

European Cycle Logistics Federation

A Company Limited by Guarantee

Company No. 8953330

Incorporated 21st March 2014

ARTICLES OF ASSOCIATION

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European Cycle Logistics Federation

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Articles of Association of **EUROPEAN CYCLE LOGISTICS FEDERATION**

*A Company Limited by Guarantee
& not having a share capital*

PART 1 : OBJECTS, POWERS & NOT-FOR-PROFIT STATUS

1. Objects

The objects of the Company are—

- (a) to develop the cycle as a tool for the distribution of goods and services;
- (b) to contribute to the decarbonisation of urban logistics;
- (c) to promote the health, safety and wellbeing of all people employed in the cycle logistics sector; and
- (d) to bring together cycle logistics companies and their supporters (including suppliers of goods and services to cycle logistics companies), to work together to achieve these objects.

2. Powers

The Company has the power to do anything which is incidental or conducive to the furtherance of its objects, including—

- (a) to seek and apply for funds, and to receive donations, gifts, endowments, sponsorship fees, subscriptions and legacies from persons wishing to support the Company's objects;
- (b) to borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's objects, and to mortgage or charge any part of the Company's property as security for borrowed money;
- (c) to publicise and promote the freight pedal cycle as a realistic alternative to motorised urban delivery infrastructure;
- (d) to work with local, regional, national and European decision-makers to help achieve a transport infrastructure that plans for and supports cycle logistics;
- (e) to participate in research and training in cycle logistics, to maintain case study literature, contact information on other practitioners and sources of funding;
- (f) to support new start-up cycle logistics businesses.

3. Not-for-profit status

- (a) The income and property of the Company shall be applied solely towards the promotion of its objects, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any member or Director of the Company, provided that nothing shall prevent any payment in good faith by the Company—

- i. as repayment of reasonable out-of-pocket expenses incurred by any Director whilst acting on behalf of the Company;
 - ii. of interest on money lent by any member or Director of the Company at a rate per annum not exceeding 2 per cent above the base lending rate of the Company's bankers for the time being;
 - iii. of reasonable and proper remuneration to any Director of the Company, whether on a contract of employment or otherwise, for services provided to the Company;
 - iv. of reasonable and proper rent for premises demised or let by any member or Director of the Company;
 - v. of grants, loans, donations or any other kind of financial assistance to any organisation which is a member of the Company, or is represented on the Board of Directors, in furtherance of the Company's objects.
- (b) If the Company is dissolved, any assets remaining after the satisfaction of its debts and liabilities shall not be distributed amongst the members, but instead they must be applied in one or both of the following ways, as may be decided by the members at or before the time of dissolution—
- i. by transfer to one or more not-profit-distributing institutions with objects similar to or compatible with those of the Company, which may include qualifying organisations which are members of the Company;
 - ii. as a donation for charitable purposes.

PART 2 : LIMITATION OF LIABILITY

4. Limit of members' liability

- (a) The liability of the members is limited.
- (b) Every organisation that is a member guarantees, if the Company is dissolved while it is a member or within one year after it ceases to be a member, to pay up to one pound sterling (£1) towards the costs of dissolution and the liabilities incurred by the Company while the guarantor was a member.

PART 3 : FULL & ASSOCIATE MEMBERS

5. Admission of members

- (a) Full Membership of the Company shall be open to cycle logistics companies and organisations using cycles as part of their business operations and their supporters (such as municipal councils, national governments, consultancies or similar) which—
 - i. meet such criteria as the Directors may from time to time determine;
 - ii. support the objects of the Company and agree to be bound by its Articles of Association;
 - iii. agree to pay such subscription (if any) as may be set from time to time by the Directors.
- (b) Individuals and organisations who are supportive of the objects of the Company may be admitted as Associate Members. Associate Members shall enjoy such privileges as the Directors may consider appropriate, provided they shall not hold

voting rights at any meetings of the Company, and may be required to pay an annual subscription or other fee at the discretion of the Directors. Associate Members shall not be considered as members for any other purpose of the Articles or of statute.

