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**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **11589528**

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

**ORGANISING FOR CHANGE LIMITED**

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 **26th September 2018**



\* N11589528Q \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

# IN01

**Application to register a company**



Received for filing on the: **06/09/2018**

A7DX80CG

*Company Name in full:* **ORGANISING FOR CHANGE LIMITED**

*Company Type:* **Private company limited by guarantee**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **61A HUBERT GROVE  
LONDON  
SW9 9NY**

*Sic Codes:* **85590**

*Principal activity description:* **Other education n.e.c.**

*I wish to adopt entirely bespoke model articles.*

## ***Proposed Officers***

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### ***Company Director      1***

***Type:***                      **Person**

***Full Forename(s):***        **MS NATASHA JANE**

***Surname:***                **ADAMS**

***Service Address:***        **61A HUBERT GROVE  
LONDON  
ENGLAND SW9 9NY**

***Country/State Usually  
Resident:***                **ENGLAND**

***Date of Birth:***    **\*\*/04/1980**                      ***Nationality:***    **BRITISH**

***Occupation:***    **FREELANCE  
CAMPAIGN  
CONSULTANT**

***The subscribers confirm that the person named has consented to act as a director.***



## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Individual Person with Significant Control details***

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***Names:*** MS TATIANA GARAVITO

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

***Date of Birth:*** \*\*/07/1986 ***Nationality:*** COLOMBIAN

***Service Address:***  
61A HUBERT GROVE  
LONDON  
ENGLAND  
SW9 9NY

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

***Nature of control***

**The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.**

## ***Statement of Guarantee***

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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:

- payments 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:*** TATIANA GARAVITO

***Address*** 34 STRADELLA ROAD  
LONDON  
SE24 9HA

***Amount Guaranteed*** 1

***Name:*** NATASHA ADAMS

***Address*** 61A HUBERT GROVE  
LONDON  
SW9 9NY

***Amount Guaranteed*** 1

***Name:*** KATHERINE MARGARET WALL

***Address*** 13 HEATH STREET  
BRISTOL  
BS5 6SN

***Amount Guaranteed*** 1



## ***Statement of Compliance***

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

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# **Articles of Association**

## **Articles of Association of Organising for Change Ltd**

**Being a co-operative company limited by guarantee**

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### Annexe A Statement on the Co-operative Identity

## Defined terms

### 1. In the articles, unless the context requires otherwise

**"The act"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

**"articles"** means the company's articles of association;

**"bankruptcy"** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**"the board of directors"** or **"board"** means all those persons appointed or delegated to perform the duties of directors of the co-operative;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

**"consensus"** means a decision made to which all parties explicitly agree to being implemented.

**"the co-operative"** means the above named company;

**"The Co-operative Principles"** means the principles as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A;

**"The Co-operative Values"** means the values as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A;

**“director”** means a director of the co-operative;

**“facilitator”** has the meaning given in article 14 and article 30 respectively;

**“member”** has the meaning given in section 112 of the Companies Act 2006;

**“ordinary resolution”** has the meaning given in section 281 of the Companies Act 2006.

**“participate”**, in relation to a directors’ meeting, has the meaning given in article 12;

**“proxy notice”** has the meaning given in article 35;

**“special resolution”** choose either A or B (and delete the other):

<b>Option A – Consensus</b>
<b>“special resolution”</b> is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires the decision to be made by consensus.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the co-operative.

## **Purpose of the co-operative and application of income and property of the co-operative**

**2. (1)** The objects for which the co-operative is established are:

- (a)** To develop the capacity and skills of individuals and groups in such a way that they are better able to identify systemic challenges, explore alternatives and build the power of social movements to achieve change.
- (b)** To abide by and implement the co-operative values and the co-operative principles; support and encourage the growth of the co-operative movement; promote the co-operative principles, enterprises and activities. To encourage equality and democratic control over the workplace.
- (c)** To advance the education of its members in co-operative principles and practice, and to promote the physical, emotional and mental well-being of employees and subcontractors of the co-operative and its subsidiaries by providing employment which is satisfying, safe and useful.
- (d)** To have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, as customers or suppliers of the co-operative, as residents residing in the area where the co-operative is trading, or as employees in other enterprises engaged in similar trading, may be affected by the co-operative's activities.
- (e)** To carry on any trade or business whatever which can in the opinion of the directors of the co-operative be advantageously carried on in connection with or ancillary to any of the objects and activities of the co-operative.
- (f)** To do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the co-operative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the co-operative or any of them.

**(2)** The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the co-operative except by way of payment in good faith to any member of the co-operative in return for services actually rendered to the co-operative, of reasonable wages, bonuses and repayments of expenses, interest on money lent or reasonable rent on premises demised or let to the co-operative. Interest paid by the co-operative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the co-operative's objects.

