

FILE COPY



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

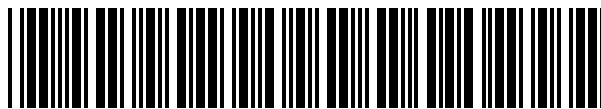
Company Number **14820042**

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

CLIMATE ACTION NETWORK UK 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 **21st April 2023**



N148200428



Companies House



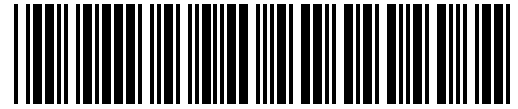
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **20/04/2023**

XC1TNH55

Company Name in full:

CLIMATE ACTION NETWORK UK LIMITED

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

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

Sic Codes:

96090

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MR PAUL NICHOLAS**

Surname: **COOK**

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/03/1975** *Nationality:* **BRITISH**

Occupation: **MANAGER**

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

Company Director 2

Type: **Person**

Full Forename(s): **MS SOPHIE**

Surname: **RIGG**

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/01/1988** *Nationality:* **BRITISH**

Occupation: **HEAD OF POLICY**

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

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

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:

- 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: **TEARFUND**

Address **100 CHURCH ROAD
TEDDINGTON
LONDON
UNITED KINGDOM
TW11 8QE**

Amount Guaranteed **£1.00**

Name: **THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS**

Address **THE RSPB THE LODGE
POTTON RD
SANDY
BEDFORDSHIRE
UNITED KINGDOM
SG19 2DL**

Amount Guaranteed **£1.00**

Name: **PRACTICAL ACTION**

Address **THE ROBBINS BUILDING 25 ALBERT STREET
RUGBY
WARWICKSHIRE
UNITED KINGDOM
CV21 2SD**

Amount Guaranteed **£1.00**

Name: **ACTIONAID UK**

Address **33-39 BOWLING GREEN LANE
LONDON
UNITED KINGDOM
EC1R 0BJ**

Amount Guaranteed **£1.00**

Statement of Compliance

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

Name: **TEARFUND**

Authenticated **YES**

Name: **THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS**

Authenticated **YES**

Name: **PRACTICAL ACTION**

Authenticated **YES**

Name: **ACTIONAID UK**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of CLIMATE ACTION NETWORK UK LIMITED

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
TEARFUND	Authenticated Electronically
THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS	Authenticated Electronically
PRACTICAL ACTION	Authenticated Electronically
ACTIONAID UK	Authenticated Electronically

Dated: 20/04/2023

The Companies Act 2006
Company Limited by Guarantee without Share Capital

Articles of Association
of
Climate Action Network UK Limited
Company Number:



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

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association of Climate Action Network UK Limited (“CAN-UK”)

PREAMBLE

Climate Action Network (CAN) is a global network of civil society organisations from all over the world, driving collective and sustainable action to fight the climate crisis and bring about the transformational change in our societies and economies that ensures equity and justice; poverty eradication; sustainable livelihoods; and the protection of the rights of nature.

CAN-UK is the National Node of CAN for the United Kingdom and as such recognises the CAN Charter and CAN Code of Conduct. CAN-UK is a non-voting Node at CAN International General Assemblies and a voting member of CAN Europe.

CAN-UK is a UK network of NGOs in the UK working together on policy issues at the nexus between poverty, nature, and climate change, to advocate for climate justice and sustainable development for all.

CAN-UK is a member-driven network. The Directors are empowered to act on behalf of the members in the day-to-day running of CAN-UK, but consultation with members and consensus-building is at the heart of CAN-UK's ethos.

OBJECTS AND POWERS

1. The Objects of CAN-UK are to:
 - (a) coordinate UK-based NGOs for climate justice and sustainable development;
 - (b) drive change to fight the climate, nature, and poverty crises, and bring about the transformational change in our societies and economies that ensures equity and justice; poverty eradication; sustainable livelihoods; and the protection and restoration of nature;
 - (c) influence government, business, community, and individual action to this effect, including (but not limited to) by convening and coordinating NGOs, undertaking campaigning and advocacy work, and holding governments to account;
 - (d) advance education, awareness raising, knowledge sharing, and capacity building on issues at the nexus between poverty-nature-climate;
 - (e) such other philanthropic or benevolent activities, relating to these Objects, as the Directors think fit.
2. CAN-UK has power to do anything which helps to promote its Objects.