6. Cessation of membership

Membership shall be terminated immediately a member—

- (a) resigns in writing to the Company; or
- (b) fails to pay any annual subscription three months after the date it became due; or
- (c) ceases to meet any criteria for membership established by these Articles or by the Directors; or
- (d) is expelled by the Directors for conduct prejudicial to the Company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

7. Members' representatives

Each member which is an organisation (or a firm, or a public body) shall appoint a representative who shall be entitled to exercise in the affairs of the Company all such rights and powers as the member would exercise if it were an individual person. Member organisations shall advise the Company in writing of the identity of their representative, and of any change in appointment.

8. Organisation of members

The Directors may at their discretion organise the membership into groups, sections or divisions (for example, based on national boundaries) and for making arrangements for meshing such groupings with the governance of the Company (for example, through the election of national representatives to speak on behalf of members within a particular country).

PART 4 : DECISION-MAKING BY MEMBERS

GENERAL MEETINGS

9. Annual General Meeting

- (a) The Company shall in each calendar year hold a General Meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it. Every AGM shall be held not more than fifteen months after the holding of the last preceding AGM.
- (b) The business of an AGM shall comprise—
 - i. the consideration of the Report and Accounts presented by the Directors;
 - ii. the election or re-election of Directors;
 - iii. the appointment or re-appointment of the Company's auditor or auditors (if any);
 - iv. such other business as may have been specified in the notices calling the meeting.

10. Other General Meetings

The Directors may whenever they think fit convene a General Meeting in addition to the AGM, and a General Meeting shall be convened if demanded by 5% of the Full Members of the Company.

NOTICES OF GENERAL MEETINGS

11. Delivery of notices

- (a) Any General Meeting shall be called by at least 14 clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed by at least 90 per cent of those entitled to attend and vote.
- (b) Notice of every General Meeting shall be given in writing to every Full Member and Director of the Company, and to the auditors (if any), and to such other persons who are entitled to receive notice, and may be given in any way provided for by the Act.
- (c) Notice shall be deemed to have been served 48 hours after being sent by electronic means or by post or delivered by hand to the member's address.

12. Content of notices

- (a) Notice of all meetings shall specify the exact time and place of the meeting.
- (b) In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Director or the auditor, such resolution shall be specified in the notices calling that meeting; and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- (c) The notice of every General Meeting must advise members' representatives of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting.

13. Errors

The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. Attendance and speaking at general meetings

- (a) 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.
- (b) The Directors may make whatever arrangements they consider appropriate to enable those participating in a general meeting to exercise their rights to speak or vote at it.
- (c) A person is able to participate in a general meeting when that person—
 - i. is in a position to communicate to all those attending the meeting any information or opinions which they have on the business of the meeting; and

- ii. is able to vote, during the meeting, on resolutions put to the vote at the meeting and that person's vote can be taken into account at the same time as the votes of all the other persons attending the meeting.

15. Quorum

- (a) No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy. Unless otherwise decided by the Company, a quorum shall be representatives of five members or one-fifth of the membership, whichever is the greater number.
- (b) If half an hour after the time appointed for the meeting a quorum is not present, it shall stand adjourned until such time and place as the Directors may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- (c) In these Articles, being "present" at a meeting includes remote participation as provided for in the previous Article.

16. Chairing of General Meetings

The Chairman of the Board of Directors shall preside at all general meetings of the Company, but if he or she is not present ten minutes after the scheduled start time of the meeting, the Directors present shall choose one of their number to chair the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

17. Adjournment

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

18. Voting: general

- (a) Decisions at General Meetings shall be made by passing resolutions—
 - i. Decisions involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than 75% of votes cast.
 - ii. All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast.
- (b) One vote may be cast on behalf of every Full Member on any question to be decided at a General Meeting.

- (c) In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall not have a second or casting vote and the resolution shall be lost.

19. Show of hands / ballot votes

- (a) At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a written ballot (or “poll”) is, before or on the declaration of the result of the show of hands, demanded by the chair or by at least two persons present and entitled to vote.
- (b) If a ballot is duly demanded it shall be taken at such time and in such a manner as the chair directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn.
- (c) On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.