**(3)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

### **Profit of the co-operative**

**3. (1)** The co-op is not for profit. The profit of the co-op shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time:

- (a)** To a general reserve for the continuation and development of the co-operative;
- (b)** To promote and assist the formation of new workers' co-operatives or common ownership enterprises by donation to such co-operatives or common ownership enterprises, or to common funds to be used exclusively for their benefit;
- (d)** To make payments for social, co-operative, community or charitable objects.

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

### **Dissolution**

**4. (1)** In the event of wind up or dissolution of the co-operative the liquidator shall, according to the law, use the assets of the co-operative to satisfy its debts and liabilities. Any balance of assets remaining must not be distributed among the members of the co-operative but shall be transferred by the liquidator to one or several of the following:

- (a)** A co-operative or common ownership enterprise having aims similar or compatible to those of the co-operative, and which shall prohibit the distribution of its income among its membership to an extent at least as great as is imposed on the co-operative under Article 2;
- (b)** A fund maintained for the benefit or promotion of common ownership enterprises;
- (c)** A charity or charities having aims similar or compatible to those of the co-operative in such a manner as the members decide at or before the time of winding up or dissolution.

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

### **Liability of members**

**5.** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the co-operative in the event of its being wound up while she or he is a member or within one year after she or he ceases to be a member, for:

- (a)** payment of the co-operative's debts and liabilities contracted before she or he ceases to be a member,

- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

### **Directors' general authority**

6. Subject to the articles, the directors are responsible for the management of the co-operative's business, for which purpose they may exercise all the powers of the co-operative.

### **Members' reserve power**

<b>Option A – Consensus</b>
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- |   |
|---|
| <p>7. (1) The members may, by consensus decision at a general meeting direct the directors to take, or refrain from taking, specified action.</p> <p>(2) No such consensus decision invalidates anything which the directors have done before the passing of the resolution.</p> <p>(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.</p> |
|---|

### **Directors may delegate**

8. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **Committees**

9. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### **Directors' decisions**

<b>Option A – Consensus</b>
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#### **Directors to take decisions by consensus**

- 10. (1)** Any decision of the directors must be taken by consensus.
- (2)** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3)** Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting.
- (4)** When deciding procedures for reaching consensus the directors may include an option of taking a vote in case of directors' inability to reach any decision by consensus.
- (5)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

#### **Calling a directors' meeting**

- 11. (1)** Any director may call a directors' meeting by giving notice of the meeting to the directors.
- (2)** Notice of any directors' meeting must indicate:
- (a)** its proposed date and time;
  - (b)** where it is to take place; and
  - (c)** 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.
- (3)** Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4)** Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the co-operative not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

#### **Participation in directors' meetings**

- 12. (1)** Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a)** the meeting has been called and takes place in accordance with the articles, and
  - (b)** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.
- (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.

#### **Quorum for directors' meetings**

- 13. (1)** At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the directors or two, whichever is greater.

(3) If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

### **Facilitation of directors' meetings**

14. (1) The directors may appoint a member to facilitate their meetings.

(2) The person so appointed for the time being is known as the facilitator.

(3) The directors may terminate the facilitator's appointment at any time.

(4) If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it.

### **Conflicts of interest**

15. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the co-operative in which a director is interested, that director is not to be counted as participating in that part of the meeting for quorum or decision making purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the co-operative is to be counted as participating in the decision making process for quorum and decision making purposes.

(3) This paragraph applies when

(a) the board decides to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the co-operative or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the co-operative or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the co-operative or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.

(6) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for decision making or quorum purposes, the question may, before the conclusion of the meeting, be decided upon by the board.

### **Directors' discretion to make further rules**



**16.** Subject to the articles, the co-operative in general meeting or the board of directors may make any rule which they think fit about the running of the co-operative.

### **Methods of appointing directors**

**17. (1)** Only Members of the co-operative who are permitted by law to do so may be appointed to be a director. Directors shall be appointed by decision of a general meeting of members of the co-operative.

This clause makes the co-op collectively managed, delete this if your co-op is to elect a board of directors

**(2)** Subject to any decision of the co-operative in general meeting, all members of the co-operative shall also be directors. Upon becoming a member of the co-operative a person shall be appointed to the board of directors and if a person ceases to hold office as a director they will also cease to be a member of the co-operative.

