

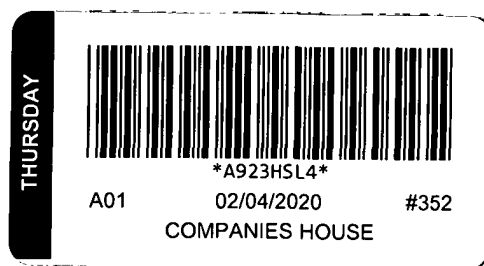
The Companies Acts 1985 to 2006

**Memorandum of Association
of
INSTITUTE FOR HUMAN RIGHTS & BUSINESS LIMITED**

Company Limited by Guarantee and not having a Share Capital



10 Queen Street Place, London EC4R 1BE
bateswells.co.uk




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HUMAN RIGHTS & BUSINESS LIMITED**

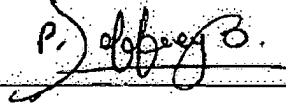
I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Name and Address of Subscriber
Temple Secretaries Limited
788-790 Finchley Road
London
NW11 7TJ

Signature of Subscriber

For and on behalf of Temple Secretaries Limited

Witnessed By:
Pamela Jeffreys
788-790 Finchley Road
London
NW11 7TJ

Signature of Witness



Dated: 29 January 2009

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

INSTITUTE FOR HUMAN RIGHTS & BUSINESS LIMITED

Company No: 6882940

As amended by special resolution of the members on 17 March 2020

100000/0655/001649653/Ver.01

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Index to Articles of Association of INSTITUTE FOR HUMAN RIGHTS &
BUSINESS LIMITED

INTERPRETATION	3
1. Defined terms	3
OBJECTS AND POWERS	3
2. Objects	3
3. Powers	3
LIMITATION ON PRIVATE BENEFITS	6
4. Limitation on private benefits	6
LIMITATION OF LIABILITY AND INDEMNITY	8
5. Liability of members	8
6. Indemnity	8
DIRECTORS	9
DIRECTORS' POWERS AND RESPONSIBILITIES	9
7. Directors' general authority	9
8. Chair	9
9. Directors may delegate	9
10. Committees	10
11. Delegation of day to day management powers	10
12. Delegation of investment management	11
13. Power to change name of Charity	11
DECISION-MAKING BY DIRECTORS	11
14. Directors to take decisions collectively	11
15. Calling a Directors' meeting	11
16. Participation in Directors' meetings	12
17. Quorum for Directors' meetings	12
18. Chairing of Directors' meetings	12
19. Casting vote	13
20. Unanimous decisions without a meeting	13
21. Conflicts of interest	13
22. Register of Directors' interests	15
23. Validity of Director actions	15
24. Director's discretion to make further rules	15
APPOINTMENT AND RETIREMENT OF	

DIRECTORS	15
25. Number of Directors	15
26. Appointment of Directors and retirement of Directors by rotation	15
27. Disqualification and removal of Directors	16
PATRONS	17
28. Patrons	17
ADVISORY COUNCIL	17
29. Advisory Council	17
MEMBERS	17
BECOMING AND CEASING TO BE A MEMBER	17
30. Directors as members	17
31. Termination of membership	17
32. Associate members	17
DECISION-MAKING BY MEMBERS	18
33. Members' Meetings	18
WRITTEN RESOLUTIONS	18
34. Written resolutions	18
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS	18
35. Communications by the Charity	18
36. Communications to the Charity	19
37. Secretary	20
38. Irregularities	20
39. Minutes	20
40. Records and accounts	20
41. Exclusion of model articles	21
WINDING UP	21
42. Winding up	21
SCHEDULE	22
INTERPRETATION – DEFINED TERMS	22

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Company Limited by Guarantee and not having a Share Capital

Articles of Association of INSTITUTE FOR HUMAN RIGHTS & BUSINESS LIMITED

Company No: 6882940

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of

OBJECTS AND POWERS

2. Objects

2.1 The Charity's objects are:

To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) throughout the world by all or any of the following means;

- (a) Promoting respect for human rights among individuals and corporations;
- (b) Research into human rights issues;
- (c) Providing technical advice to government and others on human rights matters;
- (d) Contributing to the sound administration of human rights law;
- (e) Commenting on proposed human rights legislation;
- (f) Raising awareness of human rights issues;
- (g) Promoting public support for human rights;
- (h) International advocacy of human rights;
- (i) Eliminating infringements of human rights.

