



THE COMPANIES ACTS 1985 to 1989
A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

*(As amended by special resolutions passed on 8 December 1998, 5 November 1999,
13 February 2002, 4 June 2003, 13 November 2003 and 15 December 2004)*

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LIMITED

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PRELIMINARY

1. The regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the articles hereinafter contained shall constitute the Articles of Association of the Company.

INTERPRETATION

2. (1) In these articles, unless the context otherwise provides:

"**Act**" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"**Articles**" means the Articles of Association of the Company as originally framed or as may be altered from time to time.

"**Board**" means the directors for the time being of the Company as a body or the directors present at a meeting of directors at which a quorum is present.

"**CCGTM**" means the Commonwealth Consultative Group on Technology Management and/or, where the context so requires, its Private Sector Partnership.

"**Chairman**" means the person appointed by the directors to be the chairman of the board of directors.

"**clear day**" in relation to the period of a notice means 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.

†"**CPTM**" means the Company.

†*Amended by special resolution passed on 13 February 2002*

"financially contributing" means having made an actual financial contribution to the general funds of the company in an amount not less than the amount determined pursuant to Article 18.

"Office" means the registered office of the company.

"person" includes a partnership, a body corporate, an institution, society, association or any other form of organisation.

"Seal" means the common seal of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

"Secretary-General" means the Secretary-General of the Commonwealth.

(2) for the purposes of Articles 25,37,39,63,64,80 and 90 the phrase "category/ies of member/s described in Article 4" means

- (a) in respect of government members, both financially contributing and non-financially contributing government members; and
- (b) in respect of Private and Public Sector Members, financially contributing members of this category of member.

(3) Unless the context otherwise requires, words or expressions in these Articles have the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

(4) Words importing the singular number shall include the plural and vice-versa.

(5) Words importing the masculine gender shall include the feminine gender, and vice-versa.

QUALIFICATION AND ADMISSION OF MEMBERS

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4. There shall be four categories of member namely Government Members, Nominees of the Secretary-General of the Commonwealth, Private and Public Sector Members and Networking Members. The criteria for eligibility for the aforementioned four categories of membership shall be:

Government Members

- (i) persons nominated by Heads of Government of member countries of the Commonwealth. Each Head of Government of a member country of the Commonwealth shall be entitled to nominate one person as a member to represent that member country's interests;

Nominees of the Secretary-General of the Commonwealth

- (ii) persons nominated by the Secretary-General, who may nominate one person (other than an officer or employee of the Commonwealth Secretariat) to represent the interests of the Commonwealth and may also nominate one or more officers of the Commonwealth Secretariat as members;

Private and Public Sector Members

- (iii) persons engaged in business relevant to the objectives of the Company;
- (iv) persons other than natural persons operating in the private sector whether or not they are owned in part by the government of a sovereign state or an agency of such government or by the government or agency of government of a dependent territory however described; and
- (v)* public sector corporations including bodies incorporated by statute, or by charter;

Networking Members

- (vi)* Any natural person participating in the voluntary co-operative networking and co-operative resourcing of the Company and any other natural person offering advisory services on a voluntary basis to promote the objects of the company.
- 4A.†† The Directors may bestow Permanent Membership of the Company on any Private and Public Sector Member who makes a substantial monetary contribution to a permanent fund to provide financial support for the Company's operations.

5. Admission of Private and Public Sector Members and Networking Members is by invitation and subject to approval by the directors. The directors shall have an absolute discretion to determine that such a person is or is not eligible or suitable for membership or to postpone consideration on the question of eligibility or suitability and shall not be bound to give any reason for any such determination or postponement.

* *Amended by special resolution passed on 8 December 1998*

†† *Amended by special resolution passed on 4 June 2003*

5A.(1)†, †† The Directors may bestow the title of “Fellow of CPTM” on Heads of Commonwealth Governments or persons who have otherwise achieved eminence in Commonwealth governments or in Private or Public Sector Companies and organizations and who provide or have provided to the Company thought leadership on developmental issues and guidance on financial sustainability and who actively support the concept and practice of Smart Partnership. The bestowal of the title of “Fellow of CPTM” shall not of itself confer membership of the Company.

