

**THE COMPANIES ACT 2006
 WRITTEN RESOLUTION
 of the
 End Violence Against Women (EVAW) Coalition
 company Number 07317881
 CHANGE OF OBJECTS**

In accordance with the Companies Act 2006 which is incorporated in the company's articles of association we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at general meetings of the company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held

That the objects as set out in the attached document be approved and adopted as the new objects of the company in place of all existing objects and the memorandum of association be updated accordingly

Date: 18 / 03 / 2015

Signed.

Liz Kelly (Liz Kelly)

Liz McKeon (Liz McKeon)

Janet Veitch (Janet Veitch)

FRIDAY	
	A452DS8J
	A04 10/04/2015 #127
	COMPANIES HOUSE
THU	
	A431A7LN
	A17 19/03/2015 #248
	COMPANIES HOUSE

Company no 7317881

COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND
ARTICLES OF ASSOCIATION OF
END VIOLENCE AGAINST WOMEN COALITION LTD



A04 *A452DS8R* #128
10/04/2015
COMPANIES HOUSE

Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a share capital

Memorandum of Association of the End Violence Against Women Coalition Ltd

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of End Violence against Women Coalition

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
LIZ KELLY	<i>Liz Kelly</i>
JANET VEITCH	<i>J. Veitch</i>
ELIZABETH NICKERN	<i>E. Nickern</i>

Dated 27/10/2010

Companies Acts 1985 to 2006

Company Limited by Guarantee

**ARTICLES OF ASSOCIATION OF THE
END VIOLENCE AGAINST WOMEN COALITION LTD**

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1. NAME

The name of the Company is the **End Violence Against Women Coalition Ltd**

2. REGISTERED OFFICE

The registered office of the Company is in England

3. OBJECTS

The objects are

3 1 To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations), and in particular the rights of women and girls to be free from violence, throughout the world, including by all or any of the following means

- a Monitoring abuses of human rights,
- b Obtaining redress for the victims of human rights abuse,
- c Relieving need among the victims of human rights abuse,
- d Research into human rights issues,
- e Providing technical advice to government and others on human rights matters,
- f Contributing to the sound administration of human rights law,
- g Commenting on proposed human rights legislation,
- h Raising awareness of human rights issues,
- i Promoting public support for human rights,
- j Promoting respect for human rights among individuals and corporations,
- k International advocacy of human rights,
- l Eliminating infringements of human rights

In furtherance of that object but not otherwise, the trustees shall have power

To engage in political activity provided that the trustees are satisfied that the proposed activities will further the purposes of the charity to an extent justified by the resources committed and the activity is not the dominant means by which the charity carried out its objects

4. MEMBERSHIP

4 1 The Company must maintain a register of Members

4 2 Membership of the Company is open to any individual or organisation who fulfils the Membership Criteria and is invited by the Directors to become a member

4 3 The Directors may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions

- 4 4. Membership is terminated if the member concerned
- 4 4 1 gives written notice of resignation to the Company
 - 4 4 2 is an organisation that ceases to exist
 - 4 4 3 is more than six months in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due) or
 - 4 4 4 is removed from membership by agreement of the Directors on the grounds that they are no longer able to fulfil Membership Criteria. The Directors may only pass such a resolution after notifying the 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
- 4 5 Membership of the Company is not transferable

5. GENERAL MEETINGS

- 5 1 Members are entitled to attend general meetings by an authorised representative or by proxy. Proxy forms must be obtained from the Secretary and delivered to her at least 24 hours before the meeting. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 5 2 Members are entitled to vote by post or electronic means and should obtain postal voting forms from the Secretary.
- 5 3 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least three (or one-quarter of the members if greater).
- 5 4 The Co-Chairs or (if the Co-Chairs are unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 5 5 Except where otherwise provided by the Articles of the Companies Act, every issue is decided by a majority of the votes cast.
- 5 6 Except for the Co-Chairs of the meeting, who have a second or casting vote, every member through an authorised representative or by proxy has one vote on each issue.
- 5 7 A written resolution signed in accordance with the Companies Act 2006 by those 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.
- 5 8 The Company may hold an AGM in every year.
- 5 9 At an AGM the members may

- 5 9 1 receive the accounts of the Company for the previous financial year
 - 5 9 2 receive the Directors' report on the Company's activities since the previous AGM
 - 5 9 3 accept the retirement of those Directors who wish to retire or who are retiring by rotation
 - 5 9 4 confirm the appointment of any newly elected or co-opted Directors to fill the vacancies arising
 - 5 9 5 appoint auditors for the Company
 - 5 9 6 confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company
 - 5 9 7 discuss and determine any issues of policy or deal with any other business put before them by the Directors
- 5 10 An EGM may be called at any time by the Directors and must be called within 28 clear days on a written request from at least 10% of members

