



EDINBURGH HACKLAB

ARTICLES OF ASSOCIATION

27th May 2019

## General

### Name

- 1 The name of the organisation shall be “Edinburgh Hacklab Ltd”, hereafter referred to as “the Hacklab”.

## Interpretation

- 2 In the articles:

**Address** means a postal address or, for the purposes of electronic communication, an e-mail address in each case registered with the Hacklab

**Articles** means these articles of association

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

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

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

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

**Member** has the meaning given in section 112 of the Companies Act 2006;

**Proxy Notice** has the meaning given in article 51;

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

## Purposes

- 3 The Hacklab’s purposes are:

- to promote and and encourage technical, scientific and artistic skills and innovation through individual projects, collaboration and education;
- to provide open events to allow the wider community to meet and socialise together;
- to promote and support the use and development of free and open technologies, standards, ideas, hardware and software for the benefit of all;
- to provide a shared physical workspace, tools, storage and other resources for its members;
- to work with other bodies with similar or complementary objectives.

## **Powers**

- 4 The Hacklab has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5 No part of the income or property of the Hacklab may be paid or transferred (directly or indirectly) to the members - either in the course of the Hacklab's existence or on dissolution - except where this is done in direct furtherance of the Hacklab's purposes.

## **Liability of Members**

- 6 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Hacklab in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
  1. payment of the company's debts and liabilities incurred before they cease to be a member;
  2. payment of the costs, charges and expenses of winding up; and
  3. adjustment of the rights of the contributories among themselves.

## **Use of Resources**

- 7 The Hacklab shall make no claim and take no responsibility for the projects created by users of the Hacklab resources.

- 8 Use of Hacklab facilities and equipment shall be at the user's own risk.
- 9 The Hacklab shall not be held responsible nor liable for any actions or behaviour of individuals or groups, whether members or guests.

## **General Structure**

- 10 The structure of the Hacklab consists of
  - 10.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the articles; in particular, the members appoint people to serve on the board and take decisions on changes to the articles itself;
  - 10.2 the BOARD - who hold regular meetings, and generally control the activities of the Hacklab; for example; the board is responsible for monitoring and controlling the financial position of the Hacklab.
- 11 The people serving on the board are referred to in these articles as Directors.

## **MEMBERS**

### **General**

- 12 A member shall be permitted to attend any physical workspaces at any time, to make use of all Hacklab resources and to accompany guests.

### **Qualifications for membership**

- 13 Membership is open to any individual aged 16 or over.

### **Application for membership**

- 14 Any person who wishes to become a member must submit a written application for membership, along with a remittance to meet the first month's

subscription; the application will then be considered by the board at its next board meeting.

- 15 The board may, at its discretion, refuse to admit any person to membership. If membership is refused, the first month's subscription will be returned.
- 16 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

### **Membership subscription**

- 17 Members shall be required to pay a monthly membership subscription.
- 18 The monthly membership subscriptions shall be payable on or before the day of the month on which the member originally joined.
- 19 The members may vary the amount of the monthly membership fee by way of a resolution to that effect passed at a General Meeting.
- 20 If the membership subscription payable by any member remains outstanding more than 3 months after the date on which it fell due - and providing they have been given at least one reminder (either in writing or by e-mail) - the board may, by resolution to that effect, expel them from membership.
- 21 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of members**

- 22 The board must keep a register of members, setting out:
  - 22.1 for each current member:
    - 22.1.1 their full name and address; and
    - 22.1.2 the date on which they were registered as a member of the Hacklab.
  - 22.2 for each former member - for at least 6 years from the date on which they ceased to be a member:

- 22.2.1 their name; and
  - 22.2.2 the date on which they ceased to be a member.
- 23 The board must ensure that the register of members is updated within 28 days of any change:
- 23.1 which arises from a resolution of the board or a resolution passed by the members of the Hacklab; or
  - 23.2 which is notified to the Hacklab.
- 24 Each member is responsible for supplying their contact details to the board to be added to the register of members. Each member is responsible for ensuring their contact details are current by informing the board of changes when required.

### **Withdrawal from membership**

- 25 Any person who wants to withdraw from membership must give written notice of withdrawal to the Hacklab, signed by them, or as an e-mail to one or more of the directors; they will cease to be a member as from the time when the notice is received by the Hacklab.
- 26 Upon ceasing to be a member, all keys, access tokens and Hacklab property must be returned to the Hacklab.
- 27 A person shall cease to be a member upon death.

### **Transfer of membership**

- 28 Membership of the Hacklab shall not be transferrable.

### **Expulsion from membership**

- 29 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a general meeting, providing the following procedures have been observed:

- 29.1 at least 21 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - 29.2 the member concerned will be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- 30 The board may temporarily suspend any member from access to Hacklab resources, if the behaviour of that members is deemed by the board to be unacceptable to the Hacklab. Suspension will continue until either the board reverses the suspension, or an expulsion resolution is heard.

