

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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**Articles of Association**  
**Of**  
**Global Justice Now**  
*(Formerly World Development Movement)*

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*Approved on 5 September 2020*

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## **The Companies Acts 1985 to 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Global Justice Now**

#### **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.

#### **OBJECTS AND POWERS**

##### **2. Objects**

The objects of the Organisation are:

- 2.1 to stimulate political commitment, over as wide a range of political views as possible, to specific objectives in the field of world economic, environmental and social justice;
- 2.2 to alert society to selected issues of governmental, commercial, industrial and financial policies where the interests of developing countries appear to be in jeopardy;
- 2.3 to bring to the attention of members of Parliament and decision-makers in any of the relevant power structures of society, the views of responsible groups within the population on world economic and social development;
- 2.4 to further such other benevolent or philanthropic aims as the members may from time to time determine.

##### **3. Powers**

To further its objects the Organisation may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of debates, seminars, discussions, conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 conduct legal proceedings and provide evidence to government and to any public inquiries, consultations or similar processes;
- 3.6 provide or procure the provision of advice;

- 3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Council thinks fit;
- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the Organisation's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the Organisation to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the objects of the Organisation;
- 3.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 subject to Article 4 (limitation on private benefits):
  - 3.21.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any charitable purposes included in the Organisation's objects);
- 3.24 undertake and execute charitable trusts;
- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.26 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 pay out of the funds of the Organisation the costs of forming and registering the Organisation;
- 3.28 insure the property of the Organisation against any foreseeable risk and take out other insurance policies as are considered necessary by the Council to protect the Organisation;
- 3.29 provide indemnity insurance for the Council or any other officer of the Organisation; and
- 3.30 do all such other lawful things as may further the Organisation's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

- 4.1 The income and property of the Organisation shall be applied solely towards the promotion of its objects.

##### ***Permitted benefits to members***

- 4.2 No part of the income and property of the Organisation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Organisation. This shall not prevent any payment in good faith by the Organisation of:
  - 4.2.1 reasonable and proper remuneration to any member for any goods or services supplied to the Organisation (including services performed by the member under a contract of employment with the Organisation), provided that if such member is a Council member Articles 4.3 and 4.4 shall apply;
  - 4.2.2 interest at a reasonable and proper rate on money lent by any member to the Organisation;

- 4.2.3 any reasonable and proper rent for premises let by any member to the Organisation; and
- 4.2.4 any payments to a member who is also a Council member which are permitted under Articles 4.3 or 4.4.

***Permitted benefits to Council members and Connected Persons***

4.3 No Council member may:

- 4.3.1 sell goods, services or any interest in land to the Organisation;
- 4.3.2 be employed by, or receive any remuneration from, the Organisation; or
- 4.3.3 receive any other financial benefit from the Organisation;

unless the payment is permitted by Article 4.4.

4.4 A Council member may receive the following benefits from the Organisation:

- 4.4.1 a Council member may be reimbursed by the Organisation for, or may pay out of the Organisation's property, reasonable expenses properly incurred by him or her when acting on behalf of the Organisation;
- 4.4.2 a Council member or person Connected to a Council member may receive interest at a reasonable and proper rate on money lent to the Organisation;
- 4.4.3 a Council member or person Connected to a Council member may receive reasonable and proper rent for premises let to the Organisation;
- 4.4.4 the Organisation may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29; and
- 4.4.5 a Council member or other officer of the Organisation may receive payment under an indemnity from the Organisation in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 22 (Conflicts of Interest) must be complied with by the relevant Council member in relation to any decisions regarding the benefit.

**LIMITATION OF LIABILITY AND INDEMNITY**

**5. Liability of members**

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

- 5.1 payment of the Organisation's debts and liabilities contracted before he, she or it ceases to be a member;

- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

**6. Indemnity**

Without prejudice to any indemnity to which a Council member may otherwise be entitled, every Council member of the Organisation shall be indemnified out of the assets of the Organisation 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 Organisation may be indemnified out of the assets of the Organisation in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

**COUNCIL**

***COUNCIL POWERS AND RESPONSIBILITIES***

**7. Council general authority**

Subject to the Articles, the Council is responsible for the management of the Organisation's business, for which purpose it may exercise all the powers of the Organisation.

