# THE COMPANIES ACT 2006 WRITTEN RESOLUTION POLICY NETWORK AND COMMUNICATIONS LIMITED (COMPANY REGISTRATION NUMBER: 3918992) CHANGE OF OBJECTS

In accordance with the Companies Act 2006 which is incorporated in the company's articles of association we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at general meetings of the company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held

That the objects as set out in paragraph 3 of the attached Memorandum of Association be approved and adopted as the new objects of the company in place of all existing objects and the Memorandum of Association be updated accordingly

DATED 9 June 2014 SIGNED

Roger Liddle

WEDNESDAY

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16/07/2014 COMPANIES HOUSE #105

#### The Companies Acts 1985 to 2006

No 3918992

Company Limited by Guarantee and not having a Share Capital

#### Memorandum of Association

Of

#### **Policy Network and Communications Limited**

Incorporated the 31 day of January 2000 (Adopted by Written Resolution dated 9 July 2014)

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- 1 The name of the company (hereinafter called 'the Company') is Policy Network and Communications Limited
- 2 The registered office of the Company will be situated in England
- 3 The object of the company is to develop and promote a progressive public policy agenda based upon the ideas and experiences of social democratic modernisers globally or in Europe The Company also works to educate and increase public knowledge through its political, economic and social research
- 4 The Company shall have the following powers
- 4 1 to hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and after buildings or erections,
- 4 2 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licenses and the like,
- 4 4 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law,
- 4 5 to take and accept any gift of money, property or other assets whether subject to any special trust or not,
- 4 6 to issue appeals, hold public meetings and take such other steps as may be

to issue appeals, hold public meetings and take such other steps as may he required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise,

- 4 7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 4 8 to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 49 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions,
- 4 10 to undertake and execute charitable trusts,
- 4 11 to engage and pay any person or persons whether on a full-tune or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other defendants,
- 4 12 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- 4 13 provide indemnity assurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty or which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the company, and
- 4 14 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them

#### Limitation on Private Benefits

- The income and property of the Company shall be applied solely towards the promotion of its objects
- Except as provided below no part of the income and property of the Company may be paid or transferred directly or indirectly by way of benefit to the members of the Company and no Director may receive any remuneration or other benefit in money or money's worth from the

Company This shall not prevent any payment in good faith by the Company of

- any payments made to any member, D1 rector or Connected Person in their capacity as a beneficiary of the Company,
- 5 2 2 reasonable and proper remuneration to the executive directors of the Company,
- 5 2 3 interest on money lent by any member, Director or Connected Person at a reasonable and proper rate;
- 5 2 4 any reasonable and proper rent for premises let by any member, Director or Connected Person,
- fees, remuneration or other benefits in money or money's worth to a company of which a member, Director or Connected Person holds less than one per cent of the capital,
- 5 2 6 reasonable and proper out-of-pocket expenses of Directors,
- reasonable and proper premiums in respect of indemnity insurance effected m accordance with clause 4(13) of this Memorandum,

#### **Limited Liability**

- 6 The liability of the members is limited
- Every member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company 1f it is wound up during his or her membership or within one year afterwards
- 7 1 for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member,
- 7 2 for the costs, charges and expenses of winding up,
- 7 for the adjustment of the rights of the contributories among themselves

#### Winding Up

8 If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Company, but must be given to some other institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the members and subject thereto by the Directors at or before the time of winding up or dissolution.

#### **Definitions**

Words and phrases used m this Memorandum and Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Company Names, addresses, and descriptions of subscribers

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Liddle
233 Kennington Road
London SEII 6BY
Special Adviser, Prime Minister's Policy Unit

Andrew Guy St Clair Hood Flat 3, 74 Goldhurst Terrace London NW6 3HT Special Adviser to the Foreign Secretary

Lord David Lipsey 94 Drewstead Road London SW16 IAG Company Director

Mark Hugo Leonard Upstairs Flat 18 Albert Street London NWI Director, The Foreign Policy Centre

Tom Watson

Dated this 6'h day of January 1999 Witness to the above Signatures -

Frederic Michel
65 Eamont Court
London NW8 7DN
Senior Research Fellow, Institute for Public Policy Research

# The Companies Acts 1985 and 2006

# Company Limited by Guarantee and not Having a Share Capital

## **Articles of Association**

of

# Policy Network and Communications Limited

# Interpretation

In these Articles and the Memorandum the following terms shall have the following meanings

