

# **REPUBLIC CAMPAIGN ASSOCIATION**

## **CONSTITUTION**

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### **1. NAME**

The name of the Organisation is Republic Campaign Association ('the Association')

### **2. AIM**

The Aim of the Association is to be a members' association in support of Republic Campaign Limited (Company No. 5891072) ('the Aim')

### **3. POWERS**

The Association has power to do anything else within the law which promotes or helps to promote the Aim

### **4. MEMBERSHIP**

- 4.1 Membership of the Association is open to any individual or organisation interested in promoting the Aims of the Association and the Objects of the Company, and who accepts the Association's Statement of Principles as adopted by a General Meeting
- 4.2 The Executive Committee may establish different classes of Membership and set appropriate rates of subscription
- 4.3 The Executive Committee must keep a register of Members
- 4.4 The Executive Committee may suspend the Membership of any Member if they have reason to believe that the Member concerned may be acting detrimentally to the interests of the Association. The Executive Committee must notify the period of suspension to any Member who they suspend (the maximum period being until the close of the next AGM), and during such period all rights of the individual as a Member shall be suspended.
- 4.5 Membership is terminated if the Member concerned
  - 4.5.1 gives notice of resignation to the Association
  - 4.5.2 dies or (in the case of an organisation) ceases to exist
  - 4.5.3 is two months in arrears in paying the subscription (but in such a case the Member may be reinstated on payment of the amount due) or
  - 4.5.4 is removed from Membership by resolution of the Executive Committee on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Association (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice)
- 4.6 Any Members whose Membership is suspended under Clause 4.4 or terminated under Clause 4.5.4 shall have the right to appeal in person to the next AGM
- 4.7 Each Member of the Association shall have the right to :
  - 4.7.1 attend, vote, and propose or second motions at general meetings (as provided for in Clause 5);

- 4.7.2 stand for election to the Executive Committee (as provided for in Clause 5.8.3)
- 4.7.3 take part in the organisation's activities
- 4.7.4 receive copies of the organisation's notices, newsletters and other publications (subject in the case of newsletters and publications to payment of any charge set by the Executive Committee)

4.8 Membership of the Association is not transferable

## **5. GENERAL MEETINGS**

5.1 All Members are entitled to attend general meetings of the Association in person or (in the case of a Member organisation) through an authorised representative

5.2 A person may only vote or propose a motion or amendment at a general meeting if they have been a member for more than sixty days.

5.3 Notices and notifications should meet the following deadlines:

5.3.1 At least sixty days notice of a General Meeting must be given

5.3.2 A deadline for the submission of nominations and motions will be set by the Executive Committee. This deadline must be no fewer than forty days prior to the General Meeting.

5.3.3 Written notice to the members specifying the business to be transacted should be given at least twenty-one days prior to the General Meeting.

5.4 There is a quorum at a general meeting if not less than thirty-seven Members (all of whom must have paid their subscriptions) are present

5.5 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair presides at a general meeting

5.6 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the Members present in person or (in the case of a Member organisation) through an authorised representative

5.7 Each Member has one vote on each issue. Members may vote in person at a meeting, but if the Executive Committee decide that voting by post (or online) will be allowed on a particular issue, Members may vote in person at the meeting or by post (or online) in accordance with a procedure which must be set for this purpose by the Executive Committee

5.8 In every year at a date not later than 30 November the Association must hold an AGM

5.9 At an AGM the Members:

5.9.1 receive the accounts of the Association and the Company for the previous financial year

5.9.2 receive the report of the Executive Committee on the Association's and the Company's activities since the previous AGM

5.9.3 elect Executive Committee Members as required

5.9.4 discuss and determine any issues of policy or deal with any other business that has been included on the agenda in line with Standing Orders, at the behest of the Executive Committee or following a request in writing from a member by a deadline agreed by the Executive

Committee (although the AGM will have the right to agree to discuss any business submitted after that deadline)

