

UK Hackspace Foundation Ltd

Articles of Association

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Interpretation

1. In the articles:

the Association the above-named association.

Address means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the association

The Articles means these articles of association

Clear days in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the association

The Directors means the directors of the association.

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

Electronic Form has the meaning given in section 1168 of the Companies Act 2006

Secretary means any person appointed to perform the duties of the secretary of the association.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of Members

2. The liability of the members is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (a) payment of the association's debts and liabilities incurred before he, she or it 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.

Objects

3. The objects of the association are:
 - (a) to promote and support community co-operative workshops which encourage technical, scientific, and artistic skills through social collaboration and education.

Powers

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

Membership

5.
 - (a) The subscribers to the memorandum are the first members of the association.
 - (b) There are two classes of membership, which may have distinct rights and powers:
 - i. Member Spaces. Any organisation which meets the association's definition of a "hackspace" may be admitted as a Member Space.
 - ii. Supporter Members. Any person or organisation which supports the association's work may be admitted as a Supporter Member.
 - (c) The board, or the association by general resolution, may set additional conditions that members must meet in order to join.
 - (d) The board has the right to refuse membership where it believes it is in the best interests of the association to do so.
 - (e) Membership is not transferable.
 - (f) The association is managed co-operatively so that the Member Spaces, which are the main beneficiaries of the association's services, play the principal role in its direction. Supporter Members are subject to limits on their powers, as specified in article 14.

Termination of Membership

6. Membership is terminated if:
 - (a) the member dies or, if it is an organisation, ceases to exist;
 - (b) the member resigns by written notice to the association unless, after the resignation, there would be fewer than three members;
 - (c) any sum due from the member to the association is not paid in full within two weeks of the member being notified it is due;

- (d) the member is considered by the board to have violated the Code of Conduct, and the Code of Conduct calls for that member to be expelled; or
- (e) the member is removed from membership by a general resolution of the association. A resolution to remove a member from membership may only be passed if the member has been given 21 days' notice in writing of the general meeting at which the resolution will be proposed, and has been allowed to make representation to that meeting.

General Meetings

- 7. The Board may convene a General Meeting whenever they think fit.
- 8. General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 304 of the Companies Act 2006.

Proceedings at General Meetings

- 9. No business shall be transacted at any general meeting unless a quorum is present. A quorum is present if there are three or more Member Spaces present. The authorised representative of a member organisation shall be counted in the quorum.
- 10. (a) If:
 - i. a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
- (b) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 11. (a) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (c) If there is only one director present and willing to act, he or she shall chair the meeting.

- (d) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 12. (a) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (c) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Voting at General Meetings

- 13. (a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - i. by the person chairing the meeting; or
 - ii. by at least two members present in person or by proxy and having the right to vote at the meeting
- (b) i. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- ii. The result of the vote must be recorded in the minutes of the association but the number or proportion of votes cast need not be recorded.
- (c) i. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- ii. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (d) i. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- ii. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (e) i. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- ii. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

- iii. The poll must be taken within thirty days after it has been demanded.
 - iv. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - v. If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
14. In a counted vote at a general meeting, and in directors elections, 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	Name	Proportion
1	Member Spaces	80%
2	Supporter Members	20%

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.

The following qualifications apply to this rule:

- (a) If the effect of this rule would be to give a person more than 20% of the total voting strength in a meeting attended by four or more Member Spaces, then for the duration of that meeting only the voting share for the class to which they belong will be reduced, and the voting share of other user member classes increased pro rata.
 - (b) If a class has no members in attendance, the shares of the voting strength for other classes are unaffected, subject to article 14c.
 - (c) If a class has no members, it will be treated as if it does not exist, and the voting share of the other classes will be increased pro rata.
15. No amendment may be made to these rules that would allow any class of member other than Member Spaces to have more than 20% of the total voting strength when there are any members of the Member Spaces class.
- This clause is entrenched in accordance with section 22 of the Companies Act 2006; any alteration to this article requires the approval of 100% of the Members.
16. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
17. (a) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.

- (b) The organisation must give written notice to the association of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the association. The representative may continue to represent the organisation until written notice to the contrary is received by the association.
- (c) Any notice given to the association will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The association shall not be required to consider whether the representative has been properly appointed by the organisation.

Content of Proxy Notices

- 18. (a) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which —
 - i. states the name and address of the member appointing the proxy;
 - ii. identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - iv. is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (b) The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) 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 resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as —
 - i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

- 19. (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the association by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written Resolutions

- 20. (a) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - i. a copy of the proposed resolution has been sent to every eligible member;
 - ii. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - iii. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (b) Written resolutions are subject to vote weighting as defined in article 14.
- (c) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (d) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Directors

- 21. (a) A director must be a natural person aged 16 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 29.
- (b) The Association shall have a board of directors comprising not less than three, nor more than eight directors.

