

The Companies Acts 1985 & 1989 Company Limited by Guarantee

Memorandum of Association of: Cambridge Carbon Footprint Ltd

- 1)
 - a) The name of the Charity is CAMBRIDGE CARBON FOOTPRINT LTD.
 - b) The registered office of the Charity is in England.
 - c) The object for which the Charity is established is:

The promotion for the benefit of the public of the conservation, protection and improvement of the physical and natural environment by raising awareness of climate change and encouraging practical steps to reduce atmospheric carbon dioxide levels.

- 2) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - a) to pay out of the funds of the Charity the costs incurred in forming and registering the Charity both as a Company and as a Charity¹;
 - b) to acquire or hire property of any kind, and any interests in or rights over property of any kind²;
 - c) to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the charitable purposes included in the Objects and to give any form of consideration in return for the business or assets subject to the provisions of Sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006;
 - d) to borrow and raise money in any manner; and to secure and guarantee by any means the repayment of any money borrowed, raised or owing, and the performance by the Company of any obligation or liability, by mortgage, charge, standard security, lien or other security upon the whole or any part of the assets of the Charity property¹ or assets (whether present or future) subject to the provisions of Sections 38 and 39 of the Charities Act 1993 as amended by the Charities Act 2006³;
 - e) to invest and deal with the moneys of the Company not immediately required in any manner permitted by the Trustee Act 2000; and to hold or otherwise deal with any investments made; to employ a professional fund-manager and to arrange for the investments or other property of the charity to be held in the same manner⁴;
 - f) to sell, dispose of, let, mortgage, or charge any property¹ of the Charity and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Charity subject to the provisions of Sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006;
 - g) to make grants or loans of money and to give guarantees and indemnities on any terms; and to support and subscribe to any charitable or public object;
 - h) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Charity, or of undertaking any business or operations which (in the opinion of the Directors) is in support of the charitable purposes included in the Objects and is likely to assist or benefit the Charity; and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company;
 - i) to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
 - j) to reward any person, firm or company rendering services to the Charity by cash payment or by any other means;

¹Model rule 4 (1)(1) ²ibid4(l)(b>k) ³Model rules 4 (1) (d) ⁴Model rules 4 (1) (j)

k) to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, children and other relatives and dependants: and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained;

l) to pay out of the funds of the Charity premiums on insurance policies to cover the liability of the Directors which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance or indemnity must not extend to any claim arising from criminal neglect or deliberate default on their part⁵;

m) to amalgamate with or support any other company or undertaking whose objects may (in the opinion of the Directors of the Charity) advantageously be combined with the Objects;

n) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, and subject to the provisions of Sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006 to accept anything of value in return

3) The income and capital of the Charity must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Charity, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

- a) reasonable and proper remuneration to any officer, employee, or member of the Charity in return for any services provided to the Charity;
- b) a rate of interest on money lent to the Company that is at least 2 % per annum below the base rate of a clearing bank nominated by the directors;
- c) reasonable rent for property let to the Company;
- d) expenses to any officer, employee or member of the Company; or premiums on the indemnity insurance referred to in clause 4 (l).

4) The liability of the members is limited.

5) If the Company is wound up while a person is a member or within one year after that person ceases to be a member, every member of the Company will contribute such amount as may be required not exceeding £10 to the assets of the Company, for payment of the Company's debts and liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6) This clause applies on the winding up or dissolution of the Company. If there is any property¹ of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the directors of the Company and approved by the members of the Company at or before the winding up or dissolution, if the directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities.

7) Expressions defined in the Articles of Association have the same meanings in this Memorandum of Association.

