

No. 07186340

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY
GUARANTEE ARTICLES OF ASSOCIATION
OF
GLOBAL POVERTY PROJECT UK

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1 OBJECTS

The company is established for the public charitable purposes of raising awareness and encouraging action for the relief of global poverty in the United Kingdom and overseas by, without limitation:

- (a)** educating people principally in the United Kingdom about global poverty and the movement to end global poverty;
- (b)** empowering people principally in the United Kingdom to take action on global poverty including making donations and volunteering;
- (c)** encouraging and assisting people in other countries to undertake the activities described in Articles 1(a) and 1(b); and
- (d)** the promotion of such purposes being exclusively charitable according to the law of England and Wales as the directors may from time to time determine.

2 COMPANY'S POWERS

In furtherance of its objects (but not otherwise) the company has and may exercise all of the following powers:

- (a)** raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b)** provide funds or other material benefits by way of grant or otherwise;
- (c)** accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (d)** accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (e)** purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (f)** control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (g)** invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (h)** deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the company to be held in the name of a nominee; all 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;
- (i)** construct, improve, maintain, develop, work, manage and control real or personal property;
- (j)** enter into contracts and deeds;
- (k)** appoint an attorney or agent, on the terms the company thinks fit, with the powers (including the power to sub-delegate) to procure registration or recognition of the company in any other country or place;

- (l) enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;
- (m) co-operate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- (n) establish or support, including by making donations to, any other charities, associations or institutions formed for any of the charitable purposes included in the Objects;
- (o) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- (p) 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 permitted by Article 3 and provided it complies with the conditions in that article);
- (q) provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (r) engage, dismiss or suspend any agent, contractor or professional person;
- (s) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (t) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (u) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (v) accept any gift of property, whether subject to any special trust or not;
- (w) appoint patrons of the company;
- (x) make donations for charitable purposes;
- (y) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (z) co-ordinate and arrange conferences, meetings, standing committees, commissions and other forums; and
- (aa) do all other things that are incidental or conducive to doing so.

3 NOT FOR PROFIT STATUS

3.1 Application of the company's income and property

- (a) The company's income and property must be applied solely towards promoting the Objects.
- (b) Subject to this Article 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 distribution to any member of the company. This does not prevent a member who is not also a director receiving:

- (i) a benefit from the company in the capacity of a beneficiary of its charitable activities; and
- (ii) reasonable and proper remuneration for any goods or services supplied to the charity.
- (c) A director may benefit from indemnity insurance cover purchased at the company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011, and may receive an indemnity from the company, in each case as provided in Article 13.

3.2 Payments of directors' fees

No director's fees may be paid to the directors.

3.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to, the following:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company;
- (b) a service (or goods that are supplied in connection with the provision of a service) rendered to the company by a director in a professional or technical capacity, or as an employee, other than in the capacity as a director of the company, where:
 - (i) the provision of the service has the prior approval of the directors; and
 - (ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

4 MEMBERSHIP

4.1 Application

- (a) The members are:
 - (i) the subscribers to the Memorandum (who include the directors); and
 - (ii) any other persons the directors admit to membership in accordance with these articles.
- (b) Every applicant for membership of the company (except the initial members and the directors) must apply in the form and manner decided by the directors.
- (c) No person shall become a member of the company, unless:
 - (i) the directors (or a delegate approved by the directors), having considered the application decide to admit the applicant for membership. The directors need not give any reason for rejecting an application; and
 - (ii) the existing members approve the admission of the applicant for membership by ordinary resolution.
- (d) The company shall maintain and keep at the registered office a register of members containing the following particulars with respect to each member:

- (i) his or her name and address; and
- (ii) the date at which they were entered into the register as a member and the date at which they ceased to be a member.

5 WHEN MEMBERSHIP CEASES

A person immediately ceases to be a member if that person:

- (a) dies;
- (b) not being a sole member, resigns as a member by giving written notice to the company;
- (c) ceases to be a director;
- (d) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors; or
- (f) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

6 LIABILITY OF MEMBER

The liability of the members is limited to the amount of the guarantee given in Article 7.

