

THE COMPANIES ACTS 1985 AND 2006

Company Limited by Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

EUCLID NETWORK

Registered Number: 06433321

Incorporated: 21 November 2007

(incorporating all amendments to 3 October 2014)

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

EUCLID NETWORK

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of Association.

Association of Chief Executives of Voluntary Organisations

1 New Oxford Street, London WC1A 1NU

Centre des Jeunes Dirigeants de l'Economie Sociale

24 rue du Rocher, 75009 Paris, France

IOGT-NTO

Box 12825, 11297 Stockholm, Sweden

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

EUCLID NETWORK

1. **Exclusion of Model Articles**

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Company and shall be excluded in their entirety.

2. **Interpretation**

2.1 In these Articles:

"Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"address" means a postal address, a fax number, an e-mail address or a text message number in each case registered with the Company;

"Company" means the company intended to be regulated by these Articles;

"Company Secretary" means the secretary of the Company from time to time or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"clear days" in relation to the period of a notice means a period excluding:

(A) the day when the notice is given or deemed to be given, and

(B) the day for which it is given or on which it is to take effect;

"Directors" means the directors of the Company from time to time;

"Elected Director" means a Director elected in accordance with Article 21;

"Europe" means, together, all the current and any additional future members of the Council of Europe and of the Union of the Mediterranean from time to time, and the Republic of Belarus;

"European Country" means a nation state within Europe save that the islands of the Channels Islands shall be considered, collectively, to be a "European Country";

"Executive Committee" means a committee of Directors as described in Article 29;

"Founder Appointee" shall have the meaning given to it in Article 18;

"Founder Members" means :

(A) Association of Chief Executives of Voluntary Organisations,

(B) Centre des Jeunes Dirigeants de l'Economie Sociale, and

(C) IOGT-NTO

and "Founder Member" means any one of them;

"Individual Members" means Members who are a senior executive, director, employee or officer of a Third Sector Organisation established or operating in Europe;

"Member" means a member of the Company who is recorded as such in the Company's register of members and shall include the Founder Members for so long as they are Members of the Company;

"Officer" means a person appointed in accordance with Article 19.1 from time to time;

"Organisational Member" means a Member which is a Third Sector Organisation established or operating in Europe, including (for the avoidance of doubt) the Founder Members;

"President" means a person appointed to that office in accordance with Article 20.1 from time to time;

"seal" means the common seal of the Company, if it has one;

"Third Sector Organisation" means a charity, voluntary organisation or not for profit organisation, co-operatives, mutual organisations, foundations, associations, non-government organisations and social enterprises;

"the United Kingdom" means Great Britain and Northern Ireland;

words importing one gender shall include all genders;

words importing the singular includes the plural and vice versa; and

save where expressly stated, words importing persons shall include corporations.

2.2 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when this constitution becomes binding on the Company.

2.3 Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. **Name**

The company's name is "Euclid Network" (in this document called the "Company").

4. **Registered Office**

The Company's registered office is to be situated in England.

5. **Object**

5.1 The object of the Company (the "Object") is to promote third sector leadership in Europe for the benefit of the public in Europe by:

(A) liaising with charities, voluntary organisations, government agencies, private sector bodies and other groups on relevant issues;

(B) providing advice, training, conferences and seminars on subjects relevant to the efficiency of the third sector;

- (C) identifying needs in the third sector both proactively and reactively and establishing projects or policies to address them;
- (D) providing information to the press and the public on the operation of, or problems encountered by, the third sector;
- (E) providing advice and information on fundraising techniques appropriate for third sector organisations and charities; and
- (F) acting as a representative of the third sector in relation to government or European Union policies and legislation,

5.2 For the purposes of this Article 5:

- (A) “third sector” (*'Economie Sociale'* in French) means the sector made up of charities, voluntary organisations and other not-for-profit organisations, mutuals, cooperatives, associations and social enterprises; and
- (B) “Europe” means, together, all the current and any additional future members of the Council of Europe and of the Union of the Mediterranean from time to time, and the Republic of Belarus.