⁵ Model rules 4 (1) (k); 5 (1) (b)

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Articles of Association of: Cambridge Carbon Footprint Ltd

INTERPRETATION

1. In these Articles:

"**the 1985 Act**" means the Companies Act 1985;

"**the 2006 Act**" means the Companies Act 2006 or any statutory re enactment or modification of it;

AGM means an annual General Meeting of the Charity;

the Board means the board of Directors of the Charity, acting collectively, for the avoidance of doubt the Board are Charity Trustees as defined by Section 97 of the Charities Act 1993;

clear days in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

"**the Commission**" means the Charities Commission for England and Wales;

Director means a director of the Charity acting individually;

Member means a member of the Charity [except in articles 35 to 41];

Memorandum means the memorandum of association of the Charity;

Objects means the objects of the Charity as set out in the Memorandum from time to time;

Secretary means any person appointed to perform the duties of the Secretary of the Charity;

expressions referring to **writing** include references to printing, fax, email and other methods of representing or reproducing words in a visible form;

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act;

references in these Articles to he or him include male and female individuals and corporations.

ADMISSION OF MEMBERS

2) The company must keep a register of members as required by the Act. The members are:

a) the subscribers to the Memorandum and Articles of Association:

b) the Directors; and

c) individuals or organisations who apply for admission, are admitted as members by the Board, and, (if stated in the application for membership) pay a subscription. Every application for membership must be in a form approved by the Board. At the next meeting of the Board (or any committee of the Board established for the purposes of considering applications for admission) after the receipt of any application for membership, the application must be considered by the Board (or committee) who must decide whether to admit or reject the applicant.

d) The Board may only refuse an application for membership if acting reasonably and properly they consider it to be in the best interests of the Charity to refuse the application

i) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision: and,

ii) The directors must consider any written representations the applicant may make about the decision. The Directors decision following any written representations must be notified to the applicant in writing but shall be final.

e) Membership shall not be transferable.

RETIREMENT OF MEMBERS

3) A member will cease to be a member:

a) if he resigns by giving notice to the Charity:

b) if an individual, upon death, or

i) if he lacks capacity as defined by Section 2 of the Mental Capacity Act 2005, or

- ii) is convicted of any indictable offence for which he is sentenced to a term of imprisonment;
- c) in any case, if any subscription or membership fee due to the Charity remains outstanding for more than one month; or (except in the case of a Director) if he is removed from the membership in accordance with any Rule established from time to time pursuant to [Article 43].
- d) No member of the Charity is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason.

GENERAL MEETINGS

- 4) The Charity must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year.
 - a) The first AGM must be held within eighteen months of incorporation and henceforth the interval between the date of one AGM and the date of the next must not be more than 15 months.
 - b) The Board will choose the time and place of the AGM. All general meetings of the Charity other than AGMs are called Extraordinary General Meetings.
- 5) The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the members of the Charity in accordance with the Act.
- 6) An AGM and a meeting called for the passing of a special resolution must be called by at least 21 clear days notice, and all other general meetings must be called by at least 14 clear days notice. A meeting of the Charity may be called by shorter notice if it is so agreed:
 - a) in the case of an AGM, by all the members entitled to attend and vote at that meeting; and
 - b) in the case of any other meeting, by members holding at least 95% of the total voting rights at that meeting of all the members.
- 7) The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted: and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
 - a) The notice must also contain a statement setting out the right of members to appoint a proxy under Section 234 of the Companies Act 2006 and Article [14] of these Articles.
- 8) Notice must be given to the members of the Charity, to the Directors, and to the auditors; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

PROCEEDINGS AT GENERAL MEETINGS

- 9) A general meeting is not valid unless a quorum of members of the Company is present throughout the meeting; the quorum is one half of the members of the Company or two members of the Company (whichever is the greater) present in person or by proxy.
- 10) If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.
- 11) The Chairman of the Board will preside as Chairman of every general meeting of the Company. If there is no Chairman of the Board, or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.
 - a) If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the members of the Company present must choose one of themselves to be Chairman of the meeting.

12) The Chairman may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 7 days or more, in which case notice must be given as in the case of the original meeting.

