

Company No. [07000752]

**The Companies Act 1985**

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A PRIVATE COMPANY LIMITED BY GUARANTEE

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**Memorandum and Articles of Association**

**of**

***HELIOS FOUNDATION***

(the “**Charity**”)

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A PRIVATE COMPANY LIMITED BY GUARANTEE

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**Memorandum of Association**

**of**

***HELIOS FOUNDATION***

(the “**Charity**”)

1. The company’s name is “**HELIOS Foundation**”.
2. The Charity’s registered office is to be situated in England.
3. The Charity’s objects (the “Objects”) are:<sup>1</sup>
  - (1) To promote the efficiency and effectiveness of charities and the effective application of resources by non charitable bodies for public benefit in the delivery of their humanitarian relief and development programmes so as to relieve charitable need amongst the victims of natural or other kinds of disaster, war and civil unrest in any part of the world, by:
    - (a) creating, managing and promoting an evolving body of knowledge, software, systems and processes to be readily available to those bodies;
    - (b) improving the management and co-ordination of humanitarian relief and development support by and between those bodies;
    - (c) providing training and support for those bodies and their personnel;
    - (d) providing logistical support to those bodies;
    - (e) co-ordinating or assisting in the co-ordination of the funding of relief and development work; and
    - (f) providing advice and guidance on best practice in the provision of humanitarian relief and development services; and
    - (g) advancing education and knowledge of persons, bodies and organisations and the public generally in the logistics and organisation of the provision of humanitarian aid.

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<sup>1</sup> Objects altered by special resolution. Written resolution circulated 2009-12-11

4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) 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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
  - (j) to:
    - (i) deposit or invest funds;
    - (ii) employ a professional fund-manager; and
    - (iii) 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;
- (k) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-

clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;

- (l) 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;
  - (m) to make grants to organisations delivering humanitarian relief and development support for victims of natural or other kinds of disaster, war and civil unrest anywhere in the world; and
  - (n) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in sub-clause (1)(k) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity; and
  - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (ii) fines;
  - (iii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer; and
  - (iv) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

- (b) Subject to the restrictions in sub-clause (4), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
  - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 50.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
  - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; and
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:
  - (a) buy goods or services from the Charity;
  - (b) sell goods, services or any interest in land to the Charity;
  - (c) be employed by or receive any remuneration from the Charity; or
  - (d) receive any other financial benefit from the Charity,unless the payment or transaction is:
  - (ii) permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993; or
  - (iii) previously and expressly authorised in writing by the Charity Commissioners for England and Wales (the "Commission").
- (5) A member organisation for whom a Director works may receive grants or services from the Charity, or provide goods or services to the Charity in accordance with the articles.
- (6) In sub-clauses (2)-(5) of this clause 5:
  - (a) "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;

- (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.
- (7) 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 this memorandum or 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;
  - (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
- 6. The liability of the members is limited.
- 7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
  - (a) directly for the Objects; or

- (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

### **Amendments**

9. This memorandum may be amended from time to time in accordance with law. At the date of adoption of this memorandum such an amendment requires the passing of a special resolution by the members (which at the date of adoption of this memorandum requires a majority of not less than 75%). Once registered as a charity by the Commission, the prior written consent of the Commission will be required before the Charity can, by special resolution, amend the Objects or any provision of this memorandum which directs or restricts the manner in which the property of the Charity may be used or applied.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

**FRITZ INSTITUTE**  
50 Fremont Street, Suite 1150  
San Francisco  
California 94105  
United States of America

.....

Dated: .....

Witness to the above signature:

.....

**Witness Signature**

Witness Name: .....

Witness Address: .....

.....

Witness Occupation: .....

**WORLD VISION INTERNATIONAL**  
800 W. Chestnut Ave. M/S 722  
Monrovia  
California 91016  
United States of America

.....

Dated: .....

Witness to the above signature:

.....

**Witness Signature**

Witness Name: .....

Witness Address: .....

.....

Witness Occupation: .....



**OXFAM GB**  
Oxfam House  
John Smith Drive  
Cowley  
Oxford, OX4 2JY  
United Kingdom

.....

Dated: .....

.....

Dated: .....

Witness to the above signatures:

.....  
**Witness Signature**

Witness Name: .....

Witness Address: .....

.....

Witness Occupation: .....

