

OPEN DATA INSTITUTE
Company Number 08030289
(the "Company")

SPECIAL RESOLUTION OF THE MEMBERS

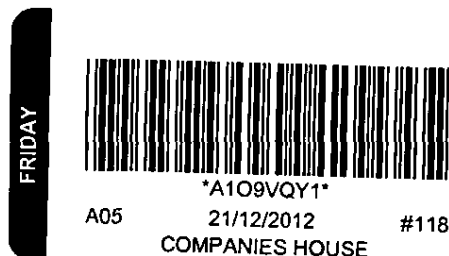
At a general meeting of the Company duly convened and held at 65 Clifton Street, London EC2A 4JE on 11th December 2012 between 14.25 hours and 14.30 hours, the following resolutions were duly passed as special resolutions

Special resolutions

1. **THAT** the proposed articles of association be adopted by the Company, replacing the current articles of association


Company Secretary

19/12/2012
Date



A COMPANY LIMITED BY GUARANTEE

Company Name.

OPEN DATA INSTITUTE

Company Number.

08030289

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1 INTERPRETATION

1.1 In the Articles, unless the context requires otherwise -

Act	means the Companies Act 2006
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 Company
Articles	means the Company's articles of association
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy,
Chairman	has the meaning given in Article 9
Circulation Date	in relation to a written resolution, has the meaning given to it in the Companies Acts
Clear Days	means, in relation to the period of a notice, a period excluding the

	day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company
Company	means this company, to which these articles apply
Conflict of Interest	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company
Director	a director of the Company, and includes any person occupying the position of director, by whatever name called
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
Electronic Means	has the meaning given in section 1168 of the Companies Act 2006
Hard Copy Form	has the meaning given to it in the Companies Act 2006
Main Board	means the board of Directors comprised and acting in accordance with Article 13 1
Management Committee	means the committee set up by the Main Board pursuant to article 13 2
Member	means a member of the Company from time to time
Memorandum	means the Company's memorandum of association,
Objects	means the objects of the Company, as more particularly defined in Article 3
ODI Member Advisory Board	means the board elected by and representing the ODI Membership set up pursuant to article 13 3
ODI Membership	means the open membership of the Company set up pursuant to article 13 4, and "ODI Members" is to be construed accordingly
Officer	means a Director or the Secretary (if any)
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006
Participate	in relation to a Directors' meeting, has the meaning given in Article 16
Seal	means the common seal of the Company if it has one
Secretary	means any person appointed to perform the duties of the secretary of the Company

Special Resolution	has the meaning given in section 283 of the Companies Act 2006
Specified	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006
Supplier	means a supplier of goods or services to the Company
Transfer	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property
United Kingdom	means England, Wales, Scotland, and Northern Ireland
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 Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 1 3 A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality)
- 1 4 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company
- 1 5 Apart from the exception in Article 1 4, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

2 NOT FOR PROFIT

- 2 1 The Company is not established or conducted for private gain any surplus or assets are used principally to further the Objects of the Company

3 OBJECTS

- 3 1 The objects of the Company are to carry on activities which (without limitation) carry on business, including any other activities ancillary thereto, which further the innovation, creation, utilisation, commercialisation and development in the field of 'open data'
- 3 2 Article 3 1 specifically includes the holding of any shares, investment or grant of any other nature in or to any person, association, partnership, charitable organisation, Company or other body corporate and to dispose of, vary and deal with the same

4 POWERS

- 4 1 To further its Objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

5 APPLICATION OF INCOME AND PROPERTY

- 5 1 The income and property of the Company shall be applied solely towards the promotion of the Objects
- 5 2 None of the income from the property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member This does not prevent a Member who is also a Director or Supplier receiving reasonable and proper remuneration for any goods or services supplied to the Company
- 5 3 In the event of the winding up of the Company, all residual assets owned by the Company shall be transferred to one or more bodies
- 5 3 1 1 with Objects similar to its own, and/or
- 5 3 1 2 the Objects of which are the promotion of charity and anything incidental or conducive thereto,
- whether or not the body or bodies is a Member of the Company

6 LIABILITY OF MEMBERS

- 6 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 or she is a member or within one year after he or she ceases to be a member, for
- 6 1 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,
- 6 1 2 payment of the costs, charges and expenses of winding up, and
- 6 1 3 adjustment of the rights of the contributories among themselves

7 DIRECTORS' GENERAL AUTHORITY

- 7 1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

8 MEMBERS' RESERVE POWER

- 8 1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specific action
- 8 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

9 CHAIRMAN

- 9 1 The first Chairman of the Company shall be Professor Nigel Shadbolt who shall be entitled to remain in office for a minimum period of five years from the date of his appointment
- 9 2 Subject to article 9 1, the Directors may appoint one of their number to be the Chairman of the Company for such term of office as they determine and may at any time remove him or her from office

