

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Energy and Climate Intelligence Unit Limited

Company No: 08863041



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INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The Company's objects ("the Objects") are to promote evidence based policy and discourse about energy and climate change and to further any other philanthropic or benevolent purpose in the field of energy and climate change.

2.2 The Company may do any lawful thing as is incidental or conducive to the pursuit or to the attainment of any of the objects set out in Article 2.1.

LIMITATION ON PRIVATE BENEFITS

3. Limitation on private benefits

3.1 The income and property of the Company shall be applied solely towards the promotion of its Objects. No part shall be paid or transferred directly or indirectly to members or Directors of the Company except for payment in good faith of:

3.1.1 reasonable and proper remuneration to any Director, employee, member, consultant or officer for any services provided to the Company (whether in that capacity or otherwise) and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Director, member, officer or employee of the Company;

3.1.2 interest on money lent to the Company at a reasonable and proper rate per annum;

3.1.3 reasonable and proper rent for premises let to the Company;

3.1.4 reasonable and proper fees, or other benefits to any company in which a member or Director holds an interest;

3.1.5 reasonable and proper premiums in respect of indemnity insurance effected for the benefit of the Directors, members and/or any other officer, employee or person holding an equivalent position with the Company; and

3.1.6 any payments made to any member or Director in their capacity as a beneficiary of the Company.

LIMITATION OF LIABILITY AND INDEMNITY

4. Liability of members

4.1 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

4.1.1 payment of the Company's debts and liabilities contracted before they cease to be a member;

4.1.2 payment of the costs, charges and expenses of winding up; and

4.1.3 adjustment of the rights of the contributories among themselves.

5. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer and member of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

6. Insurance

6.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer or member in respect of any relevant loss.

6.2 In this Article 6—

6.2.1 a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant officer or member in connection with that relevant member or officer'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

6.2.2 a 'relevant officer' means any Director or other officer or employee or former Director, officer or employee of the Company (or person holding or who has held an equivalent position with the Company), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor).

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

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. Chair

8.1 The Directors may appoint one of their number to be the Chair of the Directors for such term as the Directors may determine. The Chair shall automatically cease to hold office at the end of their term unless reappointed for a further term, or unless they cease to hold such office earlier, as a result of:

8.1.1 ceasing to be a Director in accordance with these Articles;

8.1.2 resigning from office as Chair by notice to the other Directors; or

8.1.3 being removed from office as Chair at any time by resolution of the Directors.

9. Directors may delegate

9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.

9.3 Any delegation by the Directors may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

as they think fit.

9.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

10. Committees

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

- 10.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
- 10.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
- 10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.
- 11. Delegation of day to day management powers
 - 11.1 In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
 - 11.1.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;
 - 11.1.2 the Directors shall provide any manager with a description of their role and the extent of their authority; and
 - 11.1.3 any manager must report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts which are sufficient to explain the financial position of the Company.
- 12. Delegation of investment management
 - 12.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:
 - 12.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;
 - 12.1.2 timely reports of all transactions are provided to the Directors;
 - 12.1.3 the performance of the investments is reviewed regularly with the Directors;
 - 12.1.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 12.1.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 12.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

12.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

13. Rules

13.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. The rules shall be binding on all members of the Company. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

13.2 The rules may regulate the following matters but are not restricted to them:

13.2.1 the duties of any officers or employees of the Company;

13.2.2 the admission of members of the Company and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

13.2.3 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

13.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);

13.2.5 the procedure at general meetings (including facilitating remote attendance at and remote conduct of general meetings);

13.2.6 any of the matters or things within the powers or under the control of the Directors; and

13.2.7 generally, all such matters as are commonly the subject matter of company rules.

13.3 The Directors have the power to alter, add to or repeal the rules.

DECISION-MAKING BY DIRECTORS

14. Directors to take decisions collectively

14.1 Any decision of the Directors must be either:

14.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 19); or

14.1.2 a decision taken in accordance with Article 20.

