

**DRAFT CONSTITUTION**

**FOR  
ADVANCE UK**

Adopted on [ ] 2025

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## 1. DEFINED TERMS

1.1 In this Constitution, unless the context requires otherwise:

<b>Articles:</b>	the Company's articles of association for the time being in force.
<b>bankruptcy:</b>	includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
<b>Board:</b>	the board of directors of the Company, which shall be the same as the Party.
<b>Business Day:</b>	any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business.
<b>chairman:</b>	has the meaning given in article 16.
<b>chairman of the meeting:</b>	has the meaning given in article 32.
<b>College:</b>	the college of Electors as set out in article 27.7(b).
<b>College Meeting:</b>	a meeting of Electors as set out in article 28.
<b>Company:</b>	Advance UK Party Ltd (company number Company number 16087964) which shall also operate as the "Party" for the purposes of the Electoral Commission and this Constitution.
<b>Conflict:</b>	a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;
<b>Constitution:</b>	This constitution as amended from time to time
<b>director:</b>	means a director of the Company and includes any person occupying the position of director, by whatever name called.
<b>document:</b>	includes, unless otherwise specified, any document sent or supplied in electronic form.
<b>Elected Public Office:</b>	an office to which someone as been elected pursuant to a public vote, including but not limited to a Member of Parliament, and a Councillor of a Local Authority or other such council or authority.
<b>Elector:</b>	a class of Member elected in accordance with article 28.

<b>Electoral Commission:</b>	the Electoral Commission being the independent body which oversees elections and regulates political finance in the UK.
<b>Electoral Commission Approval:</b>	the approval of the Electoral Commission to this Constitution.
<b>electronic form:</b>	has the meaning given in section 1168 of the Companies Act 2006.
<b>Eligible Director:</b>	a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 15, any director whose vote is not to be counted in respect of the particular matter).
<b>General Member:</b>	a Member who is not an Elector.
<b>Interested Director:</b>	has the meaning given in article 15.1.
<b>Leader:</b>	the individual appointed as the Leader in accordance with article 22.2.
<b>Member:</b>	a person whose name is entered in the Register of Members of the Party (including as either a General Member or an Elector) and Membership shall be construed accordingly.
<b>Model Articles:</b>	the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of this Constitution.
<b>Nominating Officer:</b>	the individual with overall responsibility for arranging the nomination of candidates and approving identity marks used on nomination forms and ballot papers at elections.
<b>Operational Committee:</b>	the committees listed in article 10.3.
<b>ordinary resolution:</b>	has the meaning given in section 282 of the Companies Act 2006.
<b>participate:</b>	in relation to a director's meeting, has the meaning given in article 14.
<b>Party:</b>	Shall also be the "Company".
<b>PPERA:</b>	means the Political Parties, Elections and Referendums Act 2000.
<b>proxy notice:</b>	has the meaning given in article 38.
<b>secretary:</b>	the secretary of the Company and any other person appointed to perform the duties of the secretary of the

Company, including a joint, assistant or deputy secretary.

**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.

**Treasurer:** the individual appointed as the Treasurer in accordance with article 22.2 and responsible for managing the Party's finances and complying with all applicable statutes and requirements including but not limited to the political finance rules in PPERA.

**writing:** 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.

1.2 Save as otherwise specifically provided in this Constitution:

- (a) words and expressions which have particular meanings in the Model Articles shall have the same meanings in this Constitution, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act 2006 shall have the same meanings in this Constitution.
- (b) the Model Articles shall not apply to the Company.

1.3 Headings in this Constitution are used for convenience only and shall not affect the construction or interpretation of this Constitution.

1.4 A reference in this Constitution to an article is a reference to the relevant article of this Constitution unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 This Constitution may be amended from time to time by a special resolution of the College.

## 2. OBJECTS

The Party is as a political party registered on the Electoral Commission's register of political parties for Great Britain under registration number RPP825-995-485. The Party exists as a limited liability company registered with Companies House (company number 16087964) and is also referred to as the "Company".

The Party has been established to promote: :

- 2.1 the nation of the United Kingdom of Great Britain and Northern Ireland;
- 2.2 freedom;
- 2.3 democracy; and
- 2.4 equality,

in accordance with the mission statement set out in the schedule to this Constitution.

