

57 NORTH

ARTICLES OF ASSOCIATION

25th January 2014

WEDNESDAY

S5964QZS

SCT 15/06/2016 #150

COMPANIES HOUSE

General

Name

1 The name of the organisation shall be "57North Hacklab Ltd", hereafter referred to as "the Hacklab".

Location

2 The principal office of the Hacklab shall be in Scotland (and must remain in Scotland).

3 The Hacklab shall hold its regular activities in Aberdeen.

Interpretation

4 In the articles:

Address means a postal address or, for the purposes of electronic communication, an e-mail address in each case registered with the Hacklab

Articles means these articles of association

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;

Director means a director of the company, and includes any person occupying the position of director, by whatever name called;

Document includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic Form has the meaning given in section 1168 of the Companies Act 2006;

Member has the meaning given in section 112 of the Companies Act 2006;

Proxy Notice has the meaning given in article 54;

Space Corp. Directives is an alternative name for these articles;

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 company.

Purposes

5 The Hacklab's purposes are:

- to promote and and encourage technical, scientific and artistic skills and innovation through individual projects, collaboration and education;
- to provide open events to allow the wider community to meet and socialise together;
- to promote and support the use and development of free and open technologies, standards, ideas, hardware and software for the benefit of all;
- to provide a shared physical workspace, tools, storage and other resources for its members;
- to work with other bodies with similar or complementary objectives.

Powers

6 The Hacklab has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

7 No part of the income or property of the Hacklab may be paid or transferred (directly or indirectly) to the members - either in the course of the Hacklab's existence or on dissolution - except where this is done in direct furtherance of the Hacklab's purposes.

Liability of Members

8 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Hacklab in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:

1. payment of the company's debts and liabilities incurred before he/she ceases to be a member;
2. payment of the costs, charges and expenses of winding up; and
3. adjustment of the rights of the contributories among themselves.

Use of Resources

9 The Hacklab shall make no claim and take no responsibility for the projects created by users of the Hacklab resources.

10 Use of Hacklab facilities and equipment shall be at the user's own risk.

11 The Hacklab shall not be held responsible nor liable for any actions or behaviour of individuals or groups, whether members or guests.

General Structure

12 The structure of the Hacklab consists of

12.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the articles; in particular, the members appoint people to serve on the board and take decisions on changes to the articles itself;

12.2 the BOARD - who hold regular meetings, and generally control the activities of the Hacklab; for example: the board is responsible for monitoring and controlling the financial position of the Hacklab.

13 The people serving on the board are referred to in these articles as Directors.

MEMBERS

General

14 A member shall be permitted to attend any physical workspaces at any available time, to make use of all Hacklab resources and to accompany

guests.

Qualifications for membership

15 Membership is open to any individual aged 18 or over.

Application for membership

16 Any person who wishes to become a member must submit an application for membership, along with a remittance to meet the first month's subscription; the application will be considered by the board.

17 The board may, at its discretion, refuse to admit any person to membership. If membership is refused, the first month's subscription will be returned.

18 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

19 Members shall be required to pay a monthly membership subscription.

20 The monthly membership subscriptions shall be payable on or before the final day of the month.

21 The members may vary the amount of the monthly membership fee by way of a resolution to that effect passed at a General Meeting.

22 If the membership subscription payable by any member remains outstanding more than 2 months after the date on which it fell due - and providing he/she has been given at least one reminder (either in writing or by e-mail) - the board may, by resolution to that effect, expel him/her from membership.

23 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

24 The board must keep a register of members, setting out:

24.1 for each current member:

24.1.1 his/her full name and address(postal and e-mail); and

24.1.2 the date on which he/she was registered as a member of the Hacklab.

24.2 for each former member - for at least 6 years from the date on which he/she ceased to be a member:

24.2.1 his/her name; and

24.2.2 the date on which he/she ceased to me a member.

25 The board must ensure that the register of members is updated within 28 days of any change:

25.1 which arises from a resolution of the board or a resolution passed by the members of the Hacklab; or

25.2 which is notified to the Hacklab.

26 Each member is responsible for supplying his/her contact details to the board to be added to the register of members. Each member is responsible for ensuring her/his contact details are current by informing the board of changes when required.

Withdrawal from membership

27 Any person who wants to withdraw from membership must give written notice of withdrawal to the Hacklab, signed by him or her, or as an e-mail to one or more of the directors; he or she will cease to be a member as from the time when the notice is received by the Hacklab.

28 Upon ceasing to be a member, all keys, access tokens and Hacklab property must be returned to the Hacklab.

Transfer of membership

29 Membership of the Hacklab shall not be transferable.

Expulsion from membership

30 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a general meeting, providing the following procedures have been observed:

30.1 at least 21 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

30.2 the member concerned will be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

31 The board may temporarily suspend any member from access to Hacklab resources, if the behaviour of that members is deemed by the board to be unacceptable to the Hacklab. Suspension will continue until either the board reverses the suspension, or an expulsion resolution is heard.