13) Every member of the Charity whose name is entered in the register of members has one vote at every general meeting.

a) 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.

b) A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

c) At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:

i) by the Chairman; or

ii) by at least two members of the Charity present in person or by proxy;

or

iii) by any member or members of the Charity present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Charity having the right to vote at the meeting.

d) Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

e) The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.

f) Except as provided in Article 18, if a poll is demanded it may be taken in such manner as the Chairman directs but the Chairman has no authority in exercising this power to extend the poll to members of the Charity who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

g) A poll demanded on the election of a Chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman directs.

h) If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.

PROXIES AND REPRESENTATIVES

14) A member of the Charity may appoint a proxy to attend general meetings in his place and to vote on a poll. The proxy form must be in writing in the form set out in Article 51 (one way proxy form) or 52 (two way proxy form) or as near to one of those forms as possible, and signed by the member or by another person under a power of attorney granted by a member. In the case of a member which is a Charity, the proxy form must be in writing and signed by two directors or a director and the secretary of that Charity. A proxy need not be a member of the Charity.

a) The proxy form (and the power of attorney, if any, under which it is signed, or a copy of that power certified by a solicitor) must be deposited at the registered office of the Charity, or at another place within the United Kingdom specified for that purpose in the notice convening the meeting, or

b) In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

i) In the notice convening the meeting;

ii) In any instrument of proxy sent out by the charity in relation to the meeting; or,

iii) In any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting, at such specified address not less than 48 hours before the time set for the meeting or adjourned meeting in question. If this Article is not complied with the proxy form is invalid.

c) A vote given or poll demanded by a proxy for a member, or by the authorised representative of a member which is an organisation, remains valid despite the previous revocation of the authority of proxy or representative unless notice of revocation was received by the Charity:

i) at its registered office; or,

ii) at such other place specified for that purpose; or

iii) where an address has been specified for the deposit of electronic communications, at such address before the start of the meeting or adjourned meeting in question.

15) Any organisation that that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

16) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

17) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

WRITTEN RESOLUTIONS

18) Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Charity, to any requirement to submit the proposed resolution to the auditors), 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 on it had it been proposed at a general meeting shall be valid and effective provided that a copy of the proposed resolution has been sent to every eligible member and 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 in an authenticated document which has been received at the registered office within the period of 28 days commencing with the circulation date. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.

DIRECTORS

16)

a) A Director must be a natural person aged 16 years or older.

b) No-one may be appointed a Director if he would be would be disqualified from acting under the provisions of Article [27]

17) The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Where the number of Directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

18) A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the directors.

19) The first Directors of the Charity are those named in the statement held by the registrar of companies on registration as a Charity. At the first AGM, all the Directors must retire from office unless the members of the Charity do not appoint or reappoint at least one Director at that meeting in which case they will all remain in office. At every subsequent AGM, one third of the Directors then in office must retire. If the number of Directors is not divisible by three, then the number nearest to one third must retire. A Director who retires by rotation is eligible for reappointment if he is willing to continue to act as Director.

20) The Directors to retire by rotation are those who have been longest in office since their last appointment or reappointment; but as between Directors who were last appointed or reappointed on the same day, the Board must draw lots to determine who is to retire, unless the Directors in question agree the order of retirement among themselves.

21) If the members of the Charity do not fill the vacancy left by a Director who retires by rotation the retiring Director will, if willing to act, be deemed to have been re appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re appointment of the Director is put to the meeting and lost.

22) No person other than a Director retiring by rotation may be appointed or re appointed as a Director at any general meeting unless,
a) he is recommended by the Directors; or
b) at least 14 clear days before the date appointed for the meeting, notice executed by a member of the Charity qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re appointment, together with notice executed by that such information that, if the person were to be appointed, the Charity would have to file at Companies House.

23) A notice of a general meeting of the Charity must include the name of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as a Director at the meeting, or in respect of whom notice has been duly given to the Charity under Article 22 b above.

24) The Charity may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director; and may also determine the order of rotation of any additional Directors.

