

THE COMPANIES ACTS 1985 to 1989 & 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
of

TRANSFORMATIONAL BUSINESS NETWORK FOUNDATION

Company Number 04667035

(the **Company**)

At the annual general meeting of the Company duly convened and held on 12th December 2016 the following Resolution was duly proposed and passed as a Special Resolution

SPECIAL RESOLUTION

THAT the draft articles of association of the Company in the form produced to the meeting and attached to this resolution be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company

Dated this 21 day of December 2016


Oliver Scutt – Trustee & Company Secretary



DATED 21st June 2016

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

THE COMPANIES ACTS 1985 AND 1989

ARTICLES OF ASSOCIATION

OF

**TRANSFORMATIONAL BUSINESS NETWORK
FOUNDATION**

**(AMENDED BY WRITTEN RESOLUTION OF 12
DECEMBER 2016)**

Company No: 04667035

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF TRANSFORMATIONAL BUSINESS NETWORK
FOUNDATION**

INTERPRETATION

1 In these Articles of Association (the 'Articles')

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts,

'Clear Days' in relation to the period of a notice means the 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 Board' means the Trustees of the Company acting collectively,

'Memorandum' means the Memorandum of Association of the Company,

'the Office' means the registered office of the Company,

'the Seal' means the common Seal of the Company,

'Secretary' means any person appointed to perform the duties of the secretary of the Company,

'Trustee' means a trustee of the Company acting individually,

'the United Kingdom' means Great Britain and Northern Ireland,

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form,

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company,

Words importing gender shall mean and include any other gender and words importing persons shall include corporations and natural persons

OBJECTS

- 2 The Company is established for the objects expressed in the Memorandum

MEMBERS

- 3 The subscribers to the Memorandum and such other persons as the Board shall admit to membership shall be members of the Company Membership is open to any individual or organisation interested in promoting the objects who applies to the Board in accordance with these Articles and there is no limit to the number of members
- 4 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members
- 5 An application for membership may be approved or rejected by the Board The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made
- 6 A member may withdraw as a member of the Company on giving written notice to the Secretary A Trustee who is also a member shall automatically cease to be a member if disqualified, removed or otherwise ceases to be a director

GENERAL MEETINGS

- 7 The Company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year The annual general meeting shall be held at such time and place as the Board shall appoint All general meetings other than annual general meetings shall be called extraordinary general meetings
- 8 The Board may whenever it thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened if requisitioned by members as provided by the Act

NOTICE OF GENERAL MEETINGS

- 9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice in writing. Other meetings shall be called by at least fourteen Clear Days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this Article 9, be deemed to have been duly called if it is so agreed
- (a) in the case of the annual general meeting, by all the members entitled to attend and vote at it, and
 - (b) in the case of any other general meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members
- 10 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting
- 11 Notice of every general meeting shall be given in writing either personally or by post to
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them,
 - (b) the auditor for the time being of the Company,
 - (c) each Trustee
- 12 No other person shall be entitled to receive notices of general meetings
- 13 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

- 14 A member present in person at any general meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

PROCEEDINGS AT GENERAL MEETINGS

- 15 The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors
- 16 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business Two voting members or twenty five percent of the membership (whichever is the higher) who are present in person shall be a quorum If within half an hour from the time appointed for the meeting a quorum is not present, or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such other day and at such other time and place as the Board determines If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum

CHAIR

- 17 One Trustee shall be elected by the Board to chair every meeting of the Trustees (the "Chair") The Chair, so appointed by the Board shall also chair every general meeting of the Company, or if there is no such Chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees shall elect one of their number to chair the general meeting
- 18 If at any general meeting no Trustee is willing to act as Chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the voting members present shall choose one of their number to chair the meeting
- 19 The Chair may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting

RESOLUTIONS

- 20 At any general meeting, a resolution put to the vote of the meeting shall be decided on 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 Chair, or
 - (b) by at least two members present and 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
- 21 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect together with a record of the number or proportion of the votes recorded in favour of or against such resolution in the minutes of proceedings of the Company shall be conclusive evidence of the fact
- 22 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have
- 24 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 25 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held
- 26 No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at

least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken

VOTES OF MEMBERS

- 27 Subject to Article 23, every member shall have one vote. The Board may make arrangements for postal voting on such terms and conditions as it thinks fit.
- 28 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her (if any) to the Company have been paid.
- 29 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 30 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or adjourned 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.

