

TABLE C

A Company Limited by Guarantee and Not having a Share Capital.

Memorandum of Association

- 1) The company's name is Dragon Tree UK Limited
- 2) The company's registered office is to be situated in England.
- 3) The company's objects are the carrying on of a trading organisation to benefit local communities by delivering sustainable business practices and services and by building capacity within third sector organisations and the doing of all such other things as are incidental or conducive to the attainment of that object.
- 4) The liability of the members is limited.
- 5) Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while the member is a member or within one year after the member ceases to be a member, for payment of the Company's debts and liabilities contracted before the member ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 6) We, the undersigned, declare that the company whose proposed name appears above will not be:
 - i) a political party;
 - ii) a political campaigning organisation; or
 - iii) a subsidiary of a political party or of a political campaigning organisation.
- 7) We further declare that the company will carry on its activities for the benefit of the community, or a section of the community.
- 8) Dragon Tree will be conforming to the triple bottom line principles of Financial, Social and Environmental performance.
- 9) The company's trading activities will be targeted but not limited to benefiting the community of not for profit organisations within but not limited to the East Midlands region. These not for profit organisations will be Charities, Social Enterprises, Co-operatives, Community Interest Companies and other Non-Governmental Organisations.
- 10) The company will initially market to the Nottinghamshire, Derbyshire and Leicestershire community region and will radiate outwards as the organisation develops.
- 11) The company will have a board of directors consisting of a minimum of three individuals. Board Directors will be required to commit to be active trading members of the company.
- 12) As the company requirement for business services grows, freelance organisations will be invited to become members satisfying the service need of the clients and if they fulfil the requirement for Board Directors may be invited to join the Board.

- 13) Any surplus made by the company will be invested in the delivery of further business services into not for profit causes within the community.
- 14) The company will follow Environmentalism principles. We will advocate and promote the sustainable management of resources, and the protection of the natural environment by:
 - i) Home working
 - ii) Using public transport where possible
 - iii) Car sharing
 - iv) Recycling
 - v) Not purchasing unnecessary electrical equipment, e.g., mobile telephones, laptops, printers
 - vi) Not printing documents unnecessarily
 - vii) Conducting Telephone / Video Conferences rather than travelling where possible
 - viii) Promoting the use of paper from Forestry Commission approved sustainable sources
 - ix) Minimising waste
 - x) Using biodegradable chemicals
- 15) Our Company ethics will:
 - i) Endeavour to consider the ethical dimensions and consequences of every major business decision prior to making it
 - ii) Endeavour to consider the ethical implications of any internal purchasing decision we make – including whether the item is really needed and choosing the most 'ethical' options where possible
 - iii) Be honest, respectful and sensitive in all supplier relationships
 - iv) Adopt environmentally friendly working practices as a business. Typically this would mean using public transport wherever practicable, recycling office waste, print cartridges, office equipment etc.
 - v) Within our products and services, we will aim to avoid producing misleading materials on behalf of clients in order to maximise their fundraising income
 - vi) Aim to keep up to date with new 'ethical business' techniques and initiatives, and where appropriate we will incorporate them into the business
 - vii) Regularly review business practices to check we are adhering to our ethical policy, and will put measures in place to correct practice if we are not
 - viii) Regularly review the ethical policy itself to ensure its scope is adequate as the business and the world changes
- 16) In our client relationships we will:
 - i) Be honest, respectful and sensitive in our client relationships
 - ii) Endeavour not to compromise the integrity of our service to clients in order to maximise our profitability (for example, we will not recommend products to clients that are not needed)
 - iii) Endeavour to make clients aware of the ethical implications of purchasing decisions we are making on their behalf, and endeavour to offer them an 'ethical' option (for example, recycled paper for printed materials, non-toxic printing etc.) if they request any of these services
 - iv) Not work with clients who we adjudge to have excessively high financial reserves or those with significant investments in tobacco or

armaments. We reserve the right to extend this range of exclusions, and to submit any cases of uncertainty to the management group for discussion.

- v) On a case by case basis we will consider the ethical implications of working with organisations that fund research which may involve testing on animals.

17) In our dealings with Employees of Dragon Tree:

- i) We will treat all Dragon Tree team members with respect and sensitivity
- ii) We aim to respect and encourage the life and development of the individual beyond their working role within the company
- iii) We will respect the right of employees to hold ethical values that differ with those of the company, and will not apply pressure onto employees to accept the company's values. We will simply expect them to work in a manner consistent with the company's ethical values.
- iv) Dragon Tree fully supports the principle of equal opportunity for all employees and is committed, wherever practicable, to taking every reasonable step to ensure that individuals are treated equally and fairly.

We are opposed to all forms of unlawful or unfair discrimination, whether direct or indirect, on account of race, colour, age, nationality, religion, ethnic or national origin, gender, sexual orientation, marital status, disability or offender background. Specifically:

- (a) The Company's recruitment and employment procedures will not discriminate on the above grounds and the appointment, training, development and promotion of employees will be on the basis of merit and ability
- (b) The Company will seek to identify potential areas of inequality of opportunity and take appropriate steps to tackle any such inequality found
- (c) It is incumbent upon all employees to take personal responsibility for the application of the Company's Equal Opportunities Policy, which extends to the treatment of clients, suppliers, members of the public and fellow employees alike
- (d) Managers and supervisors who are involved with the recruitment, selection, training and promotion of employees will have special responsibility for the practical application of the Company's Equal Opportunities Policy
- (e) Any complaint by an employee of discrimination or harassment will be dealt with under the Company's existing Grievance Procedure, details of which are issued to all employees
- (f) Disciplinary action, in accordance with the Company's Disciplinary Procedure, will be taken against any employee found to have undertaken an act of unlawful discrimination or sexual or racial harassment. Such conduct may be regarded as gross misconduct leading to summary dismissal
- (g) Any doubts about the interpretation of the Company's Equal Opportunities Policy or what constitutes appropriate treatment under the Policy should be referred to the Chief Executive or the Managing Director.

18) The company will follow ethical financial procedures and carry on good financial practices including:

- i) Utilise a Bank which trades in an ethical manner, offers cost effective banking services and allows the company to work within the stated environmental policy.
- ii) Deposit surplus funds and excess operating funds into chosen community funding organisation such as a credit union.
- iii) Surpluses will be reviewed and where appropriate allocated on a quarterly basis.
- iv) The company will endeavour to make payment against supplier invoices within agreed settlement terms.
- v) The company will not knowingly withhold payment against supplier invoices, unless contractual issues occur.

We the subscribers of this Company Memorandum, wish to be formed into a company under these conditions:

Name and Address

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Name and Address

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Dated

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Name and Address

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Dated

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Witness to the above signatures

Signature.....
Name.....
Address.....
Date.....