20. Proxy voting

- (a) Anyone entitled to vote at a General Meeting but who cannot attend a meeting in person may appoint any other person to act as proxy for him or her by sending the Company a notice in writing (a “proxy notice”) which—
- i. states the name and address of the member whose representative is appointing the proxy;
 - ii. identifies the person appointed to be that representative’s proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by the representative who is appointing the proxy; and
 - iv. is delivered to the company in accordance with any instructions contained in the notice of the general meeting to which they relate.
- (b) The proxy notice may—
- i. specify that the proxy must this vote way or that on any particular resolution; or
 - ii. authorize the proxy to vote in accordance with his or her own judgement.

MEMBERS’ WRITTEN RESOLUTIONS

21. Written resolutions

- (a) Any decision that may be made at a General Meeting of the Company may be made by written resolution, other than a decision to remove a Director or auditor before the expiry of their term of office.
- (b) A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members (via their appointed representatives) signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
- (c) The majorities required to pass a written resolution are as follow—
- for an ordinary resolution, approval is required from a simple majority of the Full Members;

- for a special resolution, approval is required from not less than 75% of the Full Members.
- (d) The document indicating a member's approval of a written resolution may be sent to the Company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- (e) A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
- (f) A written resolution is passed as soon as the required majority of members have signified their agreement to it.

PART 5 : DIRECTORS

THE BOARD OF DIRECTORS

22. Board of Directors

The Company shall have a Board of up to six Directors elected by and from the Full Members at (or prior to) the Annual General Meeting.

23. Election of Directors

- (a) The Directors shall from time to time determine procedures for the election of Directors, which may include elections held at the AGM, or a postal ballot of the members conducted prior to the AGM, or any other method considered to be effective and democratic.
- (b) Elected Directors shall take office at the conclusion of that meeting and shall serve until the conclusion of the next AGM. A retiring Directors shall be eligible to be re-elected.

24. Excluded persons

Under no circumstances shall any of the following serve as a Director—

- (a) a person who is under 16 years of age;
- (b) a person who is an undischarged bankrupt or who has made a composition with his or her creditors generally in satisfaction of his or her debts; or
- (c) a person who is otherwise disqualified by law from serving as a company director.

25. Termination of a Director's appointment

The office of a Director shall be immediately vacated if he or she—

- (a) resigns his or her office in writing to the Company; or
- (b) becomes bankrupt, or makes a composition with his or her creditors generally, or is otherwise disqualified by law from serving as a director of a company; or
- (c) is removed from office by resolution of the Company at a General Meeting in accordance with sections 168 and 169 of the Act.

26. Directors' roles

At the first meeting of the Directors following the AGM, Directors shall be appointed to such roles or posts as are deemed necessary for the effective discharge of the duties of the Directors and to ensure the Company is well governed.

DIRECTORS' POWERS AND DUTIES

27. Directors' general authority

- (a) Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- (b) Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part of them, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

28. Members' reserve power

- (a) The Full Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specific action.
- (b) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

29. Directors' general authority to delegate functions

The Directors may delegate any of their functions to any person or committee they think fit.

30. Committees of Directors

- (a) Two or more Directors are a "committee" if the Directors have—
 - i. delegated any of the Directors' functions to them; and
 - ii. indicated that they should act together in relation to that function.
- (b) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.
- (c) The Directors may impose conditions when delegating, including the conditions that—
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed by the Directors, and no committee may bind the Company to any contract without the approval of the Directors.

DECISION-MAKING BY DIRECTORS

31. Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a *majority decision* taken at a meeting or a *unanimous decision* taken in accordance with the following Article.

32. Unanimous decisions

A decision of the Directors may be taken without a meeting or discussion if all the Directors indicate to each other, by any means, that they share a common view on a matter.

33. Calling a Directors' meeting

- (a) Any Director may call a Directors' meeting by giving reasonable notice of the meeting to the Directors.
- (b) Notice of any Directors' meeting must indicate—
 - i. its proposed date and time;
 - ii. where it is to take place; and
 - iii. if it is anticipated that Directors 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.
- (c) Notice of a Directors' meeting must be given to each Director, but need not be in writing.

34. Participation in Directors' meetings

- (a) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
 - i. the meeting has been called and takes place in accordance with the Articles, and
 - ii. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- (c) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

35. Quorum for Directors' meetings

- (a) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.
- (b) The quorum for Directors' meetings shall be one-half of the Directors.

