

Company number: 8119885

Companies Act 2006

Certificate of passing of a special resolution

of

Africa Check CIC ("the Company")

The following resolution was duly passed as a special resolution on 26 November 2018 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Signed: 

Secretary

Date: 26 November 2018.



A11 *A7KBNVZV* #368
07/12/2018
COMPANIES HOUSE

Company number: 8119885

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
Africa Check C.I.C.

As adopted by special resolution on 26 November 2018

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Act 2006

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Articles of Association of Africa Check C.I.C.

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

3.2.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

3.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Africa Check, a non-profit trust registered under the South African Trust Property Control Act of 1988, with registration number: IT728/2015 (C) and registered office at 12th floor University Corner, Cnr Jorissen and Bertha Streets, Braamfontein, Johannesburg, South Africa.

4. Not for profit

The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

OBJECTS AND POWERS

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (but without limitation):

- 5.1 to carry out research in the areas of health, science, the environment, economics, politics and democracy;
- 5.2 provide an archive of reliable, verified reports (which shall be freely available to the public); and
- 5.3 provide training in journalism.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

LIMITATION OF LIABILITY AND INDEMNITY

7. 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 or she is a member or within one year after he or she ceases to be a member, for:

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. Indemnity

- 8.1 Subject to Article 8.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- 8.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

- 8.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
- 8.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.
- 8.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 8.3 In this Article:
- 8.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 8.3.2 a “relevant Director” means any Director or former Director of the Company or an associated company.
- 9. Insurance**
- 9.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 9.2 In this Article:
- 9.2.1 a “relevant Director” means any Director or former Director of the Company or an associated company;
- 9.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- 9.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DIRECTOR

DIRECTORS’ POWERS AND RESPONSIBILITIES

10. Directors’ general authority

Subject to the 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.

11. Chair

The Directors may appoint one of their number to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from that office.

12. Directors may delegate

- 12.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.
- 12.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.
- 12.3 Any delegation by the Directors may be:
 - 12.3.1 by such means;
 - 12.3.2 to such an extent;
 - 12.3.3 in relation to such matters or territories; and
 - 12.3.4 on such terms and conditions;as they think fit.
- 12.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 12.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 12.6 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.

13. Committees

- 13.1 In the case of delegation to committees:
 - 13.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 13.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;
 - 13.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
 - 13.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

13.1.5 no 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.

13.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

14. Delegation of day to day management powers

In the case of delegation of the day to day management of the Company to the CIC Director, a chief executive or other manager or managers:

14.1 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;

14.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

14.3 any manager must report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts which are sufficient to explain the financial position of the Company.

15. Power to change name of Company

15.1 The Directors may change the name of the Company at any time by majority decision of the Directors at a meeting.

DECISION-MAKING BY DIRECTORS

16. Directors to take decisions collectively

Any decision of the Directors must be either:

16.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting; or

16.2 a decision taken in accordance with Article 22.

17. Calling a Directors' meeting

17.1 A minimum of two Directors' meetings must be held each year, subject to the need to hold any additional urgent meetings.

17.2 Three Directors may (and the Secretary, if any, must at the request of three Directors) call a Directors' meeting.

17.3 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

17.3.1 all the Directors agree; or

- 17.3.2 urgent circumstances require shorter notice.
- 17.4 Notice of Directors' meetings must be given to each Director.
- 17.5 Every notice calling a Directors' meeting must specify:
 - 17.5.1 the place, day and time of the meeting;
 - 17.5.2 the general nature of the business to be considered at such meeting; and
 - 17.5.3 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.
- 17.6 Notice of Directors' meetings need not be in Writing.
- 17.7 Article 36 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

18. Participation in Directors' meetings

- 18.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 18.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 18.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 18.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 18.3 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.

19. Quorum for Directors' meetings

- 19.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater.
- 19.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors pursuant to Article 28.2.

20. Chairing of Directors' meetings

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

21. Decision-making at meetings

- 21.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 21.2 In all proceedings of Directors each Director must not have more than one vote.
- 21.3 Notwithstanding Articles 21.1 and 21.2, in the case of an equality of votes, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 21.4 Article 21.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

22. Decisions without a meeting

- 22.1 The Directors may, in the circumstances outlined in this Article 22, make a majority decision without holding a Directors' meeting.

