

THE COMPANIES ACT 2006

ORGANISATION LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

GAIA EDUCATION

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Constitution of Organisation

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Organisation.

Defined terms

- 2 These Articles shall be interpreted according to the Schedule to the Articles.

Name

- 3 The Company's name is "GAIA EDUCATION".

Registered office

- 4 The Company's registered office is to be situated in Scotland.

Charitable purposes

- 5 The Company's charitable purpose is:
 - 5.1 The advancement of education.
 - 5.2 In the furtherance of the above charitable purpose but not further or otherwise the company shall have the following powers:
 - 5.3 To provide training and research, covering both formal and informal education, taking place within communities, or on-line, or in schools and academic institutions to promote all aspects of sustainable development.
 - 5.4 To provide capacity-building programmes for local communities, members of the public sector and private sectors, academic institutions and international organisations with a view to developing and improving knowledge of sustainable development within both urban and rural human settlements.
 - 5.5 To increase public interest and knowledge of sustainable development including training and education on the broad themes of ecological building techniques, renewable energy systems, integrated waste management, ecological foot-printing,

biological diversity, decentralisation and regional planning, social entrepreneurship, gender equality, empowerment and leadership skill development, building local and global partnerships for development, sustainable urban design, crisis management and restoration after disasters.

5.6 To raise the profile of community-based education for sustainability in curricula for primary, secondary and tertiary education.

6 The Organisation's Charitable Purpose is restricted to those set out in article 5. The Organisation may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Organisation's Charitable Purposes; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7 The Organisation may carry out any activity and do all such lawful things as may further the Organisation's Charitable Purposes and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Restrictions on use of the Organisation's assets

8 The Organisation is not established for private gain. Any surplus or assets shall be applied for the benefit of the public and towards promoting the Organisation's Charitable Purposes, subject to article 9. Accordingly:

8.1 the income and property of the Organisation shall be applied solely towards promoting the Organisation's Charitable Purposes;

8.2 no part of the income and property of the Organisation shall be paid or transferred (directly or indirectly) to the directors of the Organisation, whether by way of salary, dividend, bonus or otherwise;

8.3 if on the winding-up of the Organisation any assets remain after satisfaction of all the Organisation's debts and liabilities, such assets shall not be paid to or distributed among the members of the Organisation but shall instead be transferred to some other charity or charities whose Charitable Purposes are similar to the Charitable Purposes of the Organisation;

8.4 the charity or charities to which property is transferred under article 8.3 shall be determined by the Organisation at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.

8.5 to the extent that effect cannot be given to the provisions of articles 8.3 and 8.4, the relevant assets shall be applied to some other similar or charitable purpose or purposes.

9 The Organisation shall, notwithstanding the provisions of article 8, be entitled:

- 9.1 to pay a rent not exceeding the market rent for premises let to the Organisation by any member of the Organisation;
- 9.2 to reimburse out of pocket expenses to directors of the Organisation.

General Structure

- 10 The structure of the Organisation consists of the directors who are also the Organisation's only members and comprise the Board. The Board have important powers and take decisions on changes to the constitution itself, hold regular meetings, and generally control the activities of the Organisation. In particular the Board is responsible for monitoring and controlling the financial position of the Organisation.

Liability of Members

- 11 Each member (that is also a director) undertakes that if the Organisation is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the Organisation, to be applied towards:
 - 11.1 payment of the Organisation's debts and liabilities contracted before he or she ceases to be a member;
 - 11.2 payment of the costs, charges and expenses of winding up.
- 12 The directors have certain legal duties under the Companies Act 2006 and clause 11 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Membership/Appointment of Board

- 13 All members of the Organisation shall also be directors.
- 14 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution on the basis they have experience or skills which could be of assistance to the Board and that they would make a substantial contribution to the work of the board of directors.
- 15 The directors shall appoint as many directors as required to carry out its Charitable Purposes, but the maximum number shall be 7, and the minimum number of directors shall be 3.
- 16 Directors shall be appointed by majority vote of the board.
- 17 In the event that the number of directors falls below 3, the directors may not conduct any business other than to ensure the admission of sufficient directors to maintain this number.
- 18 Directors shall serve for a three (3) year term and shall retire from office at the close or adjournment of the Board meeting held following the expiry of that term. Directors retiring following the three-year term are eligible for re-election.

- 19 A director that has served on the board for a period of Six (6) consecutive years shall automatically vacate office on expiry of that Six (6) year period and shall then not be eligible for re-election.
- 20 Employees and/or consultants shall not be eligible to be a member/director of the Organisation.

