

# THE COMPANIES ACTS 1985 AND 1989 COMPANY LIMITED BY GUARANTEE

## Articles of Association of Wiki Educational Resources Limited

The Regulations in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table C") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.

### Interpretation

1. In these articles:

- "*the Act*" means the Companies Act 1985;
- "*address*" means a postal address or, for the purposes of electronic communication, a facsimile number, an e-mail address or a text message number in each case registered with or by the Company;
- "*the Company*" means the company intended to be regulated by these articles;
- "*clear days*" in relation to the period of a notice means 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;
- "*the Commission*" means the Charity Commissioners for England and Wales;
- "*the Memorandum*" means the Memorandum of Association of the Company;
- "*officers*" includes the Directors and the Secretary;
- "*the seal*" means the common seal of the Company if it has one;
- "*Secretary*" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary;
- "*the Directors*" means the Directors of the Company. During any period in which the Company is a charity, the Directors are charity trustees as defined by Section 97 of the Charities Act 1993;
- "*the United Kingdom*" means Great Britain and Northern Ireland;
- "*in writing*" includes communication via electronic means, or by facsimile;
- "*electronic communication*" means the same as in the Electronic Communications Act 2000; and
- words importing one gender shall include all genders, and the singular shall include the plural and *vice versa*.

Unless the context otherwise requires, words or expressions contained in these Articles have the same meaning as in the Act, but excluding any statutory modification not in force when this constitution becomes binding on the Company.

Apart from the exception mentioned in this Clause, any reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## Members

2

- (a) The subscribers to the memorandum are the first members of the Company.
- (b) Membership is open to other individuals or organisations who:
  - i. apply to the Company in the form required by the Directors; and
  - ii. are approved by the Directors.
- (c)
  - i. The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
  - ii. The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - iii. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (d) Membership is not transferable to anyone else.
- (e) The Directors must keep a register of names and addresses of the members.

## Classes of Membership

3

- (a) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (b) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (c) The rights attached to a class of membership may only be varied if:
  - i. three-quarters of the members of that class consent in writing to the variation; or
  - ii. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (d) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## Termination of Membership

4 Membership is terminated if:

- (a) the member dies or, if an organisation, ceases to exist;
- (b) the member resigns by written notice to the Company unless, after the resignation, there would be fewer than two members;
- (c) any sum due from the member to the Company is not received in full within six months of it falling due;
- (d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - i. the member has been given at least twenty-one clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - ii. the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

## General meetings

5

- (a) The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (b) An annual general meeting must be held not fewer than ten months and more than fifteen months after the preceding annual general meeting.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6 The Directors may call an extraordinary general meeting at any time.

## Notice of general meetings

7

- (a) The minimum periods of notice required to hold a general meeting of the Company are:
  - twenty-one clear days for an annual general meeting, or an extraordinary general meeting called for the passing of a special resolution;
  - fourteen clear days for all other extraordinary general meetings.
- (b) A general meeting may be called by shorter notice if it is so agreed:
  - in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- (c) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (d) The notice must be given to all the members and to the Directors and auditors.

8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

## Proceedings at general meetings

9

- (a) No business shall be transacted at any general meeting unless a quorum is present.
- (b) A quorum shall be:
  - 10 registered members; or
  - one tenth of the total registered membership at the timewhichever is the lesser.
- (c) The authorised representative of a member organisation shall be counted in the quorum;

10

- (a) If:
  - i. a quorum is not present within half an hour from the time appointed for the meeting; or
  - ii. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
- (b) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11

- (a) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors or, if the Directors have nominated such a person, by the person, who must be a member of the Company, who has been nominated to chair meetings by the Directors.
- (b) If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.
- (c) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (d) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12

- (a) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (b) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (c) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13

- (a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
  - i. by the person chairing the meeting; or
  - ii. by at least two members having the right to vote at the meeting; or
  - iii. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (b)
  - i. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - ii. The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- (c)

- i. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - ii. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (d)
- i. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - ii. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (e)
- i. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - ii. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - iii. The poll must be taken within 28 clear days after it has been demanded.
  - iv. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - v. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## Votes of members

16

- (a) Subject to Articles 3 and 14 and the next Clause, every member, whether an individual or an organisation, shall have one vote.
  - (b) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company.
  - (c) Questions arising at a meeting shall be decided by a majority of votes cast.
- 17 Any objection to the qualification of any member's entitlement to vote must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18

- (a) Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.
- (b) The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.
- (c) Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

## Directors

19

- (a) A Director must be a natural person aged 18 years or older.
  - (b) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 20 The number of Directors shall be not fewer than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 21 The first Directors shall be those persons notified to Companies House as the first directors of the Company.
- 22 A Director may not appoint an alternative director or anyone to act on his or her behalf at meetings of the Directors.