(2)† The directors may bestow the honorary title of “Companion of CPTM” on long-standing members of the Company, whose knowledge of CPTM and promotion of the objectives of the Company act as models for the membership.

6. *(Deleted by special resolution passed on 8 December 1998)*

7. Every person nominated as or invited to be a member must sign and deliver to the Secretary a form of admission in such form as the directors may approve. The admission form shall be signed, if the person is an individual, by himself and if an organisation, corporate body or other entity by its duly authorised officer.

8. The Secretary shall enter the names of all members in the Register of Members and shall indicate in such Register the category of member to which each member belongs. A person shall become a member of the Company when his name is entered in the register of members.

DISQUALIFICATION, SUSPENSION AND TERMINATION OF MEMBERSHIP

9. A person nominated by another shall cease to be a member upon receipt by the company of a written notice signed by that persons' nominator withdrawing his nomination.

10. A Networking Member or a Private and Public Sector Member who is a natural person shall cease to be a member of the company:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) if he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or

† Amended by special resolution passed on 13 February 2002

†† Amended by special resolution passed on 4 June 2003

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (c) if, being engaged in any profession, he is prohibited from continuing to practise by a body having disciplinary powers in relation to that profession; or
- (d) if he commits or is in the process of committing an act which the directors consider to be against the interests of the Company.

11. (1) A Private or Public Sector Member which is a corporation shall cease to be a member if:

- (a) any order is made or a resolution is passed to wind up the member or it has, in the opinion of the directors, otherwise ceased to exist;
- (b) distress action or other execution is levied on the assets of the member or a Receiver is appointed over any part of the assets of the member.

(2) A Private and Public Sector Member which is not an individual or a corporation shall cease to be a member if it has ceased to exist or if, in the opinion of the Board, it has ceased to operate.

12. (1) Any Private and Public Sector or Networking Member who fails in the observance of any of the rules and regulations of the Company may have his membership terminated by resolution of a majority of the directors present and voting at a directors' meeting. Such member shall be given seven clear days notice of the directors' meeting at which the termination of his membership is to be discussed and he may attend the meeting, but shall not be present at the voting or take part in proceedings otherwise than as allowed by the directors. Upon conclusion of the directors' meeting the Secretary shall send to the member a written notice indicating whether or not his membership has been terminated.

(2)* The directors may by resolution terminate the membership of any Private and Public Sector member or Networking member who in the opinion of the directors has not participated sufficiently in the activities of the Company.

(3)* A member whose membership is terminated in accordance with paragraph (1) or (2) of this Article may within seven days after receipt of the written notice of termination of his membership request a review of the directors' decision at a further directors' meeting at which not less than two-thirds of the directors shall be present. The provisions of paragraph (1) of this Article as to notice of, attendance at, participation in and notification of the decision of such meeting shall apply to such further meeting. The decision of the directors at the further directors' meeting shall be final.

* Amended by special resolution passed on 8 December 1998

13. Any person ceasing to be a member may be re-admitted to membership by the directors at their discretion. No person who ceases to be a member shall be readmitted to membership within a period of one year of the cessation of his membership.

CESSATION OF MEMBERSHIP

14. A member may at any time withdraw from the company by giving at least seven clear days notice in writing to the company. Membership shall not be transferable or held in joint names and shall cease on death.

EFFECT OF TERMINATION OR CESSATION

15. (1) A member whose membership is terminated or who ceases to be a member shall:

- (a) not as a member have any interest in or claim against the funds or property of the company and, in particular, shall not be entitled to repayment in whole or part of any sum previously paid by such person by way of annual subscription or otherwise;
- (b) forfeit all the rights and privileges of membership and shall remain liable for one year after cessation of his membership for payment of the debts

and other liabilities of the company contracted before he ceased to be a member and costs, charges and expenses of winding up the company to such amount as may be required not exceeding one (1) pound Sterling.

(2) Any sum payable by way of annual subscription or otherwise to the Company which is in arrears or overdue at the date of any termination or cessation of membership, whatever the cause, shall remain fully due and payable by the person ceasing to be a member.

RIGHTS AND DUTIES OF MEMBERS

16. Every member shall be bound to further to the best of his ability the objects and interests of the company and shall observe all the rules and regulations of the company made pursuant to the powers contained in these Articles.

