

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 12390976

The Registrar of Companies for England and Wales, hereby certifies that

EICOM LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 7th January 2020



* N123909760 *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **07/01/2020**

X8W58X95

Company Name in full:

EICOM LIMITED

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**WEWORK AVIATION HOUSE 125 KINGSWAY
LONDON
UNITED KINGDOM WC2B 6NH**

Sic Codes:

85410

I wish to partially adopt the following model articles:

Private (Ltd by Guarantee)

Proposed Officers

Company Director 1

Type: Person

Full Forename(s): GERALDO

Surname: DO CARMO THOMAZ JUNIOR

Service Address: PRAIA DE BOTAFOGO 300 2ND FLOOR
RIO DE JANEIRO
BRAZIL 22250-040

Country/State Usually Resident: BRAZIL

Date of Birth: **/12/1976 **Nationality:** BRAZILIAN

Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: Person

Full Forename(s): MARIANO

Surname: GOMIDE DE FARIA

Service Address: recorded as Company's registered office

Country/State Usually Resident: ENGLAND

Date of Birth: **/10/1977 **Nationality:** BRAZILIAN

Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: VTEX ECOMMERCE PLATFORM LIMITED

Service Address: WEWORK AVIATION HOUSE 125 KINGSWAY
LONDON
UNITED KINGDOM
WC2B 6NH

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 10867517

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **VTEX ECOMMERCE PLATFORM LIMITED**

Address **WEWORK AVIATION HOUSE 125 KINGSWAY
LONDON
UNITED KINGDOM
WC2B 6NH**

Amount Guaranteed **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **VTEX ECOMMERCE PLATFORM LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

EICOM LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

VTEX ECOMMERCE PLATFORM LIMITED

Dated: 7 January 2020

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE FOR A CHARITY

ARTICLES OF ASSOCIATION OF

EICOM LIMITED

MODEL ARTICLES FOR CHARITIES FORMED AS PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1 – NAME, INTERPRETATION AND LIMITATION OF LIABILITY

Name and registered office

- 1(1) The company's name is EICOM LIMITED and in the articles it is called the "charity";
- (2) The charity's registered office is to be situated in England & Wales.

Defined terms

2. In the articles, unless the context requires otherwise—

"articles" means the charity's articles of association;

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

"chairman" has the meaning given in article 14;

"chairman of the meeting" has the meaning given in article 30;

"charity" means the company intended to be regulated by the articles;

"Commission" means the Charity Commission for England & Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity;

"connected person" means as follows, and Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the following terms:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (a), when taken together;
- (5) a body corporate in which –
 - (a) the director or any connected person falling within subclauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest;

"director" means a director of the charity, and includes any person occupying the position of director, by whatever name called. The directors are the charity trustees as defined by section 177 of the Charities Act 2011;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“memorandum” means the charity’s memorandum of association;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 12;

“proxy notice” has the meaning given in article 36;

“secretary” means any person appointed to perform the duties of the secretary of the charity;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Liability of members

3. The liability of each member is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the charity’s debts and liabilities incurred before he ceases to be a member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves.

Objects

4. The charity’s objects (“Objects”) are specifically restricted to the following:

To advance the education of the public in general and particularly amongst commerce influencers on the subject of commerce management, and to promote research for the public benefit in all aspects of that subject and to publish the useful results.

Powers

5. In addition to any other powers it may have, the charity has the following powers in order to further the Objects or is conducive or incidental to doing so (but not for any other purpose):
 - (1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - (4) to make grants, donations, or loans of money and to give or receive guarantees;
 - (5) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed.. The charity must comply as appropriate with sections 124 - 6 of the Charities Act 2011 if it wishes to mortgage land;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (7) to promote or carry out research and publish the useful results;
 - (8) to publish and distribute information and hold meetings, lectures, and conferences;
 - (9) to carry out the Objects whether as principal or agent and whether alone or with others;
 - (10) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (11) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (12) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (13) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may remunerate a director only to the extent it is permitted to do so by article 23 and provided it complies with the conditions in that article;
 - (14) to:
 - (a) deposit or invest funds;

- (b) employ a professional fund-manager; and
- (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (15) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- (16) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors general authority

- 6. Subject to restrictions imposed by the articles or any special resolution or the Companies Acts, the directors shall manage the charity's business, and may exercise all the powers of the charity.