7 GUARANTEE BY MEMBER

Every member undertakes to contribute such amount as may be required not exceeding £1 to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves.

8 WINDING UP

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (i) that is charitable at law; and
 - (ii) whose articles prohibit distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Article 3.
- (b) The identity of the fund, authority or institution referred to in Article 8(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company.

9 ALTERING THESE ARTICLES

Charitable status

The company must not pass a special resolution making a material alteration to, or materially affecting, Articles 1, 3 or 8, or any other alteration to the Articles, if, as a result, the company is no longer a charity.

10 GENERAL MEETINGS

10.1 Calling general meetings

- (a)** A general meeting may only be called:
 - (i)** by a director's resolution;
 - (ii)** in accordance with a members' requisition under the Act (in which case the directors shall convene a general meeting for a date no later than eight weeks after the receipt of the requisition); or
 - (iii)** as otherwise provided in the Act.

10.2 Notice of general meetings

- (a)** Notice of every general meeting must be given in any manner authorised by article 15 to each person who is at the date of the notice:
 - (i)** a member;
 - (ii)** a director; or
 - (iii)** the Auditor.
- (b)** A notice of a general meeting shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is agreed by a majority in number of the members having a right to attend and vote, being a majority together representing not less than 90 per cent of the total voting rights at the meeting of all the members.
- (c)** The notice shall:
 - (i)** specify the date, time and place of the meeting;
 - (ii)** state the general nature of the business to be transacted at the meeting;
 - (iii)** state that the members have the right to appoint a proxy under section 324 of the Act; and
 - (iv)** specify a place, fax number or electronic address for the receipt of proxies.
- (d)** A person may waive notice of a general meeting by written notice to the company.
- (e)** The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - (i)** the non-receipt or failure occurred by accident or error; or

- (ii) before or after the meeting, the person has notified or notifies the company of the person's agreement to that thing or resolution.
- (f) A person's attendance at a general meeting waives any objection that person may have to:
 - (i) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

10.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of:
 - (i) if the company has less than 3 members, all the members of the company; and
 - (ii) in any other case, 3 members entitled to vote and present at the meeting, unless the members have fixed a higher number of members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (ii) in any other case the meeting stands adjourned until the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under Article 10.3(c)(ii), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

10.4 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this articles relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

10.5 Chairperson of general meetings

- (a)** The chairperson of directors must preside as chairperson at a general meeting if they are present within 15 minutes after the time appointed for the meeting and willing to act.
- (b)** If there is no chairperson of directors or both the conditions in Article 10.5(a) have not been met, the members present must elect another chairperson of the meeting.
- (c)** A chairperson elected under Article 10.5(b) must be:
 - (i)** another director who is present and willing to act; or
 - (ii)** if no other director present at the meeting is willing to act, a member who is present and willing to act.

10.6 Conducting and adjourning general meetings

- (a)** A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b)** The chairperson of a general meeting may, with the consent of a meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c)** Where a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given in the same manner as in the case of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- (d)** Except as provided by Article 10.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e)** The members may pass resolutions in writing in accordance with the provisions of chapter 2 of part 13 of the Act.
- (f)** Where, during any period when the company has only one member, the member takes a decision which may be taken by the company at a general meeting and which has effect as if agreed by the company in general meeting, the member shall (unless the decision is taken by way of written resolution) provide the company with a written record of that decision.

10.7 Decisions at general meetings

- (a)** Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b)** Where the votes on a proposed resolution are equal:
 - (i)** the chairperson of the meeting does not have a second or casting vote; and
 - (ii)** the proposed resolution is taken as lost.
- (c)** A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:

- (i) the chairperson of the meeting;
 - (ii) at least 2 members present and with the right to vote on the resolution; or
 - (iii) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
 - (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
 - (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
 - (h) The demand for a poll may be withdrawn.