5.3 Through the furtherance of the Object, the Company shall seek to improve the effectiveness of third sector organisations in Europe so that they:

- (A) actively pursue a defined mission through:
 - (1) maintaining an active and vibrant discussion about the development and realisation of their mission,
 - (2) building links with the public and private sectors to challenge and work alongside them, and
 - (3) actively communicating their mission to all stakeholders;
- (B) are professional and passionate by:
 - (1) demonstrating the highest standards of professionalism in working with all stakeholders,
 - (2) being effective, efficient and responsible, and
 - (3) being passionate about achieving change and delivering results on behalf of those they exist to serve and support, actively encouraging their engagement;
- (C) are well led, through:
 - (1) being committed to valuing and encouraging leadership at all levels and recognise that continued professional development is core to organisational performance,
 - (2) providing appropriate training and support to staff and volunteers to ensure their effectiveness, and
 - (3) valuing and utilising the full potential of our society through an active commitment to diversity and inclusion;
- (D) are well governed and accountable through:
 - (1) having governance structures, systems and processes that are robust and “fit for purpose”, ensuring accountability, upholding independence and enabling effective decision-making,

- (2) showing an understanding of, and respect for, the complementary but distinct nature of executive and non-executive roles, and
 - (3) shaping their mission and work to reflect the needs of those they exist to serve, and promote accountability and transparency in all their work with stakeholders and the general public; and
- (E) are innovative in that they:
- (1) actively encourage innovation and enterprise in increasing impact and achieving change, recognising the importance of social, economic and environmental factors,
 - (2) proactively challenge the “status quo”, including their own policies, strategies and processes, with a view to continuous improvement, and
 - (3) work to ensure a healthy bottom line, aiming to generate a surplus for investment, growth and sustainable development.

6. **Powers**

In addition to any other powers it may have, the Company has the following powers (the “Powers”) in order to further the Object (but not for any other purpose, and provided always that the Company shall comply with all applicable statutory requirements):

- (A) to raise funds for the Company provided that in raising funds the Company shall not undertake or carry out any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (B) to acquire, buy, lease, maintain, equip, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with any property;
- (C) to sell, lease or otherwise dispose of, by any means, all or any part of the property belonging to the Company provided that in exercising this power the Company must comply, as appropriate, with sections 36 and 37 of the Charities Act 1993 (to the extent that it has charitable status);
- (D) to borrow money and secure by mortgage, charge or lien upon the whole or any part of the property belonging to the Company as security for repayment of the money borrowed provided that the Company shall comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (E) to co-operate, work in partnership and network with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (F) to establish and subsidise or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- (G) to amalgamate with, acquire the assets of, or in any other way to merge with or enter into any partnership or joint venture arrangement with any other charity formed for any part of the Object;
- (H) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (I) to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent it is permitted to do so by these Articles and provided it complies with the conditions in these Articles;

- (J) to:
- (1) deposit or invest funds,
 - (2) employ a professional fund manager, and
 - (3) arrange for the investments or other property of the Company to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (K) to provide indemnity insurance for the Directors or any other officer of the Company in relation to:
- (1) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company; or
 - (2) any liability to make a contribution to the Company's assets as provided for under section 214 of the Insolvency Act 1986 (save in circumstances where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation),

provided that insurance shall not extend to:

- (i) fines,
 - (ii) the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer, or
 - (iii) liabilities to the Company that result from conduct that the Director (or other officer) knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not;
- (L) to pay out of the funds of the Company the costs of forming and registering the Company both as a company and (to the extent applicable) as a charity;
- (M) to write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or digitised information;
- (N) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- (O) to apply monies in insuring any buildings or other property to their full value;
- (P) to establish where necessary local branches; and
- (Q) to do all such other lawful things as shall further the Object of the Company or any part of it,

provided that if the Company holds any property which is subject to any trust, it shall only deal with or invest that property in such manner as may be allowed by law and by the terms of that trust.

7. **Application of income and property**

7.1 The income and property of the Company shall be applied solely towards the promotion of the Object and do not belong to the members of the Company.

7.2 A Director may:

- (A) be entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company;
- (B) benefit from indemnity insurance cover purchased at the Company's expense, subject to the restrictions in Article 6(K);
- (C) receive an indemnity from the Company in the circumstances specified in Article 34 of the Articles of Association.

7.3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Director receiving:

- (A) a benefit from the Company in the capacity of a beneficiary of the Company; or
- (B) reasonable and proper remuneration for any goods or services supplied to the Company.