6. THE DIRECTORS

- 6 1 The Directors have control of the Company and its property and funds
- 6 2 The Directors when complete consist of at least three and not more than twelve individuals, all of whom must be EAW members or Trustees or staff of member organisations. Of these, eight Director posts will normally be elected from among the membership and up to four Directors may be co-opted
- 6 3 Every Director after appointment or reappointment must sign a declaration of willingness to act as a Company Director, Code of Conduct and Conflict of Interest policy
- 6 4 Directors will usually retire at the end of their three-year term of office
- 6 5 A retiring Director who remains qualified may be reappointed for further terms of office. See Directors' policies on retirement
- 6 6 A Director's term of office automatically terminates if she
 - 6 6 1 is disqualified under the Companies Acts from acting as a Director
 - 6 6 2 is incapable, whether mentally or physically, of managing her own affairs
 - 6 6 3 is absent without notice from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign
 - 6 6 4 ceases to be a member, be employed by or be a trustee of a member organisation

6 6 5 resigns by written notice to the Directors (but only if at least two Directors will remain in office)

6 6 6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views

6 7 The Directors may at any time co-opt any individual from the membership who is qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM, when they may be co-opted again by the Directors

6 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

7. DIRECTORS' REMUNERATION AND EXPENSES

7 1 Directors are not entitled to remuneration for their services to the Company as Directors

7 2 If Directors are remunerated for any other service they undertake for the Company this must be in accordance with the Conflict of Interest policy

7 3 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings as requested by the Co-Chairs

8. DIRECTORS' PROCEEDINGS

8 1 The Directors must hold at least two meetings a year

8 2 A quorum at a meeting of the Directors is three Directors

8 3 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

8 4 The Co-Chairs or (if the Co-Chairs are unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting

8 5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed in accordance with the Companies Act by the Directors is as valid as a resolution passed at a meeting. 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

8 6 Except for the Co-Chairs of the meeting, who have a second or casting vote, every Director has one vote on each issue

8 7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

9 CALLING A DIRECTORS' MEETING

9 1 Any Director may call a Director's meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice

9 2 Notice of any Directors' meeting must indicate its proposed date and time, where it is to take place and if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

9 3 Notice of a Directors' meeting must be given to each Director but need not be in writing

10. DIRECTORS' POWERS

The Directors have the following powers in the administration of the Company

10 1 To appoint (and remove) any member (who may be a Director) to act as Secretary in accordance with the Companies Act

10 2 To appoint a Chair or Co-Chairs, Treasurer and other honorary officers from among their number

10 3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be Directors and all proceedings of committees must be reported promptly to Directors

10 4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy

10 5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of the committees

10 6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Company and the use of its seal (if any)

10 7 To establish procedures to assist the resolution of disputes or differences within the Company

10 8 To exercise any powers of the Company which are not reserved to a general meetings

11. RECORDS AND ACCOUNTS

11 1 The Directors must comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of

- 11 1 1 annual returns
- 11 1 2 annual reports and
- 11 1 3 annual statements of account

11 2 The Directors must keep proper records of

- 11 2 1 all proceedings at general meetings
- 11 2 2 all proceedings at meetings of the Directors
- 11 2 3 all reports of committees and
- 11 2 4 all professional advice obtained

11 3 Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member

12. NOTICES

12 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means

12 2 The only address at which a member is entitled to receive notices sent by post is an address in the UK shown in the register of members

12 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- 12 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 12 3 2 two clear days after being sent by first class post to that address
- 12 3 3 three clear days after being sent by second class or overseas post to that address
- 12 3 4 on being handed to the member (or in the case of a member organisation, its authorised representative) personally, or, if earlier,
- 12 3 5 as soon as the member acknowledges actual receipt

12 4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

13. DISSOLUTION

13 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being dissolved while she is a member or within one year after she ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before she ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

14. INTERPRETATION

In the articles, unless the context requires otherwise—

"AGM" stands for Annual General Meeting,

"articles" means the company's articles of association,

"chair" means the Chair of the Directors, appointed in accordance with article 8 2 or any person who serves in that role for a board meeting,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"EGM" stands for Extraordinary General Meeting,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"member" has the meaning given in section 112 of the Companies Act 2006,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a directors' meeting, has the meaning given in article 7 3,

"proxy notice" has the meaning given in article 5 1,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006, and

"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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company