USE OF INCOME AND PROPERTY

3. CAN-UK's income and property can only be used to promote its Objects.

4. CAN-UK's income and property may not be paid or transferred to any of CAN-UK's members, directly or indirectly, by way of dividend, bonus or otherwise by way of profit.
5. Directors may not be employed by CAN-UK while they are a Director or paid for their role as a Director without the approval of the members by ordinary resolution.
6. Articles 4 and 5 do not prevent CAN-UK from making the following payments to members and Directors:
 - (a) payments to help promote the Objects, including grants to members to undertake projects that further the Objects;
 - (b) payment of reasonable expenses properly incurred by a Director when acting on behalf of CAN-UK;
 - (c) reasonable and proper payment for goods or services supplied to CAN-UK (including membership fees paid to other organisations in the CAN network);
 - (d) reasonable and proper rent for premises let to CAN-UK;
 - (e) reasonable and proper interest on money lent to CAN-UK; and/or
 - (f) payments made to a member upon winding up under Article 8.
7. Every Director and other officer of CAN-UK is entitled to be indemnified (compensated) by CAN-UK for liabilities they incur in their capacity as a Director, to the extent permitted by the Companies Acts. CAN-UK may pay reasonable and proper premiums in respect of indemnity insurance.
8. If CAN-UK is wound up, any remaining surplus after the application of Article 9 must be applied or transferred back to the members who contributed to that surplus and to no one else, and the amounts returned to each member should bear a reasonable relationship to the contributions made by that member.
9. The liability of the members is limited. Each member agrees, if CAN-UK is wound up while they are a member (or within one year after they cease to be a member), to pay up to £1 towards:
 - (a) payment of CAN-UK's debts and liabilities contracted before they ceased to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributors among themselves.

DIRECTORS: APPOINTMENT AND TERMS OF OFFICE

10. CAN-UK shall seek to ensure that there are always at least two and a maximum of twelve Directors in post.
11. The first Directors shall be the people notified to the Registrar of Companies as the initial directors of CAN-UK.
12. Directors may be elected by an ordinary resolution passed by the members at a general meeting, in which case:

- (a) their appointment as Director takes effect at the end of the meeting at which they are elected;
 - (b) they may serve until the end of the third annual general meeting after they are elected (subject to Article 14); and
 - (c) at that meeting, subject to Article 14, they will be eligible for re-election.
13. Directors may also be appointed by a decision of the Directors, on the basis that they consider the appointment is necessary to fill a vacancy due to a Director retiring or ceasing office mid-term. A Director who is appointed in this way will serve until the end of the annual general meeting after they are appointed (subject to Article 14). At that meeting, subject to Article 14, they will be eligible for election by ordinary resolution in accordance with Article 12.
14. A Director who has served for nine consecutive years or, in exceptional circumstances, twelve consecutive years (regardless of the means of appointment or election) must take a break from office and will not be eligible for re-appointment or re-election for a further term until:
- (a) twelve months has passed; or
 - (b) (if earlier) the annual general meeting in the year after the year in which the break commenced.
15. No one may be appointed as a Director unless they have reached the age of 18 years.
16. The Directors shall, in consultation with the members, determine a process for the nomination of candidates for appointment or election as a Directors and Chairs of CAN-UK and will seek to develop a policy which aims to ensure that:
- (a) there are individuals with an appropriate mix of skills and experience;
 - (b) there is representation on the board from both environment and international development organisations;
 - (c) there is at least one independent Director who is not connected to a member; and
 - (d) principles of diversity, inclusion, and decoloniality will be core values underpinning board recruitment.
17. The members may elect two Directors to act as Co-Chairs for terms not exceeding three years. A Director may be elected (or re-elected) as Co-Chair by ordinary resolution at the time of their election (or re-election) as a Director under Article 12. A Co-Chair's term of office will end immediately if they cease to be a Director. The process for appointing Co-Chairs will be set out in Rules.
18. The rights and powers of the Co-Chairs will be exercised by them acting jointly, and the Co-Chairs shall be deemed to be acting jointly in the absence of any evidence to the contrary being made available to the Directors (including any circumstances where only one Co-Chair is present and the other is absent, or only one Co-Chair is included on any correspondence). In the event that a majority of the other Directors consider that the Co-Chairs are unable to act jointly, they may call a general meeting to ask the members to appoint replacement Co-Chairs.

19. If at any point there is only one Co-Chair in office, that person will be referred to as the Chair and may exercise all the powers of the Co-Chairs under these Articles.
20. A Director ceases to hold office if:
- (a) they cease to be a director, or become prohibited from being a director or CAN-UK Director, by law;
 - (b) they notify CAN-UK in writing that they are resigning from office and the resignation date stated in the notice has passed;
 - (c) they fail to attend three consecutive meetings of the Directors without a reasonable excuse and the Directors decide that they be removed for this reason;
 - (d) at a general meeting of CAN-UK, a resolution is passed that the Director be removed from office, provided the meeting has invited the Director's views and considered the matter in the light of such views; or
 - (e) at a meeting of the Directors at which at least half of the Directors are present, a decision is made to remove the Director from office. Such a decision cannot be made unless the Director has been given at least 14 Clear Days' notice that the decision is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Directors.

