders twice a month and funds are received through our official bank accounts.

This ensures a regular source of finance is available to promote and achieve the charitable objectives outlined in these articles.
These funds will be applied exclusively to further the objects outlined in these articles, in line with the non-profit nature of the company.

Subscriber:

Name	Signature
Muhammad Salman Tariq	

Dated: 09-May-2025

This bespoke articles document accompanies an application to Companies House for registering THE HAPPY FACES FOUNDATION LIMITED, a private company limited by guarantee. The company is non-profit, community-driven, and dedicated to education, welfare, and the betterment of disadvantaged groups.

These articles comply with requirements for sensitive words (e.g., "Foundation") and clearly set out non-profit distribution and charitable objectives in line with Section 60 of the Companies Act 2006.

All income shall be used exclusively for community benefit and charitable purposes, without distribution to members or guarantors.