

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- OF -

BEST FOR BRITAIN LIMITED

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- OF -

BEST FOR BRITAIN LIMITED

(the "Company")

1 Disapplication of model articles

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the Company.

2 Definitions and interpretation

2.1 In these Articles the following words and expressions shall have the following meanings:

the 2006 Act: the Companies Act 2006;

Articles: the Company's articles of association;

Bankrupt: a person who (i) petitions for his own bankruptcy or is declared bankrupt, or (ii) applies for an interim order under the Insolvency Act 1986, or (iii) makes a proposal for the adoption of a voluntary arrangement under the Insolvency Act 1986, or (iv) seeks a compromise of his debts with his creditors or any substantial part of his creditors, or (v) takes any action or proceeding in any jurisdiction that has an effect equivalent or similar to any of the actions mentioned in (i) to (iv);

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

business day: any day other than a Saturday, a Sunday or any other day which is a public holiday in England;

chairman: as defined in Article 15;

chairman of the meeting: as defined in Article 30;

clear days: in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting;

Companies Acts: the Companies Acts (as defined in s.2 of the 2006 Act), in so far as they apply to the Company;

company: includes any body corporate;

Conflict Situation: a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;

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

electronic form: as defined in s. 1168 of the 2006 Act;

Financial Expert: an individual, company or firm who or which is authorised to give investment advice under the Financial Services and Markets Act 2000;

hard copy and hard copy form: have the meaning given in s.1168 of the 2006 Act;

member: as defined in s. 112 of the 2006 Act;

memorandum: the memorandum of association of the Company;

Objects: the objects of the Company, as set out in Article 3;

ordinary resolution: as defined in s.282 of the 2006 Act;

participate: in relation to a directors' meeting, has the meaning set out in Article 13;

Patient: a person who lacks capacity as defined in s.2 Mental Capacity Act 2005;

proxy notice: as defined in Article 37;

Rules: the rules, if any, made under Article 46.1;

special resolution: as defined in s.283 of the 2006 Act;

subsidiary: as defined in s. 1159 of the 2006 Act;

United Kingdom: Great Britain and Northern Ireland;

wholly-owned subsidiary: as defined in s.1159 of the 2006 Act; and

writing: the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.2 In these Articles:

- 2.2.1 any notice, consent, approval or other document or information, including the appointment of a proxy, required to be given in writing may be given in writing in hard copy form or electronic form, save where expressly provided otherwise in these Articles;
- 2.2.2 any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms; and
- 2.2.3 save as expressly provided otherwise:
 - 2.2.3.1 words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force from time to time;
 - 2.2.3.2 any reference to any statute or statutory provision includes any subordinate legislation made under that statute or statutory provision, whether before, on, or after the date of adoption of these Articles;
 - 2.2.3.3 any reference to any legislation including to any statute, statutory provision or subordinate legislation ("**Legislation**") includes a reference to that Legislation as from time to time amended or re-enacted, whether before, on, or after the date of adoption of these Articles; and
 - 2.2.3.4 any reference to re-enactment includes consolidation and rewriting, in each case whether with or without modification.

3 Objects

The Company's Objects (the "**Objects**") are specifically restricted to the establishment and operation of an organisation for the purposes of:

- 3.1 advancing our vision for an inclusive, confident and united Britain that is outward looking and respected as a trusted partner on the global stage once again through campaigning, lobbying and advancing the education of the general public in all areas relating to this vision including by promoting the best social, economic, environmental, and democratic outcomes for the British people through re-engagement with Europe, open, internationalist policies, and cooperation with business, all parties in parliament, and like-minded groups;
- 3.2 raising funds through donations to pay for any and all activities undertaken with a view to achieving the purposes set out in clause 3;
- 3.3 generating operating capital from trading income to pay for any and all activities undertaken with a view to achieving the purposes set out in this clause 3, through collecting donations, providing political consultancy services, arranging and holding ticketed events, providing clothing, novelty items, campaigning materials and other goods for sale and through any other means consistent with the purposes set out in this clause 3;
- 3.4 cooperating with and supporting any other organisation espousing democratic or internationalist values with a view to achieving the purposes set out in this clause 3;

and for any other purposes consistent with the foregoing objects.