7.4 Subject to Article 7.2(A), no Director may:

- (A) buy any goods or services from the Company;
- (B) sell goods, services, or any interest in land to the Company;
- (C) be employed by, or receive any remuneration from the Company; or
- (D) receive any other financial benefit from the Company;

unless the payment is permitted by Articles 7.5 or 7.6 and the Directors follow the procedure, and observe the conditions, set out in Article 7.7.

7.5 A Director may:

- (A) receive a benefit from the Company in the capacity of a beneficiary of the Company;
- (B) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director;
- (C) receive interest on money lent to the Company at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors); and
- (D) receive rent or hiring fees for property or equipment let or hired to the Company if the amount of the rent or fees and the other terms of the lease are reasonable and proper.

7.6 A company of which a Director is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued share capital of that company.

7.7 The Company and its Directors may only rely upon the authority provided by Article 7.5 if each of the following conditions is satisfied:

- (A) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
- (B) the Director is absent from the part of any meeting at which there is discussion of:
 - (1) his or her employment or remuneration, or any matter concerning another contract under which sums will be paid to a Director,
 - (2) his or her performance in the employment, or his or her performance of any other contract under which sums will be paid to a Director,
 - (3) any proposal to enter into any such contract or arrangement with him or her or to confer any other benefit upon him or her that would be permitted under Article 7.5 or Article 7.6, or
 - (4) any other matter relating to a payment or the conferring of any benefit permitted by Article 7.5 or Article 7.6;
- (C) the Director does not vote on any of the matters set out in Article 7.7(B) and is not to be counted when calculating whether a quorum of Directors is present at the meeting at which such matters are discussed;
- (D) the other Directors are satisfied that it is in the interests of the Company to employ, or to contract with, that Director rather than with someone who is not a Director and in reaching that decision the Directors must balance the advantage of employing, or contracting with, a Director against the disadvantages of doing so (especially any loss of the Director's services as a result of any conflict of interest);
- (E) the reason for their decision is recorded by the Directors in the minute book; and
- (F) a majority of the Directors then in office have received no such payments.

7.8 For the purposes of this Article 7:

- (A) the employment or remuneration of a Director and any other contract or arrangement with a Director includes the engagement or remuneration of, or any contract or arrangement with, any partnership, limited liability partnership or company of which the Director is:
 - (1) a partner,
 - (2) an employee,
 - (3) a consultant,
 - (4) a director,
 - (5) a member (other than a shareholder), or
 - (6) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital;
- (B) "Company" shall include any company in which the Company:
 - (1) holds more than 50% of the shares, or
 - (2) controls more than 50% of the voting rights attached to the shares, or
 - (3) has the right to appoint one or more directors to the board of the company; and

- (C) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner

8. **Members' Liability**

- 8.1 The liability of the Members is limited.
- 8.2 Every Member undertakes, if the Company is dissolved while he or she is a Member or within twelve months after he or she ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

9. **Dissolution of the Company**

- 9.1 The Members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company, after all its debts and liabilities have been paid (or provision has been made for them) shall, on or before the dissolution of the Company, be applied or transferred in any of the following ways:

- (A) directly for the Object;
- (B) by transfer to any charity or charities, not-for-profit organisation or not-for-profit organisations which have objects similar to the Object; or
- (C) to any charity or not-for-profit organisation for use for particular purposes that fall within the Object.

- 9.2 Subject to any such resolution of the Members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:

- (A) directly for the Object;
- (B) by transfer to any charity or charities, not-for-profit organisation or not-for-profit organisations for purposes similar to the Object; or
- (C) to any charity or charities, not-for-profit organisation or not-for-profit organisations for use for particular purposes that fall within the Object.

- 9.3 In no circumstances shall the net assets of the Company be paid to or distributed among the Members of the Company (except to a Member that is itself a charity or a not-for-profit organisation) and if no such resolution is passed by the Members or the Directors, the net assets of the Company shall be applied for charitable purposes as directed by the court.

10. **Members**

- 10.1 The Founder Members shall be the first Members.
- 10.2 Save for those persons who are Founder Members, membership is open to any natural person, incorporated body or unincorporated association who:
- (A) is a senior executive, director, employee or officer of a Third Sector Organisation established or operating in Europe; or
 - (B) is a Third Sector Organisation established or operating in Europe,
- and

(C) applies to the Company in the form required by the Directors; and

(D) pays the annual membership fee (as determined by the Directors from time to time) to the Company.