15. Calling a Directors' meeting

15.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

15.2 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

- 15.3 A Directors' meeting must be called by at least 5 Clear Days' notice unless either:
 - 15.3.1 all the Directors agree; or
 - 15.3.2 urgent circumstances require shorter notice.
- 15.4 In deciding on the date and time of any Directors' meeting, the Directors calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.
- 15.5 Notice of Directors' meetings must be given to each Director.
- 15.6 Every notice calling a Directors' meeting must specify:
 - 15.6.1 the place, day and time of the meeting (including the platform for remote attendance in lieu of the place of the meeting, if the meeting is to be attended remotely);
 - 15.6.2 the general nature of the business to be considered at such meeting; and
 - 15.6.3 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.
- 15.7 Notice of Directors' meetings need not be in Writing.
- 15.8 Article 46 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 16. Participation in Directors' meetings
 - 16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' 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 (for example via telephone or video conferencing).
 - 16.2 In determining whether Directors are participating in a Directors' 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 Directors' meetings
 - 17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
 - 17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless so fixed it shall be two, unless there is only one Director able to take

part in the decision due to the application of Article 21 in which case that Director will constitute a quorum.

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 Directors' meetings

The Chair, if any, or in their absence, another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.

19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Decisions without a meeting

20.1 Subject to Article 20.4, a decision is taken in accordance with this Article 20 when a majority of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on this Article to make a decision if one-half or more of the Directors have a Conflict of Interest which, under Article 21, results in them not being entitled to vote.

20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each consenting Director or to which each consenting Director has otherwise indicated agreement in Writing.

20.3 A decision which is made in accordance with this Article 20 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:

20.3.1 approval from each consenting Director must be received by one person being either such person as 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;

20.3.2 following receipt of either (a) consenting responses from at least a majority of the Directors, or (b) dissenting responses from more than one-half of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 20.3;

- 20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 20.3.4 the Recipient must prepare a minute of the decision in accordance with Article 50 (Minutes).
- 20.4 Where a sole Director is making a decision in accordance with Article 17.2 then that Director shall be able to make a written decision without a meeting under this Article 20, with such varied process set out in this Article 20 as is appropriate for a sole Director.
- 21. Director interests and management of conflicts of interest
 - 21.1 Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors or any delegated body on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this Article an interest of a person who is for any purpose pursuant to the Companies Acts (excluding any statutory modification thereof not in force when this Article becomes binding on the Company) connected with a Director shall be treated as an interest of the Director.
 - 21.2 A Director shall not be counted in the quorum present at a Directors' meeting in relation to a resolution on which he is not entitled to vote.
 - 21.3 The Company may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter any provision of these Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors or any delegated body.
 - 21.4 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:
 - 21.4.1 the Director 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; and
 - 21.4.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person who is for any purpose pursuant to the Companies Acts (excluding any statutory modification thereof not in force when this Article becomes binding on the Company) connected with a Director, derives from any matter or from any office, employment or position.
- 22. Register of Directors' interests

The Directors must ensure a register of Directors' interests is kept.
- 23. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
- 24. Director's discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

25. Number of Directors

25.1 Subject to the Articles, the number of Directors shall be as determined from time to time by the Directors but shall be no less than two, and is typically expected to be at least five.

25.2 The Company shall aim to ensure that there is a majority of Non-executive Directors on the board at any time, where possible and in the interests of the Company.

26. Appointment and retirement of Directors

26.1 Those persons already notified to the Registrar of Companies as the Directors of the Company at the date of adoption of these Articles shall continue to be Directors of the Company.

Appointment of new Directors

26.2 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Director:

26.2.1 by ordinary resolution; or

26.2.2 by a decision of the Directors.