4. Application of income and property

- 4.1 Subject to the following provisions of this Article 4, the income and property of the Company shall be applied solely towards the promotion of the Objects.
- 4.2 A director is entitled to be reimbursed out of the property of the Company or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Company.
- 4.3 A director may benefit from director indemnity insurance cover purchased at the Company's expense.
- 4.4 A director may receive an indemnity from the Company in the circumstances specified in Article 45 and may receive a payment out of the property of the Company of any sum to which he is entitled pursuant to that indemnity or of a sum in connection with the defence of proceedings under Article 45.3.
- 4.5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or director. This does not prevent a member receiving reasonable and proper remuneration for any goods or services supplied to the Company.

5 Liability of members

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

- 5.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up;
- 5.3 adjustment of the rights of the contributors among themselves.

6 Directors

- 6.1 The number of directors shall be not less than two and, unless and until the Company determines otherwise by ordinary resolution, shall not be subject to any maximum.
- 6.2 The continuing directors or director may act notwithstanding that the total number of directors from time to time is less than the minimum number required by Article 6.1, but if their number is less than the quorum required by Article 14, the continuing directors or director must not take any decision other than a decision:
 - 6.2.1 to appoint further directors; or

6.2.2 to call a general meeting so as to enable the members to appoint further directors.

7 Directors' general authority

Subject to these Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8 Directors may delegate

8.1 Subject to these Articles, the board of directors may delegate any of the powers which are conferred on them under these Articles: (a) to one or more committees consisting of two or more directors; (b) to such an extent; (c) in relation to such matters or territories; and (d) on such terms and conditions; as they think fit.

8.2 The directors may revoke any delegation made pursuant to Article 8.1 in whole or part, or alter its terms and conditions.

9 Committees

9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by directors.

9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

9.3 All acts and proceedings of any committee must be fully and promptly reported to the directors.

10 Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

11 Unanimous decisions

11.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

11.2 Such a decision may take the form of a resolution in writing, of which each eligible director has signed one or more copies or to which each eligible director has otherwise indicated agreement in writing.

11.3 References in this Article 11 to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but exclude in respect of the authorisation of a Conflict Situation, the director subject to that Conflict Situation).

11.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

12 Calling a directors' meeting

- 12.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 12.2 Notice of any directors' meeting must indicate:
 - 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 Participation in directors' meetings

- 13.1 Subject to these Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In default of such a decision, the meeting shall be treated as being held where the majority of the directors are located or, if there is no such majority, where the chairman is located.

14 Quorum for directors' meetings

- 14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but, save as set out in Article 14.3, it must never be less than two.
- 14.3 For the purposes of any directors' meeting, (or part of a meeting) at which it is proposed to authorise a Conflict Situation in respect of one or more directors, if there is only one director in

office other than the director or directors subject to the Conflict Situation, the quorum for such meeting (or part of a meeting) shall be one director.

15 Chairing of directors' meetings

- 15.1 The directors may appoint a director to chair their meetings.
- 15.2 The person so appointed from time to time is known as the chairman ("**chairman**").
- 15.3 The directors may terminate the chairman's appointment at any time.
- 15.4 The chairman shall chair each directors' meeting at which they are present. If there is no director holding that office, or if the chairman is unwilling to chair the directors' meeting or is not participating in the meeting within ten minutes after the time at which it was to start, the participating directors must appoint one of themselves to chair it.

16 Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall have a second or a casting vote.
- 16.2 Article 16.1 does not apply if, in accordance with the Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17 Authorisation of directors' conflicts of interest

- 17.1 If a Conflict Situation arises, the directors may authorise it for the purposes of s. 175(4)(b) of the 2006 Act by a decision of the directors made in accordance with these Articles.
- 17.2 Any authorisation made for the purposes of this Article 17 shall be effective only if:
 - 17.2.1 any requirement as to the quorum at a meeting at which the Conflict Situation is authorised is met without counting the director or any other director to whom the Conflict Situation relates; and
 - 17.2.2 the Conflict Situation was authorised without any such director voting or would have been authorised if his or their votes had not been counted.
- 17.3 At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Subject to any limitations, conditions or terms, any authorisation given by the directors shall be deemed to be given to the fullest extent permitted by the Companies Acts.
- 17.4 Any authorisation given for the purposes of this Article may be revoked or varied at any time in the absolute discretion of the directors.
- 17.5 A director shall not be in breach of the duties they owe to the Company by virtue of ss. 171 177 of

the 2006 Act or otherwise because of anything done or omitted to be done in accordance with the provisions of this Article or the terms of any authorisation given by the directors in accordance with this Article.