17. All members shall be entitled to reasonable access to the premises of the company and to all such information and advice with regard to the activities of the company as the directors deem expedient to supply.

18. (1)* The directors shall determine the respective levels of annual contribution for Government members, Private Sector members and Public Sector Corporate members.

** Amended by special resolution passed on 8 December 1998*

- (2) Following determination of the relevant level of contribution in accordance with paragraph (1) of this Article, a member shall only be eligible to vote on the appointment or removal of a director representing a financially contributing class of member if that member has made a contribution in accordance with such determination.
- (3)† A member who has become a Permanent Member in accordance with Article 4A shall be deemed to have made a financial contribution for the purposes of Article 18(1)

OBSERVER STATUS

19. Where a member country of the Commonwealth feels unable to nominate a person as a member of the Company or to act as a director of the Company because of difficulties relating to diplomatic immunity, the Board shall, if such member country makes a contribution to the Company which would otherwise be regarded as sufficient for the purposes of paragraph (2) of Article 18, allow such member country to designate a person as an observer and the provisions of Article 91 (1) (a) to (d) apply *mutatis mutandis* to such person.

GENERAL MEETINGS

20. (1) Except as provided in this Article, an annual general meeting of the company shall be held in accordance with the provisions of the Act.

(2) The company may by resolution in accordance with ss. 366A and 379A of the Act, elect to dispense with annual general meetings.

(3) *(Deleted by special resolution passed on 13 February 2002)*

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.

22.(1)† The directors may call general meetings of any kind. If there are not within the United Kingdom sufficient directors to call a general meeting, any director may call a general meeting.

(2) If members, pursuant to the provisions of the Act, requisition an extraordinary general meeting, the directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

* *Amended by special resolution passed on 8 December 1998*

† *Amended by special resolution passed on 13 February 2002*

‡ *Amended by special resolution passed on 13 November 2003*

NOTICE OF GENERAL MEETINGS

23.* An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in numbers of members having a right to attend and vote being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25.†† No business shall be transacted at any meeting unless a quorum is present. A quorum shall be constituted when ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present at a meeting save that if ten such persons are not present within thirty minutes from the time appointed for the meeting, then the meeting shall be quorate if five such persons are then present.

26.†† If a quorum as prescribed by Article 25 is not present after thirty minutes from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the following day at the same time and place or to such time and place as the Chairman may determine. If a quorum is not present within half an hour from the time appointed for the adjourned meeting or if during the adjourned meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Chairman may determine.

27. The Chairman, or in his absence, some other director nominated by the directors shall preside as chairman of the meeting but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

†† *Amended by special resolution passed on 4 June 2003*

28. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
29. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
30. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting for a period of twenty four hours, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the Chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.
32. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
34. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
36. A poll demanded on the election of a chairman shall be taken forthwith and a poll demanded on any other question shall be taken at such time during the course of the meeting as the chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

37. A resolution in writing executed by or on behalf of each and every member who would have been entitled to vote upon it if it had been proposed at a general meeting or meeting of a category of member at which he was present shall be as effectual as if it had been passed at a general meeting or meeting of a category of member duly convened and held. Such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

38. On a show of hands every member present in person and entitled to vote or on a poll every member present in person or by proxy and entitled to vote shall have one vote.

39. *(Deleted by special resolution passed on 4 June 2003)*

40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

41. On a poll votes may be given personally or by proxy.

42. Subject to paragraph (2) of Article 18, on a vote to appoint directors representing categories of members each category of member shall vote separately for the director or directors to represent it and no member may vote on a question relating to the appointment of a director to represent a category of member of which the elector is not a member.

43.† A member may only appoint as a proxy another member or a duly authorised representative of a member. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

Commonwealth Partnership for Technology Management Limited

I,.....of.....
member of the abovenamed company, hereby appoint
.....of.....or,
failing him,of
as my proxy to vote in my name and on my behalf
at the annual/extraordinary general meeting of the
company to be held on, and at any adjournment thereof

Signed.....on(date)

† *Amended by special resolution passed on 13 November 2003*

44. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

Commonwealth Partnership for Technology Management Limited

I,.....of.....
member of the abovenamed company, hereby appoint
.....of.....or,
failing him,of
as my proxy to vote in my name and on my behalf
at the annual/extraordinary general meeting of the
company to be held on, and at any adjournment thereof.
This form is to be used in respect of the resolutions
mentioned below as follows:
Resolution No. 1 *for *against
Resolution No. 2 *for *against
etc. (* Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signedondate

45. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the office or at such place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

46. A vote given or a poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

NUMBER OF DIRECTORS

47.* Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than ten.