	Term	Meaning
1 1	"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
12	"address"	in relation to electronic communications includes any number or address used for the purpose of such communication
13	"Articles"	these Articles of Association of the Company
1 4	"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1 5	"Company"	Policy Network and Communications Limited
16	"Connected	Toney Network and Communications Emilied
	Person"	(a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Director, or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship, or (c) any company or firm of which a Director is a paid director, partner or employee, or shareholder holding more than 1% of the capital

1 7	"Director and	the director and directors as defined m the Act
	Directors"	
18	"electronic communication"	has the meaning ascribed to it in the Electronic Communications Act 2000
19	"Executive Director"	the Directors appointed as Executive in accordance with Article 6
1 10	"financial expert"	an individual, company or firm who IS authorised to give investment advice under the Financial Services and Markets Act 2000
1 11	"Memorandum"	the Memorandum of Association of the Company
1 12	"Non-Executive Chair" th	ne Director appointed as Non-Executive Chair in accordance with Article 7
1 13	"Secretary"	the secretary of the Company
1 14	"Subsidiary Company" a	ny company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company

- 2 In these Articles and the Memorandum
- 2 l Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not m force when the Articles become binding on the Company,
- 2 2 Subject to Article 2 I any reference in these Articles or the Memorandum 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

#### Members

The subscribers to the Memorandum of the company and such other persons as the Directors shall admit to membership in accordance with the Articles shall be members of the company. No person shall be admitted as a member of the company unless he is approved by the Board of Directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the Board require executed by him.

A member may at any time withdraw from the company by giving at least seven clear days' notice to the company Membership shall not be transferable and shall cease on death

#### Honorary Chair/President and Vice-President

The Directors may appoint an Honorary Chair, President or any number of Vice Presidents as they see fit Such officers shall have the right to attend the meetings of the Directors but shall not be a Director and shall not have the right to vote at such meetings

#### **Executive Directors**

The Directors may appoint one or more of their number to be an Executive Director for such term and upon such conditions as they may think fit and such Executive Directors may be removed by them

#### **Non Executive Chair**

The Directors may appoint any one of their number to be Non Executive Chair for such term and upon such conditions as they may think fit and such Non Executive Chair may be removed by them

#### **Directors**

No person who is not a member of the Company shall many circumstances be eligible to hold office as a member of the Board of Directors

#### **Number of Directors**

9 Until otherwise determined by a General Meeting, the number of directors of the company shall be not less than 3 and shall be not more than 12

#### Appointment, retirement, removal and disqualification of Directors

- 10 Directors shall be appointed by resolution of the Directors
- 11 No person may be appointed as a Director
- 11.1 unless he or she has attained the age of 18 years, or
- in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles
- 12 The office of a Director shall be vacated if
- he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director,
- 12 2 he or she ceases to be a member of the Company,
- he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,

- the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office.
- he or she resigns by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect),
- he or she falls to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason,
- at a meeting of the Directors a resolution which has been signed by at least half of the directors is presented and the Directors at the meeting pass that he or she be removed from office. Such a resolution shall not be passed unless the Director or Directors to be removed have been given at least 14 days' notice that the resolution has been signed and is to be presented to the Board, specifying the circumstances alleged to justify removal from office and he, she or they have been afforded reasonable opportunity of being heard by or of making written representation to the Board of Directors.

#### Powers of Directors

- Subject to 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 continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors
- All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director
- 16 Subject to the Articles the Directors may regulate their proceedings as they think fit

#### Remuneration of Directors

17 The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

#### Chair

18 The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office

#### **Delegation of Directors' powers**

- 19 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine
- The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee m accordance with the conditions set out in these Articles

#### **Delegation to committees**

- 21 In the case of delegation to committees
- the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
- the composition of any such committee shall be entirely m the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify,
- the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary,
- 21.4 all delegations under this Article shall be variable or revocable at any time,
- 21 5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit, and
- on committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors
- For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think lit, notwithstanding the need for the signature of any Director on any cheque or bank instruction or mandate

The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors

#### Delegation of day to day management powers

- In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers
- 24 1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget,
- the Directors shall provide the manager with a description of his or her role and the extent of his or her authority, and
- 24.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company

#### Meetings

#### **Directors' meetings**

25 Two Directors may call a Directors' meeting

#### Annual and Extraordinary general meetings

- The Company shall hold a General Meeting in its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held within nine months of the year end
- 27 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 28 The Board of Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by the Act
- The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### Length of notice

An annual general meeting and a general meeting called to pass a special resolution shall be called by at least 21 clear days' notice and any other general meeting shall be called by at least 14 clear days' notice unless the Act requires a longer notice period

- A Directors' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice
- When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it

#### Contents of notice

Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Directors', extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special, or extraordinary resolution is to be proposed at a general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special, or extraordinary resolution.