18 Declaration of directors' interests; voting and counting in the quorum

18.1 Each director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company or a transaction or arrangement that has been entered into by the Company must comply with s. 177 or s. 182 of the 2006 Act, as applicable.

18.2 If a proposed decision of the directors relates to:

18.2.1 a matter in which a director has, or can have, a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company; or

18.2.2 a proposed transaction or arrangement with the Company or a transaction or arrangement that has been entered into by the Company, in either of which a director is, in any way, directly or indirectly, interested,

that director is not to be counted as participating in the decision-making process for quorum or voting purposes. Further, a director must absent himself from any discussions of the directors regarding any such proposed decision.

18.3 If, however, Article 18.4 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes (and is not required to absent himself from any discussions of the directors regarding any such proposed decision).

18.4 This Article 18.4 applies when:

18.4.1 the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process; or

18.4.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

18.5 In this Article 18, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

18.6 Subject to Article 18.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

18.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that

meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19 Records of decisions to be kept

The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20 Directors' discretion to make further rules

Subject to these Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

21 Appointing directors

21.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

21.1.1 by ordinary resolution; or

21.1.2 by a decision of the directors.

21.2 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

21.3 For the purposes of Article 21.2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

22 Termination of director's appointment

22.1 A person ceases to be a director as soon as:

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

22.1.2 that person becomes a Bankrupt;

22.1.3 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months or that person otherwise becomes a Patient;

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

22.1.5 the directors resolve, by a vote in favour by all the other directors (and not merely those present at the meeting) that they be removed as director; or

- 22.1.6 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23 Appointment of directors to other offices

The directors may appoint one or more of their number to any honorary office of the Company. Any such appointment may be made upon such terms as the directors determine. Any appointment of a director to an honorary office shall terminate if he ceases to be a director, unless the directors resolve otherwise.

24 Members and applications for membership

- 24.1 The subscribers to the memorandum are the first members of the Company.
- 24.2 Any person appointed as a director automatically becomes a member of the Company.
- 24.3 Any other individual or organisation may be admitted as a member if:
- 24.2.1 that person has completed an application for membership in a form approved by the directors;
 - 24.2.2 the directors have approved the application, and
 - 24.2.3 the application is in accordance with any Rules then in force in relation to membership of the Company.

25 Termination of membership

- 25.1 A member may withdraw from membership of the Company by giving seven days' notice to the Company in writing.
- 25.2 Membership is not transferable.
- 25.3 A person's membership terminates when:
- 25.3.1 that person dies or ceases to exist;
 - 25.3.2 a person whose membership was conferred solely as a result of their appointment as a director ceases to be a director for any reason, unless the termination of that person's membership would cause there to be no remaining members;
 - 25.3.3 the member resigns by written notice to the Company unless, after the resignation, there would be no remaining members; or
 - 25.3.4 the directors resolve that it is in the best interests of the Company that his or its membership is terminated, provided that:
 - 25.3.4.1 the member has been given at least twenty-one clear days' notice in writing of the proposed resolution and the reason(s) why it has been proposed;

25.3.4.2 the member or, if he or it wishes, a representative, has been allowed to make representations to the directors regarding the proposed resolution; and

25.3.4.3 the removal would not cause there to be no remaining members.

26 Written resolutions

26.1 A resolution may be proposed and passed as a written resolution in accordance with Part 13 Ch 2 of the 2006 Act.

26.2 An ordinary resolution is passed as a written resolution if it is passed by members representing a simple majority of the total voting rights of eligible members (as determined in accordance with s.289 of the 2006 Act).

26.3 A special resolution is passed as a written resolution if it is passed by members representing not less than 75 per cent of the total voting rights of eligible members (as determined in accordance with s.289 of the 2006 Act).

27 Notice of general meetings

27.1 Subject to Article 27.2, a general meeting of the Company must be called by notice of at least 14 clear days.

27.2 A general meeting may be called by shorter notice than that required by Article 27.1 if shorter notice is agreed to by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together represent not less than 90 per cent of the total voting rights of all the members.