Register of Directors and People with Significant Control

- 21 The directors shall maintain a register of:
- 21.1 directors and members, setting out the full name and address of each director/member, the date on which they were admitted to membership/the Board, and the date on which any person ceased to be a director/member.

Termination of office

- 22 A director shall automatically vacate office if:
- 22.1 they cease to be a director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a director;
- 22.2 they become debarred under any statutory provision from being a charity trustee;
- 22.3 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
- 22.4 they cease to be a member of the Organisation;
- 22.5 they resign office by notice to the Organisation;
- 22.6 if they become an employee of the Organisation;
- 22.7 at a general meeting of the Organisation, a resolution is passed that the director be removed from office following a breach of the Organisation's Code of Conduct, provided the meeting has invited the views of the director concerned and considered the matter in light of such views.

Termination/transfer

- 23 Membership shall cease on death.
- 24 A director may not transfer their directorship to any other person.
- 25 If a director ceases to be a member for any reason, they also cease to be a director.

General meetings (Meetings for members decisions)

- 26 The directors may call a general meeting at any time to make decisions in their capacity as members, to pass a special resolution as detailed in article 32-34.

- 27 The directors must convene an extraordinary general meeting if there is a valid requisition by member/directors (under section 303 of the Act).

Notice of general meetings (AGM & EGM)

- 28 At least 14 Clear Days' notice must be given of general meetings.
- 29 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 30 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting. Any other general meeting shall be called an extraordinary general meeting.
- 31 Notice of every general meeting shall be given:
- 31.1 in writing or, (where the individual to whom notice is given has notified the Organisation of an address to be used for the purpose of electronic communication) in electronic form; or
 - 31.2 (subject to the Organisation notifying member/directors of the presence of the notice on the website and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 32 For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 31; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or member/directors absent from the meeting.
- 33 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Organisation, by special resolution:
- 33.1 to alter its name;
 - 33.2 to alter any provision of these Articles or adopt new articles of association;
 - 33.3 to voluntarily wind up the Organisation.
- 34 For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 31.

Written resolutions

- 35 Special Resolutions may be passed in writing for the decisions set out in article 31, rather than at a General Meeting, provided that:
- 35.1 A Special Resolution in writing signed by or on behalf of not less than 75% of all the directors in their capacity as members, shall be as valid and effective as if the same had been passed at a General Meeting convened and held.
 - 35.2 Written resolutions may not be used either for the removal of a director prior to the expiration of their term of office, or for the removal of an Auditor.
 - 35.3 Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all directors (in their capacity as members along with the date in which it was circulated).
 - 35.4 Where such a written resolution is proposed, it must include the following express statements:
 - 35.4.1 an explanation to the eligible directors how to signify their agreement to the resolution;
 - 35.4.2 how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail);
 - 35.4.3 clarification that a failure to reply will be deemed to be a vote against the resolution in question;
 - 35.4.4 the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the date it was circulated).
 - 35.5 Where such a written resolution is proposed, the following shall apply:
 - 35.5.1 the request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail);
 - 35.5.2 the request must identify the resolution for consideration;
 - 35.6 Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more directors
 - 35.7 Once a director has signed and returned a written resolution in agreement thereto, their agreement is irrevocable.

Procedure at general meetings (AGM & EGM)

- 36 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for meetings shall be 3.
- 37 If a member is unable to attend any general meeting, they may attend the meeting remotely by video call, telephone, video-link, and other internet VOIP or teleconferencing

mechanisms and they shall be included for the purposes of obtaining a quorum. General meetings may also be held virtually.

- 38 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 39 The Chair of the Organisation shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 40 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 41 Every member/director shall have one vote, which may be given in person or via electronic or virtual means (to include video call).
- 42 A resolution put to the vote at a general meeting shall be decided on a show of hands or virtual voting.

Office bearers

- 43 The directors may elect from among themselves a Chair and a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 44 The office bearers shall be appointed by majority vote of the board.
- 45 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

- 46 Subject to the provisions of the Companies Acts and these Articles, and subject to any directions given by special resolution, the Organisation and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Organisation. The directors may resolve to make any rules or by-laws necessary to promote the success of the Organisation.
- 47 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Conduct of directors

- 48 Each of the directors shall, in exercising their functions as a director of the Organisation, act in the interests of the Organisation; and, in particular, must:

- 48.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its Charitable Purposes and the Code of Conduct as described in clause 53
- 48.2 promote the success of the Organisation;
- 48.3 exercise independent judgement;
- 48.4 act with the due care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 48.5 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
 - 48.5.1 put the interests of the Organisation before that of the other party, in taking decisions as a director;
 - 48.5.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question.

