Companies Act 2006

Private Company Limited by Guarantee

Articles of

Open Digital Cooperative Ltd.

Interpretations

1. In these Articles:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;
"Articles" means the Company's articles of association;
"The Board of Directors" or "Board" means all those persons appointed to perform the duties of directors of the Cooperative;
"Companies Acts" or "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company;
"The Cooperative" means the above-named company;
"Cooperative Principles" are the principles defined in the International Cooperative Alliance Statement of Cooperative Identity. The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, cooperation among cooperatives and concern for the community;
"**Councils**" means public sector organisations admitted into membership under these Articles that use the services of the Cooperative and have agreed to pay any subscription or other sum due in respect of membership for the use of the Cooperative's services;
"Director" means a director of the Cooperative and includes any person occupying the position of Director, by whatever name called;
"Document" includes, unless otherwise stated, any document sent or supplied in electronic form;
"Electronic means" has the meaning given in section 1168 of Companies Act 2006;
"Employee" means anyone over the age of 16 holding a contract of employment with the Cooperative to perform at least eight hours of work per week for the Cooperative;
"Entrenched" has the meaning given by section 22 of the Companies Act 2006 and as detailed under the heading 'Resolutions' in these Articles;
"Member" has the meaning given in section 112 of the Companies Act 2006 and as detailed under 'Membership' in these Articles;
"Person" means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or any representative of an unincorporated body, firm, partnership or corporate body;
"Regulations" has the meaning as detailed under 'Regulations' in these Articles;
"Secretary" means any person appointed to perform the duties of the Secretary of the Cooperative;

"Supplier" means any person or organisation that regularly supplies services of the Cooperative, on behalf of the Cooperative or to the Cooperative.
"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. Unless the context requires otherwise, 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 these Articles become binding on the Cooperative. Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the Cooperative, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.

Purpose

3. The purpose of the Cooperative is to carry out its function as a cooperative and to abide by the internationally recognised cooperative values and Cooperative Principles as defined by the International Cooperative Alliance. This article is Entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

OBJECTS

4. The objects of the Cooperative are specifically restricted to carry on the business as a cooperative that improves the digital experience of citizens using public services or accessing public sector information by:

(a) promoting collaboration on open source products and projects; and

(b) providing digital services to public bodies.

POWERS

5. To further its objects the Cooperative may do all such lawful things as may further the Cooperative's objects and, in particular, may borrow or raise funds for any purpose.

MEMBERS

6. The first Members of the Cooperative will be the subscribers to the memorandum of association of the Cooperative.

7. The Cooperative may admit to membership any individual, unincorporated body, firm, partnership, public body or corporate body that has paid or agreed to pay any subscription or other sum due in respect of membership and meets one of the criteria below.

Classes of membership

8. Membership of the Cooperative is organised in classes. Each class of membership will be available to particular stakeholders according to the criteria below and may have

distinct rights and powers. A class may include more than one stakeholder group or member type.

9. A person or organisation that has membership under more than one class will be required to withdraw, cancel or transfer memberships such that they have membership in one class only.

10. The membership classes are as follows:

	Class number:
Council Members	1
Supplier Members and Worker Members	2

Council Members

11. Any council or other public sector body that uses the services of the Cooperative may be admitted into membership.

Supplier Members

12. Any individual, unincorporated body, firm, partnership, public body or corporate body that regularly supplies services of the Cooperative, on behalf of the Cooperative or to the Cooperative may be admitted into membership.

Worker Members

13. All Employees of the Cooperative may be admitted to membership, except that the Cooperative in a General Meeting may by a majority vote decide to exclude from membership:

(a) Newly appointed Employees during such reasonable probationary period as may be specified in their terms and conditions of employment;

(b) Employees working less than a prescribed number of hours per week (or per month);

provided that any such criteria for exclusion are applied equally to all Employees.

14. In accordance with the Cooperative Principle of voluntary and open membership, whilst the Cooperative shall undertake to encourage Councils, its Suppliers and Employees to become Members, membership must be voluntary and as a result cannot be a condition of employment.

