

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9701919**

The Registrar of Companies for England and Wales, hereby certifies that

OPEN REASON

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **24th July 2015**



N09701919N

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 24/07/2015



X4CBYENM

Company Name
in full:

OPEN REASON

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternative

Company Type:

Private limited by guarantee

Situation of Registered
Office:

England and Wales

Proposed Register
Office Address:

**10 QUEEN STREET PLACE
LONDON
UNITED KINGDOM
EC4R 1BE**

I wish to adopt entirely bespoke articles

Company Director **1**

Type: **Person**

Full forename(s): **RT. HON NICHOLAS WILLIAM PETER**

Surname: **CLEGG**

Former names:

Service Address: **10 QUEEN STREET PLACE
LONDON
UNITED KINGDOM
EC4R 1BE**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **07/01/1967** *Nationality:* **BRITISH**

Occupation: **MEMBER OF PARLIAMENT**

Consented to Act: **Y** *Date authorised:* **24/07/2015** *Authenticated:* **YES**

Company Director **2**

Type: **Person**

Full forename(s): **MR RICHARD JOHN**

Surname: **REED**

Former names:

Service Address: **10 QUEEN STREET PLACE
LONDON
UNITED KINGDOM
EC4R 1BE**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **13/02/1973** *Nationality:* **BRITISH**

Occupation: **DIRECTOR / ENTREPRENEUR**

Consented to Act: **Y** *Date authorised:* **24/07/2015** *Authenticated:* **YES**

Company Director **3**

Type: **Person**

Full forename(s): **MR TIMOTHY WILLIAMN RICHARD**

Surname: **COLBOURNE**

Former names:

Service Address: **10 QUEEN STREET PLACE
LONDON
UNITED KINGDOM
EC4R 1BE**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **05/09/1975** *Nationality:* **BRITISH**

Occupation: **POLITICAL ADVISER**

Consented to Act: **Y** *Date authorised:* **24/07/2015** *Authenticated:* **YES**

Company Director 4

Type: **Person**
Full forename(s): **LORD RUMI**

Surname: **VERJEE**

Former names:

Service Address: **19 SOUTH AUDLEY STREET
LONDON
UNITED KINGDOM
W1K 2BN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **26/06/1957** *Nationality:* **BRITISH**

Occupation: **ENTREPRENEUR**

Consented to Act: **Y** *Date authorised:* **24/07/2015** *Authenticated:* **YES**

Company Director **5**

Type: **Person**

Full forename(s): **MS PHILIPPA JILL OLIVIER**

Surname: **HARRIS**

Former names:

Service Address: **10 QUEEN STREET PLACE
LONDON
UNITED KINGDOM
EC4R 1BE**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **27/03/1967** *Nationality:* **BRITISH**

Occupation: **FILM AND TV PRODUCER**

Consented to Act: **Y** *Date authorised:* **24/07/2015** *Authenticated:* **YES**

Statement of Guarantee

I confirm that if the company is wound up while I am a member , or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for :

- payment of debts and liabilities of the company contracted before I cease to be a member;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

Name: NICHOLAS WILLIAM PETER CLEGG

Address: 10 QUEEN STREET PLACE
 LONDON
 UNITED KINGDOM
 EC4R 1BE

Amount Guaranteed: **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

Open Reason

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Open Reason

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Nicholas William Peter Clegg

Dated 24 July 2015

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Open Reason

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Open Reason

INTERPRETATION

1. Defined terms

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

OBJECTS AND POWERS

2. Objects

The objects of the Company are, in the public interest:

- 2.1 to advance liberal thinking, particularly in relation to economic, social and political matters;
- 2.2 to carry out research in respect of economic, social and political matters anywhere in the world;
- 2.3 to develop and promote the development and adoption of public policy in respect of such matters; and
- 2.4 to advance any other charitable, benevolent or philanthropic purpose.

3. Powers

The Company may do anything lawful to further its Company's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

Permitted benefits to the members

- 4.2 No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company. This shall not prevent any payment in good faith by the Company of:
 - 4.2.1 reasonable and proper remuneration to a member for any goods or services supplied to the Company by the member;
 - 4.2.2 interest at a reasonable and proper rate on money lent by a member to the Company; and
 - 4.2.3 any reasonable and proper rent for premises let by a member to the Company.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of the members

The liability of the members is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he is a member or within one year after he ceases to be a member, for:

- 5.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

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

8. Chair

The members may appoint one of the Directors to be the Chair 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 Company 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 Company 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 Company 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.

DECISION-MAKING BY DIRECTORS

11. **Directors to take decisions collectively**
- 11.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 17.
- 11.2 If the Company only has one director, Article 11.1 does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.
12. **Calling a Directors' meeting**
- 12.1 The Chair or any two Directors may (and the Secretary, if any, must at the request of the Chair or any two Directors) call a Directors' meeting.
- 12.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
- 12.2.1 all the Directors agree; or
 - 12.2.2 urgent circumstances require shorter notice.