Directors may delegate

- 7 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of delegation must be recorded in the minute book;
- (2) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 8.(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors;
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 9.(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

Unanimous decisions

- 10.(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter;

(2) Such a decision may take the form of a resolution in writing or may be in electronic form, but in either case be agreed by all of the eligible directors signifying their agreement;

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting;

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

11(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice and of the secretary is so authorised, he must then do so;

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;

(3) Notice of a directors' meeting must be given to each director, but need not be in writing;

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it;

(5) The directors shall hold at least [four] meetings in each year.

Participation in directors' meetings

12(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting;

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other;

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

13(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting;

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two;

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

- 14(1) The directors may appoint a director to chair their meetings;
- (2) The person so appointed for the time being is known as the chairman;
- (3) The directors may terminate the chairman's appointment at any time; and
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 15(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote;
- (2) Article 15(1) does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Declaration of directors' interests

- 16. A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself from any discussions of the directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflict of interests and conflict of loyalties

- 17(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying;
- 17(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Records of decisions to be kept

18. The directors must ensure that the charity 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.

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Eligibility to be appointed a director

20 (1) The minimum number of directors shall be 2 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum;

- (2) A director must be a natural person aged 18 years or older;
- (3) No one may be appointed a director if he would be disqualified from acting under the provisions of article 22;
- (4) A director may not appoint an alternate director or anyone to act on his behalf at meetings of the directors;
- (5) No person may be appointed a director unless he is a member of the charity.

Methods of appointing directors

21(1) Any person who is willing to act as a director, and is permitted by law and these articles to do so, may, subject to articles 21(2)-(5), be appointed to be a director—

(a) by ordinary resolution (on initial appointment or subsequently) [passed by at least two thirds of those members who vote at the relevant meeting or who respond to the relevant written resolution]; or

(b) by a decision of the directors (on initial appointment);

OR

(b) a decision of the directors in which there is an affirmative vote by at least two thirds of the directors in office (on initial appointment);

- (2) Subject to article 21(3), each director shall hold office for a period of 6 years from the date of his appointment upon expiry of which period he shall automatically cease to hold office but he may then offer himself for re-election by ordinary resolution for a further period of up to 6 years;
- (3) A director appointed by a decision of the directors shall cease to hold office on the first anniversary of his appointment and may only be re-appointed for the balance of his 6 year period of office by ordinary resolution;
- (4) No person shall be appointed or re-appointed as a director by ordinary resolution unless recommended for election or re-election by the directors;

- (5) No person shall hold office as a director for a cumulative maximum period exceeding 12 years, whether or not that maximum period comprises one or more continuous periods;
- (6) The first directors shall be the subscribers to the memorandum and shall be those persons notified to Companies House as the first directors.

Termination of director's appointment

22. A person ceases to be a director as soon as—

- (a) he ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited by law from being a director;
- (b) he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (d) 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;
- (e) notification is received by the charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, but only if at least two directors will remain in office when the notification is to take effect;
- (f) he is absent without the permission of the directors from 3 consecutive meetings of the directors held within a period of six consecutive months and the directors resolve that his office be vacated;
- (g) he is removed from office under section 168 of the Companies Act;
- (h) he fails to declare an interest as required by article 16 above;
- [(i) he ceases to be member of the charity.

Directors' remuneration

- 23(1) No director or connected person may be paid any remuneration unless it is authorised by this article 23;
- (2) No director or connected person may:
- (a) buy goods or services from the charity on terms preferential to those applicable to other members of the public;
 - (b) sell goods or services or any interest in land to the charity;
 - (c) be employed by or receive any remuneration from the charity;
 - (d) receive any other financial benefit from the charity;
- unless the payment is permitted by sub-clause 3 of this article or authorised by the court or by the Commission.

In this article, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' / connected persons' benefits

- (3) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way;
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;
- (c) Subject to sub-clause (4) of this article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person;
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England base rate (also known as the base rate);
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public;
- (g) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense pursuant to article 5(12) and may receive an indemnity from the charity in the circumstances specified in article 43(1).

Payment for supply of goods only - controls

- (4) The charity and its directors may only rely upon the authority provided by sub-clause (3)(c) of this article if each of the following conditions is satisfied;
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be); and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity;
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a director or connected person. In reaching that decision the directors must balance the

advantage of contracting with a director or connected person against the disadvantages of doing so;

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of goods to the charity;

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;

(f) The reason for their decision is recorded by the directors in the minute book.;

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 23;.

