

Companies Act 2006
Private Company Limited by Guarantee

Articles of
Women in Informal Employment: Globalizing and Organizing (WIEGO) Limited

Interpretations

1. In these Articles:

“Address” means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

“Articles” means the Company’s articles of association;

“The Board of Directors” or “Board” means all those persons appointed to perform the duties of Directors of the Company;

“Commission” means the Charity Commission for England and Wales;

“Companies Acts” or “the Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;

“Connected Person” means any person falling within one of the following categories and where payment to that person might result in the Director obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship; or (c) any company or business controlled or managed by a Director;

“Constituency” means as detailed under 'Constituencies' in these Articles;

“Director” means a director of the Company and includes any person occupying the position of Director, by whatever name called. The Directors are charity trustees as defined by section 97 of the Charities Act 1993;

“Delegates” means representatives of Institutional Members of the Company;

“Document” includes, unless otherwise stated, any document sent or supplied in electronic form;

“Electronic means” has the meaning given in section 1168 of the Companies Act 2006;

“Employee” means any person holding a contract of employment with the Company;

“General Assembly” shall mean a General Meeting of the Company;

“Individual Member” means a person who a member of the research and statistics constituency of membership or a member of the development community constituency of membership;

“Institutional Member” means a member-based organisation which is a member of the Company;

“Member” has the meaning given in section 112 of the Companies Act 2006 and as detailed under ‘Membership’ in these Articles;

“Motion” means a resolution as defined by the Act;

“Person” means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or a representative of an unincorporated body, firm, partnership or corporate body;

“Poll Vote” means a vote taken otherwise than on a show of hands;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“Writing” means 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. Unless the context requires otherwise, 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 these articles become binding on the Company. Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the Company, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.

OBJECTS

3. The Company's objects are to relieve poverty: in particular the poverty of the working poor in the informal economy caused by low earnings, high risks, and adverse working environments and conditions associated with the informal economy worldwide (including non-standard or unprotected employment for formal firms);
 - a) By conducting and promoting research (making the useful results publicly available) into the experiences and conditions of the working poor, the working environment and conditions within the informal economy, the wider policy and regulatory environments under which the informal workforce operates and the causes, effects and ways of addressing the poverty of the working poor within the informal economy;
 - b) By advancing the education of policy decision-makers, the wider public, supporters of the working poor and the working poor themselves, in relation to the causes, effects and ways of addressing the poverty of the working poor within the informal economy.
 - c) By helping organizations of the working poor to address the poverty of their members.
4. In carrying out its objects, the Company shall promote equality of opportunity and oppose any form of discrimination on grounds of race, ethnic origin, gender, sexual orientation, age, disability or religion.

POWERS

5. The Company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Company has power to:
 - a) Raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- b) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) Sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of the property and assets for the time being of the Company subject to such consents as may be required by law;
- d) Borrow or raise money for the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- e) Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) Establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objects;
- g) Acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity;
- h) Set aside income as a reserve against future expenditure but only in accordance with a written reserves policy;
- i) Employ staff and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent that it is permitted to do so by these Articles and provided it complies with the conditions in these Articles;
- j) Invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also to the provisions of these Articles;
- k) provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, including without limitation any liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - a. any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
 - b. any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or

- c. in relation to any liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;
- l) Do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

INCOME AND PROPERTY

6. The income and property of the Company, however obtained, shall be applied solely towards the promotion of the objects of the Company as set out herein and no portion shall be paid or transferred directly or indirectly to any members or Directors of the Company, provided that nothing shall prevent any payment in good faith by the Company of:
- a) any payments made to any member, Director or Connected Person in their capacity as a beneficiary;
 - b) reasonable and proper remuneration to any person for any goods or services supplied to the Company provided that where the person is a Trustee or Connected Person the procedure set out in s73A of the Charities Act 1993 is observed;
 - c) interest on money lent by any member, Director or Connected Person at a reasonable and proper rate;
 - d) reasonable and proper rent for premises demised or let by any member, Director or Connected Person;
 - e) reimbursement of reasonable out-of-pocket expenses incurred by any Director or servant whilst acting on behalf of the Company.
 - f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5(k)

MEMBERS

7. The Directors may at their discretion admit to membership both individuals and organisations who have been nominated by Programme Directors, Management Committee members or Directors, who have played an active role in the activities of the Company as defined by the Directors from time to time.
8. In exceptional circumstances, the Directors may accept individuals and organisations into membership who share the Company's philosophy and are deemed important to the cause of informal women workers, but who do not meet the membership criteria as defined the Directors at that time.

