

# HOPE NOT HATE EDUCATIONAL LIMITED (THE "COMPANY")

Private Company Limited by Guarantee, Companies Act 2006

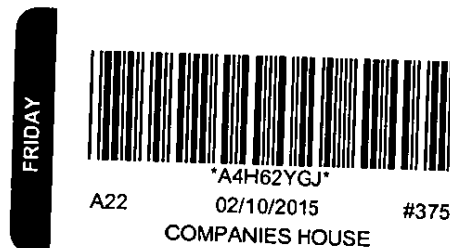
Company Registered Number: 02738367

Registered Office: 20-22 Bedford Row, London WC1R 4JS

Minutes of an Extraordinary General Meeting of the Members of the Company held at the Old Town Hall, 213 Haverstock Hill on 9<sup>th</sup> December 2014 at 6pm

Present            Dr Cormac Hollingsworth  
                      Rev Paul Butler  
                      Tehmina Kazi  
                      Peter Adams

In Attendance    Nick Lowles  
                      Simon Tuttle  
                      Ruth Smeeth  
                      Joe Batty  
                      Gurinder Josan



## 1. Quorum

It was confirmed that the meeting was quorate and that proxy votes were binding. The meeting could accordingly proceed to business.

## 2. Chairman

**IT WAS RESOLVED** that Dr Cormac Hollingsworth be appointed Chairman of the meeting and Cormac took the chair of the meeting.

### **3. Proposed Business**

The Chairman explained that at an Extraordinary General Meeting of the Company which took place on 19 September 2012, the Members resolved that subject to approval by the Charity Commissioners the Company would adopt new articles of association in the form produced to that meeting. The Charity Commissioners were subsequent to that meeting involved in extensive correspondence with the Company's lawyers, Gallant Maxwell. Draft articles were subsequently approved by the Charity Commissioners on 9 April 2014, following substantial amendments. A copy of the revised articles marked "A" was produced at the meeting. The Chairman explained he was seeking the approval of the meeting to adopt the new articles.

The Chairman explained that before the new articles were adopted the restriction at Clause 5 of the Memorandum of Association regarding the remuneration of trustees needed to be removed. Whilst it was not presently envisaged that trustees will be remunerated, it is considered desirable to remove the blanket prohibition to enable one-of f remuneration in the future subject to satisfying the conditions for remuneration set out at Clause 6 4 of the revised articles marked "A".

The Chairman also explained that it was proposed that the individuals referred to in the notice of the meeting be appointed as new directors of the Company.

### **4. Special Business**

**IT WAS RESOLVED** that the words " and no member of the managing committee for the time being of the company shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth for the Company " be deleted from Clause 5 of the Company's Memorandum of Association with immediate effect.

**IT WAS RESOLVED** that the existing articles of association be deleted in their entirety and the articles circulated at the meeting marked "A" be adopted as the articles of association of the Company with immediate effect.

### **5. Ordinary Business**

**IT WAS RESOLVED** that the following individuals be appointed as Directors of the Company with immediate effect.

Dr Cormac Hollingsworth

Mr Simon Tuttle

Ms Narmada Thiranagama

Gurinder Josan

Tehmina Kazi

David Middleburgh

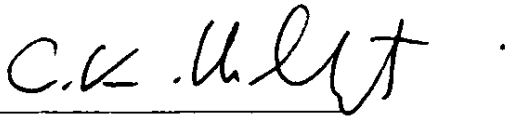
Peter Adams

Rev Paul Butler

**6. End of meeting**

The Company's solicitors, Gallant Maxwell, were instructed to file the necessary documents with Companies House relating to the above matters and to file all necessary paperwork with Companies House

There being no further business, the meeting ended

A handwritten signature in black ink, appearing to read "C.K. Helt", is written over a horizontal line.

