The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association[1]

of

NATIONAL CONSORTIUM FOR EXAMINATION RESULTS C.I.C.

(CIC Limited by Guarantee, Schedule 1, Large Membership)

The Companies Act 2006

Community Interest Company Limited by Guarantee

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The Companies Act 2006

Articles of Association

of

NATIONAL CONSORTIUM FOR EXAMINATION RESULTS C.I.C.

INTERPRETATION

1. Defined Terms

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

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock[2]

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

3.5.1 Name: Fischer Family Trust

3.5.2 Charity Registration Number (if applicable): 1075453

3.5.3 Company Registration Number (if applicable): 3685684

3.5.4 Registered Office: Unit 27 127 Milton Park, Milton, Abingdon, Oxfordshire OX14 4SA

4. **Not for profit**

The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5 Objects[3]

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation):

5.1 to provide timely services to enable attainment and achievement results to be analysed at learner, school, local authority, and national levels (and other groupings where relevant) for all member authorities at the lowest possible costs;

5.2 to publish aggregated examination statistics;

5.3 to develop services for local authorities which cover key summative assessments;

5.4 to provide analyses of other data as agreed by member authorities; and

5.5 to do all such other lawful things as shall further the above objects or any of them.

6 Powers

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.

7 Liability of members[4]

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:

7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

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

7.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8.1 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. There will be seven Executive Directors and two Non-Executive Directors.

8.2 The Executive Directors of the Company shall be elected by the Company's Steering Group and shall comprise the Chair, Company Secretary and Financial Officer along with four other Executive Directors, each with a defined area of responsibility agreed by the Steering Group. NCER Directors will normally be in the full-time or part-time employment of a local authority in membership of NCER. Other persons with relevant experience may be elected to NCER Executive Directorships but generally these will all have had extensive local authority or equivalent experience and will not have a conflict of interest between their work as a Director of NCER and any other activities. In the event that a Director changes their role, they will declare this to the Steering Group, and if a potential or actual conflict of interest arises, then the Steering Group may require the Director to resign. NCER Directors are elected for a period of two years. In year one of a cycle (even years) the Chair, Finance Officer, and two other Directors will be elected; in year two (odd years) the Secretary and two other Directors will be elected. The year begins on 1st April of the relevant year. Vacancies falling outside this cycle will be filled on an interim basis so that this pattern is maintained.

8.3 The Steering Group will invite nominations for Executive Directors as set out in Article 8.2 from within the Steering Group in January of each year. Should existing officers / members of the Steering Group agree to be Directors for the two-year period and the nominations are not contested then the NCER membership will be advised by 1st February.

8.4 Should there be more than one nomination from within the Steering Group then nomination forms should be completed and returned by 15th February to an independent observer nominated by the Steering Group, who will oversee the election process. Nomination forms received after that date will not be accepted. The independent observer will acknowledge receipt of nomination forms by e-mail or post within two working days.

8.5 Where the nominee is employed by a local authority, their nomination form must be signed by the relevant Director authorising the employee to be an officer of NCER for the period in question. Copies of the nomination forms and a ballot form will be circulated by the independent observer to all appropriate member local authorities by 22nd February. Voting forms must be returned no later than 5th March to the independent observer and the results of the elections shall be notified to all member LAs by 12th March

8.6 Member authorities of the Steering Group will be given one vote for each vacant officer post.

8.7 The Steering Group will appoint two Non-Executive Directors for a term of four years such that the terms overlap by two years. In the event of a Non-Executive Director leaving post, the replacement Non-Executive Director will be appointed for the remainder of the term of

office of the departing Non-Executive Director. The Non-Executive Directors must be independent from the day-to-day operations of the Company. The appointment process will include an advertisement, a written application and an interview. The Non-Executive Directors have the same general functions as any other Director, but with the added function of providing independent scrutiny of the governance and management of the Company. The Non-Executive Directors may, at their individual and sole discretion, report to the Steering Group or to a General Meeting of the Company.

