

Company No: 01735872

The Companies Acts 1985 to 2006

**Company Limited By Guarantee And
Not Having A Share Capital**

Memorandum

and

Articles of Association

of

Amnesty International United Kingdom Section

Incorporated on: 30 June 1983

As amended by Special Resolutions passed on: 29 April 1988
9 December 1989
20 September 1997
3 April 2004
9 April 2006
5 April 2009
12 January 2013
19 April 2015
10 April 2016
9 April 2017
8 April 2018
14 April 2019
10 October 2020
19 June 2021
25 June 2022
22 June 2024
5 July 2025

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Not Having A Share Capital**

Memorandum of Association

of

Amnesty International United Kingdom Section

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

Signatures, Names and Addresses of Subscribers

PATRICIA SCOTLAND
79 Sandwich House
Sandwich Street
London WC1
Chairperson of Amnesty International (British Section)

JOHN KENNETH MARTIN
9 Aldersley Avenue
Higher Blackley
Manchester
Vice Chairperson of Amnesty International (British Section)

DATED this 13th day of June 1983

WITNESS to the above Signatures:-

S.J. WOODLAND
33 Trevelyn Road
London SW16

Receptionist/Secretary

R.M. HOWARTH
25 Aldersley Avenue
Higher Blackley
Manchester M9 3NR
Linotype Operator

The Companies Acts 1985 to 2006

Company Limited By Guarantee And Not Having A Share Capital

Articles of Association

of

Amnesty International United Kingdom Section

1. Interpretation

1.1 In these Articles of Association the following terms shall have the following meanings:-

	<u>Term</u>	<u>Meaning</u>
1.1.1	“Act”	the Companies Acts (as defined in Section 2 of the Companies Act 2006);
1.1.2	“Activism Forum”	the Activism Representatives’ quarterly meetings held to discuss issues relevant to their work;
1.1.3	“Activism Representatives”	volunteers who are elected by Local Groups to support Local Group activities;
1.1.4	"Address"	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.1.5	“Affiliate Members”	organisations based in the UK which are not political parties, solidarity groups or single interest country groups and which have been admitted as Affiliate Members in accordance with these Articles;
1.1.6	“AGM”	annual general meeting;
1.1.7	“AGM Chair”	the person elected in accordance with Article 24 or any person who serves in that role for a general meeting;
1.1.8	“AIUK Director”	the member of staff who is the most senior paid employee of the Company;

1.1.9	“Amnesty International Statute”	The Statute of Amnesty International as amended by the 31st International Council, meeting in Berlin, Germany on 18 to 22 August 2013, as further amended and varied from time to time.
1.1.10	“Articles”	these Articles of Association of the Company;
1.1.11	“Board”	the Board of Directors of the Company;
1.1.12	“Chair”	the Chair of the Directors, elected in accordance with Article 45.6 or any person who serves in that role for a board meeting;
1.1.13	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.1.14	“the Company”	Amnesty International United Kingdom Section;
1.1.15	“Connected”	any person falling within one of the following categories: <ul style="list-style-type: none"> (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director which may 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 Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
1.1.16	“Co-Opted Directors”	Directors co-opted in accordance with Article 39;
1.1.17	“Company Secretary”	the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company, including a joint, assistant or deputy company secretary;
1.1.18	“Country Co-ordinator”	an individual who is an Individual Member, specializes in particular countries or regions and who is accorded the status of a country co-ordinator by the Board in accordance with such criteria as it sees fit;
1.1.19	“Declaration Date”	a date each year chosen by the Returning Officer;
1.1.20	“Delegate”	a person nominated by a Local, Student or Youth Group to attend and speak (but not vote) at any General Meeting

		of the Company;
1.1.21	“Director and Directors”	the director and directors as defined in the Act including an Elected and Co-opted Director;
1.1.22	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.1.23	“Elected Directors”	Directors elected in accordance with Article 38;
1.1.24	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.1.25	“Family Members”	Families who are residents of Great Britain, Northern Ireland the Channel Islands and the Isle of Man and families of British citizens who are resident abroad either temporarily or permanently provided that they are 14 or over who are admitted as family members in accordance with these Articles;
1.1.26	“Forum”	the bodies established in accordance with Article 46;
1.1.27	"General Meeting"	a general meeting of the Company (including a Hybrid meeting, where applicable);
1.1.28	“GM Technology”	technology (including without limitation an electronic platform or platforms) approved by the Board from time to time for the purposes of facilitating Hybrid Meetings (including, without limitation, website addresses and conference call systems);
1.1.29	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.1.30	“Hybrid Meeting”	as defined in Article 34;
1.1.31	“Hybrid Meeting Facilitators”	as defined in Article 34.5;
1.1.32	“Individual Members”	individuals who are residents of Great Britain, Northern Ireland, the Channel Islands and the Isle of Man and British citizens who are resident abroad either temporarily or permanently provided that they are 14 or over, who are admitted as Individual Members in accordance with these Articles;
1.1.33	“in writing”	written, printed or transmitted in writing including by electronic communication;