## **DECISION MAKING BY THE MEMBERS**

### **General Meetings**

- 31 The board must arrange a meeting of members (an annual general meeting or "AGM") in the month of May each calendar year.
- 32 The business of each AGM must include:
- 32.1 a report by the chair on the activities of the Hacklab;
  - 32.2 consideration of the annual accounts of the Hacklab; and
  - 32.3 the election/re-election of directors, as referred to in clauses 61 to 65.
- 33 The board may arrange an extraordinary general meeting at any time.

### **Power to request the board to arrange a extraordinary general meeting (EGM)**

- 34 The board must arrange an extraordinary general meeting (EGM) if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the Hacklab at the time, providing:
- 34.1 the notice states the purposes for which the meeting is to be held; and

- 34.2 those purposes are not inconsistent with the terms of these articles, the Companies Act 2006 or any other statutory provision.
- 35 If the board receives a notice under clause 34, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of general meetings**

- 36 At least 14 clear days notice must be given of any AGM or any EGM.
- 37 The reference to “clear days” in clause 36 shall be taken to mean that, in calculating the days of notice,
  - 37.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 37.2 the day of the meeting itself should also be excluded.
- 38 The notice calling the meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 38.1 in the case of a resolution to alter the articles, must set out the exact terms of the proposed alteration(s); or
  - 38.2 in the case of any other resolution falling within clause 47 (requirement for a two-thirds majority) must set out the exact terms of the resolution.
- 39 Notice of every AGM and EGM must be given to all members and directors of the Hacklab, but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 40 Any notice which requires to be given to a member under these articles must be sent by e-mail to the member, at the e-mail address kept on the register of members.

### **Procedure at AGMs and EGMs**

- 41 No valid decisions can be taken at any AGM or EGM unless a quorum is present.



- 42 The quorum for a general meeting is 10 members or one half of the membership at the time of the meeting, whichever is fewer.
- 43 If quorum is not present within 15 minutes after the time at which a general meeting was due to start - or if a quorum ceases to be present during a general meeting - the meeting cannot proceed; and fresh notices of a new general meeting must be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 44 A director should act as the chairperson of each general meeting.

### **Voting at general meetings**

- 45 Every member has one vote, which can be given personally or by proxy.
- 46 All decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 47.
- 47 The following resolutions will be valid only if passed by not less than two-thirds of those voting on the resolution at an AGM or EGM (or if passed by way of a written resolution under clause 53):
  - 47.1 a resolution amending the articles;
  - 47.2 a resolution expelling a person from membership under clause 29;
  - 47.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 47.4 a resolution for the winding up or dissolution of the Hacklab.
- 48 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 49 A resolution put to the vote at a general meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot.
- 50 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 51 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

- 51.1 states the name and address of the member appointing the proxy;
  - 51.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 51.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 51.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
  - 51.5 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - 51.6 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.
  - 51.7 Unless a proxy notice indicates otherwise, it must be treated as -
    - 51.7.1 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
    - 51.7.2 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.
- 52 Delivery of proxy notices
- 52.1 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 company by or on behalf of that person.
  - 52.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - 52.3 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.
  - 52.4 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 by members**

- 53 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a general meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

### **Minutes**

- 54 The board must ensure that proper minutes are kept in relation to all general meetings.
- 55 Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

### **Board**

#### **Number of directors**

- 56 There shall be 5 directors.

#### **Treasurer**

- 57 One of the directors shall be the treasurer.
- 58 A person elected to be treasurer will automatically cease to hold that office:
- 58.1 if they cease to be a director; or
  - 58.2 if they give to the Hacklab a notice of resignation from that office, signed by them.

## **Eligibility**

- 59 A person will not be eligible for election to the board unless they are a member of the Hacklab.
- 60 A person will not be eligible for election to the board if they are disqualified from being a director under the Companies Act 2006.

## **Election, retiral, re-election**

- 61 At each AGM, the members may elect any member (unless they are debarred from membership under clause 60) to be the treasurer or one of the other four directors.
- 62 At each AGM, all of the directors must retire from office - but shall then (subject to clause 63) be eligible for re-election under clause 61.
- 63 A person who has served on the board for a period of 3 years shall automatically vacate office on expiry of that 3 year period and shall not be eligible for re-election until a further year has elapsed.
- 64 For the purposes of clause 63:
  - 64.1 the period from the date of formation of the Hacklab to the first AGM shall be deemed to be a period of one year, unless it is of less than 6 months duration (in which case it shall be disregarded);
  - 64.2 the period between the date of election of a director and the AGM which next follows shall be deemed to be a period of one year, unless it is of less than six months duration in which case it shall be disregarded;
  - 64.3 the period between one AGM and the next shall be deemed to be a period of one year;
  - 64.4 if a director ceases to hold office but is reelected to that office within a period of six months, they shall be deemed to have held office as a director continuously.
- 65 A director retiring at an AGM will be deemed to have been re-elected unless:
  - 65.1 they advise the board prior to the conclusion of the AGM that they do

not wish to be reappointed as a director; or

- 65.2 an election process was held at the AGM and they were not among those elected/re-elected through that process.