22.2 If:

- 22.2.1 a Director has become aware of a matter on which the Directors need to take a decision;
- 22.2.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
- 22.2.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 22.2.4 a majority of the Directors vote in favour of a particular decision on that matter;

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.

- 22.3 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:

- 22.3.1 may be in different places, and may participate at different times; and

- 22.3.2 may communicate with each other by any means.

- 22.4 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article 22. The process shall include:

- 22.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;

- 22.4.2 the nomination of a person to whom all Director's votes must be communicated;

- 22.4.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- 22.4.4 the nominated person must prepare a minute of the decision in accordance with Article 40.
- 22.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

23. Conflicts of interest

Declaration of interests

- 23.1 Unless Article 23.2 applies, a Director must declare the nature and extent of:
- 23.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
- 23.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.
- 23.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

- 23.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 23.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 23.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Company and which is available generally to the beneficiaries of the Company;
 - (b) the payment of premiums in respect of indemnity insurance;

- (c) payment under the indemnity set out at Article 8; and
- (d) reimbursement of expenses; or

23.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 23.5.

23.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 23.5, he or she must:

23.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

23.5.2 not be counted in the quorum for that part of the process ; and

23.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Company

23.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

23.6.1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

23.6.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

24. Register of Directors' interests

The Directors must cause a register of Directors' interests to be kept.

25. Validity of Director actions

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.

26. Director's discretion to make further rules

Subject to the 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

27. Number of Directors

There shall be at least three and no more than six Directors.

28. Appointment of Directors and retirement of Directors by rotation

28.1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors.

Appointment of Directors

28.2 Directors are appointed as follows:

28.2.1 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 29, may be appointed to be a Director pursuant to the following procedure:

- (a) Applicants should apply in writing using a form approved by the Directors;
- (b) The Directors will consider applications and create a recommended list of candidates for appointment;
- (c) Based on the recommended list of candidates, Africa Check (“the Trust”, as defined in Article 3.5) will then by written notice to the Company confirm such appointments as it thinks fit.

28.2.2 If the Trust fails to appoint anyone pursuant to the recommended list of Directors within 8 weeks of a receipt of such list and the number of Directors is less than the minimum required by Article 27 then the Directors may appoint a further Director or Directors.

Automatic retirement

28.3 At every Annual Retirement Meeting the following Directors must retire from office but may (subject to the provisions of this Article 28) offer themselves for reappointment:

28.3.1 one third of the Directors, or the number nearest to one third; and

28.3.2 any Directors who have been appointed under Article 28.2.2.

28.4 The following rules shall apply to determine who shall retire by rotation under Article 28.3.1:

28.4.1 the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment;

28.4.2 as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot;

28.4.3 if there is only one Director who is subject to retirement by rotation, he or she shall retire;

28.4.4 in calculating how long a Director has served in office any period of service occurring before the adoption of these Articles shall be taken into account.

28.5 The Annual Retirement Meeting shall be the meeting of the Directors at which the annual accounts of the Company are adopted.

28.6 If the retirement of a Director under Article 28.3 causes the number of Directors to fall below that set out in Article 27 then the retiring Director shall remain in office until a new appointment is made.

29. Disqualification and removal of Directors

A Director shall cease to hold office if:

29.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

29.2 he or she is disqualified under the Charities Act 2011 from acting as a director of a company;

29.3 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

29.4 a composition is made with his or her creditors generally in satisfaction of his or her debts;

29.5 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

29.6 notification is received by the Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);

29.7 he or she fails to attend two consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason; or

29.8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors; or

29.9 he or she is removed by the Trust serving written notice on the Company and the Director is so removed.

PATRONS

30. Patrons

The Directors may appoint and remove any individual(s) as patron(s) of the Company on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company and shall also have the right to receive accounts of the Company when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

31. Becoming a member

- 31.1 The subscribers to the Memorandum are the first members of the Company.
- 31.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 31.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 31.4 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.
- 31.5 From the date of adoption of these Articles, the Trust shall be the sole member through the person of its nominated representative from time to time. The Trust must notify the Company in writing of the name of its nominated representative and may replace such nominated representative at any time by giving notice to the Company. In default of such notice being given the chair of the Trust shall be the nominated representative. The membership rights may be exercised by the nominated representative.
- 31.6 Subject to Article 31.5, no new members may be admitted by the Directors without the written approval of the Trust. If the Trust ceases to exist the Directors may admit additional members of the Company.
- 31.7 The names of the members of the Company must be entered in the register of members.