## Powers of Directors

23

- (a) The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.
- (b) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (c) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## Retirement

24 At the first annual general meeting, all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.

25

- (a) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (b) If a Director is required to retire at an annual general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting.

## The Appointment of Directors

26 The Company may by ordinary resolution:

- appoint a person who is willing to act to be a Director; and

- determine the rotation in which any additional Directors are to retire.
- 27 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (a) he or she is recommended for election by the Directors; or
  - (b) not fewer than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:
    - i. is signed by a member entitled to vote at the meeting;
    - ii. states the member's intention to propose the appointment of a person as a Director
    - iii. contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
    - iv. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 28 All members who are entitled to receive notice of a general meeting must be given not fewer than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 29
- (a) The Directors may appoint a person who is willing to act to be a Director.
  - (b) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 30 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

## **Disqualification and removal of Directors**

- 31 A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
  - (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (c) ceases to be a member of the Company;
  - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (e) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated,
- subject to the agreement of the other Directors.

## **Directors' remuneration**

- 32 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

## Proceedings of Directors

33

- (a) The Directors may regulate their proceedings as they think fit, subject to the provisions of these articles.
- (b) Any meeting of the Directors may include tele-presence activities including but not limited to those based on Internet Relay Chat and other tele-conferencing methods available.
- (c) Any Director may call a meeting of the Directors by request to the Secretary.
- (d) The Secretary must call a meeting of the Directors if requested to do so by a Director.
- (e) Questions arising at a meeting shall be decided by a majority of votes cast.
- (f) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

34

- (a) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (b) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- (c) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

35 If the number of Directors is fewer than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

36

- (a) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (b) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (c) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

37

- (a) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- (b) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

## Delegation

38

- (a) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

- (b) The Directors may impose conditions when delegating, including the conditions that:
    - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
  - (c) The Directors may revoke or alter a delegation.
  - (d) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 39 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

40

- (a) Subject to Sub-clause (40)(b), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
  - if without:
    - the vote of that Director; and
    - that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.
- (b) Sub-clause (40)(a) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Sub-clause (40)(a), the resolution would have been void, or if the Director has not complied with article 39.

## Seal

- 41 The Company's seal must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

## Minutes

- 42 The Directors must keep, or cause to be minutes of all:
- (a) appointments of officers made by the Directors;
  - (b) proceedings at meetings of the Company;
  - (c) meetings of the Directors and committees of Directors including:
    - the names of the Directors present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate, the reasons for the decisions.

## Accounts

43

- (a) The Directors shall prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts shall be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The Directors shall keep accounting records as required by sections 221 and 222 of the Act.

## Annual Report and Return and Register of Charities

44 If the company is a charity registered with the Charity Commission, then:

- (a) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
  - i. the transmission of the statements of account to the Company;
  - ii. the preparation of an annual report and its transmission to the Commission;
  - iii. the preparation of an annual return and its transmission to the Commission.
- (b) The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

45 Any notice to be given to or by any person pursuant to the articles:

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

46

- (a) The Company may give any notice to a member either:
  - i. personally; or
  - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - iii. by leaving it at the address of the member; or
  - iv. by giving it using electronic communications to the member's address.
- (b) A member who does not register an address with the Company, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Company.

47 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48

- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given:
  - i. 48 hours after the envelope containing it was posted; or
  - ii. in the case of an electronic communication, 48 hours after it was sent.

## Indemnity

49 The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## Rules

50

- (a) The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- (b) The bye-laws may regulate the following matters but are not restricted to them:
  - i. the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - ii. the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
  - iii. the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - iv. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
  - v. generally, all such matters as are commonly the subject matter of company rules.
- (c) The Company in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (d) The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Company.
- (e) The rules or bye-laws, shall be binding on all members of the Company. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.