

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of the JOIE Foundation Limited

Incorporated 23 July 2004 Company number 5188269

Articles of Association as amended 7 July 2011

1. Interpretation

'the JOIE Foundation Limited' means the company intended to be regulated by these articles;

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

'the Articles' means these Articles of Association of the JOIE Foundation Limited

'clear days' in relation to the period of the notice means the period excluding the day when notice was given and the day on which it was given or on which it should take effect;

'executed' includes any mode of execution;

'the Memorandum' means the memorandum of association of the JOIE Foundation Limited;

'Office' means the registered office of the JOIE Foundation Limited;

'the seal' means the common seal of JOIE Foundation Limited if it has one;

'the Secretary' means the secretary for the JOIE Foundation Limited or any other person appointed to perform the duties of the secretary of the JOIE Foundation Limited including a joint assistant or deputy secretary;

'The Trustees' means the directors of the JOIE Foundation Limited (and 'Trustee' has a corresponding meaning) and

words importing the masculine gender only shall include the feminine gender.

Subject as above, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. Membership

- 2.1 The number of members with which the company proposes to be registered is unlimited.
- 2.2 The JOIE Foundation Limited must maintain a register of members
- 2.3 Membership of the JOIE Foundation Limited is open to any individual or organisation interested in promoting the Objects who
 - 2.3.1 applies to the JOIE Foundation Limited in the form required by the Trustees
 - 2.3.2 is approved by the Trustees and
 - 2.3.3 signs the Register of members or consents in writing to become a member whether personally or (in the case of a member organisation) through one or more authorised representatives
- 2.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscription
- 2.5 Membership is terminated if the member concerned
 - 2.5.1 gives written notice of resignation to the JOIE Foundation Limited
 - 2.5.2 dies or (in the case of an organisation) ceases to exist
 - 2.5.3 is six months in arrears in paying the relevant subscription (if any) or
 - 2.5.4 if membership is harmful to the JOIE Foundation Limited (but only after notifying that member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 2.6 Membership of the JOIE Foundation Limited is not transferable

3. General Meetings

- 3.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 days written notice specifying the business to be discussed.
- 3.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 1 (or 50 per cent of the members if greater).
- 3.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 3.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 3.5 Every member present in person (or through an authorised representative) has one vote on each issue save in respect of decisions concerning the appointment or retirement of Trustees when each member organisation shall have ten votes and save for the Chairman of the meeting, who has a second or casting vote.

- 3.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and 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).
- 3.7 The JOIE Foundation Limited must hold an AGM in every year which all members are entitled to attend.
- 3.8 At an AGM the members:
- 3.8.1 receive the accounts of the JOIE Foundation Limited for the previous financial year
- 3.8.2 receive the Trustees' report on the JOIE Foundation Limited's activities since the previous AGM
- 3.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
- 3.8.4 accept nominations from members for Trustees to elect persons to be Trustees to fill the vacancies arising
- 3.8.5 appoint auditors as legally necessary for the JOIE Foundation Limited
- 3.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the JOIE Foundation Limited and
- 3.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 3.9 Any general meeting which is not an AGM is an EGM.
- 3.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 25 per cent of the members.

4. The Trustees

- 4.1 The Trustees as JOIE Foundation Limited trustees have control of the JOIE Foundation Limited and its property and funds.
- 4.2 The Trustees consist of at least 1 and not more than 25 individuals.
- 4.3 Every Trustee must sign a declaration of willingness to act as a Trustee of the JOIE Foundation Limited before he or she is eligible to vote at any meeting of the Trustees.
- 4.4 A Trustee's term of office automatically terminates if he or she:
- 4.4.1 is incapable, whether mentally or physically, of managing his or her own affairs
- 4.4.2 is absent from 3 consecutive meetings of the Trustees without the agreement by resolution of a majority of the Trustees present and voting at the third meeting from which the Trustee is absent
- 4.4.3 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- 4.4.4 is removed by resolution passed by a majority of the Trustees present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

- 4.5 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 4.6 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. Proceedings of Trustees

- 5.1 The Trustees must hold at least 1 meeting each year.
- 5.2 A quorum at a meeting of the Trustees is six Trustees (or a third of the Trustees if greater).
- 5.3. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 5.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 5.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the signature).
- 5.6 Every Trustee has one vote on each issue save for the Chairman (in relation to meetings of Trustees) who shall have a second or casting vote.
- 5.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6. Power of Trustees

The Trustees have the following powers in the administration of the JOIE Foundation Limited:

- 6.1 to appoint (and remove) any member (who may be a Trustee) to act as a Secretary to the JOIE Foundation Limited in accordance with the Act.
- 6.2 to appoint a Chair, Treasurer and other honorary officers from among their number.
- 6.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them but members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees).
- 6.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings.

- 6.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 6.6 to make Regulations consistent with the Memorandum., these Articles and the Act to govern the administration of the JOIE Foundation Limited and the use of its seal (if any).
- 6.7 to establish procedures to assist the resolution of disputes within the JOIE Foundation Limited.
- 6.8 to exercise any powers of the JOIE Foundation Limited which are not reserved to a general meeting.

7. Records and Accounts

- 7.1 The Trustees must comply with the requirements of the Act and of any other relevant legislation as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
 - 7.1.1 annual reports
 - 7.1.2 annual returns
 - 7.1.3 annual statements of account
- 7.2 The Trustees must keep proper records of
 - 7.2.1 all proceedings at general meetings
 - 7.2.2 all proceedings at meetings of the Trustees
 - 7.2.3 all reports of committees and
 - 7.2.4 all professional advice obtained
- 7.3 Accounting records relating to the JOIE Foundation Limited must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 7.4 A copy of the JOIE Foundation Limited's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the JOIE Foundation Limited's reasonable costs, within two months but the obligation is limited to supplying not more than one statement to a Trustee or member in each year.

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 circulating in the relevant area or any newsletter distributed by the JOIE Foundation Limited.
- 8.2 The only address at which a member is entitled to receive notices is the addresses 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

8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

8.3.2 two clear days after being sent by first class post to that address

8.3.3 three clear days after being sent by second class or overseas post to that address

8.3.4 on the date of publication of a newspaper containing the notice

8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier

8.3.6 as soon as the member acknowledges actual receipt

8.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

9. Dissolution

The provisions of the Memorandum relating to dissolution of the JOIE Foundation Limited take effect as though repeated here.