

2005, updated 2015 and 2020

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

# Articles of Association of GM Freeze

Company number: 0552 5160

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## Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"The memorandum" means the Memorandum of Association of the Company.

"The articles" means these Articles of Association.

"The Management Committee" or "Management Committee member" means all those persons appointed to perform the duties of directors of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Seal" means the common seal of the Company.

"GM" means Genetically Modified.

"GMO" means Genetically Modified Organism.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

"Electronic means" shall include video links and secure authenticated web-site, and if applicable email, transactions;

"Local Authority associated person" means:

- (a) a member of a local authority;
- (b) an officer of a local authority;
- (c) a person who had at any time in the preceding four years been a member of a local authority;

any other person so defined in Section 69(5) of the Local Government and Housing Act.

In these Articles of Association the expressions "Management Committee meeting", "meeting of the Management Committee". "General Meeting", "Annual General Meeting" and "Extraordinary General Meeting" include, except where inconsistent with any legal obligation:

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- a physical meeting
- a meeting held by electronic means
- a meeting held by telephone where each of the participants can hear each other throughout.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to the Company, whether or not these Articles have been amended to comply with such instrument or regulation.

### **Members**

2. The Management Committee may, at their discretion, admit to membership any society, company and unincorporated body which supports the objects of the Company, and which has paid or agreed to pay the annual subscription as agreed by the Management Committee from time to time. Provided always that if the Company is receiving fifty per cent or more of its funding from the Local Authority(s) the proportion of Local Authority associated persons shall not exceed nineteen per cent of the total members having voting rights at a General Meeting of the Company.
3. Each member organisation shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member would exercise if they were an individual person. Provided that each member organisation only has one vote. Each member organisation shall send to the Secretary of the Company written, or emailed, notification of its choice of representative.
4. The Company shall also have an Associate member category made up of those individuals who support the objects of the Company. Associate members shall not have a vote nor shall they count for the purposes of a quorum.
5. Application for membership shall be made in writing to the Management Committee. Application shall be in such form as the Management Committee shall direct. Any such form may provide that a member may specify an email address which shall be used by the Company for any communication required by these memorandum and articles. Any member specifying an email address in this way shall notify the Secretary of any change to this email address within seven days of the change.

### **Register of Members**

6. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and if applicable their email address, and the dates on which it became a member and on which it ceased to be a member. A member shall notify the Secretary in writing or via email within seven days of a change to its name or address.

### **Cessation of Membership**

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member if that organisation:
  - (a) resigns in writing to the Secretary, giving one calendar months notice; or
  - (b) ceases to meet any of the criteria for membership specified in article 2; or
  - (c) is wound up or goes into liquidation; or
  - (d) fails to pay the annual subscription within three months of its becoming due;
  - (e) is expelled by the Management Committee for conduct prejudicial to the Company, including bringing the Company into disrepute, defrauding the Company, being in breach of these memorandum and articles or regulations made by the Company from time to time, provided that any member whose expulsion is proposed shall be informed of the reasons for expulsion and have the right to make representation to the Management Committee meeting at which the decision is to be made and if appropriate to thereafter appeal to a meeting of members.

### **General Meetings**

9. Unless it has passed an elective resolution to the contrary the Company shall, in each calendar year, hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it.
10. The business of an Annual General Meeting shall comprise:
  - (a) the consideration of the Report and Accounts presented by the Management Committee;
  - (b) the election of the members of the Management Committee;
  - (c) the appointment and the fixing of the remuneration of the auditor or auditors;
  - (d) such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting will be called Extraordinary General Meetings.
12. The Management Committee may whenever they think fit convene an Extraordinary General Meeting. Equally, an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
13. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the memorandum or articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.

- (b) All other decisions shall be made by Ordinary Resolution requiring a two-thirds majority vote of votes cast at a General Meeting.

### **Notices**

14. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Management Committee shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
15. Notice of every General Meeting shall be sent by post to every member of the Company, or by email where such a member has elected to receive communications by email in accordance with these articles, and to the auditors and to such other persons who are entitled to receive notice.
16. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a member of the Management Committee or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
17. Where notice is sent by post or email, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
18. 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.

### **Proceedings at General Meetings**

19. On any resolution to be decided, only members present at a General Meeting shall be entitled to cast a vote. Proxy voting is not permitted.
20. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, one-tenth of the membership or five members, whichever is the greater shall be a quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be local authority associated persons.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Management Committee may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
22. At every General Meeting the Chairperson of the Company - if there is one - shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

23. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise (except in circumstances described in article 21) it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the representatives of at least two members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
25. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
26. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
27. A resolution in writing, signed by all the members for the time being entitled to vote, shall be valid and effective as if it had been passed at a General Meeting of the Company, and may consist of several documents in the same form, each signed by one or more Members.