Applications for Membership

15. No natural person shall be admitted into membership of the Cooperative unless they have attained the age of 16. All those wishing to become a Member must support the aims of the Cooperative and applications for membership shall be in a form approved by the Directors and the Directors shall approve each application.

16. A corporate body which is a Member shall by resolution of its governing body appoint a representative who may during the continuance of her/his appointment be entitled to exercise all such rights and powers as the corporate body would exercise if it were an individual person. Each such corporate body Member shall supply notification in Writing to the Cooperative of its choice of representative.

Member Commitment

17. All Members agree to attend general meetings and take an active interest in the operation and development of the Cooperative and its business. Members have a duty to respect the confidential nature of the business decisions of the Cooperative.

18. In accordance with the Cooperative Principle of education, training and information, the Cooperative shall provide potential Members with information about what the role of a Member is within the Cooperative and will provide training in the skills required to be a Member and to participate in the operation of the Cooperative.

19. The Cooperative shall provide ongoing education and training in cooperative values and Cooperative Principles and associated topics. The Cooperative shall support its Members by ensuring that meetings are accessible and encourage participation.

Termination of Membership

20. A Member shall cease to be a Member of the Cooperative immediately that they:

(a) Cease to meet the Cooperative's criteria for membership; or

(b) Fail in the opinion of the Board of Directors unreasonably to pay any subscription, fee or other monies due to the Cooperative; or

(c) Resign in Writing as a Member of the Cooperative to the Secretary; or

(d) Are expelled from membership in accordance with these Articles; or

(e) Dies, or in the opinion of the Board are unable to carry out their duties, is wound up or goes into liquidation.

21. The rights and privileges of a Member shall not be transferable or transmissible.

Removal of a Member

22. A Member may be expelled from membership by a resolution of the Cooperative stating that it is in the best interests of the Cooperative that her/his/its membership is terminated. A resolution to remove a Member from membership may only be passed if:

(a) The Member has been given at least 21 days' notice in Writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and

(b) The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Cooperative) has been allowed to make representations to the general meeting.

GENERAL MEETINGS

23. The Cooperative shall in each calendar year hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notices calling it. The first annual general meeting shall be held within 18 months of

incorporation. Every annual general meeting except the first shall be held not more than 15 months after the previous annual general meeting.

24. The business of an Annual General Meeting shall comprise, where appropriate:

(a) Consideration of accounts and balance sheets;

(b) Consideration of Directors' and auditor's reports;

(c) Elections to replace retiring Directors;

(d) Appointment and remuneration of the auditor (or their equivalent).

25. In accordance with the Cooperative Principle of democratic member control, the Cooperative shall ensure that, in addition to the annual general meeting, at least three other general meetings are held annually. The purpose of these meetings is to ensure that Members are given the opportunity to participate in the decision-making process of the Cooperative, review the business planning and management processes and to ensure the Cooperative manages itself in accordance with the cooperative values and Cooperative Principles.

Calling a General Meeting

26. The Board of Directors may convene a general meeting or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Directors to call a general meeting.

Notices

27. The Directors shall call the Annual General Meeting giving 14 clear days' notice to all Members. All other general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Cooperative.

28. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.

29. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any Person entitled to receive notice shall not invalidate proceedings at that meeting.

Proxies

30. A Member who is absent from a general meeting may appoint any Person to act as their proxy, provided that no Person shall hold a proxy for more than five Members at any one time in any general meeting.

31. Proxies may only validly be appointed by a notice in Writing 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 Cooperative in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

32. The Cooperative may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

33. 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 of the resolutions, otherwise the proxy notice shall be treated as allowing the Person appointed the discretion as to how to vote on any matter.

34. A Person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates.

35. An appointment using a proxy notice may be revoked by delivering to the Cooperative a notice in Writing given by or on behalf of the Person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.

36. If a proxy notice is not signed by the Person appointing the proxy, it must be accompanied by evidence in Writing that the person signing it has the authority to execute it on the appointor's behalf.

Quorum

37. No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special resolution of the Cooperative, a quorum shall be ten Members or one-third of the membership, whichever is the lesser.

Chairing General Meetings

38. Members shall appoint one of their number as the chairperson to facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the general meeting.