Conflicts of interest

- 49 Whenever a director finds themselves in a situation where a personal interest is reasonably likely to give rise to a Conflict of Interest, they must declare their interest to the directors.
- 50 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an Organisation matter if any partner or close relative of theirs or any firm of which they are a partner or any limited Organisation of which they are a substantial shareholder or director (or any other party who/which is deemed to be connected with them for the purposes of the Companies Acts), has an interest in that matter.
- 51 If any question arises as to whether a director has a Conflict of Interest, the question shall be decided by a majority decision of the other directors.
- 52 Whenever a matter is to be discussed at a meeting or decided and a director has a Conflict of Interest in respect of that matter then, unless the directors decide otherwise, they must:
 - 52.1 remain only for such part of the meeting as in the view of the other directors is necessary to inform the debate;
 - 52.2 not be counted in the quorum for that part of the meeting; and
 - 52.3 withdraw during the vote and have no vote on the matter.
- 50.4 The directors shall also keep a register of Conflicts.

Code of Conduct

- 53 The directors shall comply with the code of conduct prescribed by the board from time to time. The code of conduct shall be supplemental to the provisions relating to the conduct contained in this constitution and the legal duties imposed under Company and Charity law; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Procedure at Board meetings

- 54 Any director may call a meeting of the directors or request the secretary to call a Board meeting. Notice of the meeting shall be given to all directors with reasonable notice, normally a minimum of seven days and should include an agenda and relevant papers for discussion.
- 55 Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 56 No business shall be dealt with at a board meeting unless a quorum is present; the quorum for meetings shall be 3.
- 57 Directors may participate in Board meetings by video call or telephone conference or electronic media that enable all Board members to hear each other. Board members participating through any of these media shall be deemed present for the purposes of obtaining a quorum. Board meetings may be held virtually.
- 58 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 59 Unless they are unwilling to do so, the chair of the Organisation shall preside as chairperson at every Board meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 60 The directors may, at their discretion, allow any person who they reasonably consider appropriate to attend and speak at any board meeting. For the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.

Directors may delegate

- 61 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons as the directors may determine
- 62 Any delegation of powers under article 61 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 63 The terms of reference and rules of procedure for each sub-committee shall be as prescribed by the directors.

Minutes

- 64 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present, and any decisions and votes made.

Accounting records and annual accounts

- 65 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements and shall ensure that they adhere to the Organisation's financial controls policy.
- 66 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required (as opposed to an independent examination) under any statutory provisions, or if the directors consider that an audit would be appropriate for some other reason, the directors shall ensure that an audit of the accounts is carried out by a qualified auditor.

Notices

- 67 Any notice which requires to be given to a member/director under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member/director *or* be sent by post in a pre-paid envelope addressed to the member/director at the address last intimated by them to the Organisation *or* (in the case of a member/director who has notified the Organisation of an address to be used for the purpose of electronic communications) may be given to the member/director by electronic means.
- 68 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 69 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Indemnity

- 70 Every director or other officer or auditor of the Organisation shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Organisation against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Organisation.
- 71 The Organisation shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Organisation may sustain or incur in connection with the execution of the duties of their office, and such

insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

**SCHEDULE
INTERPRETATION**

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Act”	Companies Act 2006
1.2 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.3 “Articles”	the Organisation’s articles of association;
1.4 “Board”	The Directors of the Organisation;
1.5 “charity”	means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its Charitable Purposes are limited to charitable purposes;
1.6 “charitable purpose”	means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
1.7 “Clear Days”	in relation to the period of a notice, that 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;
1.8 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Organisation;
1.9 “Organisation”	Gaia Education;
1.10 “Conflict of Interest”	any direct or indirect interest of a director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Organisation;

1.11	“Director”	a director of the Organisation, and includes any person occupying the position of director, by whatever name called;
1.12	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.13	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.14	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006;
1.15	“Memorandum”	the Organisation’s memorandum of association;
1.16	“OSCR”	means the Office of the Scottish Charity Regulator;
1.17	“Property”	any property, heritable or moveable, real or personal, wherever situated
1.18	“Secretary”	the secretary of the Organisation (if any);
1.19	“specified”	means specified in the memorandum or articles of association of the Organisation for the purposes of this paragraph;
1.20	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.21	“Writing”	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.

2. Subject to clause 2 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Organisation.