3. Powers

3.1 To further its objects the Charity may:

- 3.1.1 provide and assist in the provision of money, materials or other help;
- 3.1.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.5 provide or procure the provision of counselling and guidance;
- 3.1.6 provide or procure the provision of advice;
- 3.1.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.1.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.13 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.14 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;

- 3.1.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.17 accept (or disclaim) gifts of money and any other property;
- 3.1.18 raise funds by way of subscription, donation or otherwise;
- 3.1.19 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.21 subject to Article 4 (Limitation on private benefits):
 - (a) employ and remunerate such employees, consultants and professional or other advisers as are necessary for carrying out the work of the Charity; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.1.24 undertake and execute charitable trusts;
- 3.1.25 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.1.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.28 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.1.29 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Charity;
- 3.1.30 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in Article 3.1.31, but subject to the restrictions specified in Article 3.1.32;
- 3.1.31 The liabilities referred to in Article 3.1.30 are:
 - (a) 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 Charity;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 3.1.32 The following liabilities are excluded from Article 3.1.31(a):
 - (a) fines;
 - (b) 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;
 - (c) liabilities to the Charity 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 Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 3.1.33 There is excluded from Article 3.1.31(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 3.1.34 do all such other lawful things as may further the Charity's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of the Charity's objects.

- 4.1.1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 4.1.2 Subject to the restrictions in Articles 3.1.31 to 3.1.33, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 4.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member receiving:
- 4.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 4.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 4.3 No Director may:
- 4.3.1 buy any goods or services from the Charity;
- 4.3.2 sell goods, services, or any interest in land to the Charity;
- 4.3.3 be employed by, or receive any remuneration from the Charity;
- 4.3.4 receive any other financial benefit from the Charity; unless:
- (a) the payment is permitted by Articles 4.4 – 4.8 and the Directors follow the procedure and observe the conditions set out in Article 4.9; or
- (b) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 4.4 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 4.5 A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- 4.6 A Director may receive interest on money lent to the Charity 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.
- 4.7 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 capital of that company.
- 4.8 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 4.9 The Charity and its Directors may only rely upon the authority provided by Articles 4.4 – 4.8 if each of the following conditions is satisfied:
- 4.9.1 The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- 4.9.2 The Director is absent from the part of any meeting at which there is discussion of:
- (a) his or her employment or remuneration concerning the contract; or
- (b) his or her performance in the employment, or his or her performance of the contract; or
- (c) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Articles 4.4 – 4.8; or
- (d) any other matter relating to a payment or the conferring of any benefit permitted by Articles 4.4 – 4.8.
- 4.9.3 The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- 4.9.4 The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- 4.9.5 The reason for their decision is recorded by the Directors in the minute book.
- 4.9.6 A majority of the Directors then in office have received no such payments.
- 4.9.7 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (a) a partner;
- (b) an employee;

(c) a consultant;

(d) a director; or

(e) 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.

4.10 In Articles 4.1 - 4.9 of this Article 4:

4.10.1 "Charity" shall include any company in which the Charity:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more directors to the Board of the company.

4.10.2 "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.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

5.1 The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

5.1.1 payment of the Charity's debts and liabilities contracted before he or she ceases to be a member;

5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

The Charity shall indemnify every Director or other officer of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

8. Chair

The Directors may appoint one of their number to be the Chair, or two of their number to be the Co-Chairs, of the Directors for such term of office as they determine and may at any time remove him or her from that office.

9. Directors may delegate

9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

9.3 Any delegation by the Directors may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

as they think fit.

9.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are

delegated.

9.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

10. Committees

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

10.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

11. Delegation of day to day management powers

11.1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

11.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

11.1.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.1.3 any manager must report regularly to the Directors on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

12. Delegation of investment management

12.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:

12.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;

12.1.2 timely reports of all transactions are provided to the Directors;

12.1.3 the performance of the investments is reviewed regularly with the Directors;

12.1.4 the Directors are entitled to cancel the delegation arrangement at any time;

12.1.5 the investment policy and the delegation arrangements are reviewed regularly;

12.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

12.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

13. Power to change name of Charity

The Directors may change the name of the Charity at any time by a three-quarter majority decision of the Directors at a meeting.