8.8 In the event of a vacancy occurring among the Directors during the course of a year, the Directors will either seek to fill the vacant role on an acting basis from within their number, or seek a further nomination from the Steering Group, at the Board's discretion.

8.9 In the event that a vacancy among the Directors remains unfilled for six calendar months, then the vacancy will be advertised to the whole membership and the vacancy filled by election.

9. Members' reserve power

The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action. Such special resolution(s) shall be communicated to the Company Secretary along with the signatures of a minimum of 10% of the current membership whereupon he or she will call a Special General Meeting of all member local authorities to discuss the resolution and its consequences for NCER. That Special General Meeting will have the power to endorse, reject or strengthen the resolution(s) as they see fit by a simple majority of those able to be present at the Special General Meeting.

9.1 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

The Steering Group will appoint one of their number to be the chair of the Directors for such term of office as determined in 8 above and may at any time remove him or her from office.

11. Directors may delegate[5]

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

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 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. Steering Group, Committees, sub groups and their meeting transactions

12.1 The Steering Group or any committee or sub group 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 steering group, committee or sub group which prevail over rules derived from the Articles if they are not consistent with them.

12.3 The Steering Group shall be composed of a maximum of 15 Local Authority representatives together with the Directors who shall also be voting members of the Steering Group. Other than the Directors, Steering Group members will serve for a period of three years with one third of the representative members being elected each year. All member authorities will be able to nominate themselves. Although it is the Authority that will be elected, the nomination must be for a named officer. The Company Secretary will arrange for nomination forms to be located on the NCER Nexus Web Site at least nine weeks before the Annual Meeting. Completed nomination forms must be returned to the Company Secretary seven weeks before the Annual meeting. Nomination forms received after that date will not be accepted. The Company Secretary will acknowledge receipt of nomination form by e-mail or post within 2 working days. Nomination forms must be signed by the relevant Local Authority Director authorising their employee to sit on the Steering Group for the period in question.

12.4 Copies of the nomination forms and a ballot form will be circulated by the NCER Secretary to all appropriate member local authorities five weeks before the Annual Meeting. Member authorities will be given a vote for each vacant place. Where there is more than one vacancy those eligible to vote will be required to express numbered preferences up to the maximum number of vacancies. Member LAs may express a single preference even where more than one vacancy exists. Voting forms must be returned no later than 21 days before the Annual Meeting to an independent observer nominated by the Steering Group, who will oversee the election process. All elected positions are held for three years.

12.5 Where there is more than one vacancy, a points scoring mechanism shall be instigated with first preferences being given a value equal to the number of vacancies, second preferences being given a value equal to the number of vacancies minus one, and so on. The authority with the largest number of points will be elected to the first vacancy; the authority with the next largest number of points will be elected to the next vacancy and so on until all vacancies are filled. In all cases election shall be for a three-year term. Points will be awarded as follows -

1st Preference 3 points
2nd Preference 2 points
3rd Preference 1 point

12.6 If there is a tie, the authority with the largest number of first preference votes will be elected. Where there are fewer nominations than places, a vacancy will held open until the next annual election. Should the named officer of an elected authority be unable to attend a meeting of the Steering Group, they may arrange for a colleague from the same authority to deputise for them. Should the nominated officer of an elected authority leave the said authority the Director may nominate a replacement for the remainder of the term of office. Should the authority not wish to continue serving on the Steering Group, a vacancy shall be declared which shall be held open until the next annual election. Each Steering group member shall have a single vote no matter what size LA, that vote to be applied only at a meeting attended by that member LA. No postal votes on any specific decision will be taken unless the Steering Group so decides.

12.7 The Directors may from time to time co-opt a maximum of 7 representatives of other organisations or individuals onto the Steering Group. These co-opted members will have no vote. The Directors will consider the views of the Steering Group when considering the appointment of co-opted members.

12.8 The Steering Group shall consist of elected representatives of member LAs, the Directors and co-opted members and will normally meet a minimum of four times a year. Further meetings will be convened as deemed necessary.