Chairman

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**9 DECEMBER 2014**

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**HOPE NOT HATE EDUCATIONAL LIMITED**  
**COMPANY NUMBER 02738367**

**ARTICLES OF ASSOCIATION**  
**(adopted by Special Resolution dated 9 December 2014**  
**and approved by Charity Commissioners on 15 August 2014)**

Maxwell **Gallant**

Gallant Maxwell Limited  
3 Greek Street  
London W1D 4DA  
020 7758 4728  
Ref DMM/SEA0011

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**HOPE NOT HATE EDUCATIONAL LIMITED**

**COMPANY NUMBER 02738367**

**(Adopted by special resolution passed on 9 December 2014 and approved by the Charity Commissioners on 15 August 2014)**

**PART 1 INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Interpretation**

1.1 In these Articles, unless the context requires otherwise

“**Address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity,

“**Articles**” means the Charity's articles of association for the time being in force,

“**Bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“**Business Day**” means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

“**the Charity**” means Hope Not Hate Educational Limited, company number 02738367 whose registered office is at 20-22 Bedford Row, London WC1R 4JS,

“**Clear days**” in relation to the period of a notice means a period excluding

(a) The day when the notice is given or deemed to be given, and

(b) The day for which it is given or on which it is to take effect

“**the Commission**” means the Charity Commission for England and Wales,

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

“**Connected Person**” means

- (a) A child, parent, grandchild, grandparent, brother or sister of the Director,
- (b) The spouse or civil partner of the Director or of any person falling within sub-clause (a) above,
- (c) A person carrying on business in partnership with the Director or with any person falling within sub-clause (a) or (b) above,
- (d) An institution which is controlled
  - i by the Director or any Connected Person falling within sub-clause (a), (b) or (c) above,
  - ii by two or more persons falling within sub-clause 4 (a) when taken together,
- (e) a body corporate in which
  - i the Director or any Connected Person falling within sub-clauses (a) to (c), or
  - ii two or more persons falling within sub-clause (e) who, when taken together, have a substantial interest

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article

**"the Directors"** means the directors of the Charity The Directors are charity trustees as defined by section 177 of the Charities Act 2011,

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

**"Electronic form"** has the meaning given in section 1168 of the Companies Act 2006,

**"Financial Benefit"** means a benefit, direct or indirect, which is either money or has a monetary value,

**"HnH"** means Hope not Hate Limited, a company limited by guarantee incorporated and registered in England and Wales under company number 08188502 whose registered office is at 20-22 Bedford Row, London WC1R 4JS

**"Member"** has the meaning given in section 112 of the Companies Act 2006,

**"the Memorandum"** means the Charity's memorandum of association,

**"the Officers"** includes the Directors and the Secretary (if any),

**"Ordinary resolution"** has the meaning given in section 282 of the Companies Act 2006,

**"Proxy notice"** has the meaning given in article 18,

“**Seal**” means the seal of the Charity if it has one,

“**Secretary**” means any person appointed to perform the duties of the secretary of the Charity”,

“**Special resolution**” has the meaning given in section 283 of the Companies Act 2006,

“**Subsidiary**” has the meaning given in section 1159 of the Companies Act 2006,

“**the United Kingdom**” means Great Britain and Northern Ireland, and

“**Writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 1 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Charity but excluding any statutory modification not in force when these Articles become binding on the Charity
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
  - (a) any subordinate legislation from time to time made under it, and
  - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 Words importing one gender shall include all genders and the singular includes the plural and vice versa

## **2. Liability of members**

- 2 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for
  - 2 1 1 payment of the Charity's debts and liabilities contracted before he ceases to be a member,
  - 2 1 2 payment of the costs, charges and expenses of winding up, and

- 2 1 3 adjustment of the rights of the contributories among themselves.

## **PART 2 OBJECTS AND POWERS**

### **3. Charity's Objects**

- 3 1 The Charity's objects ("Objects") are specifically restricted to the following
- 3 1 1 The advancement of the education of the public and in particular but without limiting the generality of the foregoing
- 3 1 1 1 provision of education and training of members of the public in relation to racial and religious prejudice, and
- 3 1 1 2 research into the causes and effects of racial and religious prejudice and disharmony and the dissemination of the useful results of such research
- 3 1 2 The general benefit of the public in such manner as may be charitable including but without prejudice to the generality of the foregoing the promotion of good community relations between people of different races, ethnicities, cultures and religions
- 3 1 3 The promotion of racial and religious harmony for the public benefit by
- 3 1 3 1 promoting knowledge and mutual understanding between different racial and/or religious groups,
- 3 1 3 2 advancing education and raising awareness about different racial or religious groups to promote good relations between persons of different racial or religious groups as the case may be,
- 3 1 3 3 working towards the elimination of discrimination on the grounds of race or religion