27.3 Notice of a general meeting must comply with Part 13 Ch 3 of the 2006 Act including:

27.3.1 stating the time, date and place of the meeting;

27.3.2 stating the general nature of the business to be dealt with at the meeting; and

27.3.3 a statement informing the member of his rights under s.324 of the 2006 Act to appoint a proxy.

27.4 Notice of a general meeting must be sent to every member of the Company and every director.

27.5 Any accidental failure to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, one or more persons shall be disregarded for the purpose of determining whether notice of the meeting is duly given.

28 Attendance and speaking at general meetings

28.1 A person is able to exercise the right to speak at a general meeting when that person is in a

position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

28.2 A person is able to exercise the right to vote at a general meeting when:

28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

28.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

28.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

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

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

29 Quorum for general meetings

29.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

29.2 Save as set out in Article 29.3, two qualifying persons present at a meeting are a quorum, unless:

29.2.1 each is a qualifying person only because he is authorised under s.323 of the 2006 Act to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or

29.2.2 each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.

29.3 In the event that the Company has only one member, one qualifying person present at a meeting is a quorum.

29.4 For the purposes of this Article, a "**qualifying person**" means:

29.4.1 an individual who is a member of the Company;

29.4.2 a person authorised under s.323 of the 2006 Act (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting;

29.4.3 a person appointed as proxy of a member in relation to the meeting.

30 Chairing general meetings

- 30.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 30.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes after the time at which a meeting was due to start:
- 30.2.1 the directors present; or
- 30.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 30.3 The person chairing a meeting in accordance with this Article is referred to as "**the chairman of the meeting**".

31 Attendance and speaking by directors and non-members

- 31.1 Directors may attend and speak at general meetings, whether or not they are members.
- 31.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

32 Adjournment

- 32.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum **ceases** to be present, the chairman of the meeting must adjourn it.
- 32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present
- 32.2.1 the meeting consents to an adjournment; or
- 32.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chairman of the meeting must:
- 32.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
- 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:

32.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

32.5.2 containing the same information which such notice is required to contain.

32.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

33 Voting: general

33.1 On a vote on a show of hands or on a poll, each member who being an individual) is present in person or by a proxy or (being a body corporate) is present by a representative or by a proxy shall have one vote. On a vote on a written resolution, each member shall have one vote.

33.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

34 Errors and disputes

34.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

34.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

35 Poll votes

35.1 A poll on a resolution may be demanded at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

35.2 A poll may be demanded by:

35.2.1 the chairman of the meeting;

35.2.2 two or more persons having the right to vote on the resolution; or

35.2.3 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

35.3 A demand for a poll may be withdrawn if:

35.3.1 the poll has not yet been taken; and

35.3.2 the chairman of the meeting consents to the withdrawal.

36 Procedure on a poll

- 36.1 Subject to these Articles, polls at general meetings must be taken when, where and in such manner as the chairman of the meeting directs.
- 36.2 The chairman of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 36.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 36.4 A poll on:
 - 36.4.1 the election of the chairman of the meeting, or
 - 36.4.2 a question of adjournment,must be taken immediately.
- 36.5 Other polls must be taken within 30 days of their being demanded.
- 36.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 36.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 36.8 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

37 Content of proxy notices

- 37.1 Proxies may only validly be appointed by a notice in writing (a **"proxy notice"**) which:
 - 37.1.1 states the name and address of the member appointing the proxy;
 - 37.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 37.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 37.1.4 is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 37.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3 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.

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

37.4.1 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

37.4.2 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.

38 Delivery of proxy notices

38.1 Any notice of a general meeting must specify the address or addresses ("**proxy notification address**") at which the Company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

38.2 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.

38.3 Subject to Articles 38.4 and 38.5, a proxy notice must be delivered to a proxy notification address not less than 24 hours before the general meeting or adjourned meeting to which it relates.

38.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.

38.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:

38.5.1 in accordance with Article 38.3; or

38.5.2 at the meeting at which the poll was demanded to the chairman of the meeting, company secretary (if any) or any director.

38.6 The directors may, in their sole discretion, determine from time to time that in calculating the periods referred to in Articles 38.3 and 38.4 no account shall be taken of any part of a day that is not a working day.