12.9 The Chair of the Board will Chair the Steering Group, will have a casting vote in the event of any tie in voting, and will be responsible for the conduct of meetings. Only the representatives of the elected member local authorities and the Directors shall be entitled to vote. The quorum for the Steering Group shall be six local authorities, exclusive of co-opted members.

12.10 The Steering Group shall be responsible for ensuring the prudent conduct of the Company by advising the Management Group and will have the power to approve the annual honoraria and LA officer contributions. If a member of the Steering Group or his or her deputy fails to attend three consecutive meetings of the Steering Group, the member will be required to seek re-election at the next earliest opportunity for any time remaining for that LA's Steering Group membership.

12.11 The Steering Group shall have the power to suspend one of its members where it is considered by a majority of the Group that the member is not acting in accordance with the Articles and/or Memorandum of Association. In the event of a vote of no confidence in the ability of that member to continue on the Steering Group, that Officer will take no further part in any decision making and will have to resign. That Officer's LA will have the opportunity to appoint a replacement representative for the duration of the time he or she would have remained a member. Where an LA does not wish to propose a replacement member, the Steering Group will be asked to appoint a new member in line with section 6.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively[6]

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 0.

14. Calling a Directors' meeting

14.1 Normally, there will be five meetings of the Directors annually, three immediately after or before the Steering Group meetings with two additional meetings to be held in March and November. The dates for these meetings will normally be set a year in advance. Two Directors may (and the Secretary, if any, must at the request of two Directors) call an additional Directors' meeting. A Directors' meeting must be called by at least seven Clear Days' notice unless either:

14.1.1 all the Directors agree; or

14.1.2 urgent circumstances require shorter notice.

14.2 Notice of Directors' meetings must be given to each Director.

14.3 Every notice calling a Directors' meeting must specify:

14.3.1 the place, day and time of the meeting; and

14.3.2 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.

14.4 Notice of Directors' meetings need not be in Writing. The Company Secretary will keep an electronically available calendar of Directors' meetings, Steering Group and all other relevant NCER sub group meetings.

14.5 Notice of Directors' meetings will always be sent by Electronic Means to an email Address provided by the Director for the purpose.

15. Participation in Directors' meetings

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.3 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.[7]

15.4 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.

16. Quorum for Directors' meetings[8]

16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.

16.3 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:

16.3.1 to appoint further Directors; or

16.3.2 to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

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

18. Decision making at a meeting[9]

18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

18.2 In all proceedings of Directors each Director must not have more than one vote.[10]

18.3 In case of an equality of votes, the Chair shall have a second or casting vote.

19. Decisions without a meeting[11]

19.1 The Directors may take a unanimous decision without a Directors' meeting by Iindicating 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.

19.2 A decision which is made in accordance with Article 0 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:

19.2.1 approval from each 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;

19.2.2 following receipt of responses from all 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 0;

19.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

19.2.4 the Recipient must prepare a minute of the decision in accordance with Article 0.

20. Conflicts of interest[12]

20.1 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.

20.2 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.

20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:

20.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

20.3.2 not be counted in the quorum for that part of the meeting; and

20.3.3 withdraw during the vote and have no vote on the matter.

20.4 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.

21. Directors' power to authorise a conflict of interest

21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;

21.1.2 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;

21.1.3 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; and

21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 0 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.

21.3 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 0 (subject to any limits or conditions to which such approval was subject).

22. Register of Directors' interests

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.

APPOINTMENT AND RETIREMENT OF DIRECTORS[13]

23. Methods of appointing directors

23.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

23.2 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 in accordance with sections 8.1 to 8.5 above.

(a) by ordinary resolution; or

(b) by a decision of the Directors.

24. Termination of Director's appointment[14]

A person ceases to be a Director as soon as:

(a) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;

(b) 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;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) 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;

(e) 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);

(f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or

(g) at a Steering Group and/or a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

25. Directors' remuneration[15]

25.1 Directors may undertake any services for the Company that the Directors decide.

25.2 Directors are entitled to such remuneration as the Directors determine:

(a) for their services to the Company as Directors; and

(b) for any other service which they undertake for the Company.

