

Company Number: 03260840

ARTICLES OF ASSOCIATION

OF

THE NATIONAL COUNCIL FOR CIVIL LIBERTIES



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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE NATIONAL COUNCIL FOR CIVIL LIBERTIES (the "Company")

1. Interpretation

In these Articles words and phrases that start with capital letters have the meanings set out in Article 39.

2. Objects

2.1 The objects of the Company are, for the public benefit, to advance measures and take such steps as it shall deem necessary for the defence and extension of civil liberties and human rights in the United Kingdom and the rights and freedoms recognised in international law. In particular to ensure and safeguard the right to:

- 2.1.1 live in freedom and safe from personal harm;
- 2.1.2 protection from ill treatment or punishment that is inhuman or degrading;
- 2.1.3 equality before the law and to freedom from discrimination on grounds of disability, political or other opinion, race, religion, sex or sexual orientation and marital status;
- 2.1.4 protection from arbitrary arrest and unnecessary detention, the right to a fair and speedy public trial, to be presumed innocent until proven guilty, and to legal advice and representation;
- 2.1.5 a fair hearing before any authority exercising power over the individual;
- 2.1.6 freedom of thought, conscience and belief;
- 2.1.7 freedom of speech and publication;
- 2.1.8 freedom of peaceful assembly and association;
- 2.1.9 move freely within one's own country of residence and to leave and enter it without hindrance; and
- 2.1.10 privacy and the right of access to official information;

- 2.1.11 other civil and political rights and freedoms guaranteed by the International Bill of Human Rights and similar instruments to which the UK is or may become a party.
- 2.2 Liberty shall be non-party and non-sectarian.
- 3. Powers
 - 3.1 The Company has the power to do anything within the law which promotes or helps to promote the Objects including but not limited to borrow or raise money and to charge the whole or any part of the property belonging to the Company as security.
- 4. Use of funds and property
 - 4.1 The income and property of the Company shall only be applied to promote the objects.
 - 4.2 No part of the Company's funds or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.
- 5. Permitted benefits
 - 5.1 A Director or Connected Person must not receive any Material Benefit from the Company, except for:
 - 5.1.1 reasonable interest on money lent by a Director or Connected Person to the Company;
 - 5.1.2 reasonable and proper rent for premises demised or let to the Company by a Director or Connected Person;
 - 5.1.3 reasonable out-of-pocket expenses properly incurred in the course of acting on behalf of the Company;
 - 5.1.4 reasonable and proper premiums in respect of any Director indemnity insurance policy taken out pursuant to Article Error! Reference source not found.;
 - 5.1.5 any payment to a Director under Article 10 (Indemnity of Directors); and
 - 5.1.6 reasonable and proper remuneration for any goods or services provided to the Company or a subsidiary of the Company, but not merely for being a director and performing their duties as such.

BOARD OF DIRECTORS

- 6. Powers of the Board
 - 6.1 The business of the Company is managed by the Board, which may use all the powers of the Company that are not, by the Companies Act or by these Articles, reserved to the Directors in their capacity as Members.
- 7. Composition of the Board, Appointment and Terms of Office
 - 7.1 The Directors are those persons who are elected or appointed to serve on the Executive Committee of the Association from time to time. A Director shall cease to

be a director if they cease to be a Member of the Company or if they otherwise cease to be a member of the Executive Committee of the Association.

7.2 Notwithstanding clause 7.1, a person may not be appointed as a Director if:

7.2.1 they would be disqualified from acting as a Director under Article 8; or

7.2.2 they are under the age of 16.

7.3 A director shall accept and conform with the Values.

7.4 Terms of office for the Directors

7.4.1 Directors elected at the Annual General Meeting of the Association shall serve for a period expiring at the second Annual General Meeting of the Association following their election. One half of the number of places shall be subject to election each year.

7.4.2 A Director may serve for a period of up to eight years but thereafter shall not be eligible for re-election or re-appointment until they have had at least one year out of office. For the purpose of this Article a year is the period between two Annual General Meetings of the Association.

7.4.3 The Treasurer of the Association shall be appointed as a Director annually by the Executive Committee at its first meeting following the Annual General Meeting of the Association and as such shall cease to be a Director at the at the first meeting the Executive Committee following the Annual General Meeting of the Association after the Treasurer's initial appointment, unless they are reappointed at such meeting.

7.4.4 Directors who serve as a result of their appointment as a co-opted member of the Executive Committee of the Association serve for a term expiring at the first meeting of the Executive Committee of the Association following the second Annual General Meeting of the Association following their initial appointment.