DIRECTORS: ROLE AND DECISION-MAKING

21. The Directors are responsible for managing CAN-UK's business. When doing so, they may exercise all the powers of CAN-UK except where these Articles or the Companies Acts say that a power must be exercised by CAN-UK's members.
22. The Directors may delegate any of their powers or functions to committees (including working groups) and may delegate the implementation of their decisions and the day-to-day management of CAN-UK's affairs to any person or committee. This delegation can be on any terms and conditions that the Directors decide. Further detail regarding delegation may be set out in Rules.
23. The Directors may (by power of attorney or otherwise) appoint any person to be the agent of CAN-UK for such purposes and on such conditions as they decide.
24. The members may from time to time make, repeal or alter such Rules as they think fit about the management of CAN-UK and its affairs, including (without limitation) the conduct of meetings; codes of conduct for members or Directors; the payment of subscriptions by members; and the duties of officers and employees of CAN-UK ("**Rules**"). The Rules shall be binding on all members of CAN-UK. No Rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
25. The Directors can make decisions by a majority vote of the Directors present and voting at a quorate Directors' meeting (subject to the casting vote described in Article 31) or by a majority of the Directors confirming in writing outside a meeting that they agree to a decision.

26. A Co-Chair or any two Directors may call a Directors' meeting, or instruct the Secretary (if any) to do so, by giving reasonable notice to all of the Directors. The process for calling Directors' meetings will be set out in Rules.
27. The Directors cannot conduct any business at a Directors' meeting unless a quorum of the Directors are participating. The Directors may decide the quorum from time to time, but it must never be less than two Directors including one Co-Chair. Unless they decide otherwise, it is two or one-third of the total number of Directors, whichever is the greater, including one Co-Chair.
28. The Directors can hold virtual meetings. Directors are considered to be participating in a meeting if they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, and it does not matter where any director is or how they communicate with each other.
29. If the total number of Directors for the time being is less than the quorum required, the Directors may still act to make arrangements for further Directors to be appointed under Articles 12 and 13.
30. One of the Co-Chairs (to be decided between themselves), or in their absence another Director nominated by the Directors present, shall act as chair of each Directors' meeting.
31. If the numbers of votes for and against a proposal at a Directors' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.
32. A Director must declare any conflict of interest to the other Directors in accordance with the Companies Acts. Conflicts of interest must be managed by CAN-UK in accordance with the Companies Acts, which may sometimes mean that a Director cannot participate in a decision if they have a conflict of interest.
33. All acts done by a person acting as a Director shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

MEMBERS: ADMISSION AND FEES

34. The first members of CAN-UK are the subscribers to its Memorandum of Association.
35. After this, the Directors may admit members in accordance with any process set out in Rules, provided that:
 - (a) they satisfy the membership criteria in Article 36;
 - (b) they have applied for membership;
 - (c) the Directors have either approved the application or the application has been approved under a procedure established by the Directors; and
 - (d) a reasonable period of time is allowed for any members to raise objections or questions before a decision is made to approve or decline a membership application.

36. The members may prescribe membership criteria in Rules and may create categories of membership in Rules with different membership fees or benefits. They may not alter voting rights. To the extent that any class rights (as defined in the Companies Acts) are created under this Article, those rights can be varied by special resolution of the members (without the need for separate consents from the members of affected classes).
37. The Directors may in their absolute discretion decline to admit a member (whether or not they meet any criteria prescribed under Article 36) and do not need to give reasons for this (but may do so in their sole discretion).
38. Members will be required to pay membership fees as set out in Rules. A former member remains liable for any unpaid membership fees accrued while they were a member of CAN-UK. No member shall be entitled to vote at any general meeting or on any written resolution unless all monies presently payable by them to CAN-UK have been paid, unless the Directors resolve otherwise.
39. A member that is not an individual may authorise (using its usual decision-making process) one or more individuals as an **"authorised representative"** to exercise its rights as a member. Evidence of the authorised representative's appointment must be provided in any such form as the Directors reasonably require. This individual or individuals may exercise (on behalf of the member) the same powers as the member could exercise if it were an individual member.
40. A member shall cease to be a member if:
- (a) the member ceases to exist;
 - (b) any membership fee or other sum payable by the member to CAN-UK is not paid on the due date and remains unpaid seven days after notice served on the member by CAN-UK informing them that they will be removed from membership if it is not paid;
 - (c) the member is removed in accordance with a process set out in Rules.

MEMBERS: DECISION-MAKING

41. The Directors may call a general meeting at any time and must call a general meeting if required to do so by the members under the Companies Acts. All general meetings must be called in accordance with the Companies Acts and the Rules, including the amount of notice given, the contents of the notice and who the notice is sent to.
42. CAN-UK must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.
43. The Directors may make such lawful arrangements as they see fit in respect of physical and/or electronic attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
44. No business (other than determining who will chair the meeting under Article 49) may be transacted at a general meeting unless a quorum is present.