(c) Subject to the Articles, a Director's remuneration will take the form of an honorarium approved annually by the Steering Group paid via the local authority to which the officer is attached or direct to the Director if not employed by a local authority. This will not form any payment towards superannuation within the officer's local authority.

25.3 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.

26. Directors' expenses

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

(a) meetings of Directors, Steering Group, sub groups or committees of Directors;

(b) general meetings; or

(c) 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.

MEMBERS[16]

BECOMING AND CEASING TO BE A MEMBER[17]

27. Becoming a member[18]

27.1 The subscribers to the Memorandum are the first members of the Company.

27.2 Such other persons and local authorities (LA) as are admitted to membership in accordance with the Articles shall be members of the Company. Membership of NCER will be open to every English and Welsh local authority, Jersey, Guernsey, the Isle of Man, Service Children Education Service and any other organization(s) recommended as acceptable by the Directors to and ratified by the Steering Group on behalf of all member LAs.

27.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors and Steering Group.

27.4 Every person and LA that 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. Each LA shall nominate an individual to represent them at any Steering Group or other meeting of NCER and a substitute where that individual is not able to attend.

28. Termination of membership[19]

28.1 Membership is not transferable to anyone else.

28.2 Membership is terminated if:

28.2.1 the member or local authority dies or ceases to exist as a result of amalgamation whereupon the new local authority or authorities will be invited to become members at no additional costs to those new authorities as if they previously existed;

28.2.2 the local authority gives the requisite notification of wishing to leave NCER within dates as specified from time to time by the Steering Group

28.2.3 otherwise in accordance with the Articles; or

28.2.4 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

ORGANISATION OF GENERAL MEETINGS[20]

29. General meetings

29.1 The Directors may call a general meeting at any time but there will always be one annual meeting to take place normally in June of each year at a place to be determined by the Steering Group and notified as such to all members

29.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.[21]

30. Length of notice

All general meetings must be called by either:

30.1 at least 14 Clear Days' notice; or

30.2 shorter notice if it is so agreed by the Steering Group

31. Contents of notice

31.1 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.

31.2 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.

31.3 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.

32. Service of notice

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

33. Attendance and speaking at general meetings

33.1 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.

33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

33.2.2 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.

33.3 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.

33.4 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.

33.5 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.

34. Quorum for general meetings

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

34.2 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.

34.3 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.

35. Chairing general meetings

35.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting.

35.2 If neither the Chair nor such other Director nominated in accordance with Article 0 (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.

35.3 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.

36. Attendance and speaking by Directors and non-members

36.1 A Director may, even if not a member, attend and speak at any general meeting.

36.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

37. Adjournment

37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

37.1.1 the meeting consents to an adjournment; or

37.1.2 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.

37.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.3 When adjourning a general meeting, the chair of the meeting must:

37.3.1 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

37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

37.4 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:

37.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

37.4.2 containing the same information which such notice is required to contain.

37.5 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.

VOTING AT GENERAL MEETINGS

38. Voting: general

38.1 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.

38.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.[22]

38.3 Article 0 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company.

39. Votes

39.1 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.

39.2 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.

39.3 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.

39.4 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.

39.5 The following provisions apply to any organisation that is a member ("a Member Organisation"):

39.5.1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company;

39.5.2 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;

39.5.3 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;

39.5.4 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;

39.5.6 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;

39.5.7 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

39.5.8 the power to appoint an Authorised Representative under this Article 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.

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 two or more persons having the right to vote on the resolution;

40.2.4 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

40.2.5 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.

40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken; and

40.3.2 the chair of the meeting consents to the withdrawal.

40.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

41. Errors and disputes

41.1 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.

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

42. Content of proxy notices

42.1 Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) 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.

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

42.3 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.

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

(a) 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

(b) 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 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.

43.2 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.

43.3 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.