10.8 Voting rights

- (a) The provisions of the Act shall apply in relation to the voting rights on a resolution taken on a show of hands at a meeting and on a poll taken at a meeting.
- (b) Subject to these articles and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.
- (c) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be:
 - (i) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (ii) referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting under Article 10.8(d) is valid for all purposes.
- (f) No objection may be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any objection made in due time shall be referred to the chairperson of the meeting and his ruling to any member other than himself is final and conclusive. In relation to the chairperson of the meeting, the question shall be decided by ordinary resolution of the other members.

10.9 Representation at general meetings

- (a) Subject to these articles, each member entitled to vote at a meeting of members may vote:

- (i) in person or, where a member is a body corporate, by its representatives;
 - (ii) by one proxy; or
 - (iii) by one attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the company.
 - (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

10.10 Authority of a proxy, attorney or representative

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Act or by these articles; and
 - (ii) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put forward or any similar motion;
 - (ii) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (iii) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to Article 10.10(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:
 - (i) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (ii) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (iii) in the case of a poll, produced when the poll is taken.

- (f) The directors may waive all or any of the requirements of Articles 10.10(d) and 10.10(e) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:
 - (i) an oral appointment of a proxy, attorney or representative;
 - (ii) an appointment of a proxy, attorney or representative which is not signed in the manner required by Article 10.10(d); and
 - (iii) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under Article 10.10(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending, and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

11 DIRECTORS

11.1 Appointment of directors

- (a) The minimum number of directors is three. The maximum number of directors is to be fixed by the directors, but may not be more than 12, unless the company in general meeting resolves otherwise. The directors must not fix a maximum which is less than the number of directors in office at the time.
- (b) The directors may appoint any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, provided:
 - (i) the number of directors does not exceed the maximum number fixed under Article 11.1(a);
 - (ii) before appointing the director, that individual signs a consent to act as a director; and
 - (iii) where the director proposed to be appointed has already served as a director of Global Poverty Project UK for a cumulative period of nine years, the existing directors provide a written justification for their appointment at the relevant meeting.
- (c) The members may by resolution appoint a director, provided:
 - (i) the number of directors does not exceed the maximum number fixed under Article 11.1(a); and
 - (ii) before appointing the director, that individual signs a consent to act as a director.
- (d) No person may be appointed director:

- (i) unless he is a natural person who has attained the age of 18 years;
- (ii) in circumstances such that, had he already been a director, he would have been disqualified from office under these articles.

11.2 Term limits of directors

- (a) Each director shall be appointed for a maximum period of three years from the date of his or her appointment.
- (b) On the earlier of: (i) the date that is three years from the date of a director's appointment and (ii) the date of the company's annual general meeting that is in the third year following a director's appointment, that director must retire from office.
- (c) Notwithstanding anything to the contrary in these articles, a director may not be re-appointed as a director if they have served a total of three terms, or a total of nine years, as director of the company, unless:
 - (i) a written explanation is provided by the existing directors as to why such an appointment is in the interests of the company; and
 - (ii) a majority of the board, excluding the director proposed to be re-appointed, approves the appointment.

11.3 Vacation of office

In addition to the provisions relating to the retirement of directors outlined in article 11.2, the office of a director becomes vacant:

- (a) in the circumstances outlined in the Act;
- (b) if the director becomes of unsound mind or a director is, or their estate, is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office by resolution of the members in accordance with the Act;
- (d) except to the extent of a leave of absence granted by the directors, if the director fails to attend at least 3 consecutive meetings of the directors or at least 4 meetings over a period of 365 days; or
- (e) if the director resigns by written notice to the company.

11.4 Directors may contract with the company and hold other offices

- (a) The directors may make regulations requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under these articles bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.
- (b) Unless the Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (i) be present while the matter is being considered at the meeting; or

- (ii) vote on the matter.
- (c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with the disclosure requirements applicable to the director under any regulations adopted by the directors, and under the Act regarding that interest.
- (f) A director may hold any other office or position (except Auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) the directors decide.
- (g) A director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the company, and, with the consent of the directors of the company, need not account to the company for any remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- (h) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

11.5 Proceedings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit but shall hold at least 1 meeting each year.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in these articles relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

11.6 Convening meetings of directors

A director may convene a meeting of the directors whenever he or she thinks fit.

