

**COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**of**

**International NGO Charter of Accountability Ltd**

**(Company No. 6527022)**

**1 NAME**

The name of the Company is the “International NGO Charter of Accountability Ltd”.

**2 REGISTERED OFFICE**

The registered office of the Company is to be in England and Wales.

**3 OBJECTS**

The objects of the Company are:

- (a) to create and develop a charter relating to the accountability of international non-governmental organisations (the “**Charter**”);
- (b) to promote the Charter and its implementation;
- (c) to develop and manage systems for monitoring the compliance of the Members with the Charter and for dealing with actual or alleged non-compliance;
- (d) to run a networking organisation; and
- (e) to do anything which is incidental to or which furthers any of these purposes (together, the “**Objects**”).

**4 POWERS**

The Company has the following powers, which may be exercised only in promoting the Objects:

- (a) To organise events and promote research and other activities;
- (b) To provide advice;

- (c) To publish or distribute information;
- (d) To co-operate with other bodies;
- (e) To support, administer or set up charities;
- (f) To raise funds;
- (g) To borrow money and give security for loans;
- (h) To acquire or hire property of any kind;
- (i) To let or dispose of property of any kind;
- (j) To make grants or loans of money and to give guarantees;
- (k) To set aside funds for special purposes or as reserves against future expenditure;
- (l) To deposit funds in any lawful manner and to invest the Company's funds in or upon such investments, securities or property as may be thought fit subject to any conditions or consents which may be imposed or required by law;
- (m) To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- (n) To construct, maintain and alter buildings and erections;
- (o) Subject to paragraph 5 of this Memorandum, to employ paid or unpaid agents, staff or advisers;
- (p) To enter into contracts to provide services to or on behalf of other bodies;
- (q) To establish subsidiary companies to assist or act as agents for the Company;
- (r) To amalgamate with any companies, institutions, societies or Companies having objects wholly or in part similar to those of the Company and to purchase or otherwise acquire the property, assets and liabilities of any such body or to transfer the property, assets and liabilities of the Company to such body;
- (s) To pay the costs of forming the Company; and
- (t) To do anything else within the law which promotes or helps to promote the Objects.

## **5 BENEFITS TO MEMBERS**

The property and funds of the Company must be used only for promoting the Objects and do not belong to the Members.

## **6 LIMITED LIABILITY**

The liability of the Members is limited.

## **7 GUARANTEE**

Every Member promises, if the Company is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a Member.

## **8 DISSOLUTION**

In the event of the dissolution of the Company, its remaining assets shall be disposed of by the Directors in ways that further the aims of the Company.

## **9 INTERPRETATION**

Unless the context otherwise requires, words and expressions defined in the Articles shall have the same meanings in this Memorandum.

**COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**International NGO Charter of Accountability Ltd**

**(Company No. 6527022)**

**1 MEMBERSHIP**

- 1.1** The Company must maintain a register of members and publish a list of Members on the Company's website.
- 1.2** The Directors shall establish criteria for membership of the Company (the "**Membership Criteria**"), which shall include the matters referred to in Article 1.4. Subject to Article 1.4, the Directors may change the Membership Criteria at any time.
- 1.3** The Directors may set a subscription amount for Membership from time to time.
- 1.4** Membership is open to any organisation which:
- (a)** is or represents an international organisation, federation or network;
  - (b)** satisfies the Membership Criteria;
  - (c)** pays the subscription amount (if any) set by the Directors;
  - (d)** seeks to comply with the Charter and to promote compliance with the Charter amongst its members;
  - (e)** applies to the Company in the form required by the Directors;
  - (f)** is approved by the Directors acting unanimously or, if unanimity is not achieved, by a majority of the Members; and
  - (g)** signs the register of members or otherwise consents in writing to become a Member through an authorised representative.
- 1.5** The Directors may, at any time, require any Member to provide such information as they require in order to confirm that Member's continued compliance with these Articles, the Membership Criteria and the Charter.

- 1.6** Each Member shall submit its annual report to the Secretariat as soon as practicable after its publication.
- 1.7** Membership is not transferable.
- 1.8** The Directors may establish different classes of Membership, prescribe their respective privileges and duties and set different subscription amounts for each class.
- 1.9** The Directors may establish a non-voting class of affiliate members and rules for such affiliate members and their admission and removal and may set subscription amounts for such affiliate members. Affiliate members shall not be Members.
- 1.10** The Directors shall establish a complaints procedure to deal with any complaints against Members and/or the Company.
- 1.11** Membership is terminated if the Member concerned:
- (a) gives written notice of resignation to the Company;
  - (b) ceases to exist;
  - (c) at any point after it becomes a Member, no longer satisfies the Membership Criteria;
  - (d) fails to comply with any of the provisions of these Articles and the Charter;
  - (e) is six months in arrears in paying the relevant subscription amount (if any) (but in such a case the Member may be reinstated on payment of the amount due);
  - (f) is removed from Membership by the Directors following the application of the complaints procedure established under Article 1.10 in relation to a complaint against such Member; or
  - (g) is removed from Membership by the Directors acting unanimously or, if unanimity is not achieved, by a majority of the Members on the ground that, in their opinion, the Member's continued Membership is detrimental to the Company. The Directors will notify the relevant Member in writing of any intention to terminate their Membership in accordance with this Article. The relevant Member will have 14 clear days after receiving such notice to put forward written representations, which the Directors will consider when making their decision on termination of the Member's Membership.