**8. Members' reserve power**

- 8.1 The members may, by special resolution, direct the Council to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the Council has done before the passing of the resolution.

**9. Officers**

The Organisation shall have such officers (who shall be Council members) the Rules may from time to time provide. The roles and election of the Officers shall be as provided in the Rules.

**10. Council may delegate**

- 10.1 Subject to the Articles, the Council may delegate any of their powers or functions to any committee.
- 10.2 Subject to the Articles, the Council may delegate the implementation of their decisions or day to day management of the affairs of the Organisation to any person or committee.
- 10.3 Any delegation by the Council may be:
  - 10.3.1 by such means;
  - 10.3.2 to such an extent;



10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

10.4 The Council 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.

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

10.6 The Council may by power of attorney or otherwise appoint any person to be the agent of the Organisation for such purposes and on such conditions as they determine.

## **11. Committees**

11.1 In the case of delegation to committees:

11.1.1 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);

11.1.2 the composition of any committee shall be entirely in the discretion of the Council and may include such of their number (if any) as the resolution may specify;

11.1.3 the deliberations of any committee must be reported regularly to the Council and any resolution passed or decision taken by any committee must be reported promptly to the Council;

11.1.4 the Council may make such regulations and impose such terms and conditions and give such mandates to any committee as it may from time to time think fit; and

11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Organisation except where authorised by the Council or in accordance with a budget which has been approved by the Council.

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

## **12. Delegation of day to day management powers**

In the case of delegation of the day to day management of the Organisation to a chief executive or other manager or managers:

12.1 the delegated power shall be to manage the Organisation by implementing the policy and strategy adopted by and within a budget approved by the Council members and (if applicable) to advise the Council in relation to such policy, strategy and budget;

12.2 the Council shall provide any manager with a description of his or her role and the extent of his or her authority (including in relation to appointing any other staff of the Organisation); and

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

### **13. Delegation of investment management**

The Council may delegate the management of investments to a Financial Expert or Experts provided that:

13.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Council;

13.2 timely reports of transactions are provided to the Council;

13.3 the performance of the investments is reviewed regularly with the Council;

13.4 the Council are entitled to cancel the delegation arrangement at any time;

13.5 the investment policy and the delegation arrangements are reviewed regularly;

13.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and

13.7 the Financial Expert or Experts must not do anything outside the powers of the Council.

### **14. Rules**

14.1 The members may from time to time, by ordinary resolution (that is, one requiring a simple majority), make, repeal or alter such Rules as they think fit as to the management of the Organisation and its affairs. The Rules shall be binding on all members of the Organisation. No Rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

14.2 The Rules may regulate the following matters but are not restricted to them:

14.2.1 the admission of members of the Organisation and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

14.2.2 different categories of membership;

14.2.3 how members which are incorporated or unincorporated organisations are represented and exercise their rights as members;

14.2.4 the conduct of members of the Organisation in relation to one another, and to the Organisation's employees and volunteers;

- 14.2.5 the circumstances in which membership ends or can be terminated;
- 14.2.6 the duties of any Officers or employees of the Organisation;
- 14.2.7 the conduct of business of the Council or any committee (including, without limitation, how the Council makes decisions and how such rules are to be recorded or communicated to the Council);
- 14.2.8 the procedure at general meetings;
- 14.2.9 any of the matters or things within the powers or under the control of the Council; and
- 14.2.10 generally, all such matters as are commonly the subject matter of company rules.

### ***DECISION-MAKING BY COUNCIL MEMBERS***

#### **15. Council to take decisions collectively**

Any decision of the Council must be either:

- 15.1 by decision of a majority of the Council members present and voting at a quorate Council meeting; or
- 15.2 a decision taken in accordance with Article 21.