Company No. [07000752]

**The Companies Act 1985**

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A PRIVATE COMPANY LIMITED BY GUARANTEE

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**Articles of Association**  
**of**  
***HELIOS FOUNDATION***  
(the “**Charity**”)

**Interpretation**

1. In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“the Charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means a 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;

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

“the Directors” means the directors of the Charity. The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993;

“the founding members” means Fritz Institute, Oxfam GB and World Vision International;

“the memorandum” means the memorandum of association of the Charity;

“the Objects” has the meaning set out in the memorandum;

“officers” includes the Directors and the secretary;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Members**

2. (1) The subscribers to the memorandum are the first members of the Charity.
  - (2) Membership is open to organisations who:
    - (a) apply to the Charity in the form required by the Directors; and
    - (b) are approved by the Directors.
  - (3) (a) The Directors may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors’ decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
  - (5) The Directors must keep a register of names and addresses of the members.

## **Classes of Membership**

3. (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of Membership**

4. Membership is terminated if:
  - (1) the member organisation ceases to exist; or
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members; or
  - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due; or
  - (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
    - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### **General meetings**

5.
  - (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
  - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
6. The Directors may call a general meeting at any time.

### **Notice of general meetings**

7. (1) The minimum periods of notice required to hold a general meeting of the Charity are:
    - (a) twenty-one clear days for an annual general meeting; and
    - (b) fourteen clear days for all other general meetings.
  - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent. of the total voting rights.
  - (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 14 of these articles.
  - (4) The notice must be given to all the members and to the Directors and auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at general meetings**

9. (1) No business shall be transacted at any general meeting unless a quorum is present.
  - (2) A quorum is:
    - (a) two members entitled to vote upon the business to be conducted at the meeting; or
    - (b) one tenth of the total membership at the time,whichever is the greater.
  - (3) The authorised representative of a member organisation shall be counted in the quorum.
10. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
    - (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
  11.
    - (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
    - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
    - (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
    - (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
  12.
    - (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
    - (2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
    - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
    - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
  13.
    - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
      - (a) by the person chairing the meeting; or
      - (b) by at least two members having the right to vote at the meeting; or
      - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
    - (2)
      - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

**Proxies: Appointment and Voting**

14.

- (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“HELIOS Foundation

I/We ....., of ....., being a member/members of the abovenamed charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20,....., and at any adjournment thereof.

Signed on ..... 20.....”.

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“HELIOS Foundation

I/We ....., of ....., being a member/members of the abovenamed charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20,....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 for/against  
Resolution No. 2 for/against

Signed on ..... 20.....”.

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows:

- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
  - (ii) in the notice convening the meeting; or
  - (iii) in any instrument of proxy sent out by the Charity in relation to the meeting, or
  - (iv) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded



and not less than 24 hours before the time appointed for the taking of a poll; or

- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, but delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any Director.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in Article 14(4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity as:
  - (a) its registered office, or
  - (b) at such other place at which the instrument of proxy was duly deposited, or
  - (c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjournment meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **Written resolutions**

- 15. 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 copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 16. Subject to Article 3 and the next paragraph, every member shall have one vote.
- 17. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

### **Directors**

19. (1) A Director must be a natural person aged 16 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 30.
20. The number of Directors shall not be less than three to and unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of ten.
21. The first Directors shall be the persons notified to Companies House as the first directors of the Charity.
22. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

### **Powers of Directors**

23. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## The Appointment of Directors

24. The Charity may by ordinary resolution appoint a person who is willing to act to be a Director.
25. Each founding member shall be entitled to appoint one Director and, to the extent that such a Director ceases to hold office, be entitled to appoint a replacement Director in his or her place. Such Directors shall serve for an indefinite term. For the purposes of this Article 25 only, the relevant founding member will have ten times more votes than the aggregate of votes cast by all of the other members on any resolution approving such appointment(s).
26. (1) Subject to this Article 26 and to Article 27, each member other than a founding member shall be entitled to nominate one person for appointment as a Director.  
  
(2) If the number of Directors exceeds that set out in Article 20 the appointment of a member's nominee (other than a founding member's nominee) as a Director shall be subject to an existing Director first (a) coming to the end of his or her term of appointment and not being re-appointed or (b) otherwise standing down from the board. To the extent that there are two or more nominees awaiting appointment to the board because the number of Directors exceeds that set out in Article 20, the order of the appointment of such nominees will be at the discretion of the members in general meeting.  
  