8. Disqualification, resignation and removal of Directors

8.1 A Director shall cease to be a Director if they:

8.1.1 cease to be a member of the Association and/or a member of the Executive Committee of the Association;

8.1.2 are, or would be, disqualified by law from serving as a company director or charity trustee;

8.1.3 is considered, on the advice of the person's medical practitioner to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and the Board resolve that they must cease to hold office;

8.1.4 resigns by notice in Writing;

8.1.5 is absent without permission from three consecutive meetings of the Board and it is resolved by the Board to remove them;

- 8.1.6 breaches their duties to declare and manage conflicts of interest and the other members of the Board resolve by two thirds majority to terminate their membership of the Board; or
 - 8.1.7 die.
- 9. Notification of change of Directors
- 9.1 All appointments, retirements or removals of Directors and the company secretary (if any) must be notified to the Registrar of Companies.
- 10. Indemnity of Directors
- 10.1 For the purposes of this Article 10, "Relevant Officer" means any Director, officer, former Director or former officer of the Company except the Company's auditor.
- 10.2 To the extent permitted by law, and without prejudice to any indemnity to which a Relevant Officer may otherwise be entitled, the Company shall indemnify every Relevant Officer out of the assets of the Company against all costs and liabilities properly incurred by the Relevant Officer in that capacity.
- 10.3 The Company may provide funds to every Relevant Officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Officer, provided that they will be obliged to repay such amounts no later than:
 - (a) if they are convicted in proceedings, the date when the conviction becomes final;
 - (b) if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - (c) if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

DECISION-MAKING BY THE DIRECTORS

- 11. Meetings of the Board
- 11.1 The Directors shall aim to hold at least six meetings each year.
- 11.2 The Board may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.
- 12. Calling a meeting
- 12.1 A Board meeting must be called on the request of the Chair, the Secretary (if any) or any Director.
- 12.2 All Directors must be given reasonable notice of a Board meeting.
- 13. Participation in meetings

- 13.1 Board meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- 14. Quorum for Board meetings
 - 14.1 The quorum for a Board meeting is not less than one half (rounded up to the nearest whole number) of the Directors in office from time to time.
 - 14.2 A Director shall not be counted in the quorum in relation to a resolution on which they are not entitled to vote.
- 15. Chair of Board meetings
 - 15.1 The Chair, or (if the Chair is unable or unwilling to do so) another Director chosen by the Directors present, presides at each Board meeting.
- 16. Voting
 - 16.1 Decisions at a meeting are made by a majority of votes and each Director has one vote (including the Chair).
 - 16.2 If the votes are equal, the Chair has a second or casting vote (unless, in accordance with these Articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes).
- 17. Resolutions in Writing without a Board meeting
 - 17.1 A resolution in Writing Signed by all of the Directors is as valid as if it had been passed at a properly held meeting of the Board. The resolution may consist of several documents in the same form Signed by the required majority of the Directors.
 - 17.2 A decision may not be taken under Article 17.1 if the eligible Directors would not have formed a quorum if the decision were taken at a meeting.
- 18. Officers of the Board
 - 18.1 The Directors may appoint and remove the Chair or any other officers that it wishes.
 - 18.2 The Treasurer of the Association shall be appointed as Treasurer. Other officers shall be appointed from among the Directors, with the exception of the company secretary who may but need not be a Director.
- 19. **Board's right to act despite vacancies**
 - 19.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the number fixed as the quorum it may act only to appoint further Directors.
- 20. Validity of acts done at meetings
 - 20.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director, anything done before the discovery is valid.
- 21. Conflicts of Interest

- 21.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
- 21.2 The declaration under Article 21.1 must be made as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any resolution in Writing under Article 17.
- 21.3 Any Director who is or becomes a Conflicted Director in relation to any matter to be discussed by the Directors must:
 - 21.3.1 fully declare the nature and extent of the interest before discussion begins on the matter;
 - 21.3.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Directors;
 - 21.3.3 not be counted in the quorum for that part of the meeting or decision-making process;
 - 21.3.4 be absent during the vote and have no vote on the matter whether at a meeting of the Directors or by resolution in Writing under Article 17; and
 - 21.3.5 comply with any other requirement which the other Directors resolve is necessary.
- 21.4 If a Conflict arises for a Director because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, the Un-conflicted Directors may authorise that Conflict where the following conditions apply:
 - 21.4.1 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;
 - 21.4.2 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
 - 21.4.3 the Un-conflicted Directors consider it is in the interests of the Company to authorise the Conflict in the circumstances applying and ensure the authorisation is documented in the record of the meeting.
- 21.5 Any authorisation of a Conflict under Article 21.4:
 - 21.5.1 may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 21.5.2 may impose upon the Conflicted Director such other requirements for the purposes of dealing with the Conflict as the Directors think fit; and
 - 21.5.3 may provide that, where the Conflicted Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their

position as a Director) information that is confidential to a third party, they shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence.