DECISION-MAKING BY DIRECTORS

14. Directors to take decisions collectively

14.1 Any decision of the Directors must be either:

14.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 19); or

14.1.2 a unanimous decision taken in accordance with Article 20.

15. Calling a Directors' meeting

15.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

15.2 A Directors' meeting must be called by at least seven Clear Days' notice in Writing unless either:

15.2.1 all the Directors agree; or

15.2.2 urgent circumstances require shorter notice.

15.3 In deciding on the date and time of any Directors' meeting, the Directors calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.

15.4 Notice of Directors' meetings must be given to each Director.

15.5 Every notice calling a Directors' meeting must specify:

15.5.1 the place, day and time of the meeting;

15.5.2 the general nature of the business to be considered at such meeting; and

15.5.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

15.6 Article 35 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

16. Participation in Directors' meetings

16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

16.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17. Quorum for Directors' meetings

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

17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater.

17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

18. Chairing of Directors' meetings

18.1 Subject to Article 18.2, the Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

18.2 If the Directors have appointed Co-Chairs in accordance with Article 8, the Co-Chairs shall decide between themselves who shall preside as chair of each Directors' meeting, or in his or her absence, or in the absence of agreement of the Co-Chairs, another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Unanimous decisions without a meeting

20.1 A decision is taken in accordance with this Article when all of the Directors who are entitled to vote on the matter (and for the avoidance of doubt, excluding any Director(s) who would be excluded from participating by virtue of Article 21) indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that

they share a common view on a matter.

- 20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director entitled to vote or to which each Director entitled to vote has otherwise indicated agreement in Writing.
- 20.3 A decision which is made in accordance with this Article 20 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 20.3.1 approval from each Director entitled to vote must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
- 20.3.2 following receipt of responses from all of the Directors entitled to vote, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors entitled to vote in accordance with this Article 20.3;
- 20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
- 20.3.4 the number of Directors who are entitled to vote and who share a common view must not be below the number required for a quorum for meetings of the Trustees under Article 17; and
- 20.3.5 the Recipient must prepare a minute of the decision in accordance with Article 39 (Minutes).

21. Conflicts of interest

Declaration of interests

- 21.1 Unless Article 21.2 applies, a Director must declare the nature and extent of:
- 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
- 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 21.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

- 21.3 Subject to Article 4.9, if a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 21.4 Subject to Article 4.9, if a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 21.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
- (a) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.30;
 - (b) payment under the indemnity set out at Article 6; and
 - (c) reimbursement of expenses in accordance with Article 4.1; or
- 21.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary;
- in which case he or she must comply with Article 21.5.
- 21.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:
- 21.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
- 21.5.2 not be counted in the quorum for that part of the process; and
- 21.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

- 21.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

21.6.1 the Director shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

21.6.2 the Director shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

22. Register of Directors' interests

The Directors must ensure a register of Directors' interests is kept.

23. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

24. Director's discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

25. Number of Directors

There shall be at least three Directors.

26. Appointment of Directors and retirement of Directors by rotation

26.1 Those persons notified to the Registrar of Companies as the first directors of the Charity shall be the first Directors.

Appointment of Directors

26.2 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Director by a decision of the Directors.

Automatic retirement

26.3 Subject to Article 26.5, each Director shall retire from office at the third Annual Retirement Meeting following the commencement of his or her term of office.

26.4 The Annual Retirement Meeting shall be the meeting of the Directors at which the accounts of the Charity are adopted.

26.5 To ensure that all of the Directors are not required to retire at the same time, the Directors shall determine procedures for the Directors in office at the time of adoption of the Articles to stagger their retirements.

Maximum term

26.6 Retiring Directors may be reappointed but a Director who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

26.6.1 the anniversary of the commencement of his or her break from office; and

26.6.2 the Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced,

save that in exceptional circumstances the Directors may decide by a unanimous decision to disapply the restriction set out in this Article 26.6.

26.7 If the retirement of a Director under Article 26.3 causes the number of Directors to fall below that set out in Article 25 then the retiring Director shall remain in office until a new appointment is made.

