

The Companies Act 2006

Company Limited by Guarantee

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Articles of Association

of

EQUAL AND OPPOSITE Company Limited by Guarantee

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

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

2. Asset Lock

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

2.2 Provided the conditions in article 2.3 are satisfied, article 2.1 shall not apply to:

- (a) the transfer of assets to any specified asset-locked body; and
- (b) 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.

2.3 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 or Articles of the Company.

3. Dissolution

If the company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members or Directors of the Company, but shall be distributed amongst charitable organisations which have previously received support from the Company and are approved by the Directors.

4. Social enterprise

The Company is not established or conducted for private gain: any surplus or assets are used principally for reinvestment into the Company in order to benefit the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry out activities which benefit the community and in particular (without limitation) are dedicated to making international development cooperation more effective.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects.

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.

PART 2

DIRECTORS

**DIRECTORS' POWERS AND RESPONSIBILITIES**

8. 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.

9. Directors may delegate

9.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions; as they think fit.

9.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

9.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## 10. Annual Duties

10.1 Directors must draft an annual public report of the Company.

10.2 Directors must draft an annual strategy of the Company.

## 11. Committees

11.1 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 the Articles which govern the taking of decisions by Directors.

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

## 12. Members' Advisory Committee

12.1 Directors must report to the Members' Advisory Committee on an annual basis with the annual public report of the Company.

12.2 Directors must seek consent and feedback from the Members' Advisory Committee before publishing the annual public report.

12.3 Directors may seek advice from the Advisory Committee on the strategic direction of the Company.

12.4 Directors must ensure that existing Advisory Committee members stand down or are re-elected every two years.

## DECISION-MAKING BY DIRECTORS

### 13. Directors to take decisions collectively

13.1 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 14.

#### 13.2 If:

13.2.1 the Company only has one Director, and

13.2.2 no provision of the Articles requires it to have more than one Director,

the general rule does not apply and the Director may take decisions without regard to any other of the provisions relating to Directors' decision-making.

### 14. Unanimous decisions

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

- 14.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which eligible director has otherwise indicated agreement in writing.
- 14.3 References in this article 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.
- 14.4 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.
15. **Calling a Directors' meeting**
- 15.1 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.
- 15.2 Notice of any directors' meeting must indicate:
- 15.2.1 its proposed date and time;
- 15.2.2 where it is to take place; and
- 15.2.3 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.
- 15.3 Notice of Directors' meetings must be given to each Director but need not be in writing.
- 15.4 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 7 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.
16. **Participation in Directors' meetings**
- 16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 16.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 16.3 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.

17. Quorum for Directors' meetings

17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, unless otherwise fixed it is one.

17.3 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:

17.3.1 to appoint further Directors; or

17.3.2 to call a general meeting so as to enable the members to appoint further Directors.

18. Chairing of Directors' meetings

18.1 The Directors may appoint a director to chair their meetings.

18.2 The person so appointed for the time being is known as the chairman.

18.3 The Directors may terminate the chairman's appointment at any time.

18.4 If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

19. Casting vote

19.1 If the numbers of votes for and against a proposal are equal, the chairman or other Director chairing the meeting has a casting vote.

19.2 But this 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.

20. Conflicts of interest

20.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

20.2 But if paragraph (3) 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.

20.3 This paragraph applies when:

- 20.3.1 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;
  - 20.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 20.3.3 the Director's conflict of interest arises from a permitted cause.
- 20.4 For the purposes of this article, the following are permitted causes:
- 20.4.1 A guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
  - 20.4.2 subscription, or an agreement to subscribe, for shares or other securities of any of the Company's subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
  - 20.4.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 20.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 20.6 Subject to paragraph (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.
- 20.7 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.
- 20.8 Where the number of non-conflicted Directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested Directors.
- 20.9 When all the Directors of the Company are conflicted, the Company shall pass the conflict to the Members' Advisory Committee for approval by ordinary resolution.
21. Directors' 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

### 22. Methods of appointing directors

22.1 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:

(a) by a decision of the Directors.

22.2 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 member.

22.3 For the purposes of article 22.2, 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.

### 23. Termination of Director's appointment

A person ceases to be a Director as soon as:

(a) 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;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) 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;

(e) 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.

### 24. Directors' remuneration

24.1 Directors may undertake any services for the Company that the Directors decide.

24.2 Directors are entitled to such remuneration as the Directors determine:

(a) for their services to the Company as Directors; and

(b) for any other service which they undertake for the Company.

24.3 Subject to the Articles, a Director's remuneration may:

(a) take any form; and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.



24.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

## 25. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors;
- (b) general meetings;
- (c) separate meetings of any class of members or of the holders of any debentures of the Company; or
- (d) meetings of the Members' Advisory Committee,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## COMPANY SECRETARY

### 26. Methods of appointing Company Secretary

26.1 Any person who is willing to act as a Company Secretary, and is permitted by law to do so, may be appointed to be a Company Secretary by an ordinary resolution of the Directors.