1.1.34	“Local Group”	groups of individuals who are recognised by the Company as Local Groups;
1.1.35	“Members”	individuals, families or organisations who are determined to be Members in accordance with these Articles excluding SOC Members when acting in that capacity;
1.1.36	“Nominations Sub-Committee”	the committee established in accordance with Article 28;
1.1.37	“Networks”	those organisations accorded the status of networks in accordance with Article 16;
1.1.38	“Office”	the registered office of the Company;
1.1.39	“place”	includes, without limitation, the GM Technology;
1.1.40	“Primary Venue”	as defined in Article 34.4(d);
1.1.41	“Proxy Notice”	has the meaning given in Article 31;
1.1.42	“Proxy Notification Address”	has the meaning given in Article 32;
1.1.43	“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 Office is located;
1.1.44	“Register”	the Register of Members of the Company;
1.1.45	“Representative”	a representative of a Family Member, Affiliate Member, Local, Student or Youth Group appointed in accordance with Article 11;
1.1.46	“Remote Participation”	as defined in Article 34.2;
1.1.47	“Returning Officer”	the individual appointed to such office by resolution of the Board;
1.1.48	“Rules”	those Rules proposed from time to time by the Directors and approved by the Members in accordance with Article 53;
1.1.49	“SOC”	Standing Orders Committee;
1.1.50	“SOC Member”	member of the SOC Committee;

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| 1.1.51 | “speak” | means communicate, in accordance with Article 33.1 (including, where applicable and without limitation, by Remote Participation). |
| 1.1.52 | “Student Groups” | groups of students which are recognized by the Company as Student Groups and which are organised within universities, higher education and further education colleges; |
| 1.1.53 | “Treasurer” | the treasurer of the Company elected in accordance with Article 45.8; |
| 1.1.54 | “Vice Chairs” | the Vice Chairs of the Directors elected in accordance with Article 45.6; |
| 1.1.55 | “Youth Group” | groups of young people which are recognised by the Company as Youth Groups and which are organised within schools, youth clubs or otherwise. |
- 1.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Company.
- 1.3 “person” includes a body of persons, corporate or unincorporated.

Name

2. The name of the company is Amnesty International United Kingdom Section. In the company's Articles of Association it is called the "Company".

Registered Office

3. The registered office of the Company is situated in England.

Objects

4. The objects of the Company are those set out in the Amnesty International Statute as amended from time to time.

Powers

5. To further its objects the Company may
 - 5.1 provide and assist in the provision of money, materials or other help;
 - 5.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
 - 5.3 publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
 - 5.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
 - 5.5 provide or procure the provision of counselling and guidance;
 - 5.6 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 development and implementation of appropriate policies;
 - 5.7 acquire any real or personal property and any rights or privileges and construct and maintain alter and equip any buildings;
 - 5.8 deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
 - 5.9 borrow or raise and secure the payment of money;
 - 5.10 invest the Company's money not immediately required for its objects in or upon any investments, securities or property;
 - 5.11 delegate the management of investments to a financial expert provided that:
 - 5.11.1 the financial expert is an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
 - 5.11.2 the investment policy is set down in writing for the financial expert by the Directors;

- 5.11.3 every transaction is reported promptly to the Directors;
- 5.11.4 the performance of the investments is reviewed regularly by the Directors;
- 5.11.5 the Directors are entitled to cancel the delegation arrangement at any time;
- 5.11.6 the investment policy and the delegation arrangements are reviewed at least once a year;
- 5.11.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;
- 5.11.8 the financial expert may not do anything outside the powers of the Directors;
- 5.12 arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.13 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;
- 5.14 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;
- 5.15 raise funds by way of subscription, donation or otherwise;
- 5.16 trade in the course of carrying out the objects of the Company and carry on any other trade;
- 5.17 incorporate subsidiary companies to carry on any trade;
- 5.18 subject to Article 6 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 5.19 establish and support or aid in the establishment and support of any other organizations and subscribe, lend or guarantee money or property;
- 5.20 amalgamate or co-operate with any organisation having objects wholly or in part similar to those of the Company;
- 5.21 acquire or undertake all or any of the property, liabilities and engagements of organisations with which the Company may co-operate or federate;
- 5.22 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 5.23 provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default,

breach or trust or breach of duty of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Company; and

5.24 do all such other lawful things as shall further the Company's objects.

Limitation on private benefits

6. Limitation

6.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

Permitted benefits to members

6.2 No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Company. This shall not prevent any payment in good faith by the Company of:

- 6.2.1 any payments made to any Member in their capacity as a beneficiary of the Company;
- 6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Company (including services performed by the Member under a contract of employment with the Company), provided that if such member is a Director or Connected person Articles 6.3 and 6.4 shall apply;
- 6.2.3 interest at a reasonable and proper rate on money lent by any Member to the Company;
- 6.2.4 any reasonable and proper rent for premises let by any Member to the Company; and
- 6.2.5 any payments to a Member who is also a Director or Connected person which are permitted under Articles 6.3 and 6.4.

Permitted benefits to Directors and Connected persons

6.3 No Director may:

- 6.3.1 sell goods, services or any interest in land to the Company;
 - 6.3.2 be employed by, or receive any remuneration from, the Company; or
 - 6.3.3 receive any other financial benefit from the Company;
- unless the payment is permitted by Article 6.4.

6.4 A Director may receive the following benefits from the Company:

- 6.4.1 a Director or person Connected to a Director may receive a benefit from the Company in their capacity as a beneficiary of the Company;
 - 6.4.2 a Director or person Connected to a Director may be reimbursed by the Company for, or may pay out of the Company's property, reasonable expenses properly incurred by them when acting on behalf of the Company;
 - 6.4.3 where this is explicitly authorised by a decision of the Board (excluding any Director(s) Connected to the person who may benefit), a person Connected to a Director may be paid reasonable and proper remuneration by the Company for any goods or services supplied to the Company (including services performed by the Connected person under a contract of employment with the Company) on the instructions of the Directors;
 - 6.4.4 a Director or person Connected to a Director may receive interest at a reasonable and proper rate on money lent to the Company;
 - 6.4.5 a Director or person Connected to a Director may receive reasonable and proper rent for premises let to the Company;
 - 6.4.6 the Company may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.23; and
 - 6.4.7 a Director or other officer of the Company may receive payment under an indemnity from the Company in accordance with the indemnity provisions set out at Article 51;
- provided that where benefits are conferred under Article 6.4, the Company's policies on conflicts of interest must be complied with by the relevant Director in relation to any decisions regarding the benefit.