26.3 For the avoidance of doubt all Directors are required to be members of the Company.

Terms of office

26.4 Executive Directors shall hold office until the earlier of:

(a) their ceasing to be employed by the Company; or

(b) a circumstance specified at Article 27 applies.

26.5 Non-executive Directors shall hold office until the earlier of:

(a) the first Directors' meeting that falls after the three year anniversary of their appointment (or reappointment); or

(b) a circumstance specified at Article 27 applies.

26.6 A retiring Non-executive Director may be reappointed, but unless the Directors decide otherwise pursuant to this Article, a Non-executive Director who has served for two consecutive terms of office must take a break from office and may not be reappointed until any earlier than the anniversary of the commencement of their break from office. The Directors may decide that a Non-executive Director who has served for two consecutive terms of office shall not be required immediately to take a break from office, and that they shall instead be appointed to serve an additional term of one, two or three years (at the discretion of the Directors) before taking a break from office, after which they may not be

reappointed until any earlier than the anniversary of the commencement of their break from office, where there are exceptional circumstances warranting the continuation in office of the Director in question for a longer uninterrupted term, in the interests of the Company.

- 26.7 If the retirement of a Director under Article 26.5 causes the number of Directors to fall below the minimum number set out in Article 25 then the retiring Director shall remain in office until a new appointment is made.

Minimum age

- 26.8 No person may be appointed as a Director unless they have reached the age of 18 years.

Timing of retirement

- 26.9 A Director who retires at a Directors' meeting and who is not reappointed shall retain office until either:

26.9.1 the meeting appoints someone in their place; or

26.9.2 (if no one is appointed in their place) the end of the meeting.

27. Disqualification and removal of Directors

- 27.1 A Director shall cease to hold office if:

27.1.1 the Director reaches the conclusion of their term of office in accordance with these Articles (including for the avoidance of doubt by ceasing to be employed by the Company in the case of an Executive Director);

27.1.2 the Director ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

27.1.3 the Directors reasonably believe that the Director has become physically or mentally incapable of managing their own affairs and they resolve that the Director be removed from office;

27.1.4 notification is received by the Company from the Director that they are 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);

27.1.5 the Director fails to attend three consecutive meetings of the Directors without the prior written approval of the Chair and the Directors resolve that they be removed for that reason;

27.1.6 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited their views and considered the matter in the light of such views;

27.1.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that the Director be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been

afforded a reasonable opportunity of either (at the Director's option) being heard by or of making written representations to the Directors; or

27.1.8 the Director ceases for any reason to be a member of the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Becoming a member

28.1 The only members of the Company shall be the Directors from time to time. A Director shall become a member of the Company upon being appointed as a Director (and shall be treated as having agreed to become a member of the Company upon such appointment) and their membership shall cease automatically upon termination of their directorship.

Register of members

28.2 The names and addresses of the members of the Company must be entered in the register of members together with:

28.2.1 the date on which the member was registered as a member; and

28.2.2 the date on which the member ceased to be a member.

29. Termination of membership

29.1 Membership is not transferable and shall cease:

29.1.1 on death; or

29.1.2 when the member ceases to be a Director of the Company.

DECISION-MAKING BY MEMBERS

30. **Members'** meetings

The Directors may call a general meeting at any time. The Directors must call a general meeting if required to do so by the members under the Companies Acts.

31. Notice of 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 so agreed by a majority in number 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 members.

31.2 Subject to Article 32, every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

- 31.3 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.
- 31.4 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of its rights to appoint another person as his proxy at a meeting of the Company.
- 31.5 If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

Service of notice

- 31.6 Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

32. Attendance and speaking at general meetings

- 32.1 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.
- 32.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting) on resolutions put to the vote at the meeting; and
 - (b) 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.
- 32.3 The Directors may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.
- 32.4 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. In particular, references in the Articles and the Companies Acts to a person attending and being present or present in person at the general meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting remotely, unless the Articles or the Companies Acts expressly provide to the contrary.
- 32.5 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.