### **Management Committee**

28. The Company shall have a Management Committee comprising not less than five and not more than ten representatives of member organisations elected by and from the membership at the Annual General Meeting.  
  
Provided always that if the Company is receiving fifty per cent or more of its funding from the Local Authority(s) the proportion of Local Authority associated persons on the Management Committee shall not exceed nineteen per cent of the total number of members of the Management Committee.
29. The Management Committee may co-opt persons, who may or may not be representatives of member organisations of the Company to fill casual vacancies on the Management Committee, provided that such co-opted persons stand down at the Annual General Meeting following their appointment.
30. The elections shall be conducted in accordance with such procedures, including authenticated electronic means, as may be specified by the Management Committee from time to time.
31. The initial members of the Management Committee shall be appointed by the subscribers to the memorandum.

32. At every Annual General Meeting one-half of the elected members of the Management Committee shall retire from office (or, if their number is not divisible by two, then the number nearest to one-half), those to retire being those who have been longest in office since they were last elected. In the event of there being two or more persons with the same length of service then, in the absence of agreement, those to retire shall be decided by lot. A retiring member of the Management Committee shall be eligible for re-election.
33. A member of the Management Committee shall declare an interest in and shall not vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it.
34. The office of a member of the Management Committee shall be immediately vacated if s/he:
- (a) resigns her/his office in writing to the Company; or
  - (b) subject to article 29, is the representative of an organisation which ceases to be a member, or is the representative of a member organisation which replaces her/him as its representative; or
  - (c) in the opinion of a majority of the Management Committee, fails to declare her/his interest in any contract as referred to in article 34; or
  - (d) becomes bankrupt; or
  - (e) is being treated by a medical practitioner who gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as Director and may remain so for more than three months; or
  - (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
  - (g) is disqualified by law from serving as a director of a company.

#### **Honorary Officers**

35. At their first meeting following the Annual General Meeting, the members of the Management Committee may elect from their own number such honorary officers as they see fit. Officers shall serve for one year, and upon retirement shall be eligible to re-stand. Officers appointed by the Management Committee may be removed by them.

#### **Powers and Duties of the Management Committee**

36. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
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37. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct.
39. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **Proceedings of the Management Committee**

40. Members of the Management Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit. Meetings of the Management Committee may also be held via telephone or other electronic means: Provided that all members of the Management Committee wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where members of the Management Committee must be present in person must be held every year.
41. Questions arising at meetings shall be decided by a two-thirds majority of votes cast either in person or by approved electronic means.
42. An honorary officer may, and the Secretary on the requisition of two or more members of the Management Committee shall, summon a meeting of the Management Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
43. The quorum necessary for the transaction of the business of the Management Committee shall be three members of the Management Committee or fifty per cent or over if more than five people are on the Management Committee. Provided that at no time shall more than fifty per cent of those members of the Management Committee present and entitled to vote be Local Authority associated persons.
44. The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of members of the Management Committee, or of summoning a General Meeting of the Company, but for no other purpose.
45. At every meeting of the Management Committee the Chairperson of the Company - if there is one - shall preside, in the event of her/his absence the Management Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

46. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
  - (a) the name, details and date of appointment of all persons appointed to office;
  - (b) the names of the Management Committee members, officers, members' representatives and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
  - (c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
  - (d) all applications of the Seal to any document.
47. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee, by any member of the company, and by any person authorised by the Company in General Meeting (subject to amendment for confidential ity reasons). Minutes of General Meetings shall be available for inspection by any member of the Company during normal working hours.
48. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee, which regulations shall always include provision for regular and prompt reports to the Management Committee which shall endorse any decisions made.
49. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.
50. A resolution in writing, signed by all the Management Committee members for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several documents in the same form, each signed by one or more members of the Management Committee.
51. The Management Committee may at their discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

### **Secretary**

52. The Management Committee shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them.
53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.



## **The Seal**

54. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee. Every such application of the Seal shall be minuted.

## **Accounts**

55. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.

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

57. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.

58. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee report, shall not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 240(4) of the Act) be sent to every member of and every holder of debentures of the Company, or by email where a member has elected to receive communications by email in accordance with these articles; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

## **Audit**

60. In accordance with the law for the time being in force the Company may - if it is eligible to do so - apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

61. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

## **Indemnity**

62. Every member of the Management Committee or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her or his office, except to the extent that such losses or liabilities shall be attributed to:-
- (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
  - (b) negligence; or
  - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

## **Regulations**

63. The Company in General Meeting or the Management Committee 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 may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Management Committee and Sub-Committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All members of the Company and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

## **Dissolution**

64. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.