10.3 The Directors shall have absolute discretion insofar as legally permitted to accept or refuse an application for membership.

10.4 Notwithstanding Article 10.3, the Directors may produce criteria for accepting or rejecting an application for membership to the extent that they shall see fit.

10.5 Except in respect of the Founder Members, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Directors shall from time to time determine.

10.6 The Directors must inform an applicant in writing of the reasons for any decision to refuse membership within twenty-one days of the decision.

10.7 The Directors must consider any written representations an applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

10.8 Membership is not transferable without the written permission of the Company.

10.9 The Directors must keep a register of names and addresses of the Members.

11. **Classes of Membership**

11.1 The Directors may establish classes of membership with different rights and obligations (including classes of non-voting members) and shall record the class to which each member belongs in the register of Members. Details of the rights and obligations attached to classes of membership shall be made available to all Members and to persons wishing to become Members, in writing or by publishing the same on the Company's website.

11.2 Subject to Articles 11.1 and 16.8, all Members shall have the right to attend and vote at all general meetings of the Company.

11.3 All other rights and benefits accorded to all Members shall be determined by the Directors as they see fit from time to time.

11.4 The Directors may not directly or indirectly alter the rights or obligations attached to an existing class of membership, but this shall not affect the Directors' power to establish new classes of membership or to grant additional rights (but not obligations) to a certain class of Member (provided that the grant of such additional rights does not alter the rights attached to any other class of Member).

11.5 The rights attached to a class of membership may only be varied if:

(A) three-quarters of the members of that class consent in writing to the variation; or

(B) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

11.6 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

12. **Termination of Membership**

12.1 Membership is terminated if:

(A) the Member dies or, if it is an organisation, ceases to exist;

- (B) the Member resigns by written notice to the Company (unless, after the resignation, there would be fewer than two Members);
- (C) any sum due from the Member to the Company (including any annual fee) is not paid in full within six months of it falling due; or
- (D) the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (1) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, and
 - (2) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Company) has been allowed to make representations to the meeting prior to the Directors or the Company voting on the resolution.

12.2 The decision of the Directors or of the Company (as the case may be) on a resolution to terminate a Member's membership shall be final in so far as the law permits.

13. **General meetings**

13.1 The Company must hold its first annual general meeting within eighteen months after the date of its incorporation and at such place as the Directors may determine.

13.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

13.3 The Directors may call a general meeting at any time.

13.4 The Directors must, on the requisition of Members pursuant to the provisions of the Act, convene a general meeting in accordance with the provisions of the Act.

14. **Notice of general meetings**

14.1 General meetings shall be called by at least fourteen clear days' notice.

14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

14.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.

14.4 The notice must be given to all the Members and to the Directors and auditors of the Company.

14.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

15. **Proceedings at general meetings**

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

15.2 A quorum is:

- (A) three Members entitled to vote upon the business to be conducted at the meeting;

or

- (B) 1 per cent. of the total membership (in terms of number rather than voting rights) at the time,

whichever is the greater.

15.3 The appointed representative of a Founder Member shall be counted in the quorum.

15.4 If:

- (A) a quorum is not present within half an hour from the time appointed for the meeting;
or

- (B) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine.

15.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

15.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.

15.7 General meetings shall be chaired by the President or, to the extent that such office is vacant, the person who has been nominated by the Board to chair meetings of the Directors.

15.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director who is present and is nominated by all the Directors present shall chair the meeting.

15.9 If there is only one Director present and willing to act, he or she shall chair the meeting.

15.10 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the meeting.

15.11 The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

15.12 The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

15.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

15.14 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting. Otherwise, if it is adjourned for less than seven days, it shall not be necessary to give any such notice.