- 32.6 Where the Directors make arrangements to facilitate remote attendance at general meetings:
- (a) the Directors shall ensure that the notice of the meeting includes a description of the means by which they intend to facilitate remote attendance and details of the primary place (if any) where individuals are invited to physically attend the meeting (if any); and
 - (b) the Directors and/or the chair of the meeting may:
 - (i) determine how individuals present at the meeting may submit comments and questions to the meeting;
 - (ii) determine how votes may be cast; and
 - (iii) withdraw the scope for remote attendance, or change the means of attending remotely, in order to facilitate the effective conduct of the meeting, including without limitation in the case of security concerns or technological failure.
- 32.7 The right of any person to attend a meeting remotely shall be subject to these arrangements.
33. Quorum for general meetings
- 33.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 33.2 The quorum shall be two or one half of the persons entitled to vote on the business to be transacted (each being a member or a proxy for a member), whichever is greater.
- 33.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and
 - (b) failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), 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.
34. Chairing general meetings
- 34.1 The Chair (if any) or in their absence some other Director nominated by the Directors shall preside as chair of every general meeting.
- 34.2 If neither the Chair nor any Director nominated in accordance with Article 34.1 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, they shall be chair of the meeting.

35. Attendance and speaking by Directors and non-members
- 35.1 Directors may attend and speak at general meetings in that capacity.
- 35.2 The chair of the meeting may permit other persons who are not members of the Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.
36. Adjournment
- 36.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 36.1.1 the meeting consents to an adjournment; or
- 36.1.2 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.
- 36.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 36.3 When adjourning a general meeting, the chair of the meeting must:
- 36.3.1 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
- 36.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 36.4 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 7 Clear Days' notice of it:
- 36.4.1 to the same persons to whom notice of the Company's general meeting is required to be given; and
- 36.4.2 containing the same information which such notice is required to contain.
- 36.5 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.
37. Voting at a general meeting
- Voting: general
- 37.1 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.
- 37.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 37.2.1 has or has not been passed; or
- 37.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in the minutes of the meeting recorded in accordance with Article 50 is also conclusive evidence of that fact without such proof.

38. Votes

Votes on a show of hands

38.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

38.1.1 each member present other than by proxy; and

38.1.2 (subject to Article 42.2) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

38.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

38.3 every member present other than by proxy; and

38.4 every member present by proxy (subject to Article 42.2).

General

38.5 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.

39. Errors and disputes

39.1 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.

39.2 Any such objection must be referred to the chair of the meeting whose decision is final.

40. Poll votes

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote; or

40.1.2 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.

- 40.2 A poll may be demanded by:
- 40.2.1 the chair of the meeting;
 - 40.2.2 the Directors;
 - 40.2.3 five or more persons having the right to vote on the resolution; or
- 40.3 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.
- 40.4 A demand for a poll may be withdrawn if:
- 40.4.1 the poll has not yet been taken; and
 - 40.4.2 the chair of the meeting consents to the withdrawal.
41. Procedure on a poll
- 41.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- Results
- 41.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 41.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- Timing
- 41.4 A poll on:
- 41.4.1 the election of the chair of the meeting; or
 - 41.4.2 a question of adjournment;
- must be taken immediately.
- 41.5 Other polls must be taken within 30 days of their being demanded.
- 41.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- Notice
- 41.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 41.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

42. Proxies

Power to appoint

- 42.1 A member is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 42.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

- 42.2.1 states the name and address of the member appointing the proxy;
- 42.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 42.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 42.2.4 is delivered to the Company in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

- 42.3 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 42.4 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.

- 42.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

- 42.5.1 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
- 42.5.2 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.

43. Delivery of Proxy Notices

- 43.1 The Proxy Notification Address in relation to any general meeting is:

- 43.1.1 the registered office of the Company; or
- 43.1.2 any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
- 43.1.3 any electronic Address falling within the scope of Article 43.2.