### **4. The Charity's Powers**

- 4 1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular (but without prejudice to the generality of the foregoing) the Charity has power
- (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 117-123 of the Charities Act 2011
- (d) to make grants, donations or loans of money and to give or receive guarantees,
- (e) to negotiate, make, accept, discount or otherwise deal in any negotiable instruments,
- (f) 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 or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land,
- (g) to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them,
- (h) to promote or carry out research and publish the useful results,
- (i) to publish and distribute information and hold meetings, lectures and conferences,
- (j) to carry out the objects whether as principal or agent and whether alone or with others,
- (k) to appoint and remunerate any third party or sub-contractor to deliver services on its behalf (notwithstanding that such third party or sub-contractor is not a charity),
- (l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (m) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (n) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (o) 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 Article 6 and provided it complies with the conditions in that Article,
- (p) 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 Directors of a trust are permitted to do by the Trustee Act 2000,

- (q) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in Article 4 2, but subject to the restrictions specified in Article 4 3 and 4 4,
- (r) 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,
- (s) to do all such other lawful things as are necessary for the achievement of the Objects

4 2 The liabilities referred to in sub-clause 4 1 (q) above 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,
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

4 3 The following liabilities are excluded from Article 4 2 (a)

- (i) fines,
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
- (iii) 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

4 4 There is excluded from Article 4 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

## **PART 3 – CHARITY'S INCOME AND PROPERTY**

### **5. Application of Income and Property**

5 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

5 2 A Director

5 2 1 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,

5 2 2 subject to Articles 4 3 and 4 4, may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,

5 2 3 may receive an indemnity from the Charity in the circumstances specified in Article 33,

5 2 4 may not receive any other benefit or payment unless it is authorised by Article 6

5 3 Subject to article 6, 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,

(b) reasonable and proper remuneration for any goods or services supplied to the Charity

## **6. Benefits and Payments to Directors and Connected Persons**

### **6.1 General Provisions**

No Director or Connected Person may

(a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,

(b) sell goods, services or any interest in land to the Charity,

(c) be employed by, or receive any remuneration from, the Charity,

(d) receive any other financial benefit from the Charity

unless

- (1) the payment is permitted by Articles 6 2, 6 3 and 6 4 and the Directors follow the applicable procedure and observe the applicable conditions set out in those Articles, or
- (2) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

## **6.2 Scope and powers permitting Directors' or Connected Persons' Benefits**

- 6 2 1 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of directors do not benefit in this way
- 6 2 2 A Director may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- 6 2 3 Subject to article 6 3, a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person
- 6 2 4 A Director may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate
- 6 2 5 A company of which a Director is a member may receive a Financial Benefit provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company
- 6 2 6 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

## **6.3. Payment for Supply of Goods only – Controls**

The Charity and its Directors may only rely upon the authority provided by article 6 2 3 if each of the following conditions is satisfied

- 6 3 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and its Directors (as the case may be) and the Director or Connected Person supply the goods (the "Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Charity
- 6 3 2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question

- 6 3 3 The other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Director or Connected Person In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so
- 6 3 4 The Supplier is absent from the part of the meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of goods to the Charity
- 6 3 5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting
- 6 3 6 The reason for their decision is recorded by the Directors in the minute book
- 6 3 7 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 6

#### **6.4 Remuneration**

The Charity and its Directors may only authorise the payment of remuneration to a Director if each of the following conditions is satisfied

- 6 4 1 The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
- 6 4 2 The Director is absent from the part of any meeting at which there is discussion of
- (a) his or her employment or remuneration or any matter concerning the contract, or
  - (b) his or her performance in the employment, or his or her performance of the contract
- 6 4 3 The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting
- 6 4 4 The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Directors' services as a result of dealing with the Director's conflict of interest)
- 6 4 5 The authorisation of the Charity Commission is obtained and no payments are made before such authorisation is given
- 6 4 6 The reason for their decision is recorded by the Directors in the minute book