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 before the meeting is to take place (or such later time as the chair of the meeting may determine); 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

45.1 Subject to Article 0, a written resolution of the Company passed in accordance with this Article 0 shall have effect as if passed by the Company in general meeting:

45.1.1 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.

45.1.2 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.

45.2 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.

45.3 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.

45.4 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.

45.5 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.

45.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.

45.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if 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 [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means].

45.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

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

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

46. Means of communication to be used

46.1 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.

46.2 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.

46.3 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.

47. 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 referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

48. Minutes

48.1 The Directors must cause minutes to be made in books kept for the purpose:

48.1.1 of all appointments of officers made by the Directors;

48.1.2 of all resolutions of the Company and of the Directors; and

48.1.3 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.

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

49. Records and accounts[23]

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:

49.1 annual reports;

49.2 annual returns; and

49.3 annual statements of account.

50. Indemnity

50.1 Subject to Article 50.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

(a) 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;

(b) 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

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

50.2 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.

50.3 In this Article:

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

(b) a "relevant Director" means any Director or former Director of the Company or an associated company.

51. Insurance

51.1 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.

51.2 In this Article:

(a) a "relevant Director" means any Director or former Director of the Company or an associated company;

(b) 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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

52. Exclusion of model articles

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

PR – Updated May 2014

Approved by NCER's AGM – May 2014

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 number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2	**"Articles"**	the Company's articles of association;
1.3	**"Authorised Representative"**	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 0;
1.4	**"asset-locked body"**	means (i) a community interest company, a charity[24] or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5	**"bankruptcy"**	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6	**"Chair"**	has the meaning given in Article 10;
1.7	**"chairman of the meeting"**	has the meaning given in Article 35;
1.8	**"Circulation Date"**	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.9	**"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;
1.10	**"community"**	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004;
1.11	**"Companies Acts"**	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.12	**"Company"**	[ ] [Community Interest Company/C.I.C.];

1.13	**"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;
1.14	**"Director"**	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.15	**"Document"**	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
1.16	**"Electronic Form" and "Electronic Means"**	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.17	**"Hard Copy Form"**	has the meaning given to it in the Companies Act 2006;
1.18	**"Memorandum"**	the Company's memorandum of association;
1.19	**"paid"**	means paid or credited as paid;
1.20	**"participate"**	in relation to a Directors' meeting, has the meaning given in Article 15;
1.21	**"Permitted Industrial and Provident Society"**	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.22	**"Proxy Notice"**	has the meaning given in Article 0;
1.23	**"the Regulator"**	means the Regulator of Community Interest Companies;
1.24	**"Secretary"**	the secretary of the Company (if any);
1.25	**"specified"**	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;
1.26	**"subsidiary"**	has the meaning given in section 1159 of the Companies Act 2006;
1.27	**"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; and
1.28	**"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.

2. Subject to clause 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, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