38.7 A proxy notice which is not delivered in accordance with Articles 38.3, 38.4 or 38.5 shall be invalid unless the directors, in their sole discretion, accept the proxy notice at any time before the meeting.

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

38.9 A notice revoking a proxy appointment only takes effect if it is delivered before:

38.9.1. the start of the meeting or adjourned meeting to which it relates; or

38.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

38.10 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence, satisfactory to the directors, of the authority of the person who signed it to do so on the appointor's behalf.

38.11 If more than one proxy notice is delivered by the same appointing member for the purposes of the same meeting, the proxy notice last delivered shall prevail in conferring authority on the person named in the notice to attend the meeting and vote. A proxy notice in electronic form found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid.

39 Amendments to resolutions

39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

39.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

39.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

39.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

39.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

40 Communications

40.1 The company communications provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts but to be sent or supplied pursuant to these Articles:

40.1.1 by or to the Company; or

40.1.2 by or to the directors acting on behalf of the Company.

40.2 The provisions of s.1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the Company as if the words "and the Articles" were inserted after the words "the Companies Acts" in ss. 1168(1) and 1168(7).

40.3 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the Company to its members under the Companies Acts or pursuant to these Articles as if:

40.3.1 in s. 1147(2) the words "or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom" were inserted after the words "in the United Kingdom";

40.3.2 in s.1147(3) the words "48 hours after it was sent" were deleted and replaced with the words "when sent, notwithstanding that the Company may be aware of the failure in delivery of such document or information.";

40.3.3 a new s. 1147(4)(A) were inserted as follows:

"Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Company is able to show that it was properly addressed and sent at the cost of the Company, it is deemed to have been received by the intended recipient when delivered.";

40.3.4 S.1147(5) were deleted.

40.4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by s. 1147(3) of the 2006 Act and that the document or information was sent or supplied.

41 Members with non-UK addresses

41.1 No member shall be entitled to have a document or information delivered to him in hard copy at any postal address not within the United Kingdom. Any member whose registered address is not within the United Kingdom may, by notice in writing, supply to the Company:

41.1.1 a postal address within the United Kingdom for the sending or supplying of any document or information in hard copy including, where applicable, any notification that a document or information is available on a website;

41.1.2 an address for the sending or supplying of any document or information by electronic means.

Any such postal address shall, for the purpose of the sending or supplying of any document or information, be deemed to be the member's registered address.

41.2 A member who has no registered address within the United Kingdom and has not given notice pursuant to Article 41.1 shall not be entitled to receive any document or information from the Company unless the directors have agreed to communicate with him by communication to such

registered address.

42 Failure to notify contact details

42.1 If the Company sends two consecutive documents or pieces of information to a member over a period of not less than 12 months and:

42.1.1 each of them is returned undelivered; or

42.1.2 the Company receives notification that neither of them has been delivered;

that member ceases to be entitled to receive documents or information from the Company.

42.2 A member who has ceased to be entitled to receive documents or information from the Company shall become entitled to receive documents or information again by sending the Company:

42.2.1 a new address to be recorded in the register of members; or

42.2.2 if the member has agreed that the Company should use a means of communication other than sending things to such an address, the information that the Company needs to use that means of communication effectively.

43 Accounts and other records

43.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

43.2 Accounts shall be prepared, where required, in accordance with the Companies Acts.

44 Annual filings

The directors shall comply with their obligations under the 2006 Act with regard to the preparation of an annual confirmation statement and the submission of such document to Companies House.

45 Indemnities and funding of defence proceedings

45.1 This Article 45 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the 2006 Act and any such indemnity is limited accordingly. This Article 45 is also without prejudice to any indemnity to which any person may otherwise be entitled.

45.2 The Company

45.2.1 shall indemnify every person who is a director of the Company, and shall keep indemnified each such person after he ceases to hold office; and

45.2.2 may indemnify any other person who is an officer (other than an auditor) of the Company;

in each case out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company by reason of his being or having been a director or other officer of the Company.

- 45.3 The directors may, subject to the provisions of the 2006 Act, exercise the powers conferred on them by ss.205 and 206 of the 2006 Act and s.175 of the 2006 Act (duty to avoid conflicts of interest) shall not apply in relation to any such transaction or arrangement.