11.7 Notice of meeting of directors

- (a)** Subject to these Articles, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- (b)** A notice of a meeting of directors:
 - (i)** must specify the time and place of the meeting;
 - (ii)** need not state the nature of the business to be transacted at the meeting;
 - (iii)** may be given immediately before the meeting; and
 - (iv)** may be given in person or by post, telephone, fax, or other electronic means.
- (c)** A director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone, fax, or other electronic means.
- (d)** The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:
 - (i)** the non-receipt or failure occurred by accident or error;
 - (ii)** the director has waived or waives notice of that meeting under Article 11.7(c) before or after the meeting;
 - (iii)** the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (iv)** the director attended the meeting.
- (e)** Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

11.8 Quorum at meetings of directors

- (a)** No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b)** A quorum consists of:
 - (i)** if the directors have fixed a number for the quorum greater than 3, that number of directors present at the meeting; and
 - (ii)** in any other case, 3 directors present at the meeting.
- (c)** If there is a vacancy in the office of a director then, subject to Article 11.8(d), the remaining directors may act.
- (d)** If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under these articles, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

11.9 Chairperson of directors

- (a)** The directors may elect one of the directors as chairperson of the directors and may decide the period for which that director is to be the chairperson.
- (b)** The chairperson or directors must preside as chairperson at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- (c)** If there is no chairperson of directors or both the conditions in Article 11.9(b) have not been met, the directors present must elect one of the directors as chairperson of the meeting.

11.10 Decisions of directors

- (a)** A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in, or exercisable by, the directors under these articles.
- (b)** Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (c)** Where the votes on a proposed resolution are equal:
 - (i)** the chairperson of the meeting does not have a second or casting vote; and
 - (ii)** the proposed resolution is taken as lost.
- (d)** If a question arises at a meeting of the directors or of a committee of directors as to the right of a director to vote, the question shall be referred to the chairperson of the meeting and his ruling to any director other than himself is final and conclusive. In relation to the chairperson of the meeting, the question shall be decided by a majority of the other directors.

11.11 Written resolutions or directors

- (a)** A resolution is taken to have been passed by a meeting of directors if:
 - (i)** all of the directors (other than any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - (ii)** the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- (b)** A director may consent to a resolution by:
 - (i)** signing the document containing the resolution (or a copy of that document);
 - (ii)** giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (iii)** telephoning the secretary or the chairperson of directors and signifying assent to the resolution and clearly identifying its terms.

- (c) The resolution may be contained in one document or communication in one document or communication in electronic form or in several documents or communications in electronic form (in like form) each signed or approved and dated by one or more directors.
- (d) The resolution is treated as passed at the date of the last signature.

11.12 Register of Directors

The directors shall maintain a register of directors containing the following particulars:

- (a) each director's present name, any former name, his or her usual residential address, his or her nationality, his or her business occupation (if any), particulars of any other directorships held or which have been held by him or her and his or her date of birth; and
- (b) the date at which he or she was appointed or re-appointed as a director and the date at which he or she ceased to be a director.

11.13 Minutes of meetings and minutes or resolutions

- (a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors) are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The directors must ensure minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.
- (d) The directors shall cause minutes to be made for the purpose of:
 - (i) all appointments of officers made by the directors;
 - (ii) all proceedings at meetings of the company, of the directors and of any committees, including the names or the persons present at each meeting; and
 - (iii) all professional advice obtained.

11.14 Committees of directors

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.
- (c) The provisions of these articles that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

11.15 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

11.16 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote.

12 EXECUTIVE OFFICERS

12.1 Executive director

- (a) The directors may appoint one or more of the directors as executive directors.
- (b) A director's appointment as an executive director automatically terminates if they cease to be a director.
- (c) The directors may confer on an executive director such title as they think fit.