9. All members shall pay an annual subscription to the Company, according to the schedule of payment established by the Directors.

Applications for Membership

10. No natural person shall be admitted into membership of the Company unless they have attained the age of eighteen (18). All those wishing to become a Member must support the aims of the Company and applications for membership shall be in a form approved by the Directors and the Directors shall approve each application.
11. The Directors may refuse a nomination for membership, if acting reasonably and properly, they consider it to be in the best interests of the Company. The Board must inform the applicant in writing of the reasons for the refusal within 21 days of its decision. The Directors must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing, but any such decision shall be final.

Constituencies

12. Upon being admitted into membership of the Company, the Board shall assign each member to one of the following Constituencies:
- a) Member-based organisations shall include organisations representing informal women workers (taken to mean that informal women workers are among the members, but not necessarily exclusively);
 - b) Research and statistics shall include individual researchers and statisticians operating in a field sympathetic to the objects of the Company;
 - c) Development practitioners shall include individuals currently or previously connected to development organisations including:
 - (i) Non-Governmental Organisations, in particular, but not exclusively those active in supporting the interests of informal women workers;
 - (ii) International financial and development institutions and bilateral aid agencies involved in policy dialogue and programmes relevant to informal women workers;
 - (iii) Government and municipal agencies concerned with policies and regulations that affect informal women workers.
13. An organisation which is an Institutional Member shall, by resolution of its governing body appoint a representative who has attained the age of eighteen (18). The representative may, during the continuance of her/his appointment, be entitled to exercise all such rights and powers as the corporate body, firm or association would exercise if it were an individual person. Each Institutional Member shall supply written notification to the Company of its choice of representative. Such representatives shall be called "Delegates."

Associate Members

14. The Company shall also have an associate membership comprised of those Persons who do not meet the criteria for membership but who wish to be associated with the Company. Persons may apply for associate membership directly to the Secretariat or be nominated for associate membership by Programme Directors, Directors, or the Secretariat. Associate members shall not have a vote nor be counted for the purposes of quorums or any other part of these Articles or the Act unless expressly mentioned.

Member Commitment

15. All Members shall take an interest in the operation and development of the Company and its business. Members have a duty to respect the confidential nature of the business decisions of the Company.

Termination of Membership

16. A Member shall cease to be a Member of the Company immediately that s/he:

- a) Ceases to meet the criteria for membership and the Directors resolve that s/he shall be removed from membership; or
- b) Resigns in Writing to the Secretary; or
- c) Is removed from membership in accordance with these Articles; or
- d) Dies, becomes mentally incapable of managing their own affairs, is wound up or goes into liquidation.

Removal of a Member

17. A Member may be removed from membership by a resolution of the Board stating that it is in the best interests of the Company that his/her/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 21 days' notice in Writing of the Board meeting at which the resolution to remove them will be proposed and the reasons why it is to be proposed; and
- b) The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Company) has been allowed to make representations to the general meeting.
- c) A Member who has been removed may appeal against their removal to the General Assembly following the removal. Any such appeal shall be conducted in accordance with procedures developed by the Board in accordance with Article 95.

GENERAL ASSEMBLIES

18. The Company shall hold a General Assembly once in every four years to deal with the following business:

- a) A report on activities undertaken by the Company since the previous General Assembly;
- b) A financial report of the Company;
- c) A plan providing details for future work of the Company;
- d) A projected financial plan.

19. The Directors shall report every four years at the General Assembly to a Delegates Meeting. The purpose of the Delegates Meeting is to verify that the activities of the Company continue to be relevant to informal women workers and to receive input from them on the future direction of the Company.

Calling a General Assembly

20. The Board of Directors may convene a General Assembly or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Directors to call a General Assembly.

Notices

21. All General Assemblies shall be convened with at least 21 clear days' notice but may be held at shorter notice if so agreed in Writing by Members together holding 90% of the total voting rights of the Company.

22. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed motions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.

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

Proxies

24. A Member who is absent from a general meeting may appoint any person to act as their proxy provided that no person shall hold a proxy for more than one Member at any time in any General Assembly.

25. Proxies may only validly be appointed by a notice in Writing 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 Assembly to which they relate.
26. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
27. 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 of the motions, otherwise the proxy notice shall be treated as allowing the person appointed the discretion as how to vote on any matter.
28. A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the General Assembly to which it relates.
29. An appointment using 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. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.
30. If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence that the person signing it has the authority to execute it on the appointer's behalf.