- 43.2 If the Company gives an electronic Address:

- 43.2.1 in a notice calling a meeting;

43.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

43.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 43.2 Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

43.3 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. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

43.4 Subject to Articles 43.5 and 43.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

43.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

43.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

43.6.1 received in accordance with Article 43.4; or

43.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

43.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 43.

Revocation

43.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

43.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

43.9.1 the start of the meeting or adjourned meeting to which it relates; or

- 43.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 43.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44. Amendments to resolutions

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 44.1.1 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 (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 44.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 44.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 44.3 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.

WRITTEN RESOLUTIONS

45. Written resolutions

General

- 45.1 Subject to this Article 45 a written resolution agreed by:

- 45.1.1 members representing a simple majority; or

- 45.1.2 (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective.

- 45.2 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

- 45.3 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 45.4 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 45.5 In relation to a resolution proposed as a written resolution of the Directors, the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 45.6 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 45.7 Communications in relation to written resolutions must be sent to the Directors' auditors in accordance with the Companies Acts.

Signifying agreement

- 45.8 A member signifies his or her agreement to a proposed written resolution when the Directors receive from him or her (or from someone acting on his or her behalf) an authenticated Document:
 - 45.8.1 identifying the resolution to which it relates; and
 - 45.8.2 indicating the member's agreement to the resolution.
- 45.9 For the purposes of Article 45.8:
 - 45.9.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 45.9.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Company; or
 - (b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- 45.10 If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

46. Communications by the Company

Methods of communication

- 46.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts 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 the Company, including without limitation:

- 46.1.1 in Hard Copy Form;
 - 46.1.2 in Electronic Form; or
 - 46.1.3 by making it available on a website.
- 46.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.
- 46.3 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 which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 46.4 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 46.5 Where any Document or information is sent or supplied by the Company to the members:
- 46.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - 46.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 46.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 46.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 46.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:

- 46.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so;
- 46.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 46.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 46.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 46.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

47. Communications to the Company

The provisions of the Companies Acts shall apply to communications to the Company.

48. Secretary

- 48.1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
 - 48.1.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
 - 48.1.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

49. Irregularities

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 specified in the notice.

50. Minutes

50.1 The Directors must ensure minutes are made:

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.

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 of:

51.1.1 annual reports;

51.1.2 annual statements of account; and

51.1.3 annual returns or confirmation statements.

52. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

53. Winding up

53.1 If any property remains after the Company has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Company. It shall instead be given or transferred to some other institution or institutions having similar objects to those of the Company and which prohibit(s) the distribution of its or their income and property among its or their members to an extent at least as great as Article 3 of these Articles imposes upon the Company, or applied directly for the Objects of the Company. The institution or institutions which are to benefit, or a proposal as to the application of the property directly for the objects, shall be determined by the Directors at or before the time of winding up or dissolution.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	"Address"	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	"Articles"	the Company's articles of association;
1.3	"Chair"	has the meaning given in Article 8.1;
1.4	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	"Clear Days"	in relation to the period of a notice, that 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;
1.6	"Company"	means Energy and Climate Intelligence Unit Limited;
1.7	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.8	"Director"	a director of the Company, and includes any person occupying the position of director for the purposes of the Companies Acts, by whatever name called;
1.9	"Document"	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.10	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them/given in Section 1168 of the Companies Act 2006;
1.11	"Executive Director"	means a Director of the Company who is a full or part-time employee of the Company
1.12	"Financial Expert"	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.13	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;

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| 1.14 | “Non-executive Director” | means a Director of the Company who is not a full or part-time employee of the Company or holder of an executive office. |
| 1.15 | “Proxy Notification Address” | has the meaning given at Article 43.1. |
| 1.16 | "Public Holiday" | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered; |
| 1.17 | "Secretary" | the secretary of the Company (if any); |
| 1.18 | "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. |
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2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

 3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.