46 Rules

- 46.1 The directors may from time to time make such rules as they may deem necessary, expedient or convenient for the proper conduct and management of the Company; and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

46.1.1 the admission of members including the admission of organisations to membership) and the terms and conditions of membership;

46.1.2 the conduct of members in relation to one another, and to the Company's employees;

46.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

46.1.4 the procedure at general meetings and meetings of the directors and committees appointed by and including one or more of the directors in so far as such procedure is not regulated by the Articles or the Companies Acts; and

46.1.5 generally, all such matters as are commonly the subject matter of company rules.

- 46.2 No Rule shall be effective if it would be inconsistent with, or would affect or repeal anything contained in, the Articles. Subject to that, any Rule shall be binding on the members and the directors shall adopt such means as they think sufficient to bring the Rules to the notice of the members.

47 Dissolution

- 47.1 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, such remaining property shall not be paid to or distributed among the members of the Company, but shall be transferred to one or more Qualifying Company nominated in writing by the members, acting by majority, before or at the time of the Company's winding-up or dissolution, and if more than one then in such shares as shall be so nominated by the members. Subject to any such nomination the remaining property shall be applied as directed by the courts of England and Wales.

- 47.2 For the purposes of this Article 47, "**Qualifying Company**" means a Company, as defined by Part 1 of the 2006 Act, having objects similar to or falling within the Objects, the governing document of which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Company by the Articles.

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

Best for Britain Limited (the "Company")

Company Number: 10436078

PRIVATE COMPANY LIMITED BY GUARANTEE

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held on 15th March 2021, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

The wording of article 3 to be amended to read:

The Company's Objects (the "**Objects**") are specifically restricted to the establishment and operation of an organisation for the purposes of:

- 3.1 advancing our vision for an inclusive, confident and united Britain that is outward looking and respected as a trusted partner on the global stage once again through campaigning, lobbying and advancing the education of the general public in all areas relating to this vision including by promoting the best social, economic, environmental, and democratic outcomes for the British people through re-engagement with Europe, open, internationalist policies, and cooperation with business, all parties in parliament, and like-minded groups;
- 3.2 raising funds through donations to pay for any and all activities undertaken with a view to achieving the purposes set out in clause 3;
- 3.3 generating operating capital from trading income to pay for any and all activities undertaken with a view to achieving the purposes set out in this clause 3, through collecting donations, providing political consultancy services, arranging and holding ticketed events, providing clothing, novelty items, campaigning materials and other goods for sale and through any other means consistent with the purposes set out in this clause 3;
- 3.4 cooperating with and supporting any other organisation espousing democratic or internationalist values with a view to achieving the purposes set out in this clause 3;

and for any other purposes consistent with the foregoing objects.

AND

The wording of article 24 to be amended to read:

24 Members and applications for membership

- 24.1 The subscribers to the memorandum are the first members of the Company.
- 24.2 Any person appointed as a director automatically becomes a member of the Company.

24.3 Any other individual or organisation may be admitted as a member if:

24.2.1 that person has completed an application for membership in a form approved by the directors;

24.2.2 the directors have approved the application, and

24.2.3 the application is in accordance with any Rules then in force in relation to membership of the Company.

AND

The wording of article 25 to be amended to read:

25 Termination of membership

25.1 A member may withdraw from membership of the Company by giving seven days' notice to the Company in writing.

25.2 Membership is not transferable.

25.3 A person's membership terminates when:

25.3.1 that person dies or ceases to exist;

25.3.2 a person whose membership was conferred solely as a result of their appointment as a director ceases to be a director for any reason, unless the termination of that person's membership would cause there to be no remaining members;

25.3.3 the member resigns by written notice to the Company unless, after the resignation, there would be no remaining members; or

25.3.4 the directors resolve that it is in the best interests of the Company that his or its membership is terminated, provided that:

25.3.4.1 the member has been given at least twenty-one clear days' notice in writing of the proposed resolution and the reason(s) why it has been proposed;

25.3.4.2 the member or, if he or it wishes, a representative, has been allowed to make representations to the directors regarding the proposed resolution; and

25.3.4.3 the removal would not cause there to be no remaining members.

Signed:  _____

Cary Mitchell

Company Secretary