#### **16. Calling a Council meeting**

- 16.1 Three Council members may (and the National Secretary, if any, must at the request of three Council members) call a Council meeting. The Council shall meet at least four times a year.
- 16.2 A Council meeting must be called by at least seven Clear Days' notice unless either:
  - 16.2.1 all the Council members agree; or
  - 16.2.2 urgent circumstances require shorter notice.
- 16.3 If the meeting is called by the National Secretary following a request in accordance with Article 16.1, the meeting shall be scheduled within 14 days of the National Secretary receiving the request.
- 16.4 Notice of Council meetings must be given to each Council member.
- 16.5 Every notice calling a Council meeting must specify:
  - 16.5.1 the place, day and time of the meeting;
  - 16.5.2 the general nature of the business to be considered at such meeting; and

16.5.3 if it is anticipated that Council members 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.

16.6 Notice of Council meetings need not be in Writing.

16.7 Article 48 shall apply, and notice of Council meetings may be sent by Electronic Means to an Address provided by the Council member for the purpose.

## **17. Participation in Council meetings**

17.1 Subject to the Articles, Council members participate in a Council meeting, or part of a Council meeting, when:

17.1.1 the meeting has been called and takes place in accordance with the Articles; and

17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

17.2 In determining whether Council members are participating in a Council meeting, it is irrelevant where any Council member is or how they communicate with each other.

17.3 If all the Council members 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.

## **18. Quorum for Council meetings**

18.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18.2 The quorum for Council meetings may be fixed from time to time by a decision of the Council, but it must never be less than two, and unless otherwise fixed it is seven, of whom at least one must be an Officer (unless the business of the meeting is to appoint Officers).

18.3 If the total number of Council members for the time being is less than the quorum required, the Council members must not take any decision other than a decision:

18.3.1 to appoint further Council members; or

18.3.2 to call a general meeting so as to enable the members to appoint further Council members.

## **19. Chairing of Council meetings**

The Chair, if any, or in his or her absence the Vice Chair, or failing that, another Council member nominated by the Council members present shall preside as chair of each Council meeting.

## **20. Casting vote**

- 20.1 If the numbers of votes for and against a proposal at a Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 20.2 Article 20.1 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.

## **21. Decisions without a meeting**

- 21.1 The Council may, in the circumstances outlined in this Article, make a majority decision without holding a Council meeting.
- 21.2 If:
- 21.2.1 a Council member has become aware of a matter on which the Council members need to take a decision;
  - 21.2.2 that Council member has taken all reasonable steps to make all the other Council members aware of the matter and the decision;
  - 21.2.3 the Council members have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 21.2.4 a majority of the Council votes in favour of a particular decision on that matter;

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

## **22. Council member interests and management of conflicts of interest**

### ***Declaration of interests***

- 22.1 Unless Article 22.2 applies, a Council member must declare the nature and extent of:
- 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Organisation; and
  - 22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Organisation or his or her duties to the Organisation.
- 22.2 There is no need to declare any interest or duty of which the other Council members are, or ought reasonably to be, already aware.

### ***Participation in decision-making***

- 22.3 If a Council member'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

Organisation, 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 Council member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Council members taking part in the decision-making process.

22.4 If a Council member'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 Organisation, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Council member or any person who is Connected with him or her receiving a benefit other than:

- (a) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;
- (b) payment under the indemnity set out at Article 6; and
- (c) reimbursement of expenses in accordance with Article 4.4.1; or

22.4.2 a majority of the other Council members participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 22.5.

22.5 If a Council member with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:

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

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

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

#### ***Continuing duties to the Organisation***

22.6 Where a Council member or person Connected with him or her has a conflict of interest or conflict of duties and the Council member has complied with his or her obligations under these Articles in respect of that conflict:

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

22.6.2 the Council member shall not be accountable to the Organisation 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.