Quorum

31. No business shall be transacted at a general meeting unless a quorum of Members is present, either in Person or represented by proxy. Unless amended by special motion of the Company a quorum shall be twenty Members and should include a representative from each Constituency.

Chairing General Assemblies

32. At every General Assembly the chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the General Assembly, or is unable to preside, then the members present shall choose one of their number to be chairperson of that General Assembly, whose function shall be to conduct the business of the General Assembly in an orderly manner. The appointment of a chairperson shall be the first item of business at the meeting.

Attendance and Speaking at General Assemblies

33. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements

they consider appropriate to enable those attending a General Assembly to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a General Assembly, it is immaterial whether any two or more Members attending are in the same place as each other.

34. The chairperson of the meeting may permit other persons who are not Members of the Company to attend and speak at General Assemblies, without granting any voting rights.

Adjournment

35. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.

36. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:

- a) The meeting consents to that adjournment; or
- b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

37. The chairperson must adjourn the meeting if directed to do so by the meeting.

38. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.

39. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.

40. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

Voting

41. Each Individual Member shall have one vote on any question to be decided in general meeting. Institutional Members shall have more than one vote depending on size and nature in accordance with procedures developed by the Board in accordance with Article 95.

42. A motion put to the vote at a General Assembly shall be decided by consensus. If consensus cannot be reached then the vote shall be on a show of hands, unless a poll is duly demanded in accordance with these Articles.

43. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the motion shall be deemed to have been lost.

Poll Votes

44. A poll on a motion may be demanded:

- a) In advance of the General Assembly where the matter is to be put to the vote; or
- b) At a General Assembly, either before a show of hands on that motion or immediately after the result of a show of hands on that motion is declared.

45. A poll may be demanded by:

- a) The chairperson of the meeting;
- b) A Director;
- c) Two or more persons having the right to vote on a tabled motion.

46. A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.

47. Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote.

Motions

48. Decisions at general assemblies shall be made by passing motions:

- a) The following decisions must be made by special motion:
 - (i) Decisions involving an alteration to the Articles of the Company;
 - (ii) Decisions to reinstate Members;
 - (iii) The decision to wind up the Company;
 - (iv) Other decisions which are required so by statute.

b) All other decisions shall be made by ordinary motion.

49. A special motion is one passed by a majority of not less than three-quarters (75%) of votes cast at a General Assembly and an ordinary motion is one passed by a simple majority (more than 50%) of votes cast.

50. Motions may be passed at General Assemblies or by written motion.

51. A written motion passed by Members shall be effective if it has been passed in accordance with the Act which includes sending a copy of the proposed motion to

every Member. Written motions may comprise several copies to which one or more Members have signified their agreement.

52. A written motion shall be deemed to have been passed if within 28 days of the written motion's circulation date:

- a) Written approval has been received from at least 2/3rds of the Members where the motion is a special motion;
- b) Written approval has been received from at least 51% of the Members where the motion is an ordinary motion.

53. In accordance with the Companies Acts, motions to remove a Director or Auditor (or their equivalent) of the Company before the end of his/her period of office shall not be passed by written motion.

54. No alteration may be made to these Articles by resolution which would have the effect of making the Company cease to be a charity in law.

DIRECTORS

55. The Company shall have a Board of Directors comprising not less than two Directors.

56. Under no circumstances shall any of the following serve on the Board of Directors:

- a) Employees of the Company;
- b) Persons aged under eighteen (18) years;
- c) Persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
- d) Persons who have an unspent conviction involving dishonesty or deception, or who are otherwise disqualified by law from serving as charity trustees.

57. The composition of the Board shall be as follows:

- a) Up to seven persons from the Constituencies comprising:
 - (i) up to three persons from member-based organisations as per Article 12(a);
 - (ii) up to two persons from the research-statistics constituency as per Article 12(b);
 - (iii) up to two persons from the development practitioner constituency as per Article 12(c);

Such persons shall be nominated by the Nominating Committee for selection by the Board.

- b) Up to three persons, who must be Members of the Company, co-opted by the Board, provided that at no time must the number of persons so appointed comprise more than one third (1/3) of the Board of Directors.
58. Following consultations with the Constituencies, the Nominating Committee shall provide the Board with a list of nominees from the Constituencies for the office of Director. The Nominating Committee shall ensure that the list of nominees is representative of the membership of each Constituency.
59. If the Nominating Committee fails to reach a consensus decision on the list of nominees from the Constituencies for the office of Director, it may submit a list of alternative nominees to the Board for Board selection or the Board may, at its discretion, refer the decision to the Constituencies at the forthcoming General Assembly.
60. The Directors may, at any time co-opt persons, who must be Members of the Company to fill casual vacancies on the Board between General Assemblies, provided that at no time must the number of co-opted individuals comprise more than one-third of the Board of Directors.
61. Any appointment to the Board of Directors shall be conducted in accordance with such procedures as may be specified by these Articles and the Board of Directors.