In furtherance of these objectives, the Party may from time to time participate in all democratic elections that take place in Great Britain. For example, the Party may field candidates for all levels of elections to public office, including elections to Parliament, local council, Mayoralty, and to any devolved authorities and the Party may participate in any referendum, subject to proper use of Party resources. The Party shall adopt a candidate selection process to identify the appropriate candidate to stand in any election.

### **3. POWERS**

In pursuance of the object set out in article 2, the Party has the power to:

- 3.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Party;
- 3.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Party's property and assets;
- 3.3 invest and deal with the funds of the Party not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Party may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 3.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold

meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

- 3.7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Party and to contract with any person, firm or company to pay the same;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 provide and assist in the provision of money, materials or other help;.
- 3.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.11 incorporate subsidiary companies to carry on any trade; and
- 3.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2.

#### **4. INCOME**

- 4.1 The income and property of the Party from wherever derived shall be applied solely in promoting the Party's objects.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in this Constitution shall prevent any payment in good faith by the Party of:
  - (a) reasonable and proper remuneration to any Member, officer or servant of the Party for any services rendered to the Party;
  - (b) any interest on money lent by any Member or any director at a reasonable and proper rate;
  - (c) reasonable and proper rent for premises demised or let by any Member or director;  
or
  - (d) reasonable out-of-pocket expenses properly incurred by any director.
- 4.3 The Party has adopted a financial scheme to set out how it shall oversee its finances and comply with applicable political finance rules.

#### **5. WINDING UP**

On the winding-up of the Party, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this article 5) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Party. Such body to be determined by resolution of the Members at or before the time of winding up

and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up.

## **6. GUARANTEE**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Party 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:

- 6.1 payment of the Party's debts and liabilities contracted before they cease to be a Member;
- 6.2 payment of the costs, charges and expenses of the winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

## **PART 2 DIRECTORS DIRECTOR'S POWERS AND RESPONSIBILITIES**

### **7. DIRECTORS' GENERAL AUTHORITY**

Subject to this Constitution, the directors are responsible for the management of the Party's business in accordance with its objects, for which purpose they may exercise all the powers of the company.

### **8. MEMBERS' RESERVE POWER**

- 8.1 The Electors may, by special resolution of the College, direct the directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- 8.3 The directors must not take any action which is covered by the remit of an Operational Committee without the prior written consent of the relevant committee.

### **9. DIRECTORS MAY DELEGATE**

- 9.1 Subject to this Constitution, the directors may delegate any of the powers which are conferred on them under this Constitution:
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and

- (e) on such terms and conditions;

as they think fit.

- 9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.4 The directors shall delegate the following to the Leader:
  - (a) appointment of any required officials;
  - (b) the appointment of regional officers and campaigning teams reporting to the Leader; and
  - (c) submitting to the board for approval the manifesto, campaigning strategies and tactics and all other electoral processes.
- 9.5 The Leader and Treasurer may not delegate any elements of their responsibilities under PPERA.

## **10. COMMITTEES AND BRANCHES**

- 10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of this Constitution which govern the taking of decisions by directors.
- 10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from this Constitution if they are not consistent with them.
- 10.3 There shall from time to time be committees established by the Board for the furtherance of the Party's business. The Board shall be entitled to appoint Members and non-members, acting only in an advisory capacity, to these committees. These committees shall include the following committees ("**Operational Committees**") established for the efficient conduct of business:
  - (a) "Policies" to create, review and manage policies, which shall be overseen by the Leader;
  - (b) "Appointments" to select candidates for elected or other office, which shall be overseen by the Nominating Officer.
- 10.4 The Leader shall be obliged to appoint the Treasurer and Nominating Officer, and that the Electoral Commission receives notification of any changes to these roles, both within 14 days of these roles being vacated and/ or changes made. Subject to Article 22.2, any Members in good standing are eligible to be appointed as Treasurer or Nominating Officer.
  - (a) The Treasurer's role is to oversee the Party's finances and compliance with applicable political finance rules. The Treasurer shall be responsible for managing

the Party's finances in line with the Party's financial scheme and report to the Leader. The Treasurer shall be responsible for ensuring the Party complies with the political finance rules set out in PPERA and any other applicable statutes, regulations or rules issued from time to time. The Treasurer's term of office shall be unlimited in time. The Treasurer may be removed from office at any time by a decision of the directors.