**23. Register of Council members' interests**

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

**24. Validity of Council member actions**

All acts done by a person acting as a Council member 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 Council member.

***APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS***

**25. Number of Council members**

There shall be at least 9 Council members and no more than 15.

**26. Appointment of Council members**

26.1 Council members shall be appointed following the procedures set out in the Rules and their terms of office shall be as specified in the Rules.

**27. Disqualification and removal of Council members**

A Council member shall cease to hold office if any of the circumstances specified in the Rules apply.

**MEMBERS**

***BECOMING AND CEASING TO BE A MEMBER***

**28. Becoming a member**

28.1 The members of the Organisation shall be the subscribers to the Memorandum of Association of the Organisation and such other persons as are admitted to membership by the Council in accordance with the Articles.

28.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Organisation unless:

28.2.1 that person has applied for membership in a manner approved by the Council; and

28.2.2 the Council has approved the application (which approval process may be delegated to staff under Article 12). The Council may in its absolute discretion decline to accept any person as a member and need not give reasons for so doing.

28.3 The Council may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

**29. Categories of membership**

29.1 Subject to Article 29.2, the Council may establish such different categories of membership as it thinks fit. The Council may, at its discretion, impose different subscriptions and confer different benefits on different membership categories and may, at its discretion, alter such benefits and subscriptions at any time.

29.2 The Council may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

### ***ORGANISATION OF GENERAL MEETINGS***

#### **30. Annual general meetings**

The Organisation must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Council thinks fit.

#### **31. Other general meetings**

31.1 The Council may call a general meeting at any time.

31.2 The Council must call a general meeting if required to do so by the members under the Companies Acts or in accordance with any provision specified in the Rules.

#### **32. Length of notice**

All general meetings must be called by either:

32.1 at least 60 Clear Days' notice; or

32.2 shorter notice if:

32.2.1 the Council reasonably considers that urgent circumstances require a general meeting to be convened on not less than 14 Clear Days' notice; or

32.2.2 the Council has been required to convene a general meeting by the members in accordance with the Companies Acts or the Rules, in which case the meeting shall be convened on not less than 14 Clear Days' notice to take place within 28 days of when the Council received the relevant request from the members.

#### **33. Contents of notice**

33.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

33.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

33.3 In every notice calling a meeting of the Organisation there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Organisation.



33.4 If the Organisation gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

#### **34. Service of notice**

Notice of general meetings must be given to every member, to the Council and to the auditors of the Organisation.

#### **35. Attendance and speaking at general meetings**

35.1 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.

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

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

35.2.2 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.

35.3 The Council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

35.4 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.

35.5 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.

#### **36. Quorum for general meetings**

36.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

36.2 The quorum shall be as provided in the Rules.

36.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:

36.3.1 shall be dissolved if it was convened at the request of the members under the Companies Acts or the Rules; or

36.3.2 in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting),

time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### **37. Chairing general meetings**

- 37.1 The Chair (if any) or in his or her absence the Vice Chair, or failing that, some other Council member nominated by the Council shall preside as chair of every general meeting.
- 37.2 If neither the Chair nor any Council member nominated in accordance with Article 37.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council members present shall elect one of their number to chair the meeting and, if there is only one Council member present and willing to act, he or she shall be chair of the meeting.
- 37.3 If no Council member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if an incorporated Affiliate Member (as defined in the Rules), or by proxy and entitled to vote must choose one of the members or authorised representatives of incorporated Affiliate Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 37.3.

### **38. Adjournment**

- 38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 38.1.1 the meeting consents to an adjournment; or
  - 38.1.2 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.
- 38.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.3 When adjourning a general meeting, the chair of the meeting must:
- 38.3.1 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 Council; and
  - 38.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.4 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the Organisation must give at least 7 Clear Days' notice of it:
- 38.4.1 to the same persons to whom notice of the Organisation's general meetings is required to be given; and

- 38.4.2 containing the same information which such notice is required to contain.
- 38.5 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***

#### **39. Voting: general**

- 39.1 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 the Articles.
- 39.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

39.2.1 has or has not been passed; or

39.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 52 is also conclusive evidence of that fact without such proof.