- 21.6 Where the Un-conflicted Directors authorise a Conflict under Article 21.4, the Conflicted Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Un-conflicted Directors in relation to the Conflict.
- 21.7 The Directors may revoke or vary any authorisation given under Article 21.4 at any time, but this shall not affect anything done by the Conflicted Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 21.8 Notwithstanding any Conflict of Interest, a Director may vote on and be present during the discussion or authorisation of decisions that relate to the purchase of indemnity insurance under Article 5.1.4, the payment of expenses under Article 5.1.3 and the payment of an indemnity under Article 10, in each case where the decision will benefit a majority of the Directors.

DELEGATION BY THE BOARD AND COMMITTEES

- 22. Delegation by the Board
 - 22.1 Subject to the Articles, the Directors may delegate any of their powers or functions:
 - 22.1.1 to such person or committee;
 - 22.1.2 by such means (including by power of attorney);
 - 22.1.3 to such an extent;
 - 22.1.4 in relation to such matters; and
 - 22.1.5 on such terms and conditions,as they think fit.
 - 22.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom, or committee to which, they are delegated.
 - 22.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 23. Delegation to committees
 - 23.1 Any delegation to a committee must specify those who are to serve on the committee and the Board may co-opt any person who is not a member of the Board to serve on a committee, provided that a committee dealing with financial matters must include at least two members of the Board at all times.
 - 23.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.

- 23.3 A committee, the chief executive officer or any other members of the senior management team of the Association must not knowingly incur expenditure or liability on behalf of the Association except where authorised by the Board in accordance with the terms of any delegation and/or a budget approved by it.
- 23.4 A committee may elect a chair of its meetings if the Board does not nominate one. If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.
- 23.5 Unless the terms of reference for a committee provide otherwise:
- 23.5.1 a committee may meet and adjourn whenever it chooses;
- 23.5.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and
- 23.5.3 a committee must have minutes entered in minute books.

MEMBERS AND MEMBERSHIP

24. Membership
- 24.1 Membership is open only to the Directors.
- 24.2 A Director is automatically admitted as a Member when they are appointed as a Director and automatically ceases to be a Member on ceasing to be a Director or being a member of the Executive Committee of the Association.
- 24.3 Membership is not transferrable.
25. Limited liability and guarantee
- 25.1 Each Member undertakes to pay £1 in the event of the Company being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:
- 25.1.1 payment of the debts and liabilities of the Company incurred before they ceased to be a Member;
- 25.1.2 payment of the costs, charges and expenses of winding up; and
- 25.1.3 adjustment of the rights of the contributories among themselves.
- 25.2 The liability of each of the Members is limited to £1.
26. Register of Members
- 26.1 The Company shall maintain a register of Members with an entry for each Member showing the Member's name and address and the date on which the Member became a Member and ceased to be a Member.

- 26.2 The register of Members must be kept at the registered office or at a single alternative inspection location.
- 26.3 The register of Members must be made available for inspection within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act:
- 26.3.1 to any Member without charge; and
 - 26.3.2 to any other person subject to the payment of a fee at a level that is permitted by law.
27. General Meetings
- 27.1 Subject to the provisions of the Companies Act, the Company shall dispense with the holding of general meetings. The Company shall pass Members' resolutions by means of Written Resolutions.
- 27.2 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution is as valid as an equivalent resolution passed at a general meeting.
- 27.3 Where the Act requires or the Members request a meeting to be held, the provisions of the model articles contained in the Companies (Model Articles) Regulations (SI 2008/3229), as amended from time to time, relating to the holding of general meetings for private companies limited by guarantee shall apply.
28. Written Resolutions
- 28.1 Except in the case of a resolution to remove a Director or the auditors before the end of their term, the Members may pass a resolution without a meeting being held, provided that:
- 28.1.1 it is in Writing and consists of a single document or two or more documents in identical form;
 - 28.1.2 a copy of the resolution has been sent to every eligible Member;
 - 28.1.3 in the case of a Special Resolution it states that it is a Special Resolution, and is Signed by at least 75% of Members entitled to receive notice of and to attend general meetings;
 - 28.1.4 in the case of an Ordinary Resolution it is Signed by a majority of Members entitled to receive notice of and to attend general meetings; and
 - 28.1.5 the Company has received the resolution at its registered office, Signed by the required majority of eligible Members, within 28 days beginning with the date it was first sent to the Members.