- (b) The Nominating Officer's role is to oversee nominations of candidates prior to elections. The Nominating Officer shall be responsible for arranging the nomination of candidates for elected or other office and approving Party identity marks on nominations forms and ballot papers. The Nominating Officer shall sit on the Appointments committee. The Nominating Officer's term of office shall be unlimited in time. The Nominating Officer may be removed from office at any time by a decision of the directors

- 10.5 There shall from time to time be regional offices established by the Board for the furtherance of the Party's campaigning and other business. It is intended that the regions follow the 12 regions of the UK and there be 12 regional officers appointed to establish campaigning teams in such regions. At all times these offices shall be under the direction of the Leader.

## **DECISION-MAKING BY DIRECTORS**

### **11. 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 at a meeting or a decision taken in accordance with article 12.

### **12. UNANIMOUS DECISIONS**

- 12.1 A decision of the directors is taken in accordance with this article 12 when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

- 12.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

- 12.3 A decision may not be taken in accordance with this article 12 if the Eligible Directors would not have formed a quorum at such a meeting.

### **13. CALLING A DIRECTORS' MEETING**

- 13.1 Any director may call a directors' meeting by giving not less than 10 Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.

- 13.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) 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.

13.3 Notice of a directors' meeting shall be given to each director in writing.

13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Party not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13.5 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to written notice of the directors' meeting.

#### **14. PARTICIPATION IN DIRECTORS' MEETINGS**

14.1 Subject to this Constitution, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with this Constitution, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 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.

#### **15. QUORUM FOR DIRECTORS' MEETINGS**

15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 Subject to article 15.3, the quorum for the transaction of business at a meeting of directors is one until the Electoral Commission Approval has been received and additional directors have been appointed to the Board in accordance with article 22.2. After such approval has been given the quorum shall be any three Eligible Directors, including the Leader and at least two directors who are also Electors.

15.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 18 to authorise a Conflict, if there are only two Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be two Eligible Directors.

- 15.4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
  - (b) to call a general meeting so as to enable the Electors to appoint further directors.

## **16. CHAIRING OF DIRECTORS' MEETINGS**

- 16.1 The Board will appoint a director, who is also an Elector, to chair the meetings of directors.
- 16.2 The person so appointed for the time being is known as the chairman.
- 16.3 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **17. CASTING VOTE**

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall have a casting vote.

## **18. CONFLICTS OF INTEREST**

- 18.1 The directors may, in accordance with the requirements set out in this article 18, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching their duty to avoid conflicts of interest under section 175 of the Companies Act 2006.
- 18.2 Any authorisation under this article 18 shall be effective only if:
- (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of this Constitution;
  - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director but includes at least two Electors; and
  - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 18.3 Any authorisation of a Conflict under this article 18 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

- (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- (e) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Party) information that is confidential to a third party, they shall not be obliged to disclose that information to the Party, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (f) permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

18.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

18.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

18.6 A director must declare the nature and extent of their interest in accordance with the requirements of the Companies Act 2006, if they are in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Party. If such interest is then authorised in accordance with article 18.2 such director:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Party or in which the Party is otherwise (directly or indirectly) interested;
- (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested;
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested; and
- (d) shall not, save as they may otherwise agree, be accountable to the Party for any benefit which that director (or a person connected with them (as defined in section 252 of the Companies Act 2006)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Companies Act 2006.

- 18.7 For the purposes of this article 18, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.8 Subject to article 18.9, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 18.9 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **19. RECORDS OF DECISIONS TO BE KEPT**

- 19.1 The directors must ensure that the Party keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 19.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

## **20. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to this Constitution, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors. To the extent such rules relate to this Constitution, appropriate amendments shall be made to the Constitution in line with article 1.7.

## **APPOINTMENT OF DIRECTORS**

### **21. NUMBER OF DIRECTORS**

- 21.1 The number of directors shall be one until the Electoral Commission Approval has been received when it shall not be less than three.
- 21.2 The number of directors shall be subject to a maximum of eleven.

### **22. METHODS OF APPOINTING DIRECTORS AND ESTABLISHMENT OF BOARD OF DIRECTORS**

- 22.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director in accordance with this Constitution and shall form the Board of Directors. Subject to article 23.1, the Leader shall at all times be appointed as a director on the Board of Directors.