## **2 GENERAL MEETINGS**

- 2.1** Members are entitled, either in person or by an authorised representative or proxy, to attend general meetings. If a Member wishes to have a proxy attend any general meeting on its behalf, a proxy form must be delivered to the Secretary at least 24 hours before the meeting.

- 2.2** General meetings must be called on at least 21 clear days written notice and the notice must specify the business which is to be discussed at the general meeting.
- 2.3** The quorum for a general meeting shall be 6 Members, present either in person or by way of authorised representative or proxy.
- 2.4** The Chair, or (if the Chair is unable or unwilling to do so) some other Member elected by those Members present, will preside at a general meeting.
- 2.5** Except where otherwise provided by the Act or in these Articles, every issue considered at a general meeting is decided by a simple majority of the votes cast at that general meeting.
- 2.6** Any amendments or changes to the Charter shall require the approval of two thirds of the Members present and entitled to vote at a general meeting.
- 2.7** Every Member present, either in person or by way of authorised representative or proxy, has one vote on each issue.
- 2.8** A written resolution signed by all those Members entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 2.9** The Company must hold an AGM, which all Members are entitled to attend, every Year. The first AGM may be held within 18 months after the Company's incorporation.
- 2.10** At an AGM the Members may:
- (a) monitor the performance of the Directors;
  - (b) receive the accounts of the Company for the previous financial year;
  - (c) receive the Directors' report on the Company's activities since the previous AGM;
  - (d) accept the retirement of the Directors who wish to retire;
  - (e) elect Directors to fill the vacancies arising;
  - (f) appoint auditors for the Company;
  - (g) approve changes and amendments of the Charter; and
  - (h) deal with any other business put before them.
- 2.11** Any general meeting which is not an AGM is an EGM.
- 2.12** An EGM may be called at any time by the Directors and an EGM must be called within 28 days of a written request from at least three Members to hold an EGM.

### **3 THE DIRECTORS**

- 3.1** Unless otherwise determined by the Directors, the Board shall be made up of up to a maximum of five Directors, each of whom shall be appointed to serve for a term determined by the Members (or, in the case of independent Directors, the Board) in the resolution appointing or re-appointing that person as a Director. Any Director may be re-appointed at the end of such term.
- 3.2** The Directors shall not be entitled to receive any remuneration for their services.
- 3.3** At least three Directors must be authorised representatives of Members, up to two Directors may be authorised representatives of any affiliate members or, as applicable, any other class of member which is established by the Directors and up to two may be independent Directors. Directors who are authorised representatives of Members or affiliate members must be appointed as Directors by resolution at a general meeting of the Company. Independent Directors may be co-opted by the other Directors. No Member or affiliate member may have more than one authorised representative appointed as a Director.
- 3.4** Any Director may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director. The appointing Director may also remove from office an alternate Director so appointed. The appointment or removal of an alternate Director shall be by notice to the Company signed by the appointing or removing Director.
- 3.5** An alternate Director shall be entitled to receive notice of all meetings of Directors and committees of Directors of which his or her appointer is a member and to attend and vote at any such meeting if the Director appointing him or her is not present.
- 3.6** An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director.
- 3.7** A Director's term of office automatically terminates if he or she is removed from office in accordance with the Act or becomes disqualified from acting as a Director and in addition if he or she:
- (a)** is incapable, whether mentally or physically, of managing his or her own affairs;
  - (b)** if he or she is an authorised representative of a Member or affiliate member, ceases to be authorised to be a Director by the Member who originally gave the authorisation (provided that the Member has notified the Directors that the person is no longer authorised);
  - (c)** resigns by written notice to the Directors (but only if at least two Directors will remain in office);
  - (d)** fails to attend three consecutive meetings of the Directors,
- unless (in relation to any of paragraphs (a) to (d) above) the other Directors determine otherwise.

**3.8** A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of the Directors.

#### **4 PROCEEDINGS OF DIRECTORS**

**4.1** The Directors must hold at least one meeting each Year and, subject to these Articles, the Directors may regulate their proceedings as they think fit.