10 PRESIDENT

- 10 1 The first President of the Company shall be Professor Sir Timothy Berners-Lee who shall be entitled to remain in office for a minimum period of five years from the date of his appointment
- 10 2 Subject to article 10 1, the Directors may appoint one of their number to be the President of the Company for such term of office as they determine and may at any time remove him or her from office

11 DIRECTORS MAY DELEGATE

- 11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company
- 11 1 1 to such person or committee,
- 11 1 2 by such means (including by power of attorney),
- 11 1 3 to such an extent,
- 11 1 4 in relation to such matters or territories, and
- 11 1 5 on such terms and conditions,
- as they think fit
- 11 2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated

- 11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

12 COMMITTEES

- 12 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors
- 12 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

13 COMPANY MANAGEMENT STRUCTURE

- 13 1 The board of Directors shall be known as the Main Board and shall
- 13 1 1 be responsible for the strategic decision making of the Company and shall hold the Management Committee (set up pursuant to article 13 2) to account,
 - 13 1 2 be constituted from the Members, the Member's nominated representatives (where applicable), elected representative(s) of the ODI Member Advisory Board (where applicable), the chief executive officer and any other Director appointed by the Directors from time to time,
 - 13 1 3 meet at least four times per calendar year, approximately once every quarter year
- 13 2 To the extent that it has not already been set up, the Main Board shall set up the Management Committee under such rules as it deems fit to prescribe from time to time and which shall
- 13 2 1 be responsible for the day-to-day running of the Company, and
 - 13 2 2 be comprised of the following
 - 13 2 2 1 the Chairman,
 - 13 2 2 2 the Chief Executive Officer, and
 - 13 2 2 3 any other person that the Main Board appoints
- 13 3 To the extent that it has not already been set up, the Main Board shall set up the ODI Member Advisory Board under such rules as it deems fit to prescribe from time to time and which shall
- 13 3 1 be responsible for proffering advice on behalf of the ODI Membership, answering specific questions requisitioned by the Main Board on behalf of the ODI Members, and any other matter requested by the Main Board, and
 - 13 3 2 be comprised from representatives of the ODI Membership, and

13 3 3 be able to nominate one or more representatives who, subject to Main Board approval, may be appointed as Director(s)

13 4 To the extent that it has not already been set up, the Main Board shall set up the ODI Membership, under such rules as the Main Board deems fit to prescribe from time to time, which shall

13 4 1 be responsible for electing the ODI Member Advisory Board, and

13 4 2 be open to any person subject to the ODI Membership rules in place from time to time

14 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

14 1 Any decision of the Main Board must be either a majority decision of the voting Directors at a meeting or a decision taken in accordance with Article 20

14 2 Whether an appointed Director is a voting Director or a non-voting Director shall be decided at the time of appointment, subject to subsequent amendment by the voting directors. The Secretary shall keep a list of the voting powers of the Directors

14 3 In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision

15 CALLING A MAIN BOARD MEETING

15 1 The President, the Chairman, or two Directors may (and the Secretary, if any, must at the request of the President, the Chairman, or two Directors) call a meeting of the Main Board

15 2 A Main Board meeting must be called by at least seven Clear Days' notice unless either

15 2 1 all the Directors agree, or

15 2 2 urgent circumstances require shorter notice

15 3 Notice of meetings of the Main Board must be given to each Director

15 4 Every notice calling a meeting of the Main Board must specify

15 4 1 the place, day and time of the meeting, and

15 4 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

15 5 Notice of Main Board meetings need not be in Writing

- 15 6 Notice of Main Board meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

16 PARTICIPATION IN MAIN BOARD MEETINGS

- 16 1 Subject to the Articles, Directors participate in a Main Board meeting, or part of a Main Board meeting, when
- 16 1 1 the meeting has been called and takes place in accordance with the Articles, and
- 16 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 16 2 In determining whether Directors are participating in a Main Board meeting, it is irrelevant where any Director is or how they communicate with each other
- 16 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

17 QUORUM FOR MAIN BOARD MEETINGS

- 17 1 At a Main Board meeting, unless a quorum exists, no proposal is to be voted on, except a proposal to call another meeting
- 17 2 The quorum for Main Board meetings may be fixed from time to time by a decision of the Directors, but
- 17 2 1 it must never be less than two voting Directors, and unless otherwise fixed it is two, and
- 17 2 2 where a decision is to be made over the appointment of a director, the quorum must comprise the Chairman
- 17 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision
- 17 3 1 to appoint further Directors, or
- 17 3 2 to call a general meeting so as to enable the Members to appoint further Directors

18 CHAIRING OF MAIN BOARD MEETINGS

- 18 1 The Chairman, or in his absence the President, or in both their absence another Director nominated by the Directors present, shall preside as chair of each Main Board meeting