## **Termination of office**

66 A director will automatically cease to hold office if:

- 66.1 They become disqualified from being a director under the Companies Act 2006;
- 66.2 a bankruptcy order is made against them;
- 66.3 a composition is made with their creditors generally in satisfaction of that person's debts;
- 66.4 they become incapable for medical reasons of carrying out their duties as a director - but only if that has continued (or is expected to continue) for a period of more than six months;
- 66.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have;
- 66.6 they cease to be a member of the Hacklab;
- 66.7 they give the Hacklab a notice of resignation, signed by them;
- 66.8 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office.
- 66.9 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for directors (as referred to in clause 77).
- 66.10 they are removed from office by a resolution of the members passed at a general meeting.

67 A resolution under paragraph 66.9, or 66.10 shall be valid only if:

- 67.1 the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their

removal is to be proposed;

- 67.2 the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 67.3 (in case of a resolution under clause 66.9 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

## **Register of directors**

68 The board must keep a register of directors, setting out:

- 68.1 for each current directors;
  - 68.1.1 their full name and address;
  - 68.1.2 the date on which they were appointed as a directors; and
  - 68.1.3 whether they are the treasurer.
- 68.2 for each former directors - for at least 6 years from the date on which they ceased to be a director:
  - 68.2.1 the name of the director;
  - 68.2.2 whether they were the treasurer; and
  - 68.2.3 the date on which they ceased to be a director.

69 The board must ensure that the register of directors is updated within 28 days of any change:

- 69.1 which arises from a resolution of the board or a resolution passed by members of the Hacklab; or
- 69.2 which is notified to the Hacklab.

## **Powers of board**

- 70 Except where these articles state otherwise, the Hacklab (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Hacklab.
- 71 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 72 The members may, by way of a resolution passed in compliance with clause 47 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

## **Directors - general duties**

- 73 Each of the directors has a duty, in exercising functions as a director, to act in the interests of the Hacklab; and in particular, must:
  - 73.1 seek, in good faith, to ensure that the Hacklab acts in a manner which is in accordance with its purposes;
  - 73.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 73.3 in circumstances giving rise to the possibility of a conflict of interest between the Hacklab and any other party:
    - 73.3.1 put the interests of the Hacklab before that of the other party;
    - 73.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Hacklab and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
  - 73.4 ensure that the Hacklab complies with any direction, requirement, notice or duty imposed under or by virtue of the Companies Act 2006.
- 74 In addition to the duties outlined in clause 73, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:
  - 74.1 that any breach of any of those duties by director is corrected by the director concerned and not repeated; and

- 74.2 that any director who has been in serious and persistent breach of those duties is removed as a director.
- 75 Provided they have declared their interest - and has not voted on the question of whether or not the Hacklab should enter into the arrangement - a director will not be debarred from entering into an arrangement with the Hacklab in which they have a personal interest and they may retain any personal benefit which arises from that arrangement.
- 76 No director may be given any remuneration by the Hacklab for carrying out their duties as a director.

### **Code of conduct for directors**

- 77 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 78 The code of conduct referred to in clause 77 shall be supplemental to the conduct of director contained in the articles and the duties imposed on directors under the Companies Act 2006; 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.

## **DECISION-MAKING BY THE DIRECTORS**

### **Notice of board meetings**

- 79 Any director may call a meeting of the board.
- 80 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at board meetings**

- 81 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 directors, present in person.



- 82 If at any time the number of directors in office falls below the number stated as the quorum in clause 81, the remaining directors will have power to call an EGM - but will not be able to take any other valid decisions.
- 83 At each board meeting, the directors present must elect (from amongst themselves) the person who will act as chairperson of that meeting.
- 84 Each director has one vote, which must be given in person.
- 85 All decisions at board meetings will be made by majority vote.
- 86 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 87 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a director - but on the basis that they must not participate in decision-making.
- 88 A director must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Hacklab; they must withdraw from the meeting while an item of that nature is being dealt with.
- 89 For the purposes of clause 88: a director will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 90 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 91 The minutes to be kept under clause 90 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting. They must be circulated to all members by email within 30 days of the board meeting.

## **Administration**

### **Delegation to sub-committees**

- 92 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one director, but other members of a sub-committee need not be directors.
- 93 When delegating powers under clause 92, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 94 Any delegation of powers under clause 92 may be revoked or altered by the board at any time.
- 95 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### **Operation of accounts**

- 96 Three account signatories will be appointed by the board; these must themselves all be directors.
- 97 Subject to clause 98, the signatures of two out of three signatories will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Hacklab.
- 98 Where the Hacklab uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 97.

### **Accounting records and annual accounts**

- 99 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 100 The board must prepare annual accounts, complying with all relevant statutory requirements.

## **Miscellaneous**

### **Winding-up**

- 101 Any surplus assets available to the Hacklab immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Hacklab as set out in these articles.

### **Alterations to the articles**

- 102 These articles may be altered by resolution of the members passed at an AGM or EGM (subject to achieving the two-thirds majority referred to in clause 47) or by way of a written resolution of the members.