Limited liability

- 7. The liability of the Members is limited.
- 8. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

MEMBERSHIP

9. Members

9.1 Such persons as are admitted as Members in accordance with these Articles shall be the Members.

9.2 Members shall fall within one of the following categories;

9.2.1 Individual Members;

9.2.2 Family Members;

9.2.3 Affiliate Members;

9.2.4 Local Groups;

9.2.5 Student Groups;

9.2.6 Youth Groups.

10. Admission to Membership

10.1 The Board shall consider (or shall adopt procedures by which the Company shall consider) the application of any individual, family or organisation to become a Member and such individual, family or organisation may then be appointed as Members in their appropriate class, as the Board thinks fit provided that where a Family Member, Affiliate Member, Local, Student or Youth Group has not confirmed to the Company Secretary that it is a legal entity capable of being a Member of the Company its Representative shall be admitted as a Member on its behalf.

10.2 The Board may in its absolute discretion decline to accept any person as a Member and need not give reasons for so doing.

10.3 The Board may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Members.

11. Representatives

11.1 An Affiliate Member, Family Member or Local, Student or Youth Group may nominate a Representative to act on their behalf, in accordance with such procedures as may be set out in the Rules.

12. Register

12.1 The AIUK Director shall maintain the Register and shall provide the Company Secretary or Returning Officer with such Register upon request.

12.2 The Register shall list the names and all other details required by the Act of all Members.

- 12.3 For the avoidance of doubt where a Representative is listed as a Member in the Register the organisation or family of which they are a Representative shall also be noted.

13. Delegates

- 13.1 Each Affiliate Member, Local, Student and Youth Group shall be entitled to send the same number of Delegates as it has votes to attend any General Meeting of the Company.
- 13.2 Such Delegates may attend and speak but not vote at any General Meeting of the Company.

14. Cessation of Membership

Membership shall not be transferable and a Member shall cease to be a Member:-

- 14.1 if the Member, being an individual, dies;
- 14.2 if the Member is a Representative on behalf of an Affiliate Member, Local, Student or Youth Group, and the Affiliate Member, Local, Student or Youth Group ceases to exist (for the avoidance of doubt, if an individual is both a Representative and an Individual Member, this provision will not operate to terminate their status as an Individual Member);
- 14.3 if the Member is a corporate body and it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation or has an administrator or receiver or administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
- 14.4 in the case of an Affiliate Member, Local, Student or Youth Group on the expiry of at least three months' written notice to the Company of its intention to withdraw;
- 14.5 in the case of an Individual Member or Family Member on the expiry of at least one month's written notice to the Company of their intention to withdraw;
- 14.6 if any subscription or other sum payable by the Member to the Company is not paid on the due date and remains unpaid seven days after notice served on the Member by the Company informing it that they will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on their paying such reasonable sum as the Directors may determine;
- 14.7 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed by a two thirds majority of the Directors present and voting resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given at least 28 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A Member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by them but shall have the right of appeal against such resolution in accordance with Article 17.3.

15. Subscriptions

15.1 The Directors may in their discretion levy subscriptions on all Members at such rates as they shall decide and may charge different rates to different categories of Members.

15.2 Individuals who choose to make a donation to Amnesty International United Kingdom Section Charitable Trust at least equal to the full current annual subscription rate for Individual Members may be admitted by the Directors as Individual Members for no further fee.

16. Networks

16.1 The Board may accord the status of “Networks” to any group of Members brought together for a particular purpose in accordance with such criteria as it sees fit.

17. Members’ and Directors’ Appeals Committee

17.1 There shall be a Members’ and Directors’ Appeals Committee consisting of at least three Individual Members who must not be current Directors. The Members’ and Directors’ Appeals Committee shall be elected by the Members at the AGM from nominations received in accordance with a timetable announced by the Returning Officer. The terms of office of a Members’ and Directors’ Appeals Committee member shall be from the AGM at which they were elected until the end of the third AGM after such election.

17.2 In the event of a casual vacancy in the Members’ and Directors’ Appeals Committee the Members shall elect a replacement at the next AGM whose term of office shall be from that AGM until the end of the AGM at which the person they were replacing would have resigned.

17.3 The Members’ and Directors’ Appeals Committee shall consider any appeal made by any individual who has ceased to be a Member by virtue of a resolution of the Board under Article 14.7 or who has ceased to be a Director by virtue of a resolution of the Board under Article 40.1.10.

17.4 The decision of the Members’ and Directors’ Appeals Committee shall be final.

GENERAL MEETINGS

18. Annual General Meeting

- 18.1 The Company shall hold an AGM once in each calendar year. Not more than 15 months shall pass between the date of one AGM and the next. It shall be held at such time and place(s) (subject to Articles 33-34) as the Directors, in consultation with the AIUK Director, shall think fit.

19. Extraordinary General Meetings

- 19.1 The Directors may call an extraordinary General Meeting at any time. The Directors shall call an extraordinary General Meeting on receiving a requisition to that effect, signed by at least 100 Members (a) each of whom shall have been a member of the Company during the year preceding the date of the requisition, or whose signature is endorsed by a Local Group, Student Group or Youth Group (and provided that no such group may endorse more than one signature) and (b) at least 5 of whom shall be Local Groups, Youth Groups or Student Groups (including the form of any proposed resolution).