### 27. Termination of Company Secretary appointment

27.1 A person ceases to be Company Secretary as soon as:

- (a) that person ceases to be a Company Secretary by virtue of any provision of the Companies Acts, or is prohibited from acting as one;
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the Company Secretary resigns from office by giving 28 days' notice of their resignation to the Company in writing;

- (e) The Directors pass a resolution that the Company Secretary be removed from office, provided the relevant meeting has invited the views of the Director concerned and considered the matter in the light of such views.

## 28. Powers of the Company Secretary

28.1 If appointed, the Company Secretary will have the power to:

- (a) open and operate a bank account on behalf of the Company;
- (b) act as a signatory for the Company;
- (c) send correspondences on behalf of the Company;
- (d) file reports and any other documents that may be required to Companies House;
- (e) do anything else that may be necessary to carry out the role of the Company Secretary under article 29.

## 29. Role of the Company Secretary

29.1 If appointed, the Company Secretary will undertake to:

- (a) ensure the company's continuing compliance with legal requirements;
- (b) attend the annual meeting of the Advisory Committee and write and keep the official record of the meeting;
- (c) attend any other meeting they may be invited to by the Directors or members and write and keep the official record of the meeting
- (d) evaluate and update (if required) the internal policies of the Company annually.

## PART 3

### MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER

## 30. Applications for membership

No person shall become a member of the Company unless

- (a) that person has completed an application for membership in a form approved by the Directors, and
- (b) the Directors have approved the application.

- 31. Termination of membership
  - 31.1 A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
  - 31.2 Membership is not transferable.
  - 31.3 A person's membership terminates when that person dies or ceases to exist.

## MEMBERS' ADVISORY COMMITTEE

- 32. Committee powers
  - 32.1 The Advisory Committee will have the power to:
    - (a) consent to or request amendment of the annual public report of the Company
    - (b) provide input to the annual strategy of the company.
- 33. Committee responsibilities
  - 33.1 The Advisory Committee will:
    - (a) provide feedback to the Directors on the annual public report;
    - (b) provide advice to Directors on anything relating to the Company;
    - (c) hold the Directors to account;
    - (d) meet annually.
- 34. Methods of appointing committee members
  - 34.1 Persons can be appointed to the Members' Advisory Committee if:
    - (a) they are approved by a special resolution of the current Advisory Committee;  
or
    - (b) they are elected by the Directors under article 36.
  - 34.2 Only members of the Company or persons proposed by an Advisory Committee member can be appointed to the Members' Advisory Committee.
  - 34.3 Appointment to the Advisory Committee is non-transferable.
- 35. Termination of appointment to the Advisory committee
  - 35.1 A person's appointment terminates if that person dies or ceases to exist.
  - 35.2 A member of the Advisory Committee may withdraw from their appointment by giving 28 days' notice to the Company in writing.

- 35.3 A person's appointment terminates if they are not re-elected to the Advisory Committee by the Directors under article 36.2.
- 35.4 A person's appointment may be terminated if they are removed from the Advisory Committee by an ordinary resolution of the Advisory Committee that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Advisory Committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting
36. Advisory committee terms
- 36.1 Every 2 years the level of involvement of each member of the Advisory Committee will be evaluated by the Directors.
- 36.2 Every 2 years the Directors will initiate the election of new Advisory Committee members or re-election of existing members.
- 36.3 There is no limit on the number of terms a member may serve on the Advisory Committee for.

## ORGANISATION OF MEETINGS OF THE MEMBERS' ADVISORY COMMITTEE

37. Meetings of the Members' Advisory Committee
- 37.1 The Advisory Committee must hold its first annual meeting within six months of the initial appointment of members to the Committee.
- 37.2 A minimum of one meeting must be held in each subsequent year and not more than twelve months may elapse between successive annual general meetings.
- 37.3 The directors may call a general meeting of the Advisory Committee at any time.
38. Notice of meetings of the Members' Advisory Committee
- 38.1 The minimum period of notice required to hold an annual meeting of the Advisory Committee is fourteen clear days.
- 38.2 An annual meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 80 percent of the total voting rights.
- 38.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must state if the meeting is to be an annual

meeting or a general meeting called by the directors. The notice must also contain a statement setting out the right of the Committee members to appoint a proxy under section 324 of the Companies Act 2006.

38.4 The notice must be given to all of the Advisory Committee members and to the Directors.

39. **Proceedings at Meetings of the Member's Advisory Committee**

39.1 No business shall be transacted at any Advisory Committee meeting unless a quorum is present.

39.2 A quorum is 60% of the total number of Advisory Committee members at the time of the meeting.

39.3 **If:**

39.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

39.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the committee members shall determine.

39.4 If a meeting is adjourned under article 39.3.2(3), the committee members must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

39.5 Directors may attend and speak at general meetings of the Advisory Committee whether or not they are members of the committee.

39.6 A member of the Advisory Committee or Director shall be appointed to chair each meeting of the Advisory Committee.

39.7 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

39.7.1 the person chairing the meeting; or

39.7.2 by at least two members present in person or by proxy and having the right to vote at the meeting.

39.8 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

39.8.1 The result of the vote must be recorded in the minutes of the meeting but the number or proportion of votes cast need not be recorded.