#### Service of notice

Notice of meetings shall be given to each Director and in the case of annual general meetings and extraordinary general meetings notice shall also be given to any patron(s) and to the auditors of the Company

#### Quorum

No business shall be transacted at any meeting unless a quorum is present. Two people present and entitled to vote shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine 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.

#### Chair

The chair, if any, of the Directors or in his or her absence another Director nominated by the Directors present shall preside as chair of each meeting

#### Adjournment

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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

# Voting

- Every person present and entitled to vote shall have one vote A resolution put to the vote of a meeting shall be decided on a show of hands
- A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not earned 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
- Except where otherwise required by the Act, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in add Ition to any other vote he or she may have

#### **Irregularities**

- The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification many of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act
- 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 chair whose decision shall be final and binding

#### **Conflicts of interest**

- Whenever a person has a personal merest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, he or she must
- declare an interest before discussion begins on the matter,
- withdraw from that part of the meeting unless expressly invited to remain,
- 44.3 in the case of personal interests not be counted in the quorum for that part of the meeting, and
- 44.4 in the case of personal interests withdraw during the vote and have no vote on the matter

#### Written resolutions

A resolution in writing shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are compiled with

- 45 l in the case of a Directors' resolution the written resolution must be signed by all of the Directors,
- a written resolution may consist of several instruments in like form each signed by one or more persons, and
- 45 3 the date of a written resolution shall be the date on which the last person signs

#### **Email approval of resolutions**

- A Directors' resolution which is approved by email in accordance with this Article 45 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 46 l such a resolution must be approved by email by all of the Directors,
- approval from each Director must be received by such person as all the Directors shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,
- approval from a Director must be sent from an email address previously notified in writing by that Director to the Secretary as intended for use by that Director for the purpose
- following receipt of a response on any resolution from each of the Directors, the Recipient shall Circulate a further email to all of the Directors confirming whether the resolution has been formally approved by the Directors in accordance with the terms of this Article 45,
- the date of a resolution shall be the date of the email from the Recipient confirming formal approval

#### Virtual meetings

A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants

#### General

#### Secretary

48 The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them

#### Minutes

49 The Directors shall cause minutes to be made in books kept for the purpose

- 49 1 of all appointments of officers made by the Directors,
- 49 2 of all resolutions of the Company and of the Directors, and
- 49 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

#### Records and accounts

- The Directors shall comply with the requirements of the Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of
- 50 1 annual reports,
- 50 2 annual returns,
- 50 3 annual statements of account

#### Notices

- Subject to Article 52 and Article 54, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice A notice calling a meeting of the Directors need not be in writing
- The Company may give any notice to a member ether personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving It at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her
- A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- 54. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained m an electronic communication at the expiration of 48 hour after the time it was transmitted

#### Indemnity

- Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company
- 55 1 against all costs charges expenses or liabilities incurred by him or her
  - 55 1 1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted, and
  - 55 1 2 in connection with any application in which relief from liability is granted to him or her by the court,

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Company, and

against all costs, charges, losses, expenses or liabilities incurred by him or her in or in relation to the proper execution and discharge of his or her duties

#### Directors' indemnity insurance

The Directors shall have power to resolve pursuant to clause 4 13 of the Memorandum to effect directors' indemnity insurance, despite their interest in such policy

#### Winding-up

57 The provisions of clause 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles

# WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company m pursuance of this Memorandum of Company

# NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Liddle 233 Kennington Road London SEII 6BY Special Adviser, Prime Minister's Policy Unit

Andrew Guy St Clair Hood Flat 3 74 Goldhurst Terrace London NW6 3HT Special Adviser to the Foreign Secretary

Lord David Lipsey 94 Drewstead Road London SW16 IAG Company Director

Mark Hugo Leonard Upstairs Flat 18 Albert Street London NW1 Director, The Foreign Policy Centre Tom Watson

Dated this 6" day of January 1999 Witness to the above Signatures -

Frederic Michel
65 Eamont Court
London NW8 7DN
Senior Research Fellow, Institute for Public Policy Research