25) The Board may co opt as a Director a person who is willing to act, either to fill a vacancy or as an additional Director. A Director co opted by the Board under this Article will hold office only until the next following AGM, and will not be taken into account in determining the Directors who are to retire by rotation at that meeting. If a co opted Director is not re appointed at that AGM, he will automatically vacate office at the end of the meeting.

26) A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.

27) A Director will cease to be a Director:

- a) if he resigns his directorship by giving notice to the Charity; or,
- b) upon death, or,
- c) if he becomes bankrupt or,
- d) if he makes any arrangement with his creditors, or,
- e) if he lacks capacity as defined by Section 2 of the Mental Capacity Act 2005, or,
- f) if he is convicted of an indictable offence for which he is sentenced to a term of imprisonment; or,
- g) if he is removed by a simple majority of the members of the Charity, following the procedure laid down in Section 303 of the Act; or
- h) if he is disqualified under
- i) the Company Directors Disqualification Act 1986 or
- ii) Section 72 of the Charities Act 1993 or
- iii) any statutory re-enactment of either of the above.

28) The Board has control over all the affairs and property of the Charity, and may exercise all the powers of the Charity, except as otherwise provided by the Memorandum of Association of the Charity and these Articles, or by any Rules made pursuant to Article 47. Every Director has one vote at a Board meeting.

29) A Director may call a Board meeting at any time and the Secretary must call a Board meeting if requested to do so by a Director. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes.

30) A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one half of the Directors then holding office or two Directors (whichever is the greater).

31) The Chairman of the Board will preside at every Board meeting. If at any Board meeting the Chairman is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be Chairman of the meeting.

32) The Board may delegate any of its powers to committees consisting of at least two Directors, members of the Charity and others as it thinks fit: in the exercise of the delegated powers, any committee must conform to any regulations which may be imposed by the Directors or by Rules made under [Article 43.]

33) The Directors must not be paid any remuneration unless it is authorised by Clause 5 of the Memorandum.

THE COMMON SEAL

34) The Charity is not required to have a common seal. If the Charity has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

NOTICES, MEETINGS AND RESOLUTIONS

35) The following Articles 35 to 41 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Charity in general meeting; and member means a Director, committee member or a member of the Charity in general meeting as the context requires.

36) Any notice to be given under these Articles must be in writing. The Charity may give any notice to a member by handing it to him personally, or by sending it by post in a prepaid envelope addressed to the member at the address shown in the Charity's register of members, or by leaving it at that

address. Where the member has given to the Charity a fax number or email address to which notices may be sent electronically, the Charity may give a valid notice by means of fax or email.

37) A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.

38) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) transmitted by fax or email.

39) Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Charity, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.

40) A member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to hear each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.

41) The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

42) Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the Court to the extent permitted by Sections 232 to 234 of the 2006 Act.

RULES

43) The Directors may establish Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the levying of annual subscriptions or membership fees; provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail.

a) The Charity in General Meetings shall have the power to alter, add to or repeal the rules or bye laws.

b) The Directors must adopt such means as they see fit to bring the rules and bye laws to the notice of members of the charity

c) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or these articles.

MINUTES

44) The Directors shall cause to have kept minutes of all

- a) Proceedings at meetings of the Charity;
- b) Meetings of the directors and committees of directors including:
 - i) The names of Directors present at the meeting;
 - ii) The decisions made at the meetings; and,
 - iii) Where appropriate the reasons for the decisions.

ACCOUNTS

45) The Directors must prepare for each financial year accounts as required by the 2006 Act. 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.

- a) The directors must keep accounting records as required by the 2006 Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

46)

- a) The directors must comply with the requirements of the Charities Act 1993 with regard to:
 - i) the transmission of statements of account to the Charity;
 - ii) the preparation of an Annual Report and its transmission to the Commission;
 - iii) the preparation of an Annual Return and its transmission to the Commission.
- b) The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

INDEMNITY

47) The Charity shall indemnify any director or auditor of the charity against any liability incurred by him in that capacity to the extent permitted by Sections 232 to 234 of the 2006 Act

Signed:



17th November 2008

Tom Bragg Chair of Trustees