Death of a Member

32 Membership ceases upon the death of the member.

DECISION MAKING BY THE MEMBERS

General Meetings

33 The board must arrange a meeting of members (an annual general meeting or "AGM") in the month of April each calendar year.

34 The business of each AGM must include:

34.1 a report by the chair on the activities of the Hacklab;

34.2 consideration of the annual accounts of the Hacklab; and

34.3 the election/re-election of directors, as referred to in clauses 64 to 66.

35 The board may arrange an extraordinary general meeting at any time.

Power to request the board to arrange a extraordinary general meeting (EGM)

36 The board must arrange an extraordinary general meeting (EGM) if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 20% or more of the total membership of the Hacklab at the time, or 5 members which ever is greater providing:

36.1 the notice states the purposes for which the meeting is to be held; and

36.2 those purposes are not inconsistent with the terms of these articles, the Companies Act 2006 or any other statutory provision.

37 If the board receives a notice under clause 36, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of general meetings

38 At least 14 clear days notice must be given of any AGM or any EGM.

39 The reference to "clear days" in clause 38 shall be taken to mean that, in calculating the days of notice,

39.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

39.2 the day of the meeting itself should also be excluded.

40 The notice calling the meeting must specify in general terms what business is to be dealt with at the meeting; and

40.1 in the case of a resolution to alter the articles, must set out the exact terms of the proposed alteration(s); or

40.2 in the case of any other resolution falling within clause 50 (require-

ment for a two-thirds majority) must set out the exact terms of the resolution.

41 Notice of every AGM and EGM must be given to all members and directors of the Hacklab, but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

42 Any notice which requires to be given to a member under these articles must be sent by e-mail to the member, at the e-mail address kept on the register of members.

Procedure at AGMs and EGMs

43 No valid decisions can be taken at any AGM or EGM unless a quorum is present.

44 The quorum for a general meeting is 5 members or one quarter of the membership at the time of the meeting, whichever is fewer.

45 If quorum is not present within 15 minutes after the time at which a general meeting was due to start - or if a quorum ceases to be present during a general meeting - the meeting cannot proceed; and fresh notices of a new general meeting must be sent out, to deal with the business (or remaining business) which was intended to be conducted.

46 A director should act as the chairperson of each general meeting.

47 A member shall be considered to be present at a general meeting as long as they are able to understand and communicate with all others present.

Voting at general meetings

48 Every member has one vote, which can be given personally or by proxy.

49 All binary decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 50. For other decisions the chairperson will decide how the vote is to be conducted.

50 The following resolutions will be valid only if passed by not less that two-thirds of those voting on the resolution at an AGM or EGM (or if passed by way of a written resolution under clause 56):

50.1 a resolution amending the articles;

50.2 a resolution expelling a person from membership under clause 30;

50.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

50.4 a resolution for the winding up or dissolution of the Hacklab.

51 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

52 A resolution put to the vote at a general meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot.

53 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

54 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

54.1 states the name and address of the member appointing the proxy;

54.2 identifies the person appointed to be that member's proxy and the general meeting inrelation to which that person is appointed;

54.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

54.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

54.5 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

54.6 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

54.7 Unless a proxy notice indicates otherwise, it must be treated as:

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

54.7.2 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.

55 Delivery of proxy notices

55.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 company by or on behalf of that person.

55.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

55.3 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.

55.4 If a proxy notice is not executed 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 appointor's behalf.

Written resolutions by members

56 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a general meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

57 The board must ensure that proper minutes are kept in relation to all general meetings.

58 Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

Board

Number of directors

59 There shall be 5 directors.

Treasurer

60 One of the directors shall be the treasurer.

61 A person elected to be treasurer will automatically cease to hold that office:

61.1 if he/she ceases to be a director; or

61.2 if he/she gives to the Hacklab a notice of resignation from that office, signed by him/her.

Eligibility

62 A person will not be eligible for election to the board unless he/she is a member of the Hacklab.

63 A person will not be eligible for election to the board if he/she is disqualified from being a director under the Companies Act 2006.

Election, retiral, re-election

64 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 63) to be the treasurer or one of the other four directors.

65 At each AGM, all of the directors must retire from office - but shall then be eligible for re-election under clause 64.

66 A director retiring at an AGM will be deemed to have been re-elected unless:

66.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be reappointed as a director; or

66.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process.