Attendance and Speaking at General Meetings

39. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. 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 including by Electronic Means. In determining attendance at a

general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.

40. The chairperson of the meeting may permit other persons who are not Members of the Cooperative to attend and speak at general meetings, without granting any voting rights.

Adjournment

41. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.

42. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:

(a) The meeting consents to that adjournment; or

(b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

43. The chairperson must adjourn the meeting if directed to do so by the meeting.

44. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.

45. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.

46. No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

47. Within each class of membership, voting at general meetings is on the basis of one member, one vote. 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.

48. The votes cast by each class will be weighted (that is, treated as being a greater or lesser amount) to ensure that the final proportions of votes cast by each class of membership are fixed as follows:

Class number	% share of voting strength
1	49%

2	51%

49. Votes for each class shall be counted separately. Before combining them, the votes cast for or against (and abstentions) shall be established as proportions of the available votes in that class. Then the percentage share of voting strength allotted to that class, as indicated above, shall be applied to each. The votes for and against, along with abstentions, shall be established by aggregating the figures for each in each class.

50. If a class has no members in attendance, the shares of the voting strength for other classes are unaffected.

51. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

52. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Poll Votes

53. A poll on a resolution may be demanded:

(a) In advance of the general meeting where the matter is to be put to the vote; or

(b) 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.

54. A poll may be demanded by:

(a) The chairperson of the meeting;

(b) The Directors;

(c) Two or more Persons having the right to vote on a resolution.

55. A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.

56. Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote and that votes will be weighted within each class as indicated above.

Resolutions

57. Decisions at general meetings shall be made by passing resolutions:

(a) Decisions involving an alteration to articles that have been Entrenched in accordance with section 22 of the Act require the approval of 100% of the Members.

(b) The following decisions must be made by special resolution:

(i) Decisions involving an alteration to the Articles of the Cooperative, except where an article is Entrenched as detailed above;

(ii) Decisions to expel Members;

(iii) Decisions to dispose assets of the Cooperative equivalent in value to one-third of the Cooperative's last published balance sheet, as detailed in these Articles;

(iv) The decision to wind up the Cooperative;

(v) Other decisions which are required by statute.

(c) All other decisions shall be made by ordinary resolution.

58. A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.

59. Resolutions may be passed at general meetings or by written resolution.

60. A written resolution passed by Members shall be effective if it has been passed in accordance with the requirements of the Act which includes sending a copy of the proposed resolution to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement.

61. A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date:

(a) Written approval has been received from at least 75% of the Members where the resolution is a special resolution;

(b) Written approval has been received from at least 51% of the Members where the resolution is an ordinary resolution.

62. In accordance with the Companies Acts, resolutions to remove a Director or auditor (or their equivalent) of the Cooperative before the end of his/her period of office shall not be passed by written resolution.

DIRECTORS

63. The Cooperative shall have a Board of Directors comprising not less than two Directors.

64. Those persons notified to the Registrar of Companies on incorporation and such others as they may determine in writing shall be the initial Board of Directors of the Cooperative from incorporation until the first annual general meeting.

65. Only persons who are aged 16 years or more may serve on the Board of Directors.

Elected Board of Directors

66. The Board of Directors shall be elected by and from the Cooperative's Members, elected by and from each Class of Membership. Each Member can have no more than one representative nominated for election as a Director.

67. The composition of the Board of Directors following the first Annual General Meeting shall be as follows:

(a) Not more than 49% from Class 1 Members

(b) At least 51% from Class 2 Members

68. The Board of Directors shall ensure that Council Members or their appointed representatives never exceed 49% of the Directors.

Retirement Cycle

69. At the first annual general meeting all Directors shall stand down. At every subsequent annual general meeting one-third of the Board of Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

Co-option of Directors

70. In addition the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.

71. The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such coopted individuals must be Members of the Cooperative and will hold office as Director only until the next annual general meeting.

72. The Board of Directors must ensure that the co-option of Directors does not result in Council Members or their appointed representatives exceeding 49% of the Directors.

Board Education and Training

73. In accordance with the Cooperative Principle of education, training and information, before accepting a position as Director an individual must agree to undertake training during their first year of office as deemed appropriate by the Cooperative. This training will include information on the roles and responsibilities of being a Director of a company which is also a cooperative.