APPOINTMENT OF PROXIES

- 31 Votes may be given on a poll either personally or by proxy. On a show of hands, a member present only by proxy shall have no vote (but a duly authorised representative of a member organisation may show on a vote of hands).
- 32 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking the poll, and in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 33 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"I [] a member of [Transformational Business Network Foundation], appoint [] of [] and failing him [] of [] on my behalf at the Annual or Extraordinary General meeting including adjourned meetings as the case may be, of the Company to be held on the [] day of [] and at every adjournment thereof

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

Resolution For* _____

Against* _____

**Place cross in desired box*

As witness my hand this _____ day of _____

- 34 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 35 Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company

HONORARY OFFICERS

- 36 The Board shall have the power, at its sole discretion to appoint honorary officers including but not limited to a president or a patron ('Honorary Officers')
- 37 The Board shall be entitled to appoint Honorary Officers for life or such other term of appointment as the Board may decide
- 38 Honorary Officers shall not be entitled to attend meetings of the Board, but may attend if invited by the Board, and shall be entitled to attend general meetings of the Company but not to vote at the same or count towards the quorum

TRUSTEES

- 39 Unless otherwise determined by the Company, the Board shall consist of at least three individuals all of whom shall be or shall be required to become a member of the Company

- 40 The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Trustees shall be appointed as provided subsequently in these Articles.
- 41 The Trustees may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

- 42 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.

POWERS AND DUTIES OF THE TRUSTEES

- 43 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 44 All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine provided that all cheques shall be signed by not less than two authorised signatories.
- 45 The Board shall arrange for minutes to be made
- (a) of all appointments of officers made by the Board,
 - (b) of the names of the Trustees present at each Board meeting, and
 - (c) of all resolutions and proceedings at all meetings of the Company.

ELECTION AND RETIREMENT OF TRUSTEES

- 46 At each annual general meeting where a vacancy arises amongst the Trustees, the Board shall set out its requirements for the skills, qualities and experience which it requires as a result of such vacancy, at all times taking into account the extent that such requirements are met by those Trustees continuing in office and those retiring and intending to re-offer themselves for election
- 47 In exercising their powers to nominate, appoint, reappoint, elect, re-elect, approve and dismiss Trustees, both the members and Trustees shall seek to ensure that the Board is representative of those with an interest in the services and facilities offered by the Company and also comprises persons with a broad range of skills and who are likely to contribute to the Company's success
- 48 From the date of his appointment, each Trustee shall hold office for a term of 3 years until the close of the annual general meeting held after the expiration of the aforementioned first 3 year term. The Trustee shall be eligible for reappointment for a second term of 3 years until the close of the next annual general meeting to be held after the expiration of the aforementioned second 3 year term PROVIDED THAT
- (a) a Trustee may only hold office for 2 consecutive terms and thereafter will only be eligible for re-election in accordance with Article 51 from and after the first anniversary of the date on which his second term expired, and
 - (b) the persons who are Trustees at the date of adoption of this Article 48 shall be eligible to remain in office but must retire
 - (i) in the case of "Stuart McGreevy" and "Dr Kim Tan" at the close of the Company's annual general meeting held in 2017,
 - (ii) in the case of "Terrence Watson" at the close of the Company's annual general meeting held in 2018, and
 - (iii) in the case of "Rosalind Kanyah" and "Oliver Scutt" at the close of the Company's annual general meeting held in 2019,
- and in each such case, subject to the provisions of paragraph 48(a) above, shall then be eligible for reappointment

- 49 If the Company at the annual general meeting at which a Trustee retires in the above manner does not fill the vacancy, the Trustee shall, if willing to act, be deemed to have been reappointed unless pursuant to Article 48(a) (i) he/ she is not eligible for reappointment, or (ii) at the relevant meeting it is expressly resolved not to fill the vacancy, or (iii) a resolution for the reappointment of the Trustee is put to the meeting and lost
- 50 The Trustees shall have power at any time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with these Articles Any Trustee so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election
- 51 No person other than a Trustee retiring at the meeting shall be eligible for election to the Board at any general meeting unless -
- (a) he is recommended by the Board, or
 - (b) not less than 28 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed
- 52 No person may be appointed as a Trustee,
- (a) unless he has attained the age of 18 years, or
 - (b) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 53