48.* The following appointments of directors shall be made:

* *Amended by special resolution passed on 8 December 1998*

- (a) one director appointed by the Secretary-General to represent the non-financially contributing Government Members;
- (b) one director who shall be a member (other than an officer or employee of the Commonwealth Secretariat) appointed by the Secretary-General in accordance with sub-paragraph (ii) of Article 4 and who shall represent the Secretary-General;
- (c)* three directors who shall be drawn from and who shall represent and be appointed by financially contributing Government members;
- (d)*, †† three directors who shall be drawn from and shall be appointed by financially contributing Private and Public Sector Members, one of whom shall represent Permanent Members;
- (e)* two directors who shall be drawn from and who shall represent and be appointed by Networking Members; and
- (f)* if a majority of the directors so decides, up to but not more than two members (who may be drawn from but shall not represent any category of member) may be appointed as directors.

ALTERNATE DIRECTORS

49. (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

(2) The power of the director appointed by the Secretary-General of the Commonwealth to appoint an alternate director shall only be exercised after consultation with the Secretary-General.

50. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence.

51. An alternate director shall cease to be an alternate director if his appointer ceases to be a director: but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his reappointment shall continue after his reappointment.

52. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

* Amended by special resolution passed on 8 December 1998

†† Amended by special resolution passed on 4 June 2003

53. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS AND DUTIES OF THE BOARD

54. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors, notwithstanding the absence of one or more of their number or a vacancy in their body.

55. The directors may appoint one of their number to be chairman of the Board and may at any time remove him from that office.

56.** The Board may appoint a person as chief executive officer (who may also occupy the office of director of the Company) on such terms and conditions as the Board may determine. A person so appointed may be remunerated for his services as chief executive officer and, where he is not a director of the Company, shall have the right to attend and speak, but not to vote, at meetings of the Board. Save as otherwise expressly provided by these Articles the chief executive shall have day to day control of the business of the Company subject to agreed financial limits to be determined by the Board and shall perform such functions as may from time to time be determined by the Board or, with the Board's agreement, the Chairman.

57. *(Deleted by special resolution passed on 8 December 1998)*

58. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

59. In addition to all powers expressly conferred upon it, and without detracting from the generality of its powers under any of these Articles, the Board has the power, from time to time to make, repeal or alter regulations as to the management of the company and the affairs thereof, and as to the duties of any officers or servants of the company, and as to their conduct. All regulations so made which are for the time being in force shall be binding upon the members and shall have full effect accordingly.

60.† The Board shall ensure that:
(a) the Networking Members are enabled to continue to develop co-operative networking and co-operative resourcing as these terms are understood by the Board.

** *Amended by special resolution passed on 5 November 1999*

† *Amended by special resolution passed on 13 February 2002*

(b) the Company promotes partnership between the public sector and the private sector through the organisation and implementation of "Smart Partnership Dialogues".

DELEGATION OF DIRECTORS' POWERS

61.(1) The board may delegate any of its powers to any committee of directors consisting of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit provided that the majority of members of any such committee shall be directors. It may also delegate to any person exercising the powers of chief executive officer such of its powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. If the Board by unanimous resolution so decides, the quorum requirements of Article 81 shall not apply to meetings of a committee of directors.

(2) The Board may appoint one or more advisory committees. An advisory committee shall consist of such person or persons (whether or not a director or directors or a member or members) as the Board thinks fit. An advisory committee shall not constitute a committee appointed pursuant to paragraph (a) of this Article and the Board may not delegate any of its powers to an advisory committee.

APPOINTMENT AND RETIREMENT OF DIRECTORS

62. At the first annual general meeting of the company all the directors shall retire from office, and at every subsequent annual general meeting those directors whose terms of appointment expire in accordance with these Articles shall retire.