Termination of office

67 A director will automatically cease to hold office if:

67.1 he/she becomes disqualified from being a director under the Companies Act 2006;

67.2 a bankruptcy order is made against him/her;

67.3 a composition is made with his/her creditors generally in satisfaction of that person's debts;

67.4 he/she becomes incapable for medical reasons of carrying out his/her duties as a director - but only if that has continued (or is expected to continue) for a period of more than six months;

67.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents him/her from personally exercising any powers or rights which he/she would otherwise have;

67.6 he/she ceases to be a member of the Hacklab;

67.7 he/she gives the Hacklab a notice of resignation, signed by him/her;

67.8 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office.

67.9 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors (as referred to in clause 78).

67.10 he/she is removed from office by a resolution of the members passed at a general meeting.

68 A resolution under paragraph 67.9, or 67.10 shall be valid only if:

68.1 the director who is the subject of the resolution is given reasonable

prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

68.2 the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

68.3 in case of a resolution under clause 67.9 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

69 The board must keep a register of directors, setting out:

69.1 for each current directors;

69.1.1 his/her full name and address;

69.1.2 the date on which he/she was appointed as a directors; and

69.1.3 whether he/she is the treasurer.

69.2 for each former director - for at least 6 years from the date on which he/she ceased to be a director:

69.2.1 the name of the director;

69.2.2 whether he/she was the treasurer; and

69.2.3 the date on which he/she ceased to be a director.

70 The board must ensure that the register of directors is updated within 28 days of any change:

70.1 which arises from a resolution of the board or a resolution passed by members of the Hacklab; or

70.2 which is notified to the Hacklab.

Powers of board

71 Except where these articles state otherwise, the Hacklab (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Hacklab.

72 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

73 The members may, by way of a resolution passed in compliance with clause 50 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Directors - general duties

74 Each of the directors has a duty, in exercising functions as a director, to act in the interests of the Hacklab; and in particular, must:

74.1 seek, in good faith, to ensure that the Hacklab acts in a manner which is in accordance with its purposes;

74.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

74.3 in circumstances giving rise to the possibility of a conflict of interest between the Hacklab and any other party:

74.3.1 put the interests of the Hacklab before that of the other party;

74.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Hacklab and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;

74.4 ensure that the Hacklab complies with any direction, requirement, notice or duty imposed under or by virtue of the Companies Act 2006.

75 In addition to the duties outlined in clause 74, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:

75.1 that any breach of any of those duties by director is corrected by the director concerned and not repeated; and

75.2 that any director who has been in serious and persistent breach of those duties is removed as a director.

76 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Hacklab should enter into the arrangement - a director will not be debarred from entering into an arrangment with the Hacklab in which he/she has a personal interest and he/she may retain any personal benefit which arises from that arrangement.

77 No director may be given any remuneration by the Hacklab for carrying out his/her duties as a director.

Code of conduct for directors

78 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

79 The code of conduct referred to in clause 78 shall be supplemental to the conduct of director contained in the articles and the duties imposed on directors under the Companies Act 2006; and all relevant provisions of this consitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE DIRECTORS

Notice of board meetings

80 Any director may call a meeting of the board.

81 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

82 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 directors.

83 If at any time the number of directors in office falls below the number stated as the quorum in clause 82, the remaining directors will have power to call an EGM - but will not be able to take any other valid decisions.

84 At each board meeting, the directors present must elect (from amongst themselves) the person who will act as chairperson of that meeting.

85 Each directors has one vote, which must be given by them being present.

86 All decisions at board meetings will be made by majority vote.

87 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

88 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a director - but on the basis that he/she must not participate in decision-making.

89 A director must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Hacklab; he/she must withdraw from the meeting while an item of that nature is being dealt with.

90 For the purposes of clause 89: a director will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

91 A director shall be considered to be present at a board meeting as long as they are able to understand and communicate with all others present.

Minutes

92 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

93 The minutes to be kept under clause 92 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting. They must be circulated to all members by email within 30 days of the board meeting.

Administration

Delegation to sub-committees

94 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one director, but other members of a sub-committee need not be directors.

95 When delegating powers under clause 94, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

96 Any delegation of powers under clause 94 may be revoked or altered by the board at any time.

97 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

98 Five account signatories will be appointed by the board; these must themselves all be directors.

99 Subject to clause 100, the signature of one signatory will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Hacklab. Approval for operations should be sought either at a board meeting or on the committee mailing list. On the mailing list an email from a director (signed with their PGP key) can indicate approval or opposition. Two approvals are required for an action to be approved unless a majority of the board is opposed to the action. 7 calendar days will be allowed for opposition to be lodged.

100 Where the Hacklab uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 99.

Accounting records and annual accounts

101 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

102 The board must prepare annual accounts, complying with all relevant statutory requirements.

Miscellaneous

Winding-up

103 Any surplus assets available to the Hacklab immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Hacklab as set out in these articles.

Alterations to the articles

104 These articles may be altered by resolution of the members passed at an AGM or EGM (subject to achieving the two-thirds majority referred to in clause 50) or by way of a written resolution of the members.