36. Chairing of Directors' meetings

- (a) The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office.

- (b) The Chairman shall preside at all meetings of the Directors, but if he or she is not present ten minutes after the time set for the commencement of the meeting, the Directors present shall choose one of their number to chair the meeting before any other business is transacted.

37. Voting at Directors' meetings

Questions arising at any meetings shall be decided by a majority of votes, each Director having one vote on each question to be decided. In the case of an equality of votes, the Chairman of the meeting shall not have a casting vote and the resolution shall be lost.

38. Conflicts of interest

- (a) 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 the other Directors are or ought reasonably to be aware of it already.
- (b) 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.
- (c) Whenever a matter is to be discussed or decided where a Director has a conflict of interest in respect of that matter then he or she must—
- i. remain only for such part of the meeting as (in the view of the other Directors) is necessary to inform the debate;
 - ii. not be counted when considering whether a quorum of Directors is participating in the meeting; and
 - iii. withdraw during the vote and have no vote on the matter.

39. Directors' power to authorise a conflict of interest

- (a) The Directors have power to authorise a Director to be in a position of conflict of interest provided—
- i. in relation to the decision to authorise a conflict of interest, the conflicted Director must comply with Article 38(c);
 - ii. in authorising a conflict of interest, the Directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum.
- (b) A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with this Article.

40. Validity of decisions and acts

All acts done by any meeting of the Directors or by any person acting as a Director shall, even if it is afterwards discovered that there was some defect in the appointment of any person acting as such, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

PART 6 : ADMINISTRATIVE ARRANGEMENTS

COMPANY SECRETARY

41. Appointment of Secretary

The Directors may appoint a Secretary of the Company upon such terms and conditions as they think fit; and any Secretary so appointed may be removed by them.

COMMUNICATION AND RECORDS

42. Means of communication to be used

Subject to the Articles, anything which is to sent by or to the Company under the Articles may be sent in any way provided for by the Act.

43. Minutes

- (a) The Directors must keep minutes of all—
- i. proceedings at general meetings of the Company;
 - ii. written resolutions passed by the Company;
 - iii. meetings of the Directors and committees of Directors including—
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions.
- (b) Minutes of meetings shall be kept for a minimum of 10 years.

44. Accounts and reports

- (a) The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records and preparing annual reports and accounts and sending them to the Registrar of Companies.
- (b) The Company must send a copy of its annual accounts and reports (no later than the date these are submitted to Companies House) to—
- i. every member of the Company,
 - ii. every holder of the Company's debentures, and
 - iii. every Director and other person who is entitled to receive notice of general meetings.
- (c) Copies need not be sent to a person for whom the Company does not have a current address, nor to anyone who is not entitled to receive notices of general meetings of the Company.

45. Social audit

- (a) The Company shall conduct an annual social audit in addition to any financial audit that may be undertaken. A social audit shall seek to measure the social benefits and costs of the Company's activities, its effect on beneficiaries and the wider community, and other factors, in particular environmental impact, as may be agreed by the Directors.

- (b) A social audit may be commissioned from an external reporter or it may be conducted by the Company itself.
- (c) The results of any social audit shall be circulated to all Full and Associate Members and may be made available to others at the discretion of the Directors.

DIRECTORS' INDEMNITY AND INSURANCE

46. Indemnity

The Company may indemnify any Director, auditor, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

47. Insurance

- (a) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- (b) In this Article—
 - a “relevant Director” means any Director or former Director of the Company or an associated company,
 - a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and
 - companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

REGULATIONS

48. Directors’ power to make regulations

The Directors may from time to time make, adopt and amend such regulations in the form of bylaws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Directors and committees, provided that such regulations are not inconsistent with the Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Articles.

SCHEDULE : INTERPRETATIONS

Defined terms

In the Articles, unless the context requires otherwise—

- “the Act” means the Companies Act 2006;
- “Articles” means the Company’s Articles of Association;
- “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;

- “the Company” means the company to which these Articles apply;
- “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;
- “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
- “participate”, in relation to a Directors’ meeting, has the meaning given in Article 34;
- “special resolution” has the meaning given in section 283 of the Companies Act 2006;
- “subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
- “writing” means 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.

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.