Minimum age

26.8 No person may be appointed as a Director unless he or she has reached the age of 18 years.

General

26.9 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

27. Disqualification and removal of Directors

27.1 A Director shall cease to hold office if:

- 27.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 27.1.3 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 27.1.4 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);
- 27.1.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
- 27.1.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors; or
- 27.1.7 he or she ceases to be a member of the Charity.

PATRONS

28. Patrons

The Directors may appoint and remove any individual(s) as patron(s) of the Charity on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity and shall also have the right to receive accounts of the Charity when available to members.

ADVISORY COUNCIL

29. Advisory council

- 29.1 The Directors may constitute an advisory council as they think fit with the power to advise the Directors in relation to the affairs of the Charity. The Directors shall determine the composition, proceedings and remit of any such council.
- 29.2 The Directors shall not be bound by any decision made by an advisory council constituted under Article 29.1.
- 29.3 For the avoidance of doubt, the members of any such advisory council shall act in an advisory capacity only and shall not, unless they are otherwise appointed under Article 26, be Directors.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30. Directors as members

- 30.1 The Directors from time to time shall be the only members of the Charity.
- 30.2 A Director shall become a member on becoming a Director. All new Directors are treated as having agreed to become members of the Charity.
- 30.3 The names of the members of the Charity must be entered in the register of members.

31. Termination of membership

- 31.1 A member shall cease to be a member if he or she ceases to be a Director.
- 31.2 Membership is not transferable and shall cease on death.

32. Associate members

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

DECISION-MAKING BY MEMBERS

33. Members' Meetings

- 33.1 The Directors may call a general meeting of the members at any time.

33.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

WRITTEN RESOLUTIONS

34. Written resolutions

The members may pass written resolutions in accordance with the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

35. Communications by the Charity

Methods of communication

35.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Charity, including without limitation:

35.1.1 in Hard Copy Form;

35.1.2 in Electronic Form; or

35.1.3 by making it available on a website.

35.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

35.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

35.4 A member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

35.5 Where any Document or information is sent or supplied by the Charity to the members:

35.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

35.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

35.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

35.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

35.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:

35.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so;

35.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

35.7.3 the date of service or delivery of the Documents or information shall be the date on which the

original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

35.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.

35.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

36. Communications to the Charity

The provisions of the Companies Acts shall apply to communications to the Charity.

37. Secretary

37.1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

37.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

37.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

38. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

39. Minutes

39.1 The Directors must ensure minutes are made:

39.1.1 of all appointments of officers made by the Directors;

39.1.2 of all resolutions of the Charity and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

39.1.3 of all proceedings at meetings of the Charity and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Charity, be sufficient evidence of the proceedings.

40. Records and accounts

40.1 The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

40.1.1 annual reports;

40.1.2 annual statements of account; and

40.1.3 annual returns or confirmation statements.

41. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

42. Winding up

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

42.1.1 directly for the Objects, or

42.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

42.1.3 to any charity for use for particular purposes that fall within the Objects.

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

42.2.1 directly for the Objects; or

42.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

42.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

42.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 "Address"	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2 "Annual Retirement Meeting"	has the meaning given in Article 26.4;
1.3 "Articles"	the Charity's articles of association;
1.4 "Chair"	has the meaning given in Article 8;
1.5 "Charity"	Institute for Human Rights & Business Limited;
1.6 "Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7 "Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.8 "Co-Chair"	has the meaning given in Article 8;
1.9 "Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.10 "Connected"	<p>in relation to a Director means any person falling within any of the following categories:</p> <p>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Director; or</p> <p>(b) the spouse or civil partner of any person in (a); or</p> <p>(c) any other person in a relationship with the Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or</p> <p>(d) any company, partnership or firm of which the Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;</p>
1.11 "Director"	a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
1.12 "Document"	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.13 "Electronic Form" and "Electronic Means"	and have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14 "Financial Expert"	an individual, company or firm who, or which, is authorised to

give investment advice under the Financial Services and Markets Act 2000;

1.15 **"Hard Copy" and "Hard Copy Form"** have the meanings respectively given to them in the Companies Act 2006;

1.16 **"Public Holiday"** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;

1.17 **"Secretary"** the secretary of the Charity (if any);

1.18 **"Writing"** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.

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