(3) All Directors appointed by virtue of this Article 26 shall serve for an initial three year term and may, at the discretion of the members in general meeting, be re-appointed for a further three year term or terms (or such other duration of term that is determined by the members at the time of re-election) provided that he or she is re-nominated for appointment by the member who originally nominated him or her for appointment.
27. No person may be appointed a Director at any general meeting unless:
  - (1) he or she has been nominated by a member; or
  - (2) he or she is recommended for re-election by the Directors; or
  - (3) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a Director;
    - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director.
29. The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

### **Disqualification and removal of Directors**

30. A Director shall cease to hold office if he or she:
  - (1) ceases to be a Director by virtue of any provision in the 1985 Act or the 2006 Act or is prohibited by law from being a director;
  - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a nominee of a member of the Charity (provided that the member has notified the Charity that the Director has ceased to be so nominated);
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
  - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or
  - (7) is removed by ordinary resolution of the members passed at a general meeting on the grounds that such a Director has failed to act in accordance with the Objects and/or these articles of the Charity. Such a resolution shall be passed only after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

### **Directors' remuneration**

31. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

### **Proceedings of Directors**

32.
  - (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these articles.
  - (2) Any Director may call a meeting of the Directors.
  - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.

33.
  - (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
  - (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
  - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
34. A meeting of the Directors or of a committee thereof may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able to hear each of the other participating Directors addressing the meeting and to address all of the other participating Directors simultaneously, whether directly or by conference telephone or by any other form of communications equipment or by a combination of them. A quorum shall be deemed to be present if these conditions are satisfied in respect of the Directors specified in Article 33(2). Participation in a meeting in this manner is treated as presence in person at the meeting and a meeting held in this way shall be deemed to take place where the largest group of participating Directors is assembled or, if no group is readily identifiable, at the place from where the chairman of the meeting shall participate.
35. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
36.
  - (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
  - (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
  - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
37.
  - (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
  - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors to signify their agreement.
38. The Directors may appoint one or more observers who will have the right to attend and speak, but not to vote, at meetings of Directors to signify their agreement.

## Delegation

39. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- (5) Any committee may (if permitted by the terms of the delegation to that committee) include, as advisors to the committee, persons who are not Directors.
40. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement which the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared (including but not limited to any personal financial interest and, in the case of an interest arising because of a duty of loyalty owed to another organisation or person, any such interest which has not been otherwise authorised by virtue of any other provision in these articles or in the memorandum). The unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- (1) 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;
  - (2) 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
  - (3) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
41. (1) Subject to Article 41(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (a) who was disqualified from holding office;
  - (b) who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (a) the vote of that Director; and
- (b) that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Article 41(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 41(1), the resolution would have been void, or if the Director has not complied with Article 40.

### **Seal**

- 42. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

### **Minutes**

- 43. The Directors must keep minutes of all:
  - (1) appointments of officers made by the Directors;
  - (2) proceedings at meetings of the Charity; and
  - (3) meetings of the Directors and committees of Directors including:
    - (a) the names of the Directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

- 44. (1) The Directors must prepare for each financial year accounts as required by the 2006 Act. 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 2006 Act.

## **Annual Report and Return and Register of Charities**

45. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
  - (b) the preparation of an annual report and its transmission to the Commission; and
  - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **Notices**

46. Any notice to be given to or by any person pursuant to these articles:
- (1) must be in writing; or
  - (2) must be given using electronic communications.
47. The Charity may give any notice to a member by:
- (1) sending it by post in a prepaid envelope addressed to the member at its address; or
  - (2) leaving it at the address of the member; or
  - (3) giving it using electronic communications to the member's address.
48. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
49. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic communication, 48 hours after it was sent.



## **Indemnity**

50. The Charity may indemnify any Director, Auditor, Reporting Accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by section 232 to 234 of the 2006 Act.

## **Rules**

51. (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these articles; and
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles.

## **Amendments**

52. These articles may be amended from time to time in accordance with law. At the date of adoption of these articles such an amendment requires the passing of a special resolution by the members (which at the date of adoption of these articles requires a majority of not less than 75%). Once registered as a charity by the Commission, the prior written consent of the Commission will be required before the Charity can, by

special resolution, amend any provision of these articles which directs or restricts the manner in which the property of the Charity may be used or applied.

**FRITZ INSTITUTE**  
50 Fremont Street, Suite 1150  
San Francisco  
California 94105  
United States of America

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Dated: .....

Witness to the above signature:

.....

**Witness Signature**

Witness Name: .....

Witness Address: .....

.....

Witness Occupation: .....

**WORLD VISION INTERNATIONAL**  
800 W. Chestnut Ave. M/S 722  
Monrovia  
California 91016  
United States of America

.....

Dated: .....

Witness to the above signature:

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**Witness Signature**

Witness Name: .....

Witness Address: .....

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Witness Occupation: .....

**OXFAM GB**  
Oxfam House  
John Smith Drive  
Cowley  
Oxford, OX4 2JY  
United Kingdom

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Dated: .....

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Dated: .....

Witness to the above signatures:

.....  
**Witness Signature**

Witness Name: .....

Witness Address: .....

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Witness Occupation: .....