Explanatory Notes : CIC Limited by Guarantee, Schedule 1, Large Membership

[1] On articles of association generally, see [Part 5] of the Regulator's information and guidance notes. If you are an existing company wishing to become a community interest company, there is no need to adopt completely new articles, but you must comply with the requirements of the Community Interest Company Regulations 2005 (as amended) ("the Regulations") by including the provisions set out in Schedule 1 to the Regulations in the articles of your company.
[2] See [Part 6] of the Regulator's information and guidance notes. Inclusion of the provisions contained in article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations.
[3] On the specification of the company's objects, see [Part 5] of the Regulator's information and guidance notes.
[4] On limited liability, see [Part 3] of the Regulator's information and guidance notes. On guarantees generally see [Chapter 3.2] of the Regulator's information and guidance notes.
[5] Articles 11 and 12 allow the directors to delegate any of their functions. Delegation may take the form of, for instance, the Directors giving a managing director general authority to run the company's day to day business, or responsibility for specific matters being delegated to particular directors (e.g. financial matters to a finance director); or may be equally appropriate to delegate matters to persons other than Directors. In all cases, it is important to remember that delegation does not absolve Directors of their general duties towards the company and their overall responsibility for its management. This means, amongst other things, that Directors must be satisfied that those to whom responsibilities are delegated are competent to carry them out.
[6] Article 13 states that the Directors must make decisions by majority at a meeting in accordance with article 15; or unanimously if taken in accordance with article 19.
[7] Article 15.2 is designed to facilitate the taking of decisions by the directors communicating via telephone or video conference calls. Note the requirement to keep a written record of meetings and decisions (article 48).
[8] The quorum may be fixed in absolute terms (e.g. "two Directors") or as a proportion of the total number of Directors (e.g. "one third of the total number of Directors"). You may even wish to stipulate that particular named Directors, or Directors representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Directors.
[9] Article 18 reflects paragraph 4 of Schedule 1 to the Regulations, which is required to be included in the articles of all community interest companies.
[10] You may wish to include a provision which gives the chair of the board a casting vote. This will enable the directors to resolve any deadlock at board level.
[11] Article 19 is designed to facilitate the taking of decisions by directors following discussions in the form of, for example, email exchanges copied to all the directors. Note the requirements as to recording the decision in articles 19.2 and 48.
[12] The provisions in articles 20 and 21 reflect the position under the Companies Act 2006. However, it is recommended that, as a matter of good practice, all actual and potential conflicts of interest are disclosed in writing or at a meeting, as the case may be.
[13] Private companies are obliged to have only one director. Provisions can be inserted into the articles providing for a minimum number of directors. Where the company has just one director, that director must be a natural person. You may wish to consider whether provision should also be made for a maximum number of directors (eg. "and the total number of directors in office at any one time shall not exceed four"). While it is often important to ensure proper representation of a number of different groups on a board of directors, very large boards can become unwieldy and a maximum number of directors provision may help to guard against this.
[14] The board of directors cannot remove a director other than in accordance with the provisions in article 24 and the Companies Act 2006.
[15] See the guidance on directors' remuneration in [Part 9] of the Regulator's information and guidance notes.
[16] See section 112 of the Companies Act 2006. A company's members are (i) the subscribers to its memorandum; and (ii) every other person who agrees to become a member of the company and whose name is entered in its register of members.
[17] There is no need for all those who wish to become Members to subscribe to the Memorandum on incorporation; they can become Members and be entered in the register of Members after the company has been formed.
[18] Inclusion of the provisions in article 27 (other than 27.3) (reflecting paragraphs 2(1)-(4) of Schedule 1 to the Regulations) is mandatory. [Directors should ensure that the information to be included on an application form includes all the information which will be required to fill in Companies House Form [288a] on the appointment of the new Member as a Director (see http://www.companieshouse.gov.uk/forms/generalForms/288A.pdf).].
[19] Inclusion of the provisions of article 28.1 and 28.2.1 – 28.2.2 (reflecting sub-paragraphs (5) and (6) of paragraph 2 of Schedule 1 to the Regulations), is mandatory.

[20] The Companies Act 2006 has removed the need for private companies to hold annual general meetings and therefore these Articles follow suit; however, if you wish, you can insert an additional provision which obliges the company to hold annual general meetings.
[21] Article 29.2 provides that general meetings must be held in accordance with the provisions of the Companies Act 2006. You must specify how many Members are required to be present to hold a valid general meeting. The quorum may be fixed in absolute terms (e.g. "four Members") or as a proportion of the total number of Members (e.g. "three quarters of the Members from time to time"). You may even wish to stipulate that particular named Members, or Members representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Members.
[22] Inclusion of article 38.2 (reflecting paragraph 3(1) of Schedule 1 to the Regulations) is mandatory.
[23] See the Companies House guidance booklet, "Accounts and Accounting Reference Dates" (available online at http://www.companies-house.gov.uk/about/gbhtml/gba3.shtml).] On the annual community interest company report, see [Part 8] of the Regulator's information and guidance notes.
[24] Section 1(1) of the Charities Act 2006 defines "charity" as an institution which "is established for charitable purposes only, and falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities.".