**4.2** The quorum for a meeting of the Directors is three Directors unless otherwise determined by the Directors. The quorum for a meeting dealing with the admission or removal of Members and affiliate members shall be five Directors (except where the meeting relates to the removal of a Member for non-payment of any subscription amount where the quorum shall be three Directors).

**4.3** The Secretariat may provisionally admit an organisation as a Member provided that such organization complies with Article 1.4 and further provided that such admission is subsequently ratified by the Directors at a meeting of the Directors.

**4.4** A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.

**4.5** The Chair or (if the Chair is unable or unwitting to do so) some other Director chosen by the Directors present shall preside at each meeting.

**4.6** Every Director has one vote on each issue.

**4.7** Every issue considered at a meeting of Directors may be determined by a simple majority of the votes cast at that meeting of Directors.

**4.8** A written resolution signed by all the Directors is as valid as a resolution passed at a meeting of Directors. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

**4.9** A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of Directors.

#### **5 CONFLICTS OF INTEREST**

**5.1** Whenever a Director has a personal or organisational interest in a matter to be discussed at a meeting, and whenever a Director has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, he or she must

- (a) declare an interest before discussion begins on the matter;
- (b) withdraw from that part of the meeting unless expressly invited to remain; and
- (c) in the case of personal interests, not be counted in the quorum for that part of the meeting and have no vote on the matter.

## **6 POWERS OF DIRECTORS**

The Directors shall manage the business of the Company and shall have the power (in addition to the other powers conferred on them by these Articles):

- (a) to appoint (and remove) any person to act as Secretary to the Company in accordance with the Act;
- (b) to appoint a Chair, Treasurer and other honorary officers from among their number;
- (c) to establish and manage a secretariat to provide administrative support to the Company;
- (d) to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors);
- (e) to establish systems and procedures to assist the resolution of disputes within the Company and complaints against the Members relating to compliance with the Charter;
- (f) to exercise any powers of the Company which are not reserved to a general meeting.

## **7 RECORDS & ACCOUNTS**

**7.1** The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual returns and annual statements of account.

**7.2** The Directors must keep proper records of all proceedings at general meetings and meetings of the Directors, all reports of committees, and all professional advice obtained.

**7.3** Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.

**7.4** A copy of the Company's latest available statement of account must be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months.

## **8 NOTICES**

**8.1** Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Company

**8.2** The only address at which a Member is entitled to receive notices is the address shown in the register of members

**8.3** Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent if sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent if sent by first class post to that address;
- (c) three clear days after being sent if sent by second class or overseas post to that address;
- (d) on the date of publication of any journal, newspaper or Company newsletter containing the notice; and
- (e) on being handed to the Member or, in the case of an organisation which is a Member, its authorised representative personally or, if earlier, as soon as the Member acknowledges actual receipt.

**8.4** A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate the giving of the notice.

## **9 DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Company take effect as though repeated here.

## **10 INTERPRETATION**

**10.1** In the Memorandum and in these Articles, unless the context otherwise requires, the words and expressions set out below have the means set out after them:

the “ <b>Act</b> ”	means the Companies Act 2006;
“ <b>AGM</b> ”	means an annual general meeting of the Company;
the “ <b>Articles</b> ”	means these articles of association of the Company;
“ <b>authorised representative</b> ”	means an individual who is authorised by an organisation which is a Member to act on its behalf at meetings of the Company and whose name is given to the Secretary;
“ <b>Board</b> ”	means the board of Directors from time to time;
“ <b>Chair</b> ”	means the chairman of the Board;
“ <b>Charter</b> ”	means the charter relating to the accountability of international non-governmental organisations which is created and developed by the Company
the “ <b>Company</b> ”	means International NGO Charter of Accountability Ltd;
“ <b>clear day</b> ”	means 24 hours from midnight following the relevant event;

<b>“Director”</b>	means a director of the Company and “Directors” means all of the directors of the Company;
<b>“EGM”</b>	means an extraordinary general meeting of the Company;
<b>“Member”</b>	means any person or organisation who is currently entered as a member of the Company on the register of members;
<b>“Membership”</b>	means membership of the Company;
<b>“Memorandum”</b>	means the memorandum of association of the Company;
<b>“month”</b>	means a calendar month;
the <b>“Objects”</b>	means the objects of the Company as defined in clause 3 of the Memorandum;
<b>“Secretariat”</b>	means the secretariat established and managed by the Directors to provide administrative support to the Company;
<b>“Secretary”</b>	means the secretary of the Company;
<b>“written” or “in writing”</b>	refers to a legible document on paper including a fax message: and
<b>“Year”</b>	means a calendar year

**10.2** Save where defined in these Articles or the context otherwise requires, words and expressions defined in the Act and used in these Articles shall have the same meaning as ascribed to them in the Act.

**10.3** Any references herein to the Act are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.