20. Length of Notice

- 20.1 The Directors may call an extraordinary General Meeting on at least 14 clear days' written notice, for the passing of ordinary resolutions, in urgent circumstances (as are reasonably determined by the Directors).
- 20.2 Subject to Article 20.1, an AGM and any extraordinary General Meeting shall be called by at least 45 clear days' written notice.

21. Contents of Notice

- 21.1 Every notice calling a General Meeting shall specify:
- 21.1.1 the date and time of the meeting;
 - 21.1.2 the general nature of the business to be transacted; and
 - 21.1.3 the place where the meeting is to be held (subject to Articles 33-34).
- 21.2 In the case of an AGM, the notice shall in addition specify the meeting as such.
- 21.3 If a special resolution is to be proposed, the notice shall contain a statement to that effect.
- 21.4 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of the Company.

22. Service of Notice

- 22.1 Notice of General Meetings shall be given to every Member, the Directors and to the auditors of the Company.

23. **Quorum**

- 23.1 No business shall be transacted at any meeting, unless the AGM Chair determines that a quorum is present at the time when the meeting proceeds to business.
- 23.2 For the purposes of Article 23.1, one hundred Members present in person, by their Representative or proxy (and including, where applicable and without limitation, those attending by Remote Participation) shall be a quorum.
- 23.3 There shall be no requirement to assess quorum at a General Meeting except in accordance with Article 23.1 or as required by law.
- 23.4 If the quorum requirement has not been met within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such time and place(s) (subject to Articles 33-34) as the Directors may determine and if at the adjourned meeting the quorum requirement has not been met within half an hour from the time appointed for the meeting the Members present shall be a quorum.

24. **AGM Chair**

- 24.1 Unless otherwise resolved by the Company the AGM Chair shall preside as chair at the AGM and any Extraordinary General Meeting.
- 24.2 The AGM Chair shall be a person elected to such office at the preceding AGM from nominations received by the Returning Officer in accordance with a timetable announced by the Returning Officer.
- 24.3 The AGM Chair shall hold office from the end of the AGM at which they were elected until the end of the following AGM.
- 24.4 A person may be re-elected to the office of AGM Chair save that any person who has held the office of AGM Chair for 3 consecutive AGMs shall not be eligible to be AGM Chair for a further consecutive term.
- 24.5 In the event of there arising a casual vacancy in the office of AGM Chair the candidate (if any) receiving the highest number of votes at the preceding AGM without being elected shall fill the vacancy save that if there is no such person the Chair shall fill the vacancy.
- 24.6 If neither the AGM Chair nor the Chair be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, they shall preside at the meeting as chair.
- 24.7 If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to preside as chair of the meeting.

25. **Adjournment**

- 25.1 The AGM Chair may, with the consent of a meeting at which the quorum requirement has been satisfied (and shall if so directed by such a meeting), adjourn the meeting

from time to time and from place(s) to place(s) (subject to Articles 33-34), but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

25.2 In addition:

25.2.1 in the event of technical failure, security issues or similar disruption, or as is otherwise necessary to facilitate the proper conduct of the business of the meeting; and

25.2.2 where the AGM Chair has first considered and taken appropriate measures to curtail or cease Remote Participation at the Hybrid Meeting in accordance with Article 34.8(d);

25.2.3 the AGM Chair may in extremis adjourn a Hybrid Meeting from time to time and from places(s) to place(s) (subject to Article 34), in their discretion. All business conducted at that Hybrid Meeting up to the time of that adjournment shall be valid.

25.3 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given, including:

25.3.1 the date and time of the meeting;

25.3.2 the general nature of the business to be transacted; and

25.3.3 the place(s) where the adjourned meeting is to be held (subject to Articles 33-34).

25.4 Otherwise it shall not be necessary to give any such notice.

26. **Business at the AGM**

26.1 The order of business at the AGM or any extraordinary General Meeting shall be at the discretion of the AGM Chair who shall have the right to amalgamate resolutions or amendments with the consent of the proposers or in accordance with Articles 33-34, but subject to the limitations imposed by the Act.

26.2 Resolutions to be proposed at General Meetings shall either be proposed by the Board or by Members, being:

26.2.1 An Individual Member or Family Member, with the support of either:

(a) Five other Individual Members or Family Members (or a combination thereof); or

(b) A Youth Group, Local Group, Student Group or Affiliate Member.

26.2.2 A Youth Group, Local Group, Student Group or Affiliate Member.

All resolutions so proposed (together with the names of the relevant Member(s) shall be in writing and received by the Company Secretary at least 120 days before the date of the meeting. Formal notice of all resolutions shall be given in accordance with Articles 20, 21, 22 and (where applicable) 34.

- 26.3 The Board shall present to the AGM:
- 26.3.1 a report from the Directors for the previous year;
 - 26.3.2 accounts of the Company's previous financial year;
 - 26.3.3 the most recent audited accounts;
 - 26.3.4 budget estimates for the Company for the current and ensuing financial periods for ratification.
 - 26.3.5 details of nominations of Directors.