63.* Each category of member of the company may by ordinary resolution appoint a member who is willing to act to be a director representing that category of member to fill a vacancy.

64.* Each category of member of the company shall, when electing a director or appointing a director to fill a vacancy, determine a term of office, which shall not exceed for that director the period expiring at the conclusion of the third AGM after the AGM at which he was appointed a director. Subject to these Articles, each director shall retire at the conclusion of the term of office for which he was appointed but he shall be eligible for reappointment.

65. Subject to the provisions of the Act and these Articles, the directors to retire by rotation at any annual general meeting shall be those whose terms of appointment as set by the category of member appointing them, expire.

** Amended by special resolution passed on 8 December 1998*

66. If the company or the relevant category of member (whichever the case may be) at the general meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed for a period of one year unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

67.* No person other than a director retiring by the passage of time shall be appointed or reappointed a director at any general meeting unless not less than forty-five and not more than sixty days before the date appointed for the meeting, notice executed by a member qualified to vote upon a resolution to appoint a director representing the category of member to which that member belongs at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

68.* Not less than twenty-one and not more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

69. The directors may, by unanimous resolution, appoint a member who is willing to act to be a director, to fill a vacancy provided that such appointment does not alter the relative representation of the categories of member by directors.

70. A director appointed pursuant to Article 69 shall hold office only until the conclusion of the next following annual general meeting and may be re-appointed at the next annual general meeting by the members belonging to the category of member that director represents.

71. Notwithstanding anything contained in the Articles relating to the alteration of the number of directors of the company, no action to change the number of directors shall be effective if that action has the effect of changing the relative representation by directors of the categories of members of the company as set out in Article 48.

72. Subject to these Articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place.

** Amended by special resolution passed on 8 December 1998*

DISQUALIFICATION AND REMOVAL OF DIRECTORS

73. The office of a director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an application for admission under the Mental Health (Scotland) Act 1960 or any equivalent law in the Commonwealth country in which the member ordinarily resides; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the company; or
 - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
 - (f) he ceases to be a member of the Company.

REMUNERATION OF DIRECTORS

74. The directors shall not be entitled to any remuneration from the company for serving on the Board.

DIRECTORS' EXPENSES

75. The directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties on such terms as the Board may determine.

DIRECTORS' INTERESTS

76. Subject to the provisions of the Act, and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

77. For the purposes of article 76:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' PENSIONS AND GRATUITIES

78. Save as expressly provided in these Articles, the directors may not provide to any existing or former director (who is or was a director because he represents or represented one of the categories of member) any benefit whatsoever, whether by the payment of gratuities or pensions or by insurance or otherwise.

PROCEEDINGS OF THE BOARD

79. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

80. Notwithstanding anything contained in these articles, and in particular in article 79, no resolution of the directors which:

- (a) changes the overall balance between fee based and non fee based activities of the company; or
- (b) is inconsistent with general policy directions given by Commonwealth Heads of Government or by Commonwealth Ministers at one of their periodic meetings,

shall be passed unless the majority in favour of the resolution includes a vote in favour of the resolution cast by at least one director representing each category of member described in Article 4.

81.*, †† The quorum necessary for the transaction of business by the directors shall be four (4) directors. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

82.*, †† The continuing directors may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

83. Unless he is unwilling to do so, the Chairman shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

84.†† All acts done by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

85. Subject to the Articles, a resolution in writing, signed by every director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more directors.

* Amended by special resolution passed on 8 December 1998

†† Amended by special resolution passed on 4 June 2003

85A.†† Any Director may participate in the proceedings of a meeting of the Directors by means of a communication device (including a telephone) which allows all of the other Directors present at such meeting to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (in each case whether in person or by means of such type of communication device) and any Director so participating in the meeting shall be counted when calculating a quorum. A meeting which takes place by conference telephone or using video conference equipment or other communications device will be treated as taking place where the Chairman is.

86. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

87. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

88. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

89. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

†† *Amended by special resolution passed on 15 December 2004*

90.†† The directors may continue to act although their number is reduced by death, retirement or otherwise, below the number of ten.

