
Articles of Association
Of The
HARAMBEE ORGANISATION OF BLACK UNITY LTD.

The Companies Act 2006

Articles of Association

of

HARAMBEE ORGANISATION OF BLACK UNITY LTD

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.

NOT FOR PROFIT

2. Not for profit

The Company is not established or conducted for private gain.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

3. Objects

The objects of the Company are:

- i. Conscious of the fact that freedom, equality, justice and dignity are central objectives for the achievement of the legitimate aspirations of the people of African ancestry, we will endeavour to build a bridge of understanding and create the basis for Black Unity.
- ii. Dedicated to the unification of all people of African ancestry and to the utilization of that unity we will bring into being the organisational structure that will project Black people's contributions to the world
- iii. Inspired by our common determination to promote understanding among our people and cooperation in all matters pertaining to our survival and advancement, we will support the aspirations of our people for solidarity in a larger unity transcending all organisational differences
- iv. We aim to build an organisation of mass membership that is accountable to Black communities.
- v. We aim to unite all Black people and organisations so that the welfare and wellbeing of our people will be assured.
- vi. We aim to harness the natural and human resources of our people for their total advancement in all spheres of human activity
- vii. We will organise Black communities to control our own economic and political destinies.
- viii. The organisation will wage and unrelenting struggle against racism and discrimination in our communities.
- ix. The organisation will be committed to the struggles of all those in the African Diaspora.

4. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects 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.

5. Liability of members

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

- 5.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up

DIRECTORS', CENTRAL COMMITTEE, LOCAL ORGANISING COMMITTEES AND DEPARTMENT POWERS AND RESPONSIBILITIES

6. Election of Directors

- 6.1 The Company will have 6 Directors, who act in the role of Chair, Vice Chair Secretary and Treasurer; and two representatives from the former Harambee Organisation.
- 6.2 At the founding of the Organisation interim Directors are appointed to establish the Company.
- 6.3 Once the Organisation is established at an Annual General Meeting the named Director positions will be filled by a vote of the membership. The elected Directors will serve 3 year terms, with elections held at the appropriate AGM.
- 6.4 Directors must be members of the Company

7. Directors' general authority

- 7.1 Subject to the Articles, the Directors are responsible for the management of the Company's business.

7.2 Directors exercise the power of the company based on the decisions of the Central Committee.

8. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the Central Committee reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);
- (f) the Director fails to attend three consecutive meetings of the Central Committee and the Directors resolve that the Director be removed for this reason; or
- (g) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

9. Directors' remuneration

9.1 Directors may undertake any services for the Company that the Central Committee decide.

9.2 Directors are entitled to such remuneration as the Central Committee determine:

- (a) for their services to the Company as Directors; and
- (b) for any other service which they undertake for the Company.

10. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

10.1 All decisions about expenses will be made by the Central Committee.

11. The Central Committee

- 11.1 The Central Committee may exercise all the powers of the Company and is responsible for all financial decisions.
- 11.2 Whilst the Organisation is being established in the interim Central Committee will be composed of the Directors and anyone appointed by the Committee.
- 11.3 Once the Organisation is established the Central Committee will be comprised of the Directors and the Chair of each established Local Organising Committee.
- 11.3 The founding Birmingham Local Organising Committee will act as the Central Committee until there are 3 additional branches and established Local Organising Committees. At this point the Central Committee will be formed with the existing Chair, Secretary and Treasurer to serve whatever is left of their 3 year terms.

12. Members' reserve power

- 12.1 The members may, by special resolution, direct the Central Committee to take, or refrain from taking, specific action.

13. The Central Committee may delegate

- 13.1 Subject to the Articles, the Central Committee may delegate any of the powers which are conferred on them under the Articles:
 - 13.1.1 to such person or committee;
 - 13.1.2 by such means (including by power of attorney);
 - 13.1.3 to such an extent;
 - 13.1.4 in relation to such matters or territories; and
 - 13.1.5 on such terms and conditions;as they think fit.
- 13.2 The Central Committee may revoke any delegation in whole or part, or alter its terms and conditions.

14. Local Organising Committees

- 14.1 The Central Committee will delegate the work of organising in the Black community to Local Organising Committees serving geographic areas.
- 14.2 Local Organising Committees will be comprised of a Chair, Vice Chair, Secretary and Treasurer elected by the membership of the respective local branch of the organisation. One representative from each Department will also sit on the Local Organising Committee.

- 14.3 Local Organising Committees will be responsible for deciding the budget, the overall strategy for organising and recruiting members in their geographical area.
- 14.4 The budget for each Local Organising Committee will be decided by the Central Committee, based on priorities and need.
- 14.5 Articles 18-23 apply to the decision making processes of the Local Organising Committees.
- 14.6 Local Organising Committees cannot open separate bank accounts and cannot exercise the power of the company, particularly in regard to loans.
- 14.7 A Local Organising Committee must be approved by the Central Committee in order to be formed.
- 14.8 All decisions by Local Organising Committees are reviewable by the Central Committee.

15. Departments

- 15.1 Departments will be created and responsible for bringing together people and organisations to build a strategy for dealing with particular issues that face Black communities.
- 15.2 Departments will include, but not be limited to: Education, Health and Business
- 15.3 Departments will report to their respective Local Organising Committee.
- 15.4 Additional Departments can be created by Local Organising Committees.
- 15.5 Departments will elect a Chair and committee to coordinate their actions.

DECISION-MAKING BY THE CENTRAL COMMITTEE

16. Central Committee to take decisions collectively

Any decision of the Central Committee must be either a majority decision at a meeting or a decision taken in accordance with Article 23.