27. **Standing Orders**

- 27.1 The standing orders, in accordance with which the business of a General Meeting shall be conducted, shall be those which applied at the previous General Meeting and such standing orders shall continue in effect until new standing orders are adopted by the Company in General Meeting.
- 27.2 There shall be a SOC consisting of three Individual Members who are not Directors who have been elected in accordance with Article 27.6 below.
- 27.3 The SOC shall appoint a chairperson from the SOC Members and the secretary of the SOC shall be a member of staff of the Company nominated by the AIUK Director.
- 27.4 The Chair and the AIUK Director shall have the right to attend and speak but not vote at meeting of the SOC.
- 27.5 The quorum for meeting of the SOC shall be two SOC Members.
- 27.6 The SOC Members shall be elected by the Members at the AGM from nominations received in accordance with a timetable announced by the Returning Officer.
- 27.7 In the event of a casual vacancy in the SOC the person (if any) receiving the highest number of votes at the last AGM without being elected shall be appointed by the SOC Members to fill the vacancy; if there is no such person the remaining SOC Members may appoint any Member to fill the vacancy.

28. **Nominations Sub-Committee**

- 28.1 There shall be a Nominations Sub-Committee consisting of at least three Directors or Individual Members appointed by the Board.
- 28.2 The Nominations Sub-Committee shall provide an annual written report for the Members recommending the skills and experience it believes should be sought in the election of Directors.

29. **Voting**

- 29.1 A resolution put to the vote of a General Meeting shall be decided by a poll, unless the AGM Chair decides that it should be decided on a show of hands.

- 29.2 If the AGM Chair decides that it should be decided on a show of hands, a poll may nonetheless be demanded:
- 29.2.1 in advance of the General Meeting where it is to be put to the vote; or
- 29.2.2 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.
- 29.3 A poll may be demanded by:
- 29.3.1 the chair of the meeting;
- 29.3.2 the Directors; or
- 29.3.3 such persons who, by virtue of the Act, have the right to demand a poll.
- 29.4 A demand for a poll may be withdrawn if:
- 29.4.1 the poll has not yet been taken; and
- 29.4.2 the chair of the meeting consents to the withdrawal.
- 29.5 On a vote on a resolution which is carried out by poll, each Member present in person or (where applicable) by its Representative or proxy (and including, where applicable and without limitation, those attending by Remote Participation) shall be entitled to vote at General Meetings or on a ballot as follows:-
- | | | |
|--------|-------------------|------------|
| 29.5.1 | Individual Member | One vote; |
| 29.5.2 | Family Member | One vote; |
| 29.5.3 | Affiliate Member | Ten votes; |
| 29.5.4 | Local Group | Ten votes; |
| 29.5.5 | Student Group | Ten votes; |
| 29.5.6 | Youth Group | Ten votes. |
- 29.6 A resolution in writing executed by or on behalf of each Member shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Members. The date of a written resolution shall be the date on which the last Member signs. Copies of all proposed written resolutions shall be sent to the Directors and the Company's auditor before being passed.
30. **Errors and disputes**
- 30.1 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.

- 30.2 Any such objection must be referred to the chair of the meeting whose decision is final.
- 30.3 A declaration by the AGM Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 30.4 In the case of an equality of votes the AGM Chair shall be entitled to a casting vote in addition to any other vote they may have.
- 30.5 The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

31. **Proxy Voting**

Power to appoint

- 31.1 A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

- 31.2 Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:
- 31.2.1 states the name and address of the Member appointing the proxy;
 - 31.2.2 identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;
 - 31.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 31.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of General Meeting to which they relate.
- 31.3 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 31.3.1 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
 - 31.3.2 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.

32. **Delivery of Proxy Notices**

- 32.1 The Proxy Notification Address in relation to any General Meeting is:

- 32.1.1 the registered office of the Company; or
- 32.1.2 any other Address or Addresses specified by the Company as an Address at which the Company 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
- 32.1.3 any electronic Address falling within the scope of Article 32.2.
- 32.2 If the Company gives an electronic Address:
 - 32.2.1 in a notice calling a meeting;
 - 32.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 32.2.3 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 32.2, 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.

Attendance of member

- 32.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 32.4 Subject to Articles 32.5 and 32.6, 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.
- 32.5 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.
- 32.6 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:
 - 32.6.1 received in accordance with Article 32.4; or
 - 32.6.2 given to the chair, Company Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 32.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 32.

Revocation

- 32.8 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.
- 32.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 32.9.1 the start of the meeting or adjourned meeting to which it relates; or
- 32.9.2 (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

- 32.10 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.

33. Attending and speaking at General Meetings

- 33.1 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.
- 33.2 A person is able to exercise the right to vote at a General Meeting when:
- 33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 33.2.2 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.
- 33.3 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, including (without limitation) holding a Hybrid Meeting in accordance with Article 34.
- 33.4 In determining attendance at a General Meeting (including whether a person is 'present', 'present in person' or similar terms), it is immaterial whether any two or more members attending it are in the same place as each other.
- 33.5 Two or more persons who are not in the same place as each other attend (and are present at) a General Meeting if their circumstances are such that if they have (or were to have) rights to participate, speak and vote at that meeting, they are (or would be) able to exercise them.

34. **Hybrid Meetings**

General

34.1 In exercise of their discretion under Article 33.3, and considering the availability of appropriate technology and resources, the Board may determine that a General Meeting (or any part thereof, or any adjournment thereof) is a Hybrid Meeting.

34.2 In a Hybrid Meeting:

- (a) Members will be able to participate in-person, by proxy or (where applicable) by Representative, as set out elsewhere in these Articles;
- (b) Additionally, Members may be able to attend the meeting remotely using the GM Technology, subject to the limitations in this Article (“**Remote Participation**”).

34.3 In relation to the conduct of a Hybrid Meeting, this Article prevails over the rest of these Articles of Association to the extent that the two are inconsistent.