22.2 As soon as practicable following registration of the Party as a political party on the Electoral Commission's register of political parties for Great Britain, the College shall by way of an ordinary resolution of the Electors, elect up to 8 directors (and shall use reasonable endeavours to ensure that there are at all times possible 8 directors) for a term of five years when they will be eligible for re-election. The first Leader of the Party shall be Benjamin Naeem Habib. He and all subsequent Leaders shall appoint 2 additional directors to the Board of Directors, including one who shall be appointed as Treasurer.

The Board of Directors shall ensure the appointment of a new Leader within 14 days of the resignation or removal of a Leader in accordance with article 23.1.

22.3 If the applicant to become the Leader or Treasurer is an Elector, they will immediately cease to be an Elector on submission of such application (but for the avoidance of doubt will remain a General Member).

22.4 In any case where, as a result of death, the Party has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Member.

22.5 For the purposes of article 22.3, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

### **23. TERMINATION OF DIRECTOR'S APPOINTMENT**

23.1 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 Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Party stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Party from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) that person ceases to be a Member;
- (g) any specified term of appointment comes to an end and that person is not re-elected;
- (h) where that person is the Leader and/or Treasurer at least 25% of the Electors have given written notice to the Party that they have no confidence in the relevant individual and a subsequent secret ballot of the College

has returned a majority vote of the Electors in favour of removal (for the avoidance of doubt such individual remains a General Member). In the event sufficient notices

are received by the Party in accordance with this article (h), the Board shall arrange the required ballot within 60 Business Days;

- (i) an ordinary resolution of the Members is passed pursuant to section 168 of the Companies Act 2006.

23.2 Termination of appointment as a director does not affect that individual's appointment as an Elector or Member.

## **24. DIRECTORS' REMUNERATION**

24.1 Subject to article 18, directors may undertake any services for the Party that the directors decide.

24.2 Subject to article 25, directors are not entitled to any remuneration including but not limited to remuneration:

- (a) for their services to the Party as directors, and
- (b) for any other service which they undertake for the Party.

## **25. EXPENSES**

The Party may pay any reasonable and properly incurred expenses which the directors and the secretary properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of debentures of the Party,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Party.

## **26. SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors. The secretary's role relates to the operation of the Company and not to the legal responsibilities under PPERA.

# **PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER**

## 27. MEMBERSHIP

- 27.1 Only individuals who meet the following criteria can be Members and the Party shall admit to Membership any individual who:
- (a) applies to the Party using the application process approved by the directors;
  - (b) is on the electoral role; and
  - (c) is not a member of another political party.
- 27.2 In the event a Member no longer meets any of the criteria set out in articles **Error! Reference source not found.** to 27.1(c), they shall immediately cease to be a Member.
- 27.3 At all times whilst a Member, each Member shall support and endorse the Objects and policies of the Party as set out from time to time.
- 27.4 A letter or email shall be sent to each successful applicant confirming their Membership of the Party and the details of each successful applicant shall be entered into the Register of Members by the Treasurer.
- 27.5 All Members must pay to the Party on becoming a Member and each year an annual membership fee to be decided by the directors from time to time.
- 27.6 The directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.
- 27.7 On the date of adoption of this Constitution there shall be two groups of Members:
- (a) General Members who will only have the right to vote on a resolution to:
    - (i) elect an Elector in accordance with article 28.1; and
    - (ii) remove a director in accordance with section 168 of the Companies Act 2006; and
  - (b) Up to 100 Electors who shall also be General Members will form the College as set out below and shall be entitled to vote on all other decisions of the Members.

## 28. COLLEGE

- 28.1 Electors shall be General Members who are nominated by the Board and elected as Electors by an ordinary resolution of the General Members.
- 28.2 Electors must not:
- (a) hold an Elected Public Office; and
  - (b) receive any remuneration from the Party for their services (other than reasonable and properly incurred expenses).