6 4 7 A majority of the Directors then in office have received no such payments

6 4 8 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- (i) a partner,
- (ii) an employee,
- (iii) a consultant,
- (iv) a director, or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

6 5 In articles 6 2, 6 3 and 6 4

6 5 1 "Charity" includes any company in which the Charity

- (a) holds more than 50% of the Shares, or
- (b) controls more than 50% of the voting rights attached to the shares, or
- (c) has the right to appoint one or more directors to the board of the company

## **7. Declaration of Directors' Interests**

7 1 A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared

7 2 A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

### **8.1 Conflicts of Interest**

8 1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

8 2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or Connected Person

#### **9. Validity of Directors' decisions**

9 1 Subject to Article 9 2, all acts done by a meeting of the Directors or of a committee of the Directors, shall be valid notwithstanding the participation in any vote of a Director

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by these Articles 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

- (i) the vote of that Director, and
- (ii) that Director being counted in the quorum

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

9 2 Article 9 1 does not permit a Director to keep any Financial 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 9 1, the resolution would have been void or if the Director has not complied with Article 8

### **PART 4 - MEMBERS**

#### **10. Members**

- 10 1 Membership is open to individuals (“Individual Members”) and to not-for-profit organisations (“General Members”) who
- (a) are directors of the Charity,
  - (b) apply to the Charity in the form required by the Directors, and
  - (c) are approved by the Directors
- 10 2 The Directors may only refuse an application for membership if
- (a) 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
- 10 3 The Charity will have no more than eight and no less than six members
- 10 4 The Directors may terminate a Member’s membership of the Charity if
- (a) acting reasonably and properly, they consider it to be in the best interests of the Charity to do so
  - (b) the Directors must inform the Member in writing of the reasons for such termination within twenty-one days of the decision
  - (c) the Directors must consider any written representations the Member may make about the decision. The Directors’ decision following any written representations must be notified to the applicant in writing but shall be final
- 10 4 Membership is not transferable to anyone else
- 10 5 The Directors must keep a register of names and addresses of the members
- 11. Classes of Membership**
- 11 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



- 11 2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 11 3 The rights attached to a class of membership may only be varied if three-quarters of all the members entitled to vote either consent to the amendment in writing or pass a Special Resolution in a general meeting agreeing to the variation
- 11 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

**12. Termination of Membership**

- 12 1 Membership is terminated if
- (1) the member dies or, if it is an organisation, ceases to exist,
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
  - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due unless a simple majority of the Directors resolve otherwise in relation to that member,

**13. Annual General Meeting**

- 13 1 An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings

**14. Members' Requisition**

- 14 1 The Directors may call a general meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Directors to call a general meeting, but if more than 12 months has elapsed since the last general meeting, then 5% of such members can make the request

**15. Notice of General Meetings**

- 15 1 The minimum period of notice required to hold a general meeting of the Charity is fourteen days unless a Special Resolution is to be considered, in which case the notice period is 21 days

- 15 2 A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote
- 15 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 18.
- 15 4 The notice must be given to all the members and to the Directors, auditors and to the Charity's chief executive officer and deputy chief executive officer (if they have not received notice in their capacity of members of the Charity).
- 15 6 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.
- 16. Proceedings at general meetings**
- 16 1 No business shall be transacted at any general meeting unless a quorum is present.
- 16 2 A quorum shall be two or the number nearest to one quarter of the total number of Members present in person or by proxy.
- 16 3 The authorised representative of a member organisation shall be counted in the quorum.
- 16 4 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.
- 16 5 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.
- 16 6 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.
- 16 7 General meetings shall be chaired.