16. **Votes of Members**

16.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- (A) by the person chairing the meeting; or

- (B) by at least two Members having the right to vote at the meeting;

- 16.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 16.3 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.4 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 16.6 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 16.7 Organisational Members combined, including the Founder Members shall have such number of votes as represents, at the time of the meeting in question, 50% of the total number of Members of the Company eligible to vote at that general meeting. Individual members combined shall have such number of votes as represents, at the time of the meeting in question, 50% of the total number of Members of the Company eligible to vote at that general meeting.
- 16.8 No Member shall be entitled to debate or vote at any general meeting or at any adjourned meeting if he or she owes any subscription money to the Company.
- 16.9 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 16.10 Each Organisational Member shall appoint one individual to represent that Organisational Member and to vote on its behalf at meetings of the Company.
- 16.11 Each Organisational Member must give written notice to the Company Secretary of the name of its appointed representative. The appointed representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company Secretary. The appointed representative may continue to represent the organisation until written notice to the contrary is received by the Company Secretary.
- 16.12 Any notice received by the Company Secretary will be conclusive evidence that the appointed representative is entitled to represent the Founder Member or that his or her authority has been revoked. The Company shall not be required to consider whether the appointed representative has been properly appointed by the Organisational Member.
17. **Directors**
- 17.1 A Director must be a natural person aged 18 years or older.
- 17.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 23.

- 17.3 The number of Directors shall be not less than three but shall not be subject to any maximum.
- 17.4 The first Directors shall be those persons notified to Companies House as the first Directors of the Company.
- 17.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- 17.6 Appointed or elected members of the Board shall serve for a period of three years after which they may be re-appointed or re-elected for a further single period of three years.
- 17.7 Regardless of the provisions of Article 17.6 the Board may in exceptional circumstances extend the service of an appointed or elected Director by appointing them annually for a period of no more than 3 years.
- 17.8 No Director howsoever appointed may hold office for a period in excess of nine years, whether that period is consecutive or discontinuous.
- 17.9 On the adoption of these amended Articles, the provisions of Article 17.7 may be applied to existing Directors regardless of the provisions of Article 17.8.

18. **Founder Appointees**

- 18.1 In addition to the directors that can be appointed under Article 21, each Founder Member shall be entitled to appoint one person to be a Director to the extent that there is no Director currently in office which is an appointee of that Founder Member, each such Director appointed by a Founder Members from time to time being a "Founder Appointee".
- 18.2 Each Founder Appointee shall remain in office until such time as he or she:
- (A) ceases to be a Director pursuant to Articles 17 or 23;
 - (B) is removed from office by the Founder Member which appointed him or her by notice in writing to the Company Secretary;
 - (C) is voted out of office by a resolution of the Board; or
 - (D) is voted out of office by an ordinary resolution of the Members,
- at which point, the relevant Founder Member shall be entitled to appoint a new person to be a Director.
- 18.3 All Founder Appointees must act in the interests of the Company as a whole and not just in the interests of the Founder by which they were elected

19. **Officers**

- 19.1 The Board shall be entitled, at any time and from time to time, to appoint a person (who need not already be a director) to act as Secretary-General, Treasurer or such officer of the Company as the Board may decide.
- 19.2 Officers appointed in accordance with Article 19.1 shall remain in office until such time as he or she:
- (A) ceases to be a Director pursuant to Articles 17 or 23;
 - (B) is voted out of office by a resolution of the directors; or
 - (C) is voted out of office by an ordinary resolution of the Members.

19.3 The person holding such office shall automatically become a Director by reason of his office and shall (subject to Article 23) continue as a Director for so long as he remains in office. Article 17.6 applies to Officers.

20. **President**

20.1 The President of the Company shall be appointed by the Board.

20.2 The President shall take the role of the chairman of the Company, the Board and of the Executive Committee and shall be entitled to chair:

- (A) all general meetings of the Members;
- (B) all Board meetings; and
- (C) all meetings of the Executive Committee.

20.3 The person holding the office of President shall automatically become a Director by reason of his office and shall (subject to Article 23) continue as a Director for so long as he remains in office. Article 17.6 applies to the President.

20.4 A President appointed in accordance with Article 20.1 shall remain in office until such time as he or she:

- (A) ceases to be a Director pursuant to Article 23;
- (B) is voted out of office by resolution of the directors; or
- (C) is voted out of office by an ordinary resolution of the Members.