Retirement Cycle

62. Directors shall serve for a fixed period of four years from the date of appointment or election, or until the General Assembly following their appointment or co-option. A retiring Director shall be eligible for re-appointment or re-election.
63. Co-opted Directors shall retire at the General Assembly following their co-option but shall be eligible for further appointment, subject to the discretion of the Board of Directors.

Powers and Duties of the Board of Directors

64. The Directors are responsible for the management of the Company's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a Company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.
65. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.

Delegation

66. Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any person or committee, which shall

include the Management Committee and the Finance Committee, consisting of Members of the Company, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

67. The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.
68. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

69. A sub-committee, which shall include the Management Committee and the Finance Committee, to which the Directors delegate any of their powers must conform to any regulations imposed on it by the Directors and the provisions of these Articles. Such regulations imposed by the Directors will prevail over the provisions in these articles where they are inconsistent.
70. All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

Management Committee

71. The Company shall have a Management Committee, comprised as follows:
- a) The chairperson of the Company who shall also be an Institutional Member;
 - b) One person from each Constituency, who shall be nominated to the Management Committee by the Nominating Committee;
 - c) The International Co-ordinator of the Company.

Finance Committee

72. The Company shall have a Finance Committee, the responsibility of which shall be to oversee the financial management and audit of the accounts of the Company and shall be comprised as follows:
- a) The Chair of the Company, or a Director designated to attend at Finance meetings on his/her behalf;
 - b) One person from each Constituency who shall also be Board Members;
 - c) The Treasurer of the Company, provided that s/he has also not already been appointed to act on the Finance Committee by another source;
 - d) The International Co-ordinator of the Company;
 - e) The Financial Controller of the Company.

Nominating Committee

73. The Nominating Committee which is a committee independent of the Board shall consist of up to five persons, comprised as follows:

- a) Up to two persons appointed by the Board;
- b) Up to one person nominated by each Constituency.

74. Each Constituency shall, at the General Assembly, elect one of its number to the Nominating Committee. Procedures for election to the Nominating Committee shall be determined by the Board of Directors at least 21 days prior to the General Assembly.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Calling a Meeting of the Board of Directors

75. Any Director may, and the Secretary on the requisition of a Director, shall call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Board of Directors

76. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

77. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.

78. Questions arising at any meetings shall be decided by a majority of votes.

79. In the case of an equality of votes, the chairperson shall have a second or casting vote.

80. A written resolution, circulated to all Directors and signed by a simple majority (more than 50%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.

81. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights; which shall include:

- a) The International Co-ordinator in an advisory capacity to the Board;
- b) The Programme Directors;

Such attendees will not count toward the quorum.

82. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Quorum

83. The quorum for meetings of the Board of Directors 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.

84. If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a General Assembly so as to enable the Members to appoint further Directors.

Honorary Officers

Chairperson

85. The chairperson of the Company shall be selected from the Constituency of member-based organisations and endorsed by the Nominating Committee before being put forward for election to the position of chairperson by the Board. The Chairperson of the Company shall also be the Chairperson of the Board and the Management Committee.

Treasurer

86. The Treasurer shall be appointed by and from the Board. The Treasurer shall be the Chairperson of the Finance Committee.

Conflicts of Interest

87. Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Company, s/he must;

- a) Declare the nature and extent of the interest before the discussion begins on the matter;
- b) Withdraw from that part of the meeting;
- c) Not be counted in the quorum for that part of the meeting;

d) Withdraw during the vote and have no vote on the matter.

88. Subject to anything to the contrary in these Articles and in accordance with (but subject to) the Companies Acts, and provided that the procedure in these articles is followed, the unconflicted Directors may, if they consider it is in the best interest of the Company to authorise the conflict of interest, give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and such a conflict derives no direct or indirect benefit to the Director.