Notice: additional requirements

34.4 Where a meeting (or part of a meeting, or an adjourned meeting) is a Hybrid Meeting, the notice of General Meeting issued pursuant to Article 21 (or any notice of adjourned General Meeting issued pursuant to the Articles) will state:

- (a) that the meeting, or part of a meeting, is a Hybrid Meeting;
- (b) a description of the means by which the Board intends to facilitate Remote Participation, it being noted that the Board may subsequently alter these means if it appears to it that such change is necessary in the interests of the effective conduct of the meeting (such as in the case of technical or security failure by a provider);
- (c) a summary of the information set out at Article 34.8; and
- (d) the primary place where individuals are invited to participate in-person (the “**Primary Venue**”).

34.5 The AGM Chair may be assisted by individuals appointed for the purpose of assisting the AGM Chair in the discharge of their duties at a Hybrid Meeting (each a “**Hybrid Meeting Facilitator**”).

Participation

34.6 In advance of the Hybrid Meeting, the Board may make arrangements to notify Members how they may access the GM Technology (such as a web address, number, password and/or access code).

34.7 Subject to Article 34.8, during the meeting:

- (a) The GM Technology may, insofar as practicable, allow Members using Remote Participation to see and hear proceedings occurring at the Primary Venue;
- (b) At the discretion of the Board and at the invitation of the AGM Chair, Members using Remote Participation may be able to submit comments and questions through the GM Technology. These comments and questions may be broadcast at the Primary Venue (for example, on a screen or speakers or read out by the AGM Chair), and may be amended at the discretion of the AGM Chair / Hybrid Meeting Facilitator - for example, by being combined with similar submissions, sorted thematically, shortened, and/or summarised.
- (c) The GM Technology may, insofar as practicable (and expressly noting, without limitation, that voting may not be possible on all procedural motions), facilitate electronic voting on resolutions.

34.8 ***Practical and technical considerations***

The AGM Chair may in their discretion curtail Remote Participation in the Hybrid Meeting (including limiting the number of comments or questions on a motion) where, in their view, this is necessary or expedient:

- (a) For the efficient conduct of the meeting (e.g. keeping the meeting to time);
- (b) In consideration of the Company's resources;
- (c) Because, in the view of the AGM Chair or a Hybrid Meeting Facilitator, a particular message is illegal or breaches the Rules or Standing Orders; or
- (d) For technical reasons (including, without limitation, in order to validly identify Members). For the avoidance of doubt, in the event of technical failure, security issues or other disruption, there is no requirement to adjourn the meeting, and the AGM Chair may terminate the Remote Participation, and may validly continue with the business of the meeting (including voting) at the Primary Venue alone.

34.9 Further procedural detail in relation to the use of Hybrid Meetings may, without limitation, be set out in Standing Orders or in the Rules.

DIRECTORS

35. Number of Directors

- 35.1 Unless otherwise decided by ordinary resolution, the maximum number of Directors shall be 15 and the minimum shall be six.

36. Composition of Board

In the normal course of business the Board shall comprise:

- 36.1 Up to 12 Elected Directors of which two shall be persons nominated by Local Groups, two shall be persons nominated by Networks, one shall be a Country Co-Ordinator, one shall be aged between 16 to 17 years on the Declaration Date and one shall be aged between 18 to 23 years on the Declaration Date provided always that no person may fill a place in more than one capacity;

- 36.2 Up to 3 Co-opted Directors.

37. Pre Requisites of Directors

No person may be elected or co-opted as a Director;

- 37.1 unless they have attained the age of 16 years; or
- 37.2 in circumstances such that, had they already been a Director, they would have been disqualified from acting under the provisions of Article 40; or
- 37.3 subject to Article 39.2, unless they have been an Individual Member for at least six months immediately before the deadline for nominating Elected Directors; or
- 37.4 if they hold (or have held in the previous two years) a position of paid employment or as a registered volunteer office worker with the Company or with any subsidiary company or associated charitable trust; or
- 37.5 if they have previously retired (and not been immediately re-appointed or re-elected in accordance with the other provisions in the Articles) or have ceased to be a Director for any other reason, and have not taken a break of three years.

38. Election and Retirement of Elected Directors

- 38.1 Each Elected Director shall automatically retire on the third Declaration Date following the commencement of their term.
- 38.2 Each Elected Director retiring automatically shall be entitled to be re-elected in accordance with these Articles provided that no Director shall serve for more than six consecutive years without a break of at least three years, unless they are Chair or Vice-Chair.
- 38.3 If the retirement of an Elected Director causes the number of Directors to fall below that set in Articles 35 and 36 then the retiring Director shall remain in office until a new appointment is made.