Powers and Duties of the Board of Directors

74. The Directors are responsible for the management of the Cooperative's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.

75. The Board of Directors shall have the power to determine policies and procedures associated with membership including setting subscription levels.

76. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.

77. In accordance with the Cooperative Principles of democratic member control and member economic participation, the Board of Directors shall not be entitled to sell or otherwise dispose of assets (in a single transaction or series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the Cooperative without the approval of the Members by special resolution.

Delegation

78. Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any Person or committee consisting of Members of the Cooperative, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

79. The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.

80. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

81. A sub-committee 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 these Articles which govern the taking of decisions by Directors.

82. The Directors may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Articles.

83. All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Calling a Meeting of the Board of Directors

84. Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Board of Directors

85. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

86. In all proceedings of Directors each Director must not have more than one vote.

87. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.

88. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the Cooperative.

89. A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.

90. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

91. The Directors must ensure that the Cooperative keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Quorum

92. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3, whichever is the greater.

93. If at any time the total number of Directors in office is less than the quorum required or if more than 49% of the Directors represent Council Members, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

Chairperson

94. Directors shall appoint one of their number as the chairperson to facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the meeting.

Declaration of Interest

95. Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated body, firm, partnership, public body or corporate body whose interests are reasonably likely to conflict with those of the Cooperative in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Cooperative, s/he must;

(a) Declare the nature and extent of the interest before the discussion begins on the matter;

(b) Withdraw from that part of the meeting unless expressly invited by the chairperson of the meeting to remain;

(c) Not be counted in the quorum for that part of the meeting;

(d) Withdraw during the vote and have no vote on the matter.

Provided that nothing in this Article shall prevent a Director from counting towards the quorum for Board meetings and voting in respect of her/his own contract of employment or in respect of bonus or other payments to Members.

96. Subject to anything to the contrary in these Articles:

(a) In accordance with (but subject to) the Companies Acts, the Board of Directors may give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Cooperative; and

(b) In authorising a situation the Board of Directors may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Director has obtained any information through her/his involvement in the situation otherwise that as a Director and in respect of which s/he owes a duty of confidentiality to another Person, the Director is under no obligation to:

(i) Disclose that information to the Cooperative; and/or

(ii) Use that information for the benefit of the Cooperative;

where to do so would amount to a breach of confidence**.**

Remuneration and Expenses

97. Any Director may act in a professional capacity for the Cooperative and s/he or her/his firm shall be entitled to remuneration for professional services. Provided that nothing shall authorise a Director or their firm to act as auditor of the Cooperative.

98. The Cooperative may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Cooperative.

Termination of a Director's Appointment

99. A person ceases to be a Director of the Cooperative as soon as:

(a) That person ceases to be a Member of the Cooperative (unless they are a co-opted external independent Director);

(b) That person resigns from office in Writing to the Secretary of the Cooperative, and such resignation has taken effect in accordance with its terms;

(c) That person is removed from office by a resolution of the Cooperative in general meeting in accordance with these Articles and the Companies Acts;

(d) That person is absent from 3 meetings of the Board of Directors during a continuous period of 12 months without special leave of absence granted by the Board of Directors and the Directors pass a resolution that s/he has by reason of such absence vacated office;

(e) Where the individual is the representative of a Member organisation, the Member organisation removes their endorsement of that representative;

(f) Where the person is the representative of a Member organisation that Member organisation ceases to exist;

(g) 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;

(h) A bankruptcy order is made against that person;

(i) A registered medical practitioner who is treating that person gives a written opinion to the Cooperative stating that the person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

(j) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

Removal of a Director

100. A Director may be expelled from office by a resolution of the Cooperative stating that it is in the best interests of the Cooperative that her/his office is terminated. A resolution to remove a Director from office may only be passed if:

(a) The Director has been given at least 21 days' notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and

(b) The Director or, at the option of the Director, the Director's representative (who need not be a Member of the Cooperative) has been allowed to make representations to the general meeting.

SECRETARY

101. The Board of Directors shall appoint a Secretary of the Cooperative for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.

102. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

REGULATIONS

103. The Cooperative in a general meeting or the Board of Directors may from time to time make, adopt and amend such Regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Cooperative and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All members of the Cooperative and the Board of Directors shall be bound by such Regulations whether or not they have received a copy of them.

LIABILITY OF MEMBERS

104. The liability of Members is limited to £1. Every Member of the Cooperative undertakes to contribute to the assets of the Cooperative in the event of it being wound up while s/he/it is a Member or within one year of her/him/it ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Cooperative contracted while s/he/it was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

APPLICATION OF PROFITS

105. The profits of the Cooperative shall be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time:

(a) To create a general reserve for the continuation and development of the Cooperative;

(b) In accordance with the Cooperative Principle of concern for community, to make payment for social, cooperative and community purposes.

DISSOLUTION

Common Ownership

106. The Cooperative is a common ownership enterprise. In the event of the winding up or dissolution of the Cooperative the liquidator shall first, according to law, use the assets of the Cooperative to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to some other common ownership cooperative(s) or to Cooperatives UK (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Cooperative Movement and common ownership enterprises. This article is Entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

107. A Member may provide their consent to receive communications from the Cooperative by electronic means.

108. Subject to these Articles, anything sent or supplied by or to the Cooperative under the Articles may be sent or supplied in any way in which the Companies Acts provides. 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. A Director may agree with the Cooperative that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

Seal

109. If the Cooperative has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Cooperative. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director, the Secretary, or a Member of the Cooperative appointed by the Board of Directors for the purpose.

Registers

110. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts.

Register of Members

111. The Cooperative shall maintain a register of Members which records their/its name, address (in the case of a corporate body the registered office address), and the dates on which s/he/it became a Member and ceased to be a Member. A Member shall notify the Secretary of the Cooperative within seven days of any change to her/his/its name or address.

112. An entry on the register relating to a former Member of the Cooperative may be removed from the register after the expiration of 10 years from the date on which s/he/it ceased to be a Member.

Register of Directors

113. The Cooperative shall maintain a register of Directors which shall include the following particulars:

(a) Name of the Director and any former names used by her/him for business purposes;

(b) Service address;

(c) Country of residence;

(d) Nationality;

(e) Business occupation, if any;

(f) Date of birth.

114. The register of Directors shall be open for inspection to any Member of the Cooperative without charge and to any other Person on payment of such fee as may be prescribed.

115. The Cooperative shall also maintain a register of Director's residential addresses which is not available for inspection.

Minutes

116. The Cooperative shall ensure that minutes are kept of all:

(a) Proceedings at meetings of the Cooperative; and

(b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Accounts

117. The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts with respect to:

(a) All sums of money received and expended by the Cooperative and the matters in which the receipt and expenditure takes place;

(b) All sales and purchases of goods by the Cooperative;

(c) The assets and liabilities of the Cooperative.

118. Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Cooperative's affairs and explain its transactions.

119. The accounts shall be kept at the registered office of the Cooperative or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and other Persons authorised by the Cooperative in a general meeting.

120. The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Cooperative as the Members in a general meeting shall require to be laid before them.

Audit

121. The Cooperative may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Cooperative shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).

122. Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

Borrowing from Members

123. In accordance with the Cooperative Principle of member economic participation the interest paid by the Cooperative on money borrowed from Members shall not exceed such rate as is necessary to attract and retain the capital required to further the Cooperative's purpose.

Social Accounting and Reporting

124. In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Cooperative which will endeavour to measure its cooperative, social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Cooperative shall report any findings to its Members and other stakeholders.

Indemnity and Insurance

125. Subject to the following article, any Director or former Director of the Cooperative may be indemnified out of the Cooperative'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 Cooperative;

(b) Any liability incurred by that Director in connection with the activities of the Cooperative in its capacity as a trustee of an occupational pension scheme (as per the Act);

(c) Any other liability incurred by that Director as an officer of the Cooperative.

126. The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.

127. The Directors may decide to purchase and maintain insurance, at the expense of the Cooperative, for the benefit of any Director or former Director of the Cooperative in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Cooperative or any pension fund or employees' share scheme of the Cooperative.