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 53 A Trustee shall cease to hold office if he
- (a) ceases to be a Trustee by virtue of any provision in the Act or 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), or
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own property and affairs, or
 - (c) resigns his office by written notice to the Company, or
 - (d) ceases to be a member of the Company, or

- (e) is absent without the agreement of the Board from all their meetings held within a period of six months and the Board resolves that his office be vacated, or
- (f) is removed from office by a three-quarters majority vote of the Trustees at a special meeting called for that purpose, when in the opinion of the Board and having given the Trustee concerned an opportunity to make representations to the Board, it appears that the Trustee in question is acting in a manner detrimental or prejudicial to the well being of the Company

TRUSTEES' INTERESTS

- 54 Except to the extent expressly permitted by these Articles, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party
- 55 Whenever a Trustee has any kind of interest in a matter to be discussed by the Board which may conflict with the interests of the Company, the Trustee concerned must withdraw from the meeting for that item but shall, nevertheless, be taken into account in calculating the quorum for that meeting For the purposes of this Article, a conflicting interest or duty is an interest or duty that arises as a result of a Trustee being a member, director, officer or employee of another organisation

PROCEEDINGS OF THE BOARD

- 56 The Board shall meet a minimum of 4 times in each calendar year
- 57 Subject to the provisions of the Articles, the Board may regulate its proceedings as it sees fit A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes on a proposed resolution, the Chair shall have a second or casting vote
- 58 The quorum for the transaction of the business of the Board shall be fixed at [two] Trustees
- 59 The Board may act notwithstanding any vacancies in its number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting

- 60 The Trustees shall elect a Chair who shall hold office until the first annual general meeting and thereafter the Chair shall be elected at the annual general meeting and shall hold office for one year from the date of appointment or such shorter period as notified by the Chair to the Board unless by a vote of two thirds of the Trustees present and entitled to vote, he is removed from office before that time. If and as long as the position of Chair is vacant, the Trustees may appoint one of their number to be Chair. The Chair shall be entitled to preside at all meetings of the Board at which he shall be present, but if no such Chair is elected, or, if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting and/or is unwilling to preside, the Board shall choose one of their number to be Chair of the meeting.
- 61 The Trustees may appoint one or more sub-committees consisting of at least one Trustee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.
- 62 All acts done by the Board, or by a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Trustee or that any of them were disqualified from holding office, or has vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 63 A resolution in writing, signed by all the Trustees, entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

SECRETARY

- 64 The Board shall appoint (and may remove) any person to act as Secretary in accordance with the Act provided that if a Trustee is appointed he shall not be paid.

THE SEAL

- 65 The Board shall provide for the safe custody of a Seal, if any, which shall only be used by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 66 Accounts shall be prepared in accordance with the Act

ANNUAL REPORT

- 67 The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners

ANNUAL RETURN

- 68 The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners

INDEMNITY

- 69 Subject to the provisions of the Act every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

DISSOLUTION

- 70 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

RULES OR BYE LAWS

- 71 (a) The Trustees may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate
- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated

and the entrance fees, subscriptions and other fees or payments to be made by members,

- (ii) the conduct of members of the Company in relation to one another, and to the Company's employees,
 - (iii) the procedure at general meetings and meetings of the Board and sub Committees in so far as such procedure is not regulated by these Articles,
 - (iv) generally, all such matters as are commonly the subject matter of Company rules
- (b) The Company in general meeting shall have power to alter, add to or repeal the Rules or Bye Laws and the Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles

Name and Address of Subscriber(s) and Witness(es)

Subscriber(s)

Name

Address

Witness(es)

Witness name

Address

Occupation

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

**WRITTEN RESOLUTION PURSUANT TO
ANNUAL GENERAL MEETING**

of

TRANSFORMATIONAL BUSINESS NETWORK FOUNDATION

Company Number 04667035

(the Company)

CIRCULATION DATE: 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the Trustees of the Company voted unanimously at an annual general meeting held on 12th December 2016 that the resolution below be passed as a special resolution (the **Resolution**)

1. **THAT** the draft articles of association of the Company in the form attached to this resolution be and hereby are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company

AGREEMENT

The undersigned, being a person entitled to sign for and on behalf of the Trustees on the date set out at the beginning of this document, hereby agrees the Resolution

Oliver Scutt – Trustee & Company Secretary

Date 2016