Termination of a Director's Appointment

89. A person ceases to be a Director of the Company as soon as:

- a) Where the person is a co-opted Director appointed for their particular skills and/or experience, that person is removed from office by a resolution of the Board of Directors;
- b) Where the person is the representative of an organisation and the organisation removes its endorsement of that representative;
- c) Where the person is the representative of an organisation and that organisation ceases to exist;
- d) That person resigns from office in writing to the Company, and such resignation has taken effect in accordance with its terms;
- e) That person is removed from office by a resolution of the Company in the General Assembly in accordance with these Articles and the Companies Acts;
- f) That person is absent from 3 meetings of the Board of Directors during a continuous period of 12 months without special leave of absence granted by the Board of Directors and the Directors pass a resolution that s/he has by reason of such absence vacated office;
- g) That person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law or disqualified from acting as a trustee of a charity;
- h) That person does not declare their interest in any contract referred to in these Articles and the Directors resolve that, in the circumstances, the failure to declare the interest is sufficiently serious to warrant the removal of the Director;
- i) A bankruptcy order is made against that person;
- j) A registered medical practitioner who is treating that person gives a written opinion to the Company stating that the person has become incapable of acting as a Director and may remain so for more than three months;

- k) 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.

Removal of a Director

90. A Director may be removed from office by a resolution of the Company stating that it is in the best interests of the Company that her/his office is terminated. A resolution to remove a Director from office may only be passed if:
- a) The Director has been given at least 21 days' notice in Writing of the General Assembly at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and
 - b) The Director or, at the option of the Director, the Director's representative (who need not be a Member of the Company) has been allowed to make representations to the General Assembly.

SECRETARY

91. The Board of Directors shall appoint a Secretary of the Company for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.
92. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

INTERNATIONAL CO-ORDINATOR

93. The International Co-ordinator of the Company shall be selected by and endorsed by the Board. The International Co-ordinator of the Company is responsible for the co-ordination and implementation of the Programmes of the Company and decisions made by the Board, Management Committee and Finance Committee and for overseeing the work of the Secretariat and the Operations Office in the United Kingdom. The International Co-ordinator reports directly to the Board.

PROGRAMME DIRECTORS

94. Programme Directors shall be appointed by the Board to develop and manage the implementation of specific programme areas. Programme Directors report directly to the International Co-ordinator.

REGULATIONS

95. The Company in a General Assembly or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be

made which is inconsistent with these Articles or the Companies Acts. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

LIABILITY OF MEMBERS

96. The liability of Members is limited to £1. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while that person is a Member or within one year of her/him ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Company contracted while that person was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

DISSOLUTION

97. In the event of the winding up or dissolution of the Company the liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members, except to a Member that is itself a charity, but as may be determined by a General Assembly at the time of or prior to the winding up or dissolution of the Company shall be transferred to any charity or charities having the same or similar objects to the Company.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

98. A Member may provide their consent to receive communications from the Company by electronic means.
99. Subject to these Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provides. 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. A Director may agree with the Company that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

Seal

100. If the Company has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Company. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director, the Secretary or a Member of the Company appointed by the Board of Directors for the purpose.

Registers

101. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts.

Register of Members

102. The Company shall maintain a register of Members which records their name, address (in the case of a corporate body the registered office address), and the dates on which they became a Member and ceased to be a Member. A Member shall notify the Company within seven days of any change to their name or address.

103. An entry on the register relating to a former Member of the Company may be removed from the register after the expiration of 10 years from the date on which s/he/it ceased to be a Member.

Register of Directors

104. The Company shall maintain a register of Directors which shall include the following particulars:

- a) Name of the Director and any former names used by her/him for business purposes;
- b) Service address;
- c) Country of residence;
- d) Nationality;
- e) Business occupation, if any;
- f) Date of birth.

105. The register of Directors shall be open for inspection to any Member of the Company without charge and to any other person on payment of such fee as may be prescribed.

106. The Company shall also maintain a register of Director's residential addresses which is not available for inspection.

Minutes

107. The Company shall ensure that minutes are kept of all:

- a) Proceedings at meetings of the Company; and
- b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Accounts

108. The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts and adhere to the recommendations of applicable Statements of Recommended practice, with respect to:
- a) All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) All sales and purchases of goods by the Company;
 - c) The assets and liabilities of the Company.
109. Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
110. The accounts shall be kept at the Registered Office of the Company or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and other persons authorised by the Company in a general meeting.
111. The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Company as the Members in a general meeting shall require to be laid before them.

Annual Report and Return and Register of Charities

112. The Directors must comply with the requirements of the Charities Act 1993 with regard to the:
- a) Transmission of the statements of account to the Company;
 - b) Preparation of an Annual Report and its transmission to the Commission;
 - c) Preparation of an Annual Return and its transmission to the Commission.
113. The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Audit

114. The Company may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).
115. Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

Social Accounting and Reporting

116. In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Company which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Company shall report any findings to its Members and other stakeholders.

Indemnity

117. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.