- 16 7 1 By the person who has been appointed to chair meetings of the Directors
- 16 7 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
- 16 7 3 If there is only one Director present and willing to act, he or she shall chair the meeting
- 16 7 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
- 16 8 The members present at a meeting in person or by proxy may resolve by Ordinary Resolution that the meeting shall be adjourned in which case
- 16 8 1 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
- 16 8 2 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
- 16 8 3 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
- 17. Voting at general meetings**
- 17 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
- 17 2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 17 3 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
- 17 4 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 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

17.5 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17.6 A poll

(a) demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

(b) 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) must be taken within thirty days after it has been demanded, and

(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, and

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

## **18. Proxies**

18.1 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

18.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall conform with the following requirements

(a) In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below

(b) The content of the proxy forms is set out in the Schedule hereto

(c) If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Charity designated on the proxy form ("the designated address") at the same time as the signed proxy form

(d) The designated address may be a postal or an email address

- (e) A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start
- (f) The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue
- (g) If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held
- (h) If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any trustee at the meeting where the poll was demanded
- (i) Where a member revokes the appointment of her/his/its proxy or a Member Body revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date)

## **19. Written Resolutions**

- 19 1 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting Ordinary written resolutions must be signed by a simple majority of voting members and Special Resolutions by at least 75% of voting members Organisational members must sign a written resolution through a representative A written resolution may be circulated in more than one copy Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 days of its first being circulated

## **20. Votes of members**

- 20 1 Subject to Articles 11, 18 and 20 2 every member, whether an Individual Member or a General Member, shall have one vote exercisable either in person or by proxy
- 20 2 In the event of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting, being either an Individual Member or the authorised

representative of a General Member, shall be entitled to a casting vote in addition to any other vote(s) s/he has

- 20 3 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
- 20 4 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- 20 5 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
- 20 6 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

## **PART 5 - DIRECTORS**

### **21. Directors**

- 21 1 A Director must be a natural person aged 18 years or older and shall be a member of the Charity
- 21 2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 25
- 21 3 The number of Directors shall be a minimum of six and a maximum of eight unless otherwise determined by special resolution. Three of the eight Directors shall be chosen from individuals who are also directors of HnH and if the number of directors in total is less than eight, the number of directors chosen from HnH shall be reduced from three on a proportionate basis
- 21 4 In no circumstances shall the Chairman of the Charity be one of the directors of HnH
- 21 5 A Director may not appoint an alternate director/trustee or anyone to act on his or her behalf at meetings of the Directors

### **22. Powers of Directors**

22 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 2006 Act, the Charities Act 2011, these Articles or any Special Resolution

22 2 No alteration of these Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors

22 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

22 4 The Directors have the right to invite any person to attend their meetings or general meetings of the Charity as an observer without the power to vote including, for the avoidance of doubt, the Charity's chief executive officer and deputy chief executive officer

### **23. Directors' Retirement**

23 1 Directors shall be appointed at an annual general meeting for a period of two years. At the end of their term they may stand for re-election for up to a maximum of five consecutive terms

### **24. The Appointment of Directors**

24 1 The Charity may by Ordinary Resolution appoint any person as a director

24 2 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

### **25. Disqualification and removal of Directors**

25 1 A Director shall cease to hold office if he or she

- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (b) is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- (c) ceases (or the organisation s/he represents ceases) to be a member of the Charity,
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

- (e) 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), or
- (f) is absent without the permission of the Directors or without acceptable apology from three consecutive Directors' meetings or meetings of sub-committees held within a period of six consecutive months and the Directors resolve that his or her office be vacated
- (g) is removed from office either under section 168 of the 2006 Act or by a special resolution of the Charity whereupon the Charity may by a special resolution appoint another member in his/her place, but provided that any such person shall hold office for the same period as the removed Director would have held, had he or she not been removed
- (h) fails to declare an interest as required by Article 7 above

**26. Proceedings of Directors**

- 26 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles
- 26 2 The Directors may call a meeting of the Directors and the Secretary must call a meeting of the Directors if requested to do so by any three Directors. It shall not be necessary to give notice to a Director who is absent from the United Kingdom. The directors shall meet a minimum of four times per annum and at least every four months
- 26 3 Questions arising at a meeting shall be decided by a majority of votes
- 26 4 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 26 5 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
- 26 6 The quorum shall be two or the number nearest to one quarter of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors and in any event at least a majority of those present must be those who are not also directors of HnH
- 26 7 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