- 28.3 The Board shall be able to call general meetings of the Electors and such meetings shall be known as College Meetings.
- 28.4 The quorum for the transaction of business at a College Meeting is one until the Electoral Commission Approval has been received. After such approval has been given the quorum shall be any three Electors.
- 28.5 The chairman shall chair College Meetings.
- 28.6 Unless required otherwise by the Companies Act 2006, decisions of the Electors shall be made by ordinary resolution, being a majority decision at a College Meeting or by way of a written resolution in accordance with the Companies Act 2006.
- 28.7 In the event an Elector ceases to be a Member they shall automatically cease to be an Elector at the same time.
- 28.8 The directors may terminate a Member's position as an Elector without their consent (for the avoidance of doubt such Elector will remain a General Member) by giving the Elector written notice if, in the reasonable opinion of the directors, the Elector:
- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Party or bring the Party or any or all of the Electors and directors into disrepute; or
  - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Party as a whole; or
  - (c) has failed to observe the terms of this Constitution and any rules.
- 28.9 Such notice given to an Elector pursuant to article 28.8 must give the Elector the opportunity to be heard in writing or in person as to why their position as an Elector should not be terminated. The directors must consider any representations made by the Elector and inform the Elector of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the appointment of an Elector.
- 28.10 Within three months of the fifth anniversary of the date of adoption of this Constitution 10% of the Electors who have been in the position of Elector the longest shall retire from such position but shall be eligible for re-election.
- 28.11 Each subsequent year 10% of the Electors must retire from such position but shall be eligible for re-election.
- 28.12 The Electors to retire by rotation shall be those who have been longest in office since their last appointment. If any Electors became or were appointed Electors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by the Board.
- 28.13 The directors can co-opt Electors to fill any vacancies but any co-opted Electors will have to be elected the next date there is a retirement and potential re-election of other Electors.

## **29. TERMINATION OF MEMBERSHIP**

- 29.1 Membership is not transferable.
- 29.2 Membership is terminated if the Member dies.
- 29.3 A Member may withdraw from Membership of the Party by giving 7 days' notice to the Party in writing.
- 29.4 Membership is terminated if the Member ceases to meet any of the criteria set out in articles **Error! Reference source not found.** to 27.1(c).
- 29.5 The directors may terminate a Member's position as a Member without their consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member is acting in concert with other Members in order to bring about change in the Party on behalf of another political party or solely with the intention of damaging the Party.
- 29.6 A Member whose Membership is terminated under this article 29 shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Party any subscription or other sum owed by them.
- 29.7 Any person ceasing to be a Member shall promptly be removed from the Register of Members.

## **ORGANISATION OF GENERAL MEETINGS**

### **30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 30.1 A person is able to exercise the right to speak at a general meeting or College 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 of College Meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) 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 or College Meeting to exercise their rights to speak or vote at it.
- 30.4 In determining attendance at a general meeting or College 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 or College 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**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for the transaction of business at a general meeting of General Members is one until the Electoral Commission Approval has been received. After such approval has been given the quorum shall be any ten General Members.

### **32. CHAIRING GENERAL MEETINGS**

- 32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 32.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present; or
  - (b) (if no directors are present), the meeting;
  - (c) must appoint a director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 32.3 The person chairing a meeting in accordance with this article 32 is referred to as “the chairman of the meeting”.

### **33. ATTENDANCE AND SPEAKING BY NON-MEMBERS**

The chairman of the meeting may permit other persons who are not Members of the Party to attend and speak at a general meeting.

### **34. ADJOURNMENT**

- 34.1 If the persons attending a general meeting or College Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 34.3 The chairman of the meeting must adjourn a general meeting or College Meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting or College Meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Party must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Party's general meetings is required to be given; and
  - (b) containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **35. VOTING: GENERAL**

- 35.1 A resolution put to the vote of a general meeting or College Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with this Constitution.
- 35.2 Subject to the Companies Act 2006, at any general meeting or College Meeting, every Member entitled to vote and:
- (a) who is present in person (or by proxy) shall on a show of hands have one vote; and
  - (b) is present in person (or by proxy) shall on a poll have one vote.

### **36. ERRORS AND DISPUTES**

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

### **37. POLL VOTES**

- 37.1 A poll may be demanded at any general meeting by any Member or their proxy who is present and entitled to vote at the meeting.

- 37.2 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.3 A poll may be demanded by:
- (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 37.4 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
  - (b) the chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

- 37.5 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **38. PROXY NOTICES**

- 38.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine;
  - (d) is delivered to the Party in accordance with this Constitution not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate; and
  - (e) a proxy notice which is not delivered in such manner shall be invalid.
- 38.2 The Party may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.