#### **40. Votes**

- 40.1 Votes shall be calculated and shall take place as prescribed in the Rules.
- 40.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 40.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Organisation have been paid.

#### **41. Errors and disputes**

- 41.1 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.
- 41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

#### **42. Poll votes**

- 42.1 A poll on a resolution may be demanded:
- 42.1.1 at least 48 hours in advance of the general meeting where it is to be put to the vote; or

- 42.1.2 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.
- 42.2 A poll may be demanded by:
  - 42.2.1 the chair of the meeting;
  - 42.2.2 the Council;
  - 42.2.3 two or more persons having the right to vote on the resolution;
  - 42.2.4 any person, who, for any reason, holds two or more votes; or
  - 42.2.5 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.
- 42.3 A demand for a poll may be withdrawn if:
  - 42.3.1 the poll has not yet been taken; and
  - 42.3.2 the chair of the meeting consents to the withdrawal.

### **43. Procedure on a poll**

- 43.1 Subject to the Articles and the Rules, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

#### ***Results***

- 43.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 43.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

#### ***Timing***

- 43.4 A poll on:
  - 43.4.1 the election of the chair of the meeting; or
  - 43.4.2 a question of adjournment;must be taken immediately.
- 43.5 Other polls must be taken within 30 days of their being demanded.
- 43.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

### *Notice*

- 43.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 43.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

## **44. Proxies**

### *Power to appoint*

- 44.1 A member (including an incorporated Affiliate Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Organisation. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

### *Manner of appointment*

- 44.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 44.2.1 states the name and address of the member appointing the proxy;
  - 44.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 44.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council may determine; and
  - 44.2.4 is delivered to the Organisation in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 44.3 A proxy for a member representing an unincorporated organisation may be appointed by the member or by the organisation which he or she represents.
- 44.4 The Organisation may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 44.5 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.
- 44.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 44.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 44.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **45. Delivery of Proxy Notices**

- 45.1 The Proxy Notification Address in relation to any general meeting is:
- 45.1.1 the registered office of the Organisation; or
  - 45.1.2 any other Address or Addresses specified by the Organisation as an Address at which the Organisation or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
  - 45.1.3 any electronic Address falling within the scope of Article 45.2.

45.2 If the Organisation gives an electronic Address:

- 45.2.1 in a notice calling a meeting;
- 45.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
- 45.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 45.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

### ***Timing***

- 45.3 Subject to Articles 45.4 and 45.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 45.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 45.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 45.5.1 received in accordance with Article 45.3; or
  - 45.5.2 given to the chair, National Secretary (if any) or any Council member at the meeting at which the poll was demanded.

### ***Interpretation***

- 45.6 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 45.

### ***Revocation***

- 45.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 45.8 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 45.8.1 the start of the meeting or adjourned meeting to which it relates; or
  - 45.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

### ***Execution***

- 45.9 If a Proxy Notice is not executed 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.

## **46. Amendments to resolutions**

- 46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 46.1.1 notice of the proposed amendment is given to the Organisation in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
  - 46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 46.3 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.

## ***WRITTEN RESOLUTIONS***

### **47. Written resolutions**

- 47.1 Written resolutions of the members may be passed in accordance with the requirements of the Companies Acts.

## ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

### 48. Communications by the Organisation

#### *Methods of communication*

48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Organisation 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 Organisation, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

48.1.3 by making it available on a website or other appropriate form agreed by members at the AGM.

48.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

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

#### *Deemed delivery*

48.4 A member present in person or by proxy (or via their authorised representative if an incorporated Affiliate Member) at a meeting of the Organisation shall be deemed to have received notice of the meeting and the purposes for which it was called.