- 26 8 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
- 26 9 The Directors at their first meeting after the Annual General Meeting shall elect the Honorary Officers of the Charity being the Chairperson and any other officer that the Board thinks fit and may at any time revoke such appointments. The Chairperson shall chair all meetings unless s/he is unwilling to do so or the Directors decide otherwise
- 26 10 If the Chair is absent from a meeting, then a Director present at the meeting may be appointed as chairperson for that meeting
- 26 11 The Chairman shall be entitled to invite any other person he deems necessary to attend meetings of the board of directors but they shall not be entitled to vote at such meetings
- 26 12 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
- 26 13 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

**27. Delegation**

- 27 1 The Directors may delegate any of their powers or functions to a committee of two or more Directors to such person or committee (including, for the avoidance of doubt, the chief executive officer or the deputy chief executive officer of the Company) but the terms of any delegation must be recorded in the minute book
- 27 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,
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors
- 27 3 The Directors may revoke or alter a delegation
- 27 4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

- 27 5 If consulted by the chief executive officer or the deputy chief executive officer on any issue, the Chairman has power to exercise all of the powers of the Board on an ad hoc basis

## **PART 6 – ADMINISTRATIVE ARRANGEMENTS**

### **28. Seal**

- 28 1 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 Director 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

### **29. Minutes**

- 29 1 The Directors must keep (and where required, preserve for at least 10 years) minutes of all

- (a) appointments of officers made by the Directors,
- (b) proceedings at meetings of the Charity,
- (c) meetings of the Directors and committees of Directors including
  - (i) the names of the Directors present at the meeting,
  - (ii) the decisions made at the meetings, and
  - (iii) where appropriate the reasons for the decisions

### **30. Accounts**

- 30 1 The Directors must prepare for each financial year accounts as required by the Companies Act 2006 and the Charities Act 2011. 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

- 30 2 The Directors must keep accounting records as required by the Companies Acts

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

- 31 1 The Directors must comply with the requirements of the Charities Act 2011 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,
- (c) the preparation of an Annual Return and its transmission to the Commission

31 2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

### **32. Notices**

32 1 Any notice to be given to or by any person pursuant to the Articles

- (a) must be in writing, or
- (b) must be given using electronic communications

32 2 The Charity may give any notice to a member either

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c) by leaving it at the address of the member,
- (d) by giving it using electronic communications to the member's address, or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting

32 3 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

32 4 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

32 5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

32 6 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006

32 7 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 form of notice, 48 hours after it was sent

### **33. Indemnity**

33 1 The Charity shall indemnify every Director, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity

### **34. Rules**

34 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

34 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 Companies Acts or by these Articles,
- (e) generally, all such matters as are commonly the subject matter of company rules

34 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

34 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

34 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 Articles

### **35. Amendments**

35 1 No additions, alterations, or amendments shall be made to Article 3 (Objects) or to Article 36 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Directors or members of the Charity or persons connected with them, unless the same have been previously submitted to and approved by the Commission

35 2 No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a Special Resolution, or else adopted by a written resolution of the members

### **36. Dissolution**

36 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,

36 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

- 36 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

**37. Disputes**

- 37 1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation
- 37 2 If mediation is unsuccessful, the dispute shall be referred to arbitration by a sole arbitrator to be appointed by the President for the time being of the Law Society of England and Wales

**Schedule**

**Form of Proxy Notice**

[ ] of \_\_\_\_\_ 20

Signed \_\_\_\_\_ [signature of member or member's duly appointed attorney]

Where the proxy form requires that the proxy should vote for or against a resolution then the form is as follows

Hope Not Hate Educational Limited

I \_\_\_\_\_ (name of member)

of \_\_\_\_\_ (address of member)

a member of the above company **HEREBY APPOINT:**

\_\_\_\_\_ (name of proxy)

of \_\_\_\_\_ (address of proxy)

and failing her/him/it

\_\_\_\_\_ (name of alternate proxy)

of \_\_\_\_\_ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the \_\_\_\_\_ [date] and at every 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
- Resolution No 3 \*for \*against

\*Strike out whichever is not desired

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20

Signed \_\_\_\_\_ [signature of member or member's duly appointed attorney]