Powers of Directors

- 22. (a) The directors shall manage the business of the association and may exercise all the powers of the association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (b) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

- (c) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Directors Elections

- 23. (a) Directors elections must be called by the Board —
 - i. in the case of the first election: before the end of the calendar year following the year in which the association was created.
 - ii. in the case of subsequent elections: before the end of the calendar year following the year in which the last election was held.
- (b) The directors election must be carried out by electronically polling the membership as follows:
 - i. Each candidate must be voted on individually.
 - ii. Candidates winning more than 50% of the vote, after weighting in accordance with article 14, will be elected in descending order of the number of votes they received.
 - iii. All members of the association at the time the election commences are eligible to vote.
 - iv. The voting period of the election must be no less than 14 days and no more than 28 days.
 - v. The quorum of the election must be at least 10% of eligible voters.
- (c) A director standing for re-election will remain a director until the successful conclusion of the election.
- (d) A director retiring and not standing for re-election will cease to be a director at the start of the election.
- (e) Notice of the election must be given at the time the election starts to all members eligible to vote who have registered an electronic mail address with the association.

Retirement of Directors

- 24. (a) At the first directors election, all the directors must retire from office unless the election fails to elect sufficient directors to hold a quorate meeting of the directors.
- (b) At each subsequent directors election, one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director, they must retire.
- (c) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) Retiring directors may stand for re-election.

Appointment of Directors

25. The association may by ordinary resolution:
- (a) appoint a person who is willing to act to be a director; and
 - (b) determine the rotation in which any additional directors are to retire.
26. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (a) he or she is recommended for election by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the association is given a notice that:
 - i. is signed by a member entitled to vote at the meeting;
 - ii. states the member's intention to propose the appointment of a person as a director;
 - iii. contains the details that, if the person were to be appointed, the association would have to file at Companies House; and
 - iv. is signed by the person who is to be proposed to show his or her willingness to be appointed.
27. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
28. (a) The directors may appoint a person who is willing to act to be a director.
- (b) A director appointed by a resolution of the other directors must retire at the next directors election and must not be taken into account in determining the directors who are to retire by rotation.

Disqualification and Removal of Directors

29. A director shall cease to hold office if he or she:
- (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (c) resigns as a director by notice to the association (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - (d) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Proceedings of Directors

30. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
31. 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.
32. 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 Association.
33. A written resolution, circulated to all Directors and signed by a simple majority 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.
34. 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.
35. Where on any particular occasion more than 2 directors, in the course of their office as directors, discuss the affairs of the Company by any means, whether in person or otherwise, a minute shall be made and recorded indicating:
 - (a) when the discussion took place;
 - (b) the identities of the directors involved; and
 - (c) the substance of the discussion.
36. Minutes of directors meetings:
 - (a) may be held in electronic form;
 - (b) must be held for ten years from the date of the discussion in accordance with section 248 of the Companies Act 2006.
37. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or two, whichever is the greater.
38. If at any time the total number of Directors in office is less than the quorum required, 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.

Delegation

39. (a) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (b) The directors may delegate any of their powers or functions concerning the day to day management of the affairs of the Company to any person or persons as they may from time to time select.
- (c) The directors may impose conditions when delegating, including the conditions that:
- i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the directors.
- (d) The directors may revoke or alter a delegation.
- (e) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Declaration of Directors' Interests

40. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

Conflicts of Interests

41. (a) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- i. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - ii. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - iii. the unconflicted directors consider it is in the interests of the association to authorise the conflict of interests in the circumstances applying.

- (b) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director.

Validity of Directors' Decisions

- 42. (a) Subject to article 42b, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
 - iv. the vote of that director; and
 - v. that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- (b) Article 42a does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 42a, the resolution would have been void, or if the director has not complied with article 40.

Minutes

- 43. The directors must keep minutes of all:
 - (a) appointments of officers made by the directors;
 - (b) proceedings at meetings of the association;
 - (c) meetings of the directors and committees of directors including:
 - i. the names of the directors present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

Accounts

- 44. (a) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The directors must keep accounting records as required by the Companies Acts.

Means of Communication to be Used

45. (a) Subject to the articles, anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the association.
- (b) Subject to the articles, 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.
46. Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
- (b) must be given in electronic form.
47. (a) The association may give any notice to a member either:
- i. personally; or
- ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- iii. by leaving it at the address of the member; or
- iv. by giving it in electronic form to the member's address.
- v. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (b) A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.
48. A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
49. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was accepted by an electronic mail host for that address.
- (c) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- i. 48 hours after the envelope containing it was posted; or
- ii. in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

50. (a) The association may indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (b) In this article a “relevant director” means any director or former director of the association.

Rules

51. (a) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the association.
- (b) The bye laws may regulate the following matters but are not restricted to them:
- i. the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members of the association in relation to one another, and to the association’s employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of the association’s premises at any particular time or times or for any particular purpose or purposes;
 - iv. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - v. generally, all such matters as are commonly the subject matter of company rules.
- (c) The association in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (d) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the association.
- (e) The rules or bye laws shall be binding on all members of the association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

52. If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

53. (a) The members of the association may at any time before, and in expectation of, its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the association be applied or transferred in any of the following ways:
- i. directly for the Objects; or
 - ii. by transfer to any association for purposes similar to the Objects; or
 - iii. to any association for use for particular purposes that fall within the Objects.
- (b) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself a association) and if no resolution in accordance with article 53a is passed by the members or the directors the net assets of the association shall be applied for charitable purposes as directed by the Court.