48.5 Where any Document or information is sent or supplied by the Organisation to the members:

48.5.1 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;

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

48.5.3 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.



- 48.6 Subject to the Companies Acts, a Council member or any other person may agree with the Organisation 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***

- 48.7 Where any Document or information has been sent or supplied by the Organisation by Electronic Means and the Organisation receives notice that the message is undeliverable:

48.7.1 if the Document or information has been sent to a member or Council member and is notice of a general meeting of the Organisation, the Organisation is under no obligation to send a Hard Copy of the Document or information to the member's or Council member's postal address as shown in the Organisation's register of members or Council members, but may in its discretion choose to do so;

48.7.2 in all other cases, the Organisation shall send a Hard Copy of the Document or information to any other current address the Organisation may have for recorded for the recipient (but if the Organisation does not have another current address for the recipient, no Hard Copy needs to be sent); and

48.7.3 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***

- 48.8 Notices of general meetings need not be sent to a member who does not register an Address with the Organisation, or who registers only a postal address outside the United Kingdom, or to a member for whom the Organisation does not have a current Address.

**49. Communications to the Organisation**

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

**50. National Secretary**

A National Secretary may be appointed by the Council for such term, and upon such conditions as they may think fit, and may be removed by them. The National Secretary shall usually be appointed by the Council from among their number in accordance with the Rules, but in exceptional circumstances if the Council is unwilling or unable to appoint a National Secretary from among its number, then while there is no National Secretary:

- 50.1 anything authorised or required to be given or sent to, or served on, the Organisation by being sent to its National Secretary may be given or sent to, or served on, the Organisation itself, and if addressed to the National Secretary shall be treated as addressed to the Organisation; and

50.2 anything else required or authorised to be done by or to the National Secretary of the Organisation may be done by or to a Council member, or a person authorised generally or specifically in that behalf by the Council.

## **51. 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.

## **52. Minutes**

The Council must cause minutes to be made:

- 52.1 of all appointments of officers made by the Council;
- 52.2 of all resolutions of the Organisation and of the Council (including, without limitation, decisions of the Council made without a meeting); and
- 52.3 of all proceedings at meetings of the Organisation and of the Council, including the names of the Council members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Council 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 Council member of the Organisation, be sufficient evidence of the proceedings.

## **53. Records and accounts**

53.1 The Council 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:

- 53.1.1 annual reports;
- 53.1.2 annual returns; and
- 53.1.3 annual statements of account.

53.2 Except as provided by law or authorised by the Council or an ordinary resolution of the Organisation, no person is entitled to inspect any of the Organisation's accounting or other records or Documents merely by virtue of being a member.

## **54. Exclusion of model articles**

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

## WINDING UP

### 55. Winding up

55.1.1 At any time before, and in expectation of, the winding up or dissolution of the Organisation, the members of the Organisation or, subject to any resolution of the members, the Council may resolve that any net assets of the Organisation after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Organisation be applied or transferred to Global Justice Now Trust and in so far as effect cannot be given to such provision, then in any of the following ways:

55.1.2 directly for the objects of the Organisation; or

55.1.3 to any institution or institutions:

- (a) for purposes similar to the objects of the Organisation; or
- (b) for use for particular purposes that fall within the objects of the Organisation.

55.2 In no circumstances shall the net assets of the Organisation be paid to or distributed among the members of the Organisation under this Article 55 (except to a member that is itself an institution chosen to benefit under this Article 55).