19 DECISION-MAKING AT MEETINGS

19 1 Questions arising at a Main Board meeting shall be decided by a majority of votes cast by voting Directors

19 2 In case of an equality of votes, the Chairman shall have a second or casting vote

20 DECISION-MAKING WITHOUT A MEETING

20 1 The voting Directors may take a unanimous decision without a Directors' meeting in accordance with this Article 20 by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

20 2 A decision which is made in accordance with Article 20 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

20 2 1 approval from each voting Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

20 2 2 following receipt of responses from all of the voting Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the voting Directors in accordance with this Article 20 2,

20 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

20 2 4 the Recipient must prepare a minute of the decision in accordance with Article 50

21 CONFLICTS OF INTEREST

21 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

21 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

21 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 20 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 22, he or she must

- 21 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
 - 21 3 2 not be counted in the quorum for that part of the meeting, and
 - 21 3 3 withdraw during the vote and have no vote on the matter
- 21 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

22 DIRECTORS' POWER TO AUTHORISE A CONFLICT OF INTEREST

- 22 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided
- 22 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 21 3,
 - 22 1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,
 - 22 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation
- 22 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 22 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed
- 22 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 22 1 (subject to any limits or conditions to which such approval was subject)

23 REGISTER OF DIRECTORS' INTERESTS

- 23 1 The Directors shall cause a register of Directors' interests to be kept A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

24 METHODS OF APPOINTING DIRECTORS

- 24 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors
- 24 2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors

25 TERMINATION OF DIRECTOR'S APPOINTMENT

- 25 1 A person ceases to be a Director as soon as
 - 25 1 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,
 - 25 1 2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
 - 25 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - 25 1 4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
 - 25 1 5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect), or
 - 25 1 6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason

26 DIRECTORS' REMUNERATION

- 26 1 Directors may undertake any services for the Company that the Directors decide
- 26 2 Directors are entitled to such remuneration as the Directors determine
 - 26 2 1 for their services to the Company as Directors, and
 - 26 2 2 for any other service which they undertake for the Company
- 26 3 Subject to the Articles, a Director's remuneration may
 - 26 3 1 take any form, and
 - 26 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

26 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

26 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

27 DIRECTORS' EXPENSES

27 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

27 1 1 meetings of Directors or committees of Directors,

27 1 2 general meetings, or

27 1 3 separate meetings of any class of Members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

28 BECOMING A MEMBER

28 1 The subscribers to the Memorandum are the first Members of the Company

28 2 Such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Company

28 3 Each Member of the Company shall either

28 3 1 be a Director, or

28 3 2 nominate a representative to be appointed as a Director

28 4 No person shall be admitted a Member of the Company unless he or she is approved by Special Resolution of the Members

28 5 Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form (and containing such information) as the Directors require and executed by him or her

29 TERMINATION OF MEMBERSHIP

29 1 Membership is not transferable

29 2 Membership is terminated if

29 2 1 the Member dies or ceases to exist, or

29 2 2 the Member resigns

30 MEMBERS' MEETINGS

30 1 The Directors may call a general meeting at any time

30 2 The Directors must call a general meeting if required to do so by the Members under the Companies Acts

31 LENGTH OF NOTICE FOR MEMBERS' MEETINGS

31 1 All general meetings must be called by either

31 1 1 at least 14 Clear Days' notice, or

31 1 2 shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members

32 CONTENTS OF NOTICE FOR MEMBERS' MEETINGS

32 1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted

32 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

32 3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting

33 SERVICE OF NOTICE FOR MEMBERS' MEETINGS

33 1 Notice of general meetings must be given to every Member, to the Directors and to the auditors of the Company

34 ATTENDANCE AND SPEAKING AT MEMBERS' MEETINGS

34 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

34 2 A person is able to exercise the right to vote at a general meeting when

34 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

34 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

34 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

34 4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other

34 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

35. QUORUM FOR MEMBERS' MEETINGS

35 1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

35 2 Two persons entitled to vote on the business to be transacted (each being a Member, a proxy for a Member or a duly Authorised Representative of a Member), or 10% of the total Membership (represented in person or by proxy), whichever is greater, shall be a quorum

35 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

36 CHAIRING OF GENERAL MEETINGS

36 1 The Chairman or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting

36 2 If neither the Chairman nor such other Director nominated in accordance with Article 35 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting

36 3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting

37 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 37 1 A Director may attend and speak at any general meeting
- 37 2 The chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting

38 ADJOURNMENT OF MEMBERS' MEETINGS

- 38 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
 - 38 1 1 the meeting consents to an adjournment, or
 - 38 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 38 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 38 3 When adjourning a general meeting, the chair of the meeting must
 - 38 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 38 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the Members
- 38 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it
 - 38 4 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
 - 38 4 2 containing the same information which such notice is required to contain
- 38 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