- 38.4 Elected Directors shall be elected on an annual basis by postal or electronic ballot or such other methods as may be determined by the Members in accordance with this Article 38.
- 38.5 At least 90 days before the Declaration Date the Returning Officer shall notify all Members of the Declaration Date and shall advise the Members which Elected Directors are retiring and invite nominations for the post of Elected Directors.
- 38.6 Nominations for candidates as Elected Directors shall be received by the Returning Officer at the Office (or, if the Directors determine that it may be by electronic means, to an address prescribed by the Directors) at least 72 days before the Declaration Date. Nominations must be in writing executed by the proposer in such form as the Returning Officer may prescribe.
- 38.7 Each proposer (including an Elected Director retiring by rotation) must supply to the Returning Officer:
- 38.7.1 information as determined by the Directors, including the name, address, date of birth, nationality, occupation and details of any directorships of the candidate;
- 38.7.2 the category of Elected Director for which the nomination is made;
- 38.7.3 consent in writing of the candidate.
- 38.8 Nominations for Elected Directors must be made by Members entitled to at least 10 votes in accordance with Article 29.5 who have been Members for at least six months immediately before the deadline for nominating Elected Directors.
- 38.9 Nominations for Elected Directors who are nominated by Local Groups shall be nominated by a Local Group.
- 38.10 Nominations for Elected Directors who are nominated by Networks shall be nominated by a Network.
- 38.11 The name of each candidate and the category of Director for which they have been nominated shall be dispatched to each Member at least 49 days before the Declaration Date together with the ballot papers which shall be in such form as the Returning Officer may prescribe. The ballot papers completed in writing must be returned to the Office (or, if the Directors determine that it may be by electronic means, to an address prescribed by the Directors) by at least 21 days before the Declaration Date.
- 38.12 Any Member may appoint any other Individual Member to complete their ballot paper at their absolute discretion provided that they communicate in writing such appointment to the Returning Officer using such form as the Returning Officer may prescribe.
- 38.13 A dead heat in a postal or electronic ballot shall be resolved first by agreement between the candidates and failing that, by lot. Voting shall be by plurality at-large vote. The results of the election shall be announced on the Declaration Date and the ruling of the Returning Officer with regard to the results shall be final.
- 38.14 Elected Directors shall commence their period of office on the Declaration Date.

- 38.15 If a vacancy arises in the office of Elected Director during a year no election shall be held to fill the vacancy until the next election held in accordance with these Articles.
- 38.16 Subject to the above Articles, the Company may by ordinary resolution appoint a person who is willing to act to be an Elected Director to fill a vacancy and may also decide the rotation in which any additional Directors are to retire.
- 38.17 During the period from the date of the adoption of these Articles until the first Declaration Date the Directors of the Company shall be those persons elected and/or appointed (from time to time) as members of the Board.
- 38.18 Subject to the approval of the Directors, the Returning Officer shall prescribe such guidelines as may be necessary for the fair and open election of Directors.

39. Co-opted Directors and Appointment of Directors

- 39.1 The Directors may co-opt up to three persons who are willing to act to be Co-opted Directors.
- 39.2 A Co-opted Director need not be an Individual Member at the time of their co-option but if not a Member they shall apply for such membership within one month of their co-option.
- 39.3 Subject to Article 40, the Directors shall determine the length of time that a Co-opted Director shall hold office. No Co-opted Director shall serve for more than six consecutive years, unless they are Treasurer.
- 39.4 The Directors may appoint a person who is willing to act to be a Director to fill a vacancy provided that the appointment does not cause the number of Directors to exceed 15. The Director so appointed shall hold office only until the next Declaration Date. If not re-appointed they shall vacate office at the end of the next Declaration Date. Time spent holding office between the date of appointment and the next Declaration Date by a Director appointed to fill a vacancy under this Article shall not be taken into account in determining their maximum term of office in Articles 38.3, 40.1.7 and 45.7.

40. Disqualification and removal of Directors

- 40.1 The office of a Director shall be vacated if:-
- 40.1.1 the members pass an ordinary resolution that they be removed from office; or
- 40.1.2 being an Elected Director they retire in accordance with Article 38 and are not re-elected; or
- 40.1.3 they cease to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director; or
- 40.1.4 they become bankrupt or make any arrangement or composition with their creditors generally; or

- 40.1.5 the Directors reasonably believe they have become physically or mentally incapable of managing their own affairs and the Directors resolve that they be removed from office;
- 40.1.6 they resign their office by notice to the Company (but only if at least six Directors will remain in office when the notice of resignation is to take effect); or
- 40.1.7 notwithstanding the other provisions in these Articles (but subject to Article 38.4 and Article 37.5), they have served as a Director for nine consecutive years;
- 40.1.8 not being a Co-opted Director, they cease to be an Individual Member; or
- 40.1.9 they fail to attend three consecutive meetings of the Board without good cause, as determined by a majority of the Directors; or
- 40.1.10 they engage in an act of serious misconduct or otherwise bring the Company into disrepute and the Board passes a resolution, by a majority of at least two-thirds, that they be removed from office (for the avoidance of doubt a Director removed from office under this Article shall be entitled to appeal to the Members' and Directors' Appeals Committee); or
- 40.1.11 being a Country Co-ordinator elected as an Elected Director as a result of that position, they cease to be a Country Co-ordinator.

41. Powers of Directors

- 41.1 Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles or special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made.
- 41.2 The continuing Directors or a sole continuing Director may act despite any vacancies in their number but 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:
 - 41.2.1 to appoint further Directors; or
 - 41.2.2 to enable the Members to appoint further Directors.
- 41.3 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
- 41.4 Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit.

42. Delegation of Directors' powers

- 42.1 The Directors may by power of attorney or otherwise appoint any person to be the agent of Company for such purposes and on such conditions as they determine.

42.2 The Directors may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

43. Delegations to committees

43.1 In the case of delegation of powers to committees:

43.1.1 The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

43.1.2 The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;

43.1.3 The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary for that purpose;

43.1.4 All delegations under this Article shall be revocable at any time;

43.1.5 The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and

43.1.6 No committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors or where otherwise authorised by the Directors.

43.2 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

44. Delegations of day to day management powers

44.1 In the case of delegation of the day to day management of the Company to the AIUK Director the delegated power shall be to manage the Company by implementing the policy and strategy adopted and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget.

44.2 The Directors shall provide the AIUK Director with a description of their role and the extent of their authority.

44.3 The AIUK Director shall report regularly to the Directors on the activities undertaken in managing the Company and in particular provide them regularly with management accounts sufficient to explain the financial position of the Company.