**SCHEDULE**  
**INTERPRETATION**

**Defined terms**

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

<b>TERM</b>	<b>MEANING</b>
1.1 “ADDRESS”	<b>INCLUDES A NUMBER OR ADDRESS USED FOR THE PURPOSES OF SENDING OR RECEIVING DOCUMENTS BY ELECTRONIC MEANS;</b>
1.2 “ARTICLES”	<b>THE ORGANISATION’S ARTICLES OF ASSOCIATION;</b>
1.3 “CHAIR”	<b>THE CHAIR OF THE ORGANISATION APPOINTED IN ACCORDANCE WITH THE RULES;</b>
1.4 “CLEAR DAYS”	<b>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;</b>
1.5 “COMPANIES ACTS”	<b>THE COMPANIES ACTS (AS DEFINED IN SECTION 2 OF THE COMPANIES ACT 2006), IN SO FAR AS THEY APPLY TO THE ORGANISATION;</b>
1.6 “CONNECTED”	<b>ANY PERSON FALLING WITHIN ONE OF THE FOLLOWING CATEGORIES:</b>  <b>(A) ANY SPOUSE, CIVIL PARTNER, PARENT, CHILD, BROTHER, SISTER, GRANDPARENT OR GRANDCHILD OF A COUNCIL MEMBER; OR</b>  <b>(B) THE SPOUSE OR CIVIL PARTNER OF ANY PERSON IN (A); OR</b>  <b>(C) ANY OTHER PERSON IN A RELATIONSHIP WITH A COUNCIL MEMBER WHICH MAY</b>

**REASONABLY BE REGARDED AS EQUIVALENT TO SUCH A RELATIONSHIP AS IS MENTIONED AT (A) OR (B); OR**

**(D) ANY COMPANY, PARTNERSHIP OR FIRM OF WHICH A COUNCIL MEMBER IS A PAID DIRECTOR, MEMBER, PARTNER OR EMPLOYEE, OR SHAREHOLDER HOLDING MORE THAN 1% OF THE CAPITAL;**

- 1.7 **”COUNCIL MEMBER”** **A DIRECTOR OF THE ORGANISATION, AND INCLUDES ANY PERSON OCCUPYING THE POSITION OF DIRECTOR, BY WHATEVER NAME CALLED. THE COUNCIL MEMBERS COLLECTIVELY MAY BE REFERRED TO AS THE COUNCIL;**
- 1.8 **“DOCUMENT”** **INCLUDES SUMMONS, NOTICE, ORDER OR OTHER LEGAL PROCESS AND REGISTERS AND INCLUDES, UNLESS OTHERWISE SPECIFIED, ANY DOCUMENT SENT OR SUPPLIED IN ELECTRONIC FORM;**
- 1.9 **“ELECTRONIC FORM” AND “ELECTRONIC MEANS”** **HAVE THE MEANINGS RESPECTIVELY GIVEN TO THEM IN SECTION 1168 OF THE COMPANIES ACT 2006;**
- 1.10 **“FINANCIAL EXPERT”** **AN INDIVIDUAL, COMPANY OR FIRM WHO, OR WHICH, IS AUTHORISED TO GIVE INVESTMENT ADVICE UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000;**
- 1.11 **“HARD COPY” AND “HARD COPY FORM”** **HAVE THE MEANINGS RESPECTIVELY GIVEN TO THEM IN THE COMPANIES ACT 2006;**
- 1.12 **“ORGANISATION”** **GLOBAL JUSTICE NOW, A COMPANY LIMITED BY GUARANTEE;**
- 1.13 **“OFFICER”** **HAS THE MEANING GIVEN IN ARTICLE 9;**
- 1.14 **“PROXY NOTICE”** **HAS THE MEANING GIVEN IN ARTICLE 44;**

- 1.15 **“PROXY NOTIFICATION ADDRESS”** HAS THE MEANING GIVEN IN ARTICLE 45;
- 1.16 **“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 ORGANISATION IS REGISTERED;
- 1.17 **“RULES”** ANY RULES OR REGULATIONS FROM TIME TO TIME ADOPTED BY THE COUNCIL MEMBERS IN ACCORDANCE WITH ARTICLE 14;
- 1.18 **“NATIONAL SECRETARY”** THE NATIONAL SECRETARY OF THE ORGANISATION (WHO IS ALSO THE COMPANY SECRETARY) (IF ANY); AND
- 1.19 **“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 Organisation.