32. Termination of membership

- 32.1 Subject to Article 31.6, membership is not transferable to anyone else.
- 32.2 Membership is terminated if:
 - 32.2.1 the member dies or ceases to exist; or
 - 32.2.2 otherwise in accordance with the Articles.

33. Associate members

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

DECISION-MAKING BY MEMBERS

34. Members' Meetings

- 34.1 The Directors may call a general meeting of the members at any time.
- 34.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 34.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 34.4 Article 34.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

WRITTEN RESOLUTIONS

35. Written resolutions

- 35.1 Subject to this Article 35 a written resolution agreed by:
 - 35.1.1 members representing a simple majority; or
 - 35.1.2 (in the case of a special resolution) members representing not less than 75%;of the total voting rights of eligible members shall be effective.
- 35.2 On a written resolution each member shall have one vote.
- 35.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 35.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 35.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.

- 35.6 In relation to a resolution proposed as a written resolution of the Charity Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 35.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 35.8 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

Signifying agreement

- 35.9 A member signifies his or her agreement to a proposed written resolution when the Charity Company receives from him or her (or from someone acting on his or her behalf) an authenticated Document:

35.9.1 identifying the resolution to which it relates; and

35.9.2 indicating the member's agreement to the resolution.

- 35.10 For the purposes of Article 35.9:

35.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

35.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Company; or
- (b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity Company has no reason to doubt the truth of that statement.

- 35.11 If the Charity Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

36. Communications by the Company

Methods of communication

- 36.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or

required by any provision of that Act to be sent or supplied by the Company, including without limitation:

36.1.1 in Hard Copy Form;

36.1.2 in Electronic Form; or

36.1.3 by making it available on a website.

36.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

36.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

36.4 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

36.5 Where any Document or information is sent or supplied by the Company to the members:

36.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

36.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

36.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

36.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 36.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- 36.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so;
- 36.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 36.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 36.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 36.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

37. Communications to the Company

The provisions of the Companies Acts shall apply to communications to the Company.

38. Secretary

A Secretary may 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. If there is no Secretary:

- 38.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
- 38.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

39. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision 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 in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

40. Minutes

The Directors must cause minutes to be made:

- 40.1 of all appointments of officers made by the Directors;
- 40.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 40.3 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 (or in the case of minutes of Directors' meetings signed or authenticated) 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.

41. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

- 41.1 annual reports;
- 41.2 annual returns; and
- 41.3 annual statements of account.

42. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE
INTERPRETATION

Defined terms

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

	Term	Meaning
1.1	“Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	“Annual Retirement Meeting”	has the meaning given in Article 28.3;
1.3	“Articles”	The Company’s articles of association;
1.4	“asset-locked body”	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5	“Chair”	Has the meaning given in Article 11;
1.6	“Company”	Africa Check C.I.C.
1.7	“CIC Director”	means the person who receives delegated responsibility from the Directors for the day to day management of the Company;
1.8	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.9	“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;
1.10	“community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.11	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.12	“Director”	a director of the Company, and includes any person occupying the position of director, by

- whatever name called;
- 1.13 **“Document”** includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.14 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.15 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.16 **“Memorandum”** the Company’s memorandum of association;
- 1.17 **“Permitted Industrial and Provident Society”** an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
- 1.18 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.19 **“the Regulator”** means the Regulator of Community Interest Companies;
- 1.20 **“Secretary”** The secretary of the Company (if any);
- 1.21 **“specified”** means specified in the Memorandum or Articles of association of the Company for the purposes of this paragraph;
- 1.22 **“Subsidiary Company”** any 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;
- 1.23 **“transfer”** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property;
- 1.24 **“Trust”** means Africa Check, the trust registered in South

Africa as detailed in Article 3.5; and

- 1.25 **“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. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.