**(3)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

### **Termination of director's appointment**

**18.** A person ceases to be a director as soon as

**(a)** that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

**(b)** a composition is made with that person's creditors generally in satisfaction of that person's debts;

**(c)** a registered medical practitioner who is treating that person gives a written opinion to the co-operative stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

**(d)** by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

**(e)** notification is received by the co-operative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

**(f)** that person ceases to be a member of the co-operative;

**(g)** that person is removed from office by an ordinary resolution of the co-operative in general meeting in accordance with these articles and the Companies Acts.

### **Directors' remuneration**

**19. (1)** Directors may undertake any services for the co-operative that the board decides.

**(2)** Directors are entitled to such remuneration as the directors determine

**(a)** for their services to the co-operative as directors, and

**(b)** for any other service which they undertake for the co-operative.

**(3)** Subject to the articles, a director's remuneration may

**(a)** take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

### **Directors' expenses**

20. The co-operative may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the co-operative, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the co-operative.

### **Accounts**

21. (1) The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view

(2) The Directors must keep accounting records as required by the Act.

(3) Accounts shall always be open to the inspection of all members and other persons authorised by the co-operative in a general meeting.

### **Membership**

22. (1) Only employees and subcontractors of the co-operative may be members, but any or all employees may be members of the co-operative, and employees shall be encouraged to become members. However:

(a) newly appointed employees may be excluded from membership during such reasonable probationary period as agreed by the co-operative in general meeting; The period of probation may be extended at the discretion of the co-operative in general meeting.

(b) and employees working less than a prescribed number of hours per month may be excluded from membership provided that any prescribed number of hours worked are applied equally to all employees.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

23. (1) Members agree to take an active interest in the running of the co-operative, including but not limited to attendance at general meetings.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

24. (1) A person ceases to be a member as soon as:

- (a) the member ceases to be in employment of the co-operative; or
- (b) notification is received by the co-operative from the member that the member is resigning; or
- (c) subject to any disciplinary procedure adopted by the co-operative that person's membership is terminated by a resolution of the co-operative in general meeting provided that the concerned member shall be given not less than twenty-eight days

notice of the date, time and place of the meeting and the alleged conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it; or

(d) that person dies.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

### **General Meetings**

**25. (1)** In the case that not all members are directors of the co-operative, there shall be held at least one general meeting annually.

(2) Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow predictions showing the current financial position of the co-operative.

(3) Members in general meeting may require directors to prepare and present to the members such accounts of the co-operatives activities as to measure the social, co-operative, environmental and ethical impact of the co-operative's activities.

(4) All members in general meeting shall have the opportunity to review the management of the business and the general meeting shall ensure that the co-operative is functioning in accordance with the co-operative values and principles.

### **Calling a general meeting**

**26. (1)** The board of directors may call a general meeting

(2) The members may require the directors to call a general meeting of the co-operative. The directors are required to call a general meeting once the co-operative has received requests to do so from at least 10% of members.

(3) A request for a general meeting from at least 10% of members may specify

(a) its date and time; and

(b) where it is to take place.

### **Attendance and speaking at general meetings**

**27. (1)** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to participate in decision making at a general meeting when

(a) that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and

(b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting.

(3) The co-operative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and participate in decision making at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

28. (1) No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum.

(2) The quorum for general meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the members or three members, whichever is greater. If at the time of a general meeting the co-operative has less than three members then the quorum shall be all members.

### **Facilitating general meetings**

29. (1) The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting.

(2) The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting".

### **Attendance and speaking by directors and non-members**

30. (1) The co-operative in general meeting may permit other persons who are not members of the co-operative to attend and speak at a general meeting.

### **Adjournment**

31. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the facilitator of the meeting must adjourn it.

(2) The facilitator of the meeting may adjourn a general meeting at which a quorum is present if

(a) the meeting consents to an adjournment, or

(b) it appears to the facilitator of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the facilitator of the meeting must

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the co-operative must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

- (a) to the same persons to whom notice of the co-operative's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## Decisions at general meetings

### Option A – Consensus

#### Members to take decisions by consensus

32. (1) Any decision of the members, including ordinary and special resolutions, must be taken by consensus.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member or to which each eligible member has otherwise indicated agreement in writing.
- (3) Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting.
- (4) In the case of a poll being taken a resolution decided by poll requires a unanimous vote.
- (5) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## Poll votes

33. (1) A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator.
- (2) As required by the Acts, a poll may be demanded by
- (a) five or more members; or
  - (b) ten percent of the membership.
- (3) A demand for a poll may be withdrawn if the poll has not yet been taken.
- (4) Polls must be taken at such a time in that same meeting and in such manner as the facilitator of the meeting directs.
- (5) In the case of a poll being taken each member shall have one vote.