(5) In sub-clauses (3) and (4) of this article 23 “charity” shall include any company in which the charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company;

(6) In this article 23, “connected person” includes any person within the definition in article 2.

Directors’ expenses

24. A director is entitled to receive reimbursement from the property of the charity of reasonable out-of-pocket expenses (including hotel and travel costs) actually and properly incurred by him when acting on behalf of the charity and in the discharge of his responsibilities in relation to the charity including but not limited to those expenses incurred in connection with his attendance at meetings of directors or committees of directors.

PART 3 - MEMBERS BECOMING AND CEASING TO BE A MEMBER

Register of members

25. The directors must keep a register of names and addresses of members.

Applications for membership

26(1) No person or organisation shall become a member of the charity unless—

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

(2) The first members shall be those persons who subscribe to the memorandum;

Termination of membership

27(1) A member may withdraw from membership of the charity by giving 7 days' notice to the charity in writing unless, after his resignation, there would be less than two members;

(2) Membership is not transferable;

(3) A person's membership terminates when that person dies or ceases to exist;

(4) A person's membership may be terminated by resolution of the directors on the ground that in their reasonable opinion the member's continued membership is harmful to the charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

28(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting;

(2) A person is able to exercise the right to vote at a general meeting when—

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

(b) 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;

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

(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;

(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.

Quorum for general meetings

29. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be whichever is greater, either 2 persons or 10% of the membership, present in person or by proxy and entitled to vote upon the business at the meeting.

Chairing general meetings

30(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so;

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present; or
- (b) (if no directors are present), the meeting,

must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting;

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Notice of general meetings and attendance and speaking by directors and non-members

31.(1) At least fourteen days notice must be given for any general meeting but if the meeting is called to pass a special resolution at least twenty one days notice must be given;

(2) Directors may attend and speak at general meetings in their capacity as directors or whether or not they are also members

(3) The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.

Adjournment

32(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it;

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment; or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner;

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting;

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the date, time and place to which it is adjourned or state that it is to continue at a date, time and place to be fixed by the directors; and
- (b) have regard to any directions as to the date, time and place of any adjournment which have been given by the meeting;

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the charity's general meetings is required to be given; and

(b) containing the same information which such notice is required to contain;

(6) No business may be transacted at a reconvened general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

33. 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. Each member shall have one vote.

Errors and disputes

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

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

35(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) 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;

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) 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;

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal;

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

36(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate;

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes;

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions;
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 37(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person;
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given;
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates;
- (4) 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.

Written resolutions

- 38(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date;
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement;
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

PART 4 - ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 39(1) Subject to the articles, anything sent or supplied by or to the charity under the articles 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 or to the charity;

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being;

(3) A director may agree with the charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

40 (1) Any common seal may only be used by the authority of the directors

(2) The directors may decide by what means and in what form any common seal is to be used;

(3) Unless otherwise decided by the directors, if the charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature;

(4) For the purposes of this article, an authorised person is—

(a) any director of the charity;

(b) the secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Accounts, Annual Report and Return, and Register of Charities

42(1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice;

(2) The directors must keep accounting records as required by the Companies Acts;

(3) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

(a) transmission of a copy of the statements of account to the Commission;

(b) preparation of an Annual Report and its transmission of a copy of it to the Commission;

(c) preparation of an Annual Return and its transmission to the Commission;

- (4) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

DIRECTORS' INDEMNITY

Indemnity

43(1) The charity [may][shall] indemnify a relevant director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006;

- (2) In this article a "relevant director" means any director or former director of the charity.

APPLICATION OF INCOME, PROPERTY AND ASSETS

Income and property

- 44. (1) all income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) in no circumstances shall any income or property of the charity belong to the members
- (3) a member may not receive directly or indirectly any benefit or payment from the charity save in the capacity of a beneficiary of the charity and save for reasonable and proper remuneration for any goods and services supplied to the charity.

Dissolution

- 45(1) If the charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied or transferred in one or more of the following ways:
 - (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects
 - (2) directly for the Objects or charitable purposes within, or similar to, the Objects
 - (3) in such other manner consistent with charitable status as the Commission approve in writing in advance.
- (2) In no circumstances shall the net assets of the charity be paid or distributed among the members of the charity;
- (3) A final report and statement of account must be sent to the Commission.