12.2 Provisions that apply to all executive officers

- (a) A reference in this Article 12.2 to an executive officer is a reference to an executive director, company secretary or assistant secretary.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
 - (i) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:
 - (i) a defect in the person's appointment as an executive officer; or
 - (ii) the person being disqualified from being an executive officer.

13 INDEMNITY AND INSURANCE

13.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this Article 13 apply to Indemnified Officers.

13.2 Indemnity

- (a)** The company must indemnify, on a full indemnity basis and to the full extent permitted by sections 232 to 234 of the Act, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b)** This indemnity:
 - (i)** is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (ii)** operates only to the extent that the loss or liability in question is not covered by insurance.

13.3 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance, or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

13.4 Savings

Nothing in this Article 13:

- (a)** affects any other right or remedy that an Indemnified Officer may have in respect or any loss or liability referred to in this indemnity or insurance; or
- (b)** limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this Article 13 does not apply.

14 AUDITOR AND ACCOUNTS

- (a)** The company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.
- (b)** The directors shall comply with the requirements of the Act with respect to the keeping of accounting records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners for England and Wales of:
 - (i)** annual accounts;
 - (ii)** annual reports; and
 - (iii)** annual returns.
- (c)** No member shall (as such) have any right of inspecting any accounting records or other books or documents of the company except as conferred by the Act or authorised by the directors.

15 NOTICES

15.1 Notices by the company to members

The company may give notices, including a notice of general meeting, to a member:

- (a)** personally;
- (b)** by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c)** sending it to the fax number or electronic address (if any) nominated by the member.

15.2 Notices by the company to directors

Subject to these articles, a notice may be given by the company to any director by:

- (a)** serving it personally at the director's usual residential or business address;
- (b)** sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c)** by electronic means or fax to such electronic address or fax number as the director has supplied to the company for giving notices.

15.3 Notices by member or directors to the company

Subject to these articles, a notice may be given by a member or director to the company by:

- (a)** serving it on the company at the registered office of the company;
- (b)** sending it by post in a prepaid envelope to the registered office of the company; or
- (c)** by fax or electronic means to the principal fax number or the principal electronic address of the company at its registered office.

15.4 Time of service

- (a)** Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (i)** in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (ii)** in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b)** Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c)** Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.

- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in Article 15.4(c)), service of the notice is to be taken to be effected on the delivery to:
- (i) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (ii) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under Articles 15.4(b), 15.4(c) and 15.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (f) For the purposes of Article 15.4(e), Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

15.5 Other communications and documents

Articles 15.1 to 15.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

15.6 Notices in writing

A reference in these articles to a written notice includes a notice given by fax or electronic transmission or any other form of written communication

16 DEFINITIONS AND INTERPRETATION

16.1 Definitions

The meanings of the terms used in these articles are set out below.

Term	Meaning
Act	the Companies Act 2006 as in force from time to time
Auditor	the auditor of the company
Chairperson of Directors	the chairperson of the directors appointed under these articles
Chairperson of Members	the chairperson of the members appointed under these articles
Clear days	means, in relation to a period of notice, that period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect
Electronic form	has the same meaning as under the Act
Electronic	has the same meaning as under the Act
Hard copy form	has the same meaning as under the Act

Indemnified Officer	each person who is or has been a director or executive officer (within the meaning of Article 12.2(a)) of the company and any other officers or former officers of the company as the directors in each case decide.
Memorandum	means the company's memorandum of association as originally adopted or as from time to time altered.
Objects	means the objects as defined under these articles
Registered Address	a member's address as notified to the company by the member and recorded in the company's records
These articles	means these articles of association, as from time to time altered

16.2 Interpretation

- (a) None of the articles in the model articles for a private company limited by guarantee set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the company.
- (b) In these articles:
 - (i) references to notices include formal notices of meeting and all documents and other communications from the company to its member;
 - (ii) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
 - (iii) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
 - (iv) a reference to writing and written includes priming, lithography and other ways of representing or reproducing words in a visible form; and
 - (v) the singular (including defined terms) includes the plural and the plural includes the singular.

16.3 Headings

Headings are used for convenience only and do not affect the interpretation of these articles.