- 12.3 Notice of Directors' meetings must be given to each Director.
- 12.4 Every notice calling a Directors' meeting must specify:
- 12.4.1 the place, day and time of the meeting;
 - 12.4.2 the general nature of the business to be considered at such meeting; and
 - 12.4.3 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.
- 12.5 Notice of Directors' meetings need not be in Writing.
- 12.6 Article 25 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
13. **Participation in Directors' meetings**
- 13.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 13.1.2 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).
- 13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 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.
14. **Quorum for Directors' meetings**
- 14.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for the transaction of the business of the Directors may be fixed by a decision of the members but it shall never be less than two unless where there is a sole Director, in which case the quorum shall be one.
- 14.3 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 ask the members to appoint further Directors.
15. **Chairing of Directors' meetings**
- 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.
16. **Casting vote**
- 16.1 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.
- 16.2 Article 16.1 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.

17. **Unanimous decisions without a meeting**

- 17.1 A decision is taken in accordance with this Article 17 when all of the Directors 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. The Directors cannot rely on this Article to make a decision if one or more of the Directors has a conflict of interest which, under Article 18, results in them not being entitled to vote.
- 17.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18. **Director interests and management of conflicts of interest**

Declaration of interests

- 18.1 Unless Article 18.2 applies, a Director must declare the nature and extent of:
- 18.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
- 18.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.
- 18.2 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

- 18.3 Subject to Articles 18.4 and 18.5, a Director shall not vote at a meeting of Directors or of a committee of Directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the Company; and a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 18.4 The Company may by ordinary resolution authorise a Director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the Director shall be entitled to vote and be counted in the quorum.
- 18.5 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and provided he or she is not for another reason precluded from voting each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

19. **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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. **Number of Directors**

There shall be at least one Director.

21. Appointment and retirement of Directors

- 21.1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors.

Appointment of Directors

- 21.2 Any person who is willing to act as a Director may be appointed to be a Director by the members. The members may specify terms of office which shall apply to the Director, but if no such term is specified when the Director is appointed, he or she shall remain in office until he or she ceases to hold office in accordance with Article 22.

Minimum age

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

22. Disqualification and removal of Directors

A Director shall cease to hold office if:

- 22.1 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;
- 22.2 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;
- 22.3 notification is received by the Company 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 one Director will remain in office when such resignation has taken effect);
- 22.4 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;
- 22.5 he or she has reached the end of the term of office specified by the members in accordance with Article 21.2 on his or her appointment and has not been reappointed by the members; or
- 22.6 the members resolve that he or she be removed from office.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23. Becoming and ceasing to be a member

- 23.1 The members may admit additional members.
- 23.2 The Directors shall not admit members unless there are no members or unless the only member is incapable of managing his or her affairs.
- 23.3 Membership is not transferable and shall cease on death.

MEETINGS AND COMPANY RESOLUTIONS

24. Decisions of the members

- 24.1 Decisions of the members in respect of the Company can be made:
- 24.1.1 by passing a written resolution in accordance with the provisions of the Companies Acts; or

- 24.1.2 by passing a resolution at a general meeting convened and held in accordance with the provisions of the Companies Acts.
- 24.2 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

25. Notices

- 25.1 Any notice to be given to or by any person pursuant to the Articles shall be in Writing to an Address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in Writing.
- 25.2 The Company may give any notice to the members either personally or by sending it by post in a prepaid envelope addressed to the members at its registered address or by leaving it at that address or by Electronic Means to an Address provided for that purpose.
- 25.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a communication sent by Electronic Means has been transmitted to the proper Address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice contained in a communication sent by Electronic Means 48 hours after the time it was transmitted.

26. Communications to the Company

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

27. Secretary

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:

- 27.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
- 27.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

28. 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.

29. Minutes

The Directors must cause minutes to be made:

- 29.1 of all appointments of officers made by the Directors;
- 29.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

- 29.3 of all proceedings at meetings of the Company 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 Company, be sufficient evidence of the proceedings.

30. **Records and accounts**

- 30.1 The Directors shall comply with the requirements of the Companies Acts 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 of:

30.1.1 annual reports;

30.1.2 annual returns; and

30.1.3 annual statements of account.

- 30.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

31. **Exclusion of model articles**

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

WINDING UP

32. **Winding up**

- 32.1 If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to the members of the Company, but must be given to some institution or institutions with similar objects to the Company or to a charitable institution. The institution or institutions to benefit must be chosen by resolution of the Directors at or before the time of winding up or dissolution.

SCHEDULE

INTERPRETATION

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	"Articles"	the Company's articles of association;
1.3	"Chair"	has the meaning given in Article 8;
1.4	"Company"	Open Reason;
1.5	"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;
1.6	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.7	"Document"	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.8	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.9	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
1.10	"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;
1.11	"Secretary"	the secretary of the Company (if any);
1.12	"Director"	a director of the Company, and includes any person occupying the position of director, by whatever name called; and
1.13	"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 Company.