ADMINISTRATIVE MATTERS

29. Registered Office
- 29.1 The Company's registered office shall be in England.
30. Appointment and Removal of a Company Secretary

- 30.1 The Board may (but need not) appoint and remove a company secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.
- 31. Appointment of Reporting Accountants or Auditors
 - 31.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.
- 32. Records
 - 32.1 The Board must keep records of:
 - 32.1.1 all proceedings at Board meetings (including the names of the Directors present);
 - 32.1.2 all Board decisions made in Writing under Article 17;
 - 32.1.3 all Written Resolutions
 - 32.1.4 all reports of committees
 - 32.1.5 all proceedings at general meetings; and
 - 32.1.6 all professional advice received.
 - 32.2 Board minutes must be kept for a minimum of 10 years from the date of the meeting.
- 33. Articles, accounts and other statutory records
 - 33.1 The accounts, the Articles and any Regulations must be kept at the registered office or at a single alternative inspection location decided by the Board.
 - 33.2 The Articles and any Regulations must be available for inspection by the Members of the Company and any Member who requests a copy of the Articles must be sent a copy.
 - 33.3 The accounts must always be open to inspection by the Directors.
- 34. Accounts and returns
 - 34.1 The Directors must comply with the requirements of the Companies Act as to keeping financial records, the audit or examination of accounts and the preparation of accounts, annual reports and returns.
 - 34.2 The Board must, for each Financial Year, send a copy of its annual accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings at the same time as they file the accounts with Companies House.
 - 34.3 Copies need not be sent to a person for whom the Company does not have a current address (as defined in the Companies Act).

- 34.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed with Companies House within 9 months of the end of the Company's Financial Year (or any other deadline specified by law).
35. Service of Notices
- 35.1 Notices and other documents to be served on Directors (in their capacity as Members) under the Articles or the Companies Act may be served:
- 35.1.1 by hand;
 - 35.1.2 by post; or
 - 35.1.3 by suitable electronic means.
- 35.2 Where a Member has consented in accordance with the Companies Act to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if:
- 35.2.1 the Company sends the Member a notification informing them that the relevant documents may be viewed on a specified website;
 - 35.2.2 the notification provides the website address, the place on the website where the information may be accessed and an explanation of how it may be accessed;
 - 35.2.3 if the information relates to a general meeting, the notification:
 - (a) states that it concerns a notice of a general meeting and gives the place, date and time of the meeting; and
 - (b) is available on the website throughout the notice period until the end of the meeting in question.
- 35.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 35.3.1 24 hours after being sent by electronic means, or delivered by hand to the relevant address;
 - 35.3.2 two Clear Days after being sent by first class post to that address;
 - 35.3.3 three Clear Days after being sent by second class or overseas post to that address;
 - 35.3.4 immediately on being handed to the recipient personally; or
 - 35.3.5 if earlier, as soon as the recipient acknowledges actual receipt.
36. Irregularities
- 36.1 The making of any decision, or the proceedings at any meeting of the Directors, Members or a committee shall not be invalidated by reason of:

36.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice); or

36.1.2 the lack of qualification in any of the persons present and voting,

unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall invalidate it.

37. Regulations

37.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No Regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

38. Winding-up of the Company

38.1 If the Company is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets must be applied If Liberty is wound-up or dissolved, and there remain any assets after all debts and liabilities have been met, the assets must be applied to the [Civil Liberties Trust].

INTERPRETATION

39. Definitions

39.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
“Articles”	these Articles of Association;
“Association”	the National Council for Civil Liberties, an unincorporated association;
“Board”	the board of Directors of the Company;
“Chair”	the Chair of the Board or any person discharging the functions of the Chair;
“Company”	the company regulated by these Articles;
“Clear Day”	any day except for the day on which notice is given and the day of the meeting or other event the notice relates to;
“Conflict”	any situation in which a Director has or might have a direct or indirect interest (including but not limited to a financial interest or a loyalty) that conflicts, or possibly might conflict, with the interests of the Company or that Director’s duty to act solely in the interests of the Company;

“Conflicted Director”	a Director who has a Conflict in relation to a particular matter;
“Companies Act”	the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;
“Material Benefit”	a benefit, direct or indirect, which is either money or has a monetary value;
“Member”	a Director acting in their capacity as a company law member of the Company;
“Month”	a calendar month;
“Objects”	the Objects of the Company as defined in Article 2.1;
“Ordinary Resolution”	a resolution agreed by more than 50% of the Members present and voting at a general meeting, or, in the case of a Written Resolution, by Members who together hold more than 50% of the voting rights;
“Regulations”	any rules, standing orders or regulations made in accordance with these Articles;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by at least 75% of the Members present and voting at a general meeting, or, in the case of a Written Resolution, by Members who together hold at least 75% of the voting rights;
“Directors”	the directors of the Company;
“Un-conflicted Directors”	the Directors who do not have a Conflict in relation to a particular matter;
“Values”	the values statement set out in the constitution of the Association;
“Written” or “in Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
“Written Resolution”	a resolution passed in accordance with Article 28.1.

39.2 In these Articles:

- 39.2.1 Apart from the words defined above, any word or expression defined in the Companies Act will have the same meaning in these Articles, unless the context indicates another meaning.
- 39.2.2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 39.2.3 These Articles are to be interpreted without reference to the Model Articles under the Companies Act, which do not apply to the Company unless specifically stated otherwise.