- 39.9 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 39.9.1 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 39.10 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 39.10.1 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 39.11 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 39.11.1 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 39.11.2 The poll must be taken within thirty days after it has been demanded.
- 39.11.3 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 39.11.4 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 39.12 Every member of the Advisory Committee shall have one vote.

## ORGANISATION OF GENERAL MEETINGS

40. Attendance and speaking at general meetings
- 40.1 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.
- 40.2 A person is able to exercise the right to vote at a general meeting when:
- 40.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 40.2.2 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.
- 40.3 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.

- 40.4 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.
- 40.5 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.
41. Quorum for general meetings
- 41.1 The quorum for a general meeting shall be determined according to section 318 of the 2006 Act and 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.
42. Chairing general meetings
- 42.1 If the Directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 42.2 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 of the time at which a meeting was due to start:
- a) the Directors present, or
  - b) (if no Directors are present), the meeting,
- 42.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.
43. Attendance and speaking by Directors and non-members
- 43.1 Directors may attend and speak at general meetings, whether or not they are members.
- 43.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.
44. Adjournment
- 44.1 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.
- 44.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 44.2.1 the meeting consents to an adjournment; or
  - 44.2.2 it appears to the chair 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.

- 44.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 44.4 When adjourning a general meeting, the chair of the meeting must:
- 44.4.1 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
  - 44.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 44.5 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:
- 44.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
  - 44.5.2 containing the same information which such notice is required to contain.
- 44.6 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.

## VOTING AT GENERAL MEETINGS

45. Voting: general
- 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 and sections 321 and 322 of the 2006 Act.
46. Errors and disputes
- 46.1 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.
- 46.2 Any such objection must be referred to the chairman of the meeting whose decision is final.
47. Poll votes
- 47.1 A poll on a resolution may be demanded:
- 47.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 47.1.2 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.
- 47.2 A poll may be demanded by:



- 47.2.1 the chairman of the meeting;
  - 47.2.2 the Directors;
  - 47.2.3 two or more persons having the right to vote on the resolution;
  - 47.2.4 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.
- 47.3 A demand for a poll may be withdrawn if:
- 47.3.1 the poll has not yet been taken; and
  - 47.3.2 the chair of the meeting consents to the withdrawal.
- 47.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
48. Content of proxy notices
- 48.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 48.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.3 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.
- 48.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- (a) 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
  - (b) 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.
49. Delivery of proxy notices
- 49.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any

adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

49.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

49.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

49.4 If a proxy notice is not excluded by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

50. Amendments to resolutions

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

50.1.1 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

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

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

50.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

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

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

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

51. Means of communication to be used

51.1 Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the 2006 Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- 51.2 Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2006 Act as to the length of notice required for the meeting and the giving of information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and to the auditor for the time being of the Company.
- 51.3 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 by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 51.4 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.
52. Company seals
- 52.1 Any common seal may only be used by the authority of the Directors.
- 52.2 The Directors may decide by what means and in what form any common seal is to be used.
- 52.3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 52.4 For the purposes of this article an authorised person is:
- 52.4.1 Any Director of the Company;
- 52.4.2 the Company secretary (if any); or
- 52.4.3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.
53. No right to inspect accounts and other records
- 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.
54. Provision for employees on cessation of business
- The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.
55. Rules

55.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

55.1.1 the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

55.1.2 the conduct of members of the Company in relation to one another, and to the Company's servants;

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

55.1.4 general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;

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

55.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

56. Profits not to be distributed

The income and property of the Company shall be applied solely towards the promotion of the Company's objects and activities and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

(a) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;

(b) of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Company:

Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;

- (c) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director.
- (d) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (f) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
- (g) of Director's remuneration under article 24 or Director's reasonable expenses under article 25.

## DIRECTORS' INDEMNITY AND INSURANCE

### 57. Indemnity

57.1 Subject to paragraph (2) a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a) 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;
- (b) 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 2006 Act);
- (c) any other liability incurred by that Director as an officer of the Company or an associated company.

57.2 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.

57.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

58. Insurance

58.1 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.

58.2 In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) 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
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

59. 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 “the 2006 Act”	means the Companies Act 2006;
1.2 “Articles”	the Company’s articles of association;
1.3 “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;
1.4 “Chairman”	has the meaning given in article 18;
1.5 “chairman of the meeting”	has the meaning given in article 42;
1.6 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.7 “Company”	EQUAL AND OPPOSITE Company Limited by Guarantee;
1.8 “Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.9 “Document”	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
1.10 “Electronic Form”	has the meaning given in section 1168 of the 2006 Act;

- 1.11 “meeting” includes except where inconsistent with any legal obligation: a physical meeting, a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and telephone conferencing.
- 1.12 “member” has the meaning given in section 112 of the 2006 Act;
- 1.13 “ordinary resolution” has the meaning given in section 282 of the 2006 Act;
- 1.14 “participate” in relation to a Directors’ meeting, has the meaning given in article 16;
- 1.15 “Proxy Notice” has the meaning given in article 48;
- 1.16 “special resolution” has the meaning given in section 283 of the 2006 Act;
- 1.17 “subsidiary” has the meaning given in section 1159 of the 2006 Act;
- 1.18 “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 clause 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, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.