39 VOTING AT MEMBERS' MEETINGS

- 39 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 39 2 A person who is not a Member of the Company shall not have any right to vote at a general meeting of the Company

- 39 3 Article 39 2 shall not prevent a person who is a proxy for a Member or a duly authorised representative of a Member from voting at a general meeting of the Company

40 VOTES AT MEMBERS' MEETINGS

- 40 1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a Member, proxy or Authorised Representative of a Member) and entitled to vote shall have a maximum of one vote
- 40 2 On a vote on a resolution on a poll at a meeting every Member present in person or by proxy or Authorised Representative shall have one vote, save that the President and the Chairman shall have two votes each
- 40 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have
- 40 4 No Member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid
- 40 5 The following provisions apply to any organisation that is a Member ("a Member Organisation")
- 40 5 1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,
- 40 5 2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,
- 40 5 3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company,
- 40 5 4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation,
- 40 5 5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member

Organisation) the same powers as the Member Organisation could exercise if it were an individual Member,

40 5 6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual Member present in person at the meeting, and

40 5 7 the power to appoint an Authorised Representative under this Article 40 5 is without prejudice to any rights which the Member organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative

41 POLL VOTES AT MEMBERS' MEETINGS

41 1 A poll on a resolution may be demanded

41 1 1 in advance of the general meeting where it is to be put to the vote, or

41 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

41 2 A poll may be demanded by

41 2 1 the Chairman,

41 2 2 the President,

41 2 3 the chair of the meeting,

41 2 4 the Directors,

41 2 5 two or more persons having the right to vote on the resolution,

41 2 6 any person, who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes, or

41 2 7 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution

41 3 A demand for a poll may be withdrawn if

41 3 1 the poll has not yet been taken, and

41 3 2 the chair of the meeting consents to the withdrawal

41 4 Polls must be taken immediately and in such manner as the chair of the meeting directs

42 ERRORS AND DISPUTES

- 42 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 42 2 Any such objection must be referred to the chair of the meeting whose decision is final

43 CONTENT OF PROXY NOTICES

- 43 1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which
 - 43 1 1 states the name and address of the Member appointing the proxy,
 - 43 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - 43 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - 43 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 43 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 43 3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 43 4 Unless a Proxy Notice indicates otherwise, it must be treated as
 - 43 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 43 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

44 DELIVERY OF PROXY NOTICES

- 44 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person
- 44 2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

- 44 3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

45 AMENDMENTS TO RESOLUTIONS

- 45 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 45 1 1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- 45 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- 45 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- 45 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 45 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 45 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

46 WRITTEN RESOLUTIONS

- 46 1 Subject to Article 46 3, a written resolution of the Company passed in accordance with this Article 46 1 shall have effect as if passed by the Company in general meeting, where
- 46 1 1 a written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members, and
- 46 1 2 a written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 46 2 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 46 3 A Members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution

46 4 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

46 5 A Member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution in accordance with the following:

46 5 1 if the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the Member's signature, or

46 5 2 if the Document is sent to the Company by Electronic Means, it is authenticated if

46 5 2 1 it bears the Member's signature, or

46 5 2 2 the identity of the Member is confirmed in a manner agreed by the Directors, or

46 5 2 3 it is accompanied by a statement of the identity of the Member and the Company has no reason to doubt the truth of that statement, or

46 5 2 4 it is from an email Address notified by the Member to the Company for the purposes of receiving Documents or information by Electronic Means.

46 6 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

46 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

47 AMENDMENTS TO THE ARTICLES

47 1 Any resolution of the Members proposing to amend the provisions of the Articles must be passed by Members representing not less than 75% of the total voting rights of eligible Members.

48 MEANS OF COMMUNICATION TO BE USED

48 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

48 2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being

48 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

49 IRREGULARITIES

49 1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

50 MINUTES

50 1 The Directors must cause minutes to be made in books kept for the purpose

50 1 1 of all appointments of officers made by the Directors,

50 1 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

50 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Company, be sufficient evidence of the proceedings

50 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

51 RECORDS AND ACCOUNTS

51 1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

51 1 1 annual reports,

51 1 2 annual returns, and

51 1 3 annual statements of account

51 2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Member

52 INDEMNITY

52 1 Subject to Article 52 2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against

52 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,

52 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

52 1 3 any other liability incurred by that Director as an officer of the Company or an associated Company

52 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

52 3 In this Article

52 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

52 3 2 a "relevant Director" means any Director or former Director of the Company or an associated Company

52 4 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

52 5 In this Article

52 5 1 a "relevant Director" means any Director or former Director of the Company or an associated Company,

52 5 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company, and

52 5 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

Company Name OPEN DATA INSTITUTE

Company Number 08030289

53 EXCLUSION OF MODEL ARTICLES

53 1 The relevant model articles for a Company limited by guarantee are hereby expressly excluded