45. The quorum shall be the greater of two members or 10% of the total membership present personally, by proxy, or by their authorised representative and entitled to vote on the business to be transacted.
46. A member is considered to be present and to form part of the quorum at a meeting, regardless of whether they are in the same physical location as other members, if they are:
- (a) in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which they have on the business of the meeting; and
 - (b) able to vote on any resolutions put to the vote at the meeting and their vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.
47. If any member/s, due to technological failings, are unable to attend all or part of a general meeting, this will not invalidate the meeting as long as the meeting is still quorate.
48. A member is entitled to appoint any person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of CAN-UK, in accordance with the Companies Acts and the Rules.
49. One of the Co-Chairs (decided between themselves) shall preside as chair of every general meeting. If neither of the Co-Chairs is present within fifteen minutes after the start of the meeting, the Directors present shall elect one of their number to chair the meeting. Failing this, the members present must choose one of the members (or authorised representatives) present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a member (or authorised representative).
50. A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Companies Acts and the Rules.
51. Where a vote is carried out by a show of hands, each member has one vote each (which may be acting via their authorised representative or via their properly appointed proxy).
52. In the case of an equality of votes, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.
53. If two or more persons present at a general meeting are authorised representatives of the same member they shall together count as one person for the purposes of Articles 45 and 51.
54. If there is any objection about the right of a person to vote at a general meeting, this must be referred to the chair of the meeting before the end of the meeting whose decision is final. Unless the chair determines that the person does not have a right to vote, their vote will be valid.
55. If a poll on a resolution is demanded in accordance with the Companies Acts then the vote must be held by poll in accordance with the Companies Acts and the Rules.
56. The chair of the meeting may adjourn a general meeting at which a quorum is present with the consent of the meeting or if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.

57. If a quorum is not present within half an hour from the time appointed for the meeting (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:
- (a) where the meeting has been called by requisition of the members under the Companies Acts, it shall be dissolved; or
 - (b) otherwise, the meeting shall stand adjourned to such day, time and place as the Directors may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
58. The members may make decisions by written resolution in accordance with the Companies Acts and the Rules.

ADMINISTRATIVE

59. CAN-UK may send or supply any documents, notices, information or other material to members or Directors by any method allowed in the Companies Acts, including by electronic means and via a website as long as the Companies Acts are complied with.
60. The proceedings at any meeting or the making of any decision will not be invalidated due to 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.
61. A Secretary may be appointed by the Directors on such terms as they see fit and may be removed by them. If there is no Secretary, the Directors may make appropriate alternative arrangements.
62. The Directors must ensure minutes are made of all appointments, resolutions and meetings in accordance with the Companies Acts.
63. The Directors must 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 of accounts, annual returns and confirmation statements to the Registrar of Companies.
64. These Articles should be read and interpreted in accordance with Schedule 1.
65. The relevant model articles for a company limited by guarantee are expressly excluded.

Schedule 1 - Interpretation – Defined Terms

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

Term	Meaning
(a) "Articles"	CAN-UK's articles of association;
(b) "CAN" or "Climate Action Network"	a global network of civil society organisations from all over the world, driving collective and sustainable action to fight the climate crisis and bring about the transformational change in our societies and economies that ensure equity and justice; poverty eradication; sustainable livelihoods; and the protection of the rights of nature;
(c) "CAN Charter"	the Charter of Climate Action Network (CAN) adopted by the CAN International General Assembly February 2020, and amended in March 2021, and amended from time to time;
(d) "CAN Code of Conduct"	the Code of Conduct of Climate Action Network (CAN) approved by the CAN International General Assembly, and amended from time to time;
(e) "CAN International"	the legal entity established to be the secretariat of CAN to coordinate at the international level, and facilitate and implement international cooperation between Nodes, members and its Secretariat, registered at Kaiserstr. 201, Bonn, 53113, Germany;
(f) "CAN-UK"	Climate Action Network UK;
(g) "Chair" or "Co-Chair(s)"	has the meaning given in Article 17;
(h) "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;
(i) "Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to CAN-UK;
(j) "Director"	a director of CAN-UK, and includes any person occupying the position of director, by whatever name called.
(k) "Objects"	mean the statement of the objects of CAN-UK as set out in Article 1;

- (l) **"Rules"** has the meaning given in Article 24; and
- (m) **"Secretary"** the secretary of CAN-UK (if any).

2. Unless the context requires, references to **"writing"** and **"document"** should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a **"document"** includes summons, notice, order or other legal process.
3. Subject to paragraph 4 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.
4. 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 CAN-UK.