COMMONWEALTH LIAISON

91. (1) For the purpose of ensuring effective liaison between the company and the Secretary-General in the discharge of his obligations to Commonwealth Heads of Government, the Secretary General may designate an officer of the Commonwealth Secretariat who is a member of the company as liaison officer. The person so designated:

- (a) shall be given access to all information about the Company relevant to the performance of his function;
- (b) shall be given notice of all meetings of the company and of all directors' meetings including meetings of committees of directors;
- (c) may attend any meeting of which he is entitled to receive notice;
- (d) shall be invited, with the agreement of the Chairman, to speak at and to circulate information to meetings which he attends.

(2) A person designated pursuant to paragraph (1) of this Article does not, by virtue of this Article, have the right to vote at meetings of the company or at meetings of directors or committees of directors.

(3) Nothing in this Article shall be construed as requiring the company to meet expenses incurred by the person designated pursuant to paragraph (1) in carrying out the liaison role.

SECRETARY

92. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

MINUTES

93. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of directors and of committees of directors including the names of the directors present at each such meeting and of any others in attendance.

†† *Amended by special resolution passed on 4 June 2003*

SEAL

94. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

ACCOUNTS

95. The directors shall as soon as may be practicable after the business of the company has commenced open or cause to be opened in the name of the company an account or accounts with a bank or banks incorporated in or outside the United Kingdom. The accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of the company by two or more signatories authorised by the Board. The company may invest any surplus funds not immediately required for expenditure in any lawful manner which the Board in its discretion deems advisable.

96. The directors shall cause proper books of account to be kept in respect of:

- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure take place;
- (b) the assets and liabilities of the Company;
- (c) all sales and purchases by the company.

97. The books of account shall be kept at the Office or at such other place or places as the directors may think fit, subject to the Act, and shall always be open to inspection by the directors. No member of the company (as such) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

98. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the company in general meeting such income and expenditure, balance sheet and reports as are referred to in the Act.

AUDITORS

99. Auditors shall be appointed by the company at its annual general meeting or, if the annual general meeting is suspended pursuant to Article 20(2), by the Board and may be re-appointed. Their duties shall be regulated in accordance with the Act.

NOTICES

100. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.

101. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending by facsimile a copy of the notice to a facsimile number notified by the member as his registered facsimile number. A member whose registered address is not within the United Kingdom is entitled to receive any notice from the company.

101A.†† Without prejudice to Articles 100 and 101, the Company may give notice to a member using electronic communications to an address for the time being notified subject to such terms and conditions as the Directors in their absolute discretion consider appropriate.

102. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purpose for which it was called.

103. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a notice was successfully sent to a registered facsimile number shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of:

- (a) 48 hours after the envelope containing it was posted if the member's registered address is in the United Kingdom;
- (b) 24 hours after the facsimile is recorded as having been successfully sent, regardless of the country in which the member has his registered address; and
- (c)† 10 days (if sent by airmail) after the envelope containing it was posted if the member's registered address is outside the United Kingdom.

103A.†† Any notice or other document addressed to a member shall, if sent using electronic communications, be deemed to have been served at the expiration of 24 hours after it was first sent. In providing such service or delivery it shall be conclusive to prove that the address used for the electronic communication was the address supplied for that purpose and the electronic communication was properly despatched, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts in which case such notice or document shall be sent to the member at his registered address provided that the date of deemed service or delivery shall be 24 hours from the despatch of the original electronic communication in accordance with this article.

WINDING-UP

104. (1)* If one category of member withdraws from the company or otherwise ceases to exist or if the representation of one category of member falls below the minimum required for that category to appoint the number of directors required to contribute to the making of a quorum, the remaining directors shall decide if the Company should continue to operate.

* Amended by special resolution passed on 8 December 1998

† Amended by special resolution passed on 13 February 2002

†† Amended by special resolution passed on 15 December 2004

(2) Clause 8 of the Memorandum of Association of the Company relating to the winding-up of the company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

INTERPRETATION OF ARTICLES

106. If any doubt shall arise as to the proper construction or meaning of any provision of these Articles or of any rule or regulation made hereunder or of any expression used herein, the directors shall resolve such doubt and the decision of the directors shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of meetings of the directors.