17. Calling a meeting of the Central Committee

- 17.1 A meeting of the Central Committee must be called by at least seven Clear Days' notice unless either:
 - 17.1.1 all the members agree; or
 - 17.1.2 urgent circumstances require shorter notice.
- 17.2 Notice of meetings of the Central Committee must be given to each member.

- 17.3 Every notice calling a meeting must specify:
- 17.3.1 the place, day and time of the meeting; and
 - 17.3.2 if it is anticipated that members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 17.4 Notice of meetings of the Central Committee may be sent by Electronic Means to an Address provided by the Director for the purpose.

18. Participation in Central Committee meetings

- 18.1 Subject to the Articles, members of the Central Committee participate in a Central Committee, or part of one, when:
- 18.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 18.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

19. Quorum for Central Committee meetings

- 19.1 At a Central Committee meetings, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.2 The quorum for Central Committee meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is three.
- 19.3 If the total number of Central Committee members for the time being is less than the quorum required, they must not take any decision other than a decision:
- 19.3.1 to call a general meeting so as to enable the members to appoint further Directors.

20. Decision making at a meeting

- 20.1 Questions arising at a Central Committee meeting shall be decided by a majority of votes.
- 20.2 In all proceedings of the Central Committee, members, including Directors, must not have more than one vote.
- 20.3 In case of an equality of votes, the Chair shall have a second or casting vote.

21. Conflicts of interest

- 21.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the

Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

- 21.2 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 Central Committee.
- 21.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 23 and a Director has a Conflict of Interest in respect of that matter then he or she must:
 - 21.3.1 remain only for such part of the meeting as in the view of the rest of the Central Committee is necessary to inform the debate;
 - 21.3.2 not be counted in the quorum for that part of the meeting; and
 - 21.3.3 withdraw during the vote and have no vote on the matter.
- 21.4 When a Director has a Conflict of Interest which he or she has declared to the Central Committee, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23. Becoming a member

- 23.1 The Organisation of Black Unity will include all people of African ancestry in the Western hemisphere as well as our brothers and sisters on the African continent. We must unite together in order to go forward together. Africa will not go forward any faster than we will and we will not go forward any faster than Africa
- 23.2 The subscribers to the Memorandum are the first members of the Company.
- 23.3 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 23.4 Members will agree to pay a fee to organisation. This fee will be determined by the Central Committee, but if paid on a monthly basis this fee will be no less than £5 per month.
- 23.5 No person shall be admitted a member of the Company unless he or she is approved by their respective Local Organising Committee. A decision subject to review by the Central Committee

23.6 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as Central Committee require and executed by him or her.

24. Affiliated membership

24.1 Affiliated membership will be open to any organisation committed in the aims of the company.

24.2 The Central Committee will make decisions on affiliated membership.

25. Termination of membership

25.1 Membership is not transferable to anyone else.

25.2 Membership is terminated if:

25.2.1 the member dies or ceases to exist;

25.2.2 otherwise in accordance with the Articles;

25.2.3 they do not pay their membership fees or;

25.2.4 at a meeting of the Central Committee at which at least half of the Committee are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

ORGANISATION OF GENERAL MEETINGS

26. General meetings

26.1 The Central Committee will call a general meeting on an annual basis.

26.2 The Central Committee may call a general meeting at any time.

26.3 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

27. Length of notice

All general meetings must be called with at least 14 Clear Days' notice

28. Contents of notice

- 28.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.
- 28.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 28.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

29. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

30. Attendance and speaking at general meetings

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
 - 30.2.1 they are a member of the Organisation.
 - 30.2.2 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 30.2.3 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. Quorum for general meetings

- 31.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.
- 31.2 Three persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly Authorised Representative of a member); or 10% of

the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.

- 31.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

32. Attendance and speaking by non-members.

- 32.1 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

VOTING AT GENERAL MEETINGS

33. Voting: general

- 33.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 33.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

34. Votes

- 34.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote.
- 34.2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote.
- 34.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 34.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

35. Minutes

- 35.1 The Directors must cause minutes to be made in books kept for the purpose:
- 35.1.1 of all resolutions of the Company and of the Central committee; and

35.1.2 of all proceedings at meetings of the Company and of the Central Committee, including the names of the people present at each such meeting;

35.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

36. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

36.1 annual reports;

36.2 annual returns; and

36.3 annual statements of account.

36.4 Monthly anonymised statements will be published online.

37. Amendments to the Articles of Association

Amendments to the Articles of Association can only be made by a resolution supported by a two thirds majority of votes at an Annual General Meeting.

38. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

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 "Black"	person of African Ancestry
1.2 "African Ancestry"	descent from the indigenous people of the African continent; who Marcus Garvey referred to as 'Negro'
1.3 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;

1.4	“Articles”	the Company’s articles of association;
1.5	“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6	“Chair”	has the meaning given in Article Error! Reference source not found. ;
1.7	“chairman of the meeting”	has the meaning given in Article Error! Reference source not found. ;
1.8	“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;
1.9	“Company”	Organisation of Black Unity Ltd.
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 Company;
1.11	“Director”	a director of the Company, 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” “Electronic Means”	and 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 Company’s memorandum of association;
1.16	“paid”	means paid or credited as paid;
1.17	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 15;
1.18	“Secretary”	the secretary of the Company (if any);
1.19	“specified”	means specified in the memorandum and articles of association of the Company for the purposes of

1.20 “subsidiary”

this paragraph;

has the meaning given in section 1159 of the Companies Act 2006;