## Content of proxy notices

34. (1) A member who is absent from a general meeting may appoint any member to act as their proxy. No member however may act as proxy for more than three members at any one time in any general meeting.
- (2) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the co-operative in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The co-operative may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to represent their views or in the case of a poll to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as

(a) allowing the person appointed under it as a proxy discretion as to how to vote in any poll on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

**35. (1)** A member who is entitled to participate in any decision at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the co-operative by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the co-operative a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **Means of communication to be used**

**36. (1)** Subject to the articles, anything sent or supplied by or to the co-operative under the articles 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 or to the co-operative.

(2) 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 by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the co-operative that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## **Annexe A (being a part of the Articles of Association of Organising for Change Ltd)**

### **Statement on the Co-operative Identity**

#### **Definition**

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

### **Values**

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

### **Principles**

The co-operative principles are guidelines by which co-operatives put their values into practice.

#### **1st Principle: Voluntary and Open Membership**

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

#### **2nd Principle: Democratic Member Control**

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner.

#### **3rd Principle: Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

#### **4th Principle: Autonomy and Independence**

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

#### **5th Principle: Education, Training and Information**

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of co-operation.

#### **6th Principle: Co-operation among Co-operatives**

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

## 7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

# Secondary Rules of Organising for Change Ltd

### Notes:

*Secondary rules complement your Articles and set out in more detail how your co-op will be run. **They are not part of the official Articles and do not get sent to Companies House.** They are an internal document and can easily be changed at a co-op meeting, without having to notify Companies House. The sample rules below are the minimum we recommend – they set out in more detail what is meant by consensus decision-making, which is quite important in case there is disagreement within the co-op. You may wish to add more information about the structure of the co-op, who membership is open to, selection and probation processes, employment and allocation of work, volunteers, more on meetings. What exactly and how much you include in your Secondary Rules is entirely up to your co-op. One example of more detailed secondary rules can be found here: [www.organiclea.org.uk/about/ethics/co-operative/](http://www.organiclea.org.uk/about/ethics/co-operative/)*

### To use the sample secondary rules below your co-op should:

- *decide whether to have a minimum number of work hours needed to be eligible for membership, and to change that number in rule 2);*
- *decide on a minimum number of people needed for meetings (quoracy). The model articles already set a minimum, so you only need to include rule 4) and 5) if you decide to have a higher number in the secondary rules;*
- *read the notes on the Articles of Association above.*

## General

- 1) These secondary rules are intended to complement and clarify the Articles of Association of our co-operative. They are agreed by general meeting of the co-operative and may be changed at any time by a general meeting of the co-operative.

## Membership

- 2) Our Articles allow for a condition of membership to be made on a minimum number of hours worked. This prescribed number of hours shall be set at 20 hours per month. (Article 22(1)(b))

## Policies and Procedures

- 3) The co-operative shall have the following policies and procedures:
  - Grievance procedure



- Disciplinary procedure
- Equality Policy
- Ethical Policy

## **Meetings**

- 4) The quorum required for a directors' meeting shall be 3 directors or 50% of the directors, whichever is greater. (Article 13(2))
- 5) The quorum required for a general meeting shall be 3 members or 50% of the membership, whichever is greater. (Article 28(2))

## **Consensus**

- 6) This co-op is committed to making decisions which every member can support. Consensus is reached if every member present are in agreement on an issue, or when not in agreement agree not to maintain an objection.
  - 7) In order to use consensus members recognise that:
    - They share a common goal for the co-operative.
    - They are committed to reaching consensus.
    - They will actively work towards building trust between members, and being honest and open with each other.
- Good decisions need to be given enough time, and rushing a decision rarely helps in the long term. As consensus and its underlying values of trust, honesty and openness are not generally practised in wider society it can take time to adjust and learn to do consensus well and efficiently. The running of the co-operative and its meetings requires the active participation of members.
- In order to reach consensus we need to be clear about the process we use so that we understand how we are making the decision.
- 7) We generally use the process outlined below to reach consensus. Although not all decisions need to explicitly use this process any member may demand that the process below be followed explicitly in each of its stages.

The Companies Act 2006

Company Limited by Guarantee

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**Memorandum of Association**

**of**

**Organising for Change Ltd**

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**The Companies Act 2006**  
**Company Limited by Guarantee**  
**Memorandum of Association**  
**of**  
**Organising for Change Ltd**

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.

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*Name of each subscriber*

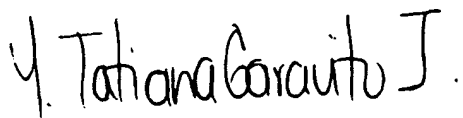
*Authentication by each subscriber*

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Natasha Adams



Tatiana Garavito



Kat Wall



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Dated

Wednesday 22<sup>nd</sup> August, 2018