- 38.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) 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
  - (b) 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.
- 38.5 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 Party by or on behalf of that person.
- 38.6 An appointment under a proxy notice may be revoked by delivering to the Party a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 38.7 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.
- 38.8 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.

## **39. AMENDMENTS TO RESOLUTIONS**

- 39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Party in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 4 ADMINISTRATIVE ARRANGEMENTS**

#### **40. MEANS OF COMMUNICATION TO BE USED**

- 40.1 Subject to this Constitution, anything sent or supplied by or to the Party under this Constitution may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Companies Act 2006 to be sent or supplied by or to the Party.
- 40.2 Subject to this Constitution, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 40.3 A director may agree with the Party that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 40.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 40.5 For the purposes of this article 40, no account shall be taken of any part of a day that is not a Business Day.
- 40.6 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Companies Act 2006.

#### **41. RULES**

The directors may establish rules governing matters relating to Party administration that are required from time to time for the effective operation of the Party (for example, the provisions

relating to classes of Members, Membership fees and subscriptions). If there is a conflict between the terms of this Constitution and any rules established under this article 41, the terms of this Constitution shall prevail.

#### **42. RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

The Party will prepare and file audited accounts at Companies House which shall therefore be publicly available. Except as provided by law or authorised by the directors or an ordinary resolution of the Electors, no person is entitled to inspect any of the Party's accounting or other records or documents merely by virtue of being a Member.

#### **43. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Party (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Party.

#### **44. CHANGE OF PARTY NAME**

The name of the Party may be changed by:

- 44.1 a decision of the directors; or
- 44.2 a special resolution of the Members,  
or otherwise in accordance with the Companies Act 2006.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **45. INDEMNITY AND INSURANCE**

45.1 Subject to article 45.2 below, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Party's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer:
  - (i) in the actual or purported execution and/or discharge of their duties, or in relation to them; and
  - (ii) in relation to the Party's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

including (in each case) any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer,

relief from liability for negligence, default, breach of duty or breach of trust in relation to the Party's (or any associated company's) affairs; and

- (b) the Party may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in article 35.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

45.2 This article 45 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law and any such indemnity is limited accordingly.

45.3 The directors may decide to purchase and maintain insurance, at the expense of the Party, for the benefit of any relevant officer in respect of any relevant loss.

45.4 In this article 45:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Party, any associated company or any pension fund or employees' share scheme of the Party or associated company; and
- (c) a relevant officer means any director or other officer or former director or other officer of the Party or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Companies Act 2006), but excluding in each case any person engaged by the Party (or associated company) as auditor (whether or not they are also a director or other officer), to the extent they act in their capacity as auditor).

## **SCHEDULE – OBJECTS AND MISSION STATEMENT**

**The Party will build a Proud, Independent and Prosperous United Kingdom**

**The Party stands for Nation, Freedom, Democracy and Equality under the law.**

### **Nation**

Our Nation is the United Kingdom of Great Britain and Northern Ireland, in all its parts and with all its people.

The Party asserts every part of the Acts of Union which created the Nation. The Party stands against any arrangement which is not compliant with those Acts.

The Party promotes and celebrates the Nation's Christian constitution, roots, traditions, culture, and values.

The sovereignty of the Nation stands as a bulwark against the undemocratic influence of supra-national institutions and international law.

### **Freedom**

A cornerstone of democracy is the freedom of speech.

All people should be free to think, speak and act according to their conscience and beliefs if they do not incite violence.

Children should be protected from ideological and political indoctrination.

There should be minimal Government intervention in people's lives.

### **Democracy**

The Government should serve the British people and be accountable to them.

There can be no dilution of the Government's ability to discharge this obligation, and the people's ability to hold them to account, by membership of international bodies, the entering into of international treaties, international law and domestic quangos.

### **Equality under the UK law**

All people living in the UK should be equal before and subject only to UK law.

All people should be able to live free from the threat of terror or violent crime and without prejudice.

There should be no discrimination based on ethnicity, sex or sexual orientation.

The British legal system must be the only legal system in the Nation and its application must be impartial and free of political influence or control.

Security of life and property are fundamental in creating a peaceful and prosperous society.