45. Proceedings of Directors

- 45.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 45.2 The Board shall meet at least four times each year.
- 45.3 The Chair may admit persons (whether Members or not) to attend and speak at Board meetings.
- 45.4 The AIUK Director, senior staff of the Company, one representative chosen by the office staff and registered volunteer office workers shall if possible, attend Board Meetings but shall absent themselves for business in which they are personally interested or if requested by the Chair.
- 45.5 The quorum for the transaction of the business of the Directors shall be six Directors.
- 45.6 The Directors shall elect from among the Elected Directors:
 - 45.6.1 the Chair, who shall serve until the first Board meeting after the third Declaration Date after their appointment;
 - 45.6.2 two Vice-Chairs, who shall serve until the first Board meeting after the third Declaration Date after their appointment.
- 45.7 Each Chair or Vice-Chair may be re-elected to a second consecutive term, but must then not be elected to such role for three years. For the avoidance of doubt, the Chair or Vice-Chairs may serve as a Director for up to a total of nine years, as appropriate.
- 45.8 The Directors shall elect the Treasurer from among their number and they shall serve until the first Board meeting after the third Declaration Date after their appointment. For the avoidance of doubt, if the Treasurer is a Co-opted Director they may remain a Director and complete their term as Treasurer, notwithstanding the provisions of Article 39.3.
- 45.9 In the event that the office of Treasurer is vacant a person shall be co-opted by the Board to that office to serve for the remainder of the term or such lesser period as the Board may decide.
- 45.10 Unless they are unwilling to do so, the Chair shall preside at every meeting of Directors at which they are present. If there is no Chair or if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, one of the Vice Chairs shall preside and failing them the Directors present may appoint one of their number to be Chair for the meeting.
- 45.11 A meeting of the Directors may be held either in person or by suitable electronic means agreed between the Directors in which all participants may communicate simultaneously with all other participants.
- 45.12 The decisions of the Directors save as otherwise herein provided shall be by a simple majority of those present and voting, the person presiding having a second or casting vote.

- 45.13 The Directors may, in the circumstances outlined in these Articles 45.13 to 45.16, make a decision by a majority without holding a Directors' meeting.
- 45.14 If:
- 45.14.1 a Director has become aware of a matter on which the Directors need to take a decision;
 - 45.14.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision to be taken;
 - 45.14.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - 45.14.4 a majority of the Directors who are entitled to take part in the decision vote in favour of a particular decision on that matter;
- a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.
- 45.15 Directors participating in the taking of a decision by a majority otherwise than at a Directors' meeting in accordance with these Articles 45.13 to 45.16:
- 45.15.1 may be in different places, and may participate at different times; and
 - 45.15.2 may communicate with each other by any means.
- 45.16 The Chair, or such other Director as shall be appointed by the Directors, shall be the chair of the process of decision-making in accordance with these Articles 45.13 to 45.16. The process shall include:
- 45.16.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;
 - 45.16.2 the nomination of a person to whom all Directors' votes must be communicated;
 - 45.16.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - 45.16.4 the nominated person must prepare a minute of the decision in accordance with Article 48.

46. **Forum**

- 46.1 The Board shall establish the following three Forums:
- 46.1.1 an Activism Forum consisting of Activism Representatives;
 - 46.1.2 an network forum consisting of at least one representative for each Network;

- 46.1.3 a country co-ordinators' Forum consisting of all the Company's country co-ordinators.
- 46.2 Each Forum shall be entitled to:
 - 46.2.1 receive and consider reports and information from the Board on issues pertaining to its legitimate interests and concerns;
 - 46.2.2 monitor and review the activities and decisions of the Board and make recommendations to the Board;
 - 46.2.3 co-operate and liaise with the Board in matters of mutual concern.
- 46.3 The Board or the Forums shall prescribe terms of reference for the election or appointment without election of members of each Forum and in the event of conflict between the Board and the Forums' prescription the terms of reference of the Forum shall take precedence.

GENERAL

47. Company secretary

- 47.1 Subject to the provisions of the Act, a company secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

48. Minutes

- 48.1 The Directors shall cause minutes to be made in books kept for the purpose:-

- 48.1.1 of all appointments of officers made by the Directors;
- 48.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 48.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall, as against any Member or Director be sufficient evidence of the proceedings.

49. Accounts and Reports

- 49.1 The Company may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by the Members but subject thereto the statutory books and accounting records shall be open to inspection by the Members during usual business hours.

- 49.2 The Directors shall comply with the requirements of the Act (or any statutory re-enactment or modification of that Act) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of:

- 49.2.1 annual reports and accounts;

- 49.2.2 annual returns.

50. Notices

- 50.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

- 50.2 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address, by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by them.

50.3 A Member present, either in person or by their Representative or by proxy (and including, where applicable and without limitation, those attending by Remote Participation), at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

50.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

51. Indemnity

51.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company or member of any committee or working group of the Directors shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

52. Alteration of Articles

52.1 These Articles may be altered by a special resolution of the Members passed in accordance with the requirements of the Act.

53. Rules

53.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. The Rules made under this Article from time to time shall be approved by the Members (such approval in such manner and form as reasonably determined by the Directors) and following this, shall be binding on all Members of the Company. No Rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

54. Exclusion of model articles

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

55. Winding up

55.1 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to Amnesty International Limited as constituted at that time to be disposed of by decision of the then International Board (or such other name as may be given to that body in the future) of Amnesty International or failing such decision to some

other institution or by institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or virtue of Article 6 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other object.