21. **Elected Directors**

21.1 Individual Members shall be entitled to elect up to two Directors (such a person being an "Elected Individual Director") in accordance with the following provisions:

- (A) 45 business days prior to an annual general meeting at which an Elected Individual Director vacancy occurs, the Company shall notify all the Individual Members of:
 - (1) the date of the next Annual General Meeting;
 - (2) their right to elect Elected Individual Director(s); and
 - (3) the procedure for such elections;
- (B) if having received a notification in accordance with Article 21.1(A) above, an Individual Member wishes to nominate a person for election as Elected Individual Director he must deliver to the Company, not less than 25 business days before the Annual General Meeting, a notice that:
 - (1) is signed by the Individual Member;
 - (2) states the Eligible Individual Member's wish to nominate a person to stand for election as an Elected Individual Director (who may (but need not) be that Individual Member, if that Member fulfils the requirements for a director pursuant to Article 17 and would not be disqualified pursuant to Article 23);
 - (3) contains the details that, if the person were to be elected, the Company would have to file at Companies House; and
 - (4) is signed by the person who has been nominated for election to show his or her willingness to be nominated;

- (C) if the number of members nominated as a candidate for the Elected Individual Director in accordance with Article 21.1(B) (each person having been so nominated being a "Candidate") exceeds the number of vacancies, the Company shall hold (or procure the holding of) a ballot of all the Individual Members. The ballot may be held in such manner as the Board shall determine but shall adhere to the following requirements:
- (1) all ballot papers (in electronic or hard copy) or notifications of equivalent electronic voting arrangements must be sent to all Individual Members no later than 15 business days before the relevant Annual General Meeting;
 - (2) the ballot paper must indicate the names and addresses of all the Candidates;
 - (3) the vote of any Individual Member shall only be valid to the extent that the indication of that Individual Member's vote (whether in electronic or hard copy format) is received by the Company at least 5 (five) business days (in the jurisdiction of the Company) before the date of the relevant Annual General Meeting;
 - (4) each Individual Member shall have one vote for each Elected Individual Director vacancy;
 - (5) the Candidate(s) with the most votes shall be deemed to have been elected; and
 - (6) in the event of a tie, the President (to the extent that this office is not vacant, otherwise the Chair of the Board of Directors) shall draw lots to determine which of the Candidates with the most votes shall be the Elected Individual Director(s);
- (D) in the event that there is only one Candidate for each Elected Individual Director vacancy no ballot shall be held and that person(s) shall be deemed to have been elected unopposed and shall automatically become an Elected Individual Director on the relevant Annual General Meeting; and
- (E) the results of each of the ballots and/or the names of the new Elected Individual Directors shall be declared at the relevant annual general meeting.

21.2 An Elected Individual Director elected in accordance with Article 21.1 shall commence his term in office at the conclusion of the annual general meeting following his election and shall remain in office until the conclusion of the annual general meeting held three years later unless, before such date, he or she:

- (A) ceases to be a Director pursuant to Article 17 or 23; or
- (B) is voted out of office by an ordinary resolution of the Members.

21.3 Organisational Members shall be entitled to elect up to three Directors (such a person being an "Elected Organisational Director") in accordance with the following provisions:

- (A) 45 business days prior to an annual general meeting at which an Elected Organisational Director vacancy occurs, the Company shall notify all the Organisational Members of:
 - (1) the date of the next Annual General Meeting;
 - (2) their right to elect Elected Organisational Director(s); and
 - (3) the procedure for such elections;
- (B) if having received a notification in accordance with Article 21.3(A) above, an

Organisational Member wishes to nominate a person for election as Elected Organisational Director he must deliver to the Company, not less than 25 business days before the Annual General Meeting, a notice that:

- (1) is signed by the Organisational Member;
 - (2) states the Eligible Organisational Member's wish to nominate a person to stand for election as an Elected Organisational Director (who may (but need not) be a representative of that Organisational Member, if that representative fulfils the requirements for a director pursuant to Article 17 and would not be disqualified pursuant to Article 23);
 - (3) contains the details that, if the person were to be elected, the Company would have to file at Companies House; and
 - (4) is signed by the person who has been nominated for election to show his or her willingness to be nominated;
- (C) if the number of members nominated as a candidate for the Elected Organisational Director in accordance with Article 21.3(B) 21.1(B)(each person having been so nominated being a "Candidate") exceeds the number of vacancies, the Company shall hold (or procure the holding of) a ballot of all the Organisational Members. The ballot may be held in such manner as the Board shall determine but shall adhere to the following requirements:
- (1) all ballot papers (in electronic or hard copy) or notifications of equivalent electronic voting arrangements must be sent to all Organisational Members no later than 15 business days before the relevant Annual General Meeting;
 - (2) the ballot paper must indicate the names and addresses of all the Candidates;
 - (3) the vote of any Organisational Member shall only be valid to the extent that the indication of that Organisational Member's vote (whether in electronic or hard copy format) is received by the Company at least 5 (five) business days (in the jurisdiction of the Company) before the date of the relevant Annual General Meeting;
 - (4) each Organisational Member shall have one vote for each Elected Organisational Director vacancy;
 - (5) the Candidate(s) with the most votes shall be deemed to have been elected; and
 - (6) in the event of a tie, the President (to the extent that this office is not vacant, otherwise the Chair of the Board of Directors) shall draw lots to determine which of the Candidates with the most votes shall be the Elected Organisational Director(s);
- (D) in the event that there is only one Candidate for each Elected Organisational Director vacancy no ballot shall be held and that person(s) shall be deemed to have been elected unopposed and shall automatically become an Elected Organisational Director on the relevant Annual General Meeting; and
- (E) the results of each of the ballots and/or the names of the new Elected Organisational Directors shall be declared at the relevant annual general meeting.

21.4 An Elected Organisational Director elected in accordance with Article 21.3 shall commence his term in office at the conclusion of the annual general meeting following his election and shall remain in office until the conclusion of the annual general meeting held three years later unless, before such date, he or she:

- (A) ceases to be a Director pursuant to Article 17 or 23; or
- (B) is voted out of office by an ordinary resolution of the Members.

21.5 All Elected Individual Directors and Elected Organisational Directors (each an “Elected Director”) must act in the interests of the Company as a whole and not just in the interests of the class of Members by which they were elected.

21.6 If an Elected Director’s term of office expires (in accordance with Article 23) prior to an annual general meeting, the position shall remain vacant until the next annual general meeting when an election will be held.

22. **Additional directors**

Notwithstanding Articles 18 to (and including) 21 above, the Board shall also be entitled (in its discretion) to appoint additional individuals (up to a maximum of no more than five) to the position of Director but any person so appointed shall only be entitled to hold such position until the earlier of:

- (A) ceases to be a Director pursuant to Articles 17 or 23;
- (B) is voted out of office by resolution of the directors; or
- (C) is voted out of office by an ordinary resolution of the Members.

23. **Disqualification and removal of Directors**

A Director shall cease to hold office if he or she:

- (A) ceases to be a director by virtue of any provision in the Act or is prohibited by law from being a director;
- (B) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (C) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (D) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.
- (E) he or she is removed from office or his or her term of appointment expires under these Articles.

24. **Powers of Directors**

24.1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, these Articles or any special resolution.

24.2 The 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, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the Object of the Company.

24.3 No alteration of the or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

24.4 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

25. **Directors' remuneration**

The Directors must not be paid any remuneration unless it is authorised by, and in accordance with, Article 7.

26. **Proceedings of Directors**

26.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

26.2 Any Director may call a meeting of the Directors.

26.3 The Company Secretary must call a meeting of the Directors if requested to do so by a Director.

26.4 Notices of meetings of the Directors may be delivered by in electronic form and by electronic means.

26.5 Meetings may be held in any part of the world.

26.6 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

26.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

26.8 The quorum shall be two or the number nearest to one quarter of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

26.9 A Director shall be treated as present at a meeting of the Directors notwithstanding that he or she is not physically present at the place where the meeting is held if he or she is in communication with the meeting by telephone or other communication permitting each person physically present at or so in communication with the meeting to hear and be heard by each other such person. Such a Director shall be counted in the quorum of the meeting and shall be entitled to vote at the meeting.

26.10 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

26.11 Meetings of the Directors shall be chaired by the President or, to the extent that such office is vacant, the Directors shall appoint one of their number to chair meetings of the Directors.

26.12 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

26.13 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.

26.14 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

26.15 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

26.16 Subject to Article 26.17, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (A) who was disqualified from holding office;
- (B) who had previously retired or who had been obliged by the constitution to vacate office;
- (C) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (1) the vote of that Director; and
- (2) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

26.17 Article 26.16 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 26.16, the resolution would have been void, or if the Director has not complied with Article **Error! Reference source not found.**

27. **Conflicts of interest**

27.1 Subject to Article 27.2 if a Directors' meeting, or part of a Directors' meeting, is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in that meeting, or part of a meeting, for quorum or voting purposes.

27.2 If Article 27.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in a decision at a Directors' meeting, or part of a Directors' meeting, relating to it for quorum and voting purposes.

27.3 This Article 27.3 applies when:

- (A) the Company by ordinary resolution disapplies the provision of these Articles which would otherwise prevent a Director from being counted as participating in, or voting at, a Directors' meeting; or
- (B) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

27.4 Subject to Article 27.5, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than the chairman is to be final and conclusive.

27.5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

27.6 Where a Director has a conflict of interests or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict, the Director shall not be in breach of his or her duties to the Company by withholding

confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

28. **Delegation**

- 28.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 28.2 The Directors may impose conditions when delegating, including the conditions that:
- (A) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (B) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
- 28.3 The Directors may revoke or alter a delegation at any time.
- 28.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 28.5 Questions arising at a meeting of a committee shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

29. **Executive Committee**

- 29.1 The Directors may delegate the day-to-day management of the Company to a committee of the Board called the "Executive Committee" which shall operate in accordance with Article 28.
- 29.2 The Executive Committee shall be comprised the President (to the extent that that office is not vacant), Officers appointed by the Directors under Article 19 (to the extent that that office is not vacant) and two further Directors selected by the Board from time to time.
- 29.3 Meetings of the Executive Committee shall be chaired by the President or, to the extent that such office is vacant, the person who has been nominated by the Board to chair meetings of the Directors in accordance with Article 26.11.
- 29.4 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting of the Executive Committee.
- 29.5 The Executive Committee shall be required report to the Board on a quarterly basis.

30. **Seal**

If the Company has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Company Secretary or by a second Director.

31. **Minutes**

- 31.1 The Directors must keep minutes of all:
- (A) appointments of officers made by the Directors;
 - (B) proceedings at meetings of the Company;
 - (C) meetings of the Directors and committees of Directors including:

- (1) the names of the Directors present at the meeting;
- (2) the decisions made at the meetings; and
- (3) where appropriate the reasons for the decisions.

32. **Accounts**

- 32.1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 32.2 The Directors must keep accounting records as required by the Act.

33. **Notices**

- 33.1 Any notice to be given to or by any person pursuant to the Articles:
- (A) must be in writing; or
 - (B) must be in electronic form.
- 33.2 The Company may give any notice to a Member either:
- (A) personally; or
 - (B) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (C) by leaving it at the address of the Member; or
 - (D) by giving it using electronic means to the extent permitted by and in accordance with the Act; or
 - (E) by means of a website to the extent permitted by and in accordance with the Act.
- 33.3 A Member who does not register an address with the Company shall not be entitled to receive any notice from the Company.
- 33.4 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.6 Proof that a notice contained in electronic form or sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 33.7 A notice shall be deemed to be given:
- (A) 7 days after the envelope containing it was posted; or
 - (B) in the case of a notice sent by electronic means, 24 hours after it was sent; or
 - (C) in the case of a notice given by means of a website, when the material was first made available on the website or, if later, when the recipient received notification of the fact that the material was available on the website.

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

34. **Indemnity**

34.1 The Company shall indemnify any Director of the Company against any liability incurred by him or her in that capacity to the extent permitted by the Act .

34.2 The Directors shall have power to resolve, pursuant to Article 6(K) to purchase indemnity insurance notwithstanding their interest in such policy.

35. **Rules**

35.1 The Directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Company.

35.2 The by-laws may regulate the following matters but are not restricted to them:

(A) the admission of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

(B) the conduct of Members in relation to one another, and to the Company's employees and volunteers;

(C) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

(D) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;

(E) generally, all such matters as are commonly the subject matter of company rules.

35.3 The Company in general meeting has the power to alter, add to or repeal the rules or by-laws.

35.4 The Directors must adopt such means as they think sufficient to bring the rules and by-laws to the notice of Members of the Company.

35.5 The rules or by-laws, shall be binding on all Members of the Company. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.