- 5.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least 5% of the Members

## **6. THE EXECUTIVE COMMITTEE**

- 6.1 The Executive Committee when complete consists of at least six and not more than twelve individuals, all of whom must be Members – plus the Chief Executive Officer of the Company (where there is one) who is an ex officio Executive Committee Member for the duration of their employment
- 6.2 Every Executive Committee Member must sign a declaration of willingness to act as a Director of the Company and be appointed as such before they are eligible to vote at any meeting of the Executive Committee
- 6.3 Elections to the Executive Committee must be held annually. Any member eligible to serve on the board of the Company is entitled to nominate themselves for election (subject to Clause 6.5.6 and Clause 6.5.5) with the deadline for nominations being set by the Executive Committee. If an election is contested then all members will be balloted in accordance with procedures agreed by the Executive Committee. The results will be declared at the AGM
- 6.4 At each election one third (or the number nearest one third) of the Executive Committee must face re-election or retire. The one third will be composed of those who have served the longest since last being co-opted or elected. The Chair will inform the Executive Committee which directors must face re-election or retire at the next election no fewer than sixty days prior to the AGM.
- 6.5 An Executive Committee Member's term of office automatically terminates if they:
- 6.5.1 are mentally incapable of managing their own affairs
  - 6.5.2 resign by written notice to the Executive Committee (but only if at least two Directors of the Company will remain in office)
  - 6.5.3 are absent from three out of any four consecutive meetings of the Executive Committee (but the Executive Committee may at their sole discretion decide that this Clause 6.5.3 shall not apply)
  - 6.5.4 cease to be a Director of the Company
  - 6.5.5 are removed by resolution passed by at least seventy-five per cent of the Executive Committee present and voting at a meeting of the Executive Committee after the meeting has invited the views of the Executive Committee Member concerned and considered the matter in the light of any such views (but so that if the Executive Committee concerned does not attend after receiving due notice of the meeting the Executive Committee may pass a resolution under this Clause in their absence). Any Executive Committee member removed under this Clause shall not be eligible to stand for re-election at the subsequent AGM, but may stand for re-election at any AGM after that.
  - 6.5.6 have been an elected or co-opted member of the Executive Committee or the Board of the Company for six or more years out of the preceding seven consecutive years. Any Executive Committee member stepping down under this Clause will not be eligible to stand for election to the Executive Committee for a period of two years following their retirement.

Provided that this Clause 6.5 shall not apply to the Chief Executive Officer of the Company, who will be subject to a contract of employment and to employment law

- 6.6 The Executive Committee may at any time co-opt any person to fill a vacancy in their number .
- 6.7 A technical defect in the appointment of an Executive Committee Member of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting

## **7. EXECUTIVE COMMITTEE MEETINGS**

- 7.1 The Executive Committee must hold at least one meeting each year. At least 7 days' notice of a meeting must be given to all Executive Committee Members
- 7.2 A quorum at a meeting of the Executive Committee is one half of the number of Executive Committee Members in office at the time or five, whichever is greater
- 7.3 An Executive Committee meeting may be held either in person or through electronic means agreed by the Executive Committee, including email, in which each participant may communicate with all other participants
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other Member of the Executive Committee chosen by the Members present presides at each Executive Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at an Executive Committee meeting
- 7.6 Every Executive Committee Member has one vote on each issue.
- 7.7 Whenever an Executive Committee Member has a personal interest in a matter to be discussed at a meeting of the Executive Committee or other committee the Executive Committee Member concerned must:
  - 7.7.1 declare an interest at or before discussion begins on the matter
  - 7.7.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 7.7.3 not be counted in the quorum for that part of the meeting
  - 7.7.4 withdraw during the vote and have no vote on the matter

## **8. POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee have the following powers in the administration of the Association:

- 8.1 to appoint a Chair, Secretary, Treasurer and other honorary officers
- 8.2 to delegate any of their functions to the CEO of the Company or to other committees consisting of 2 or more individuals appointed by them but so that :
  - 8.2.1 at least one Member of each committee must be a Member of the Executive Committee;
  - 8.2.2 the Executive Committee must confirm in writing the limits of authority of each committee; and

- 8.2.3 the Executive Committee shall be responsible for ensuring that any committee reports to them promptly and for monitoring the proper exercise of any powers delegated to a committee
- 8.3 to make standing orders consistent with this Constitution:
  - 8.3.1 to govern proceedings at general meetings of Members;
  - 8.3.2 to govern proceedings of the Executive Committee and of other committees (and in the case of other committees, to confirm the limits of their authority)
  - 8.3.3 about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.4 to exercise any powers of the Association which are not reserved to a general meeting

## **9. PROPERTY & FUNDS**

- 9.1 The property and funds of the Association must be used only for promoting the Aims and do not belong to the Members of the Association or the Executive Committee
- 9.2 No Executive Committee Member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
  - 9.2.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
  - 9.2.2 interest at a reasonable rate on money lent to the Association
  - 9.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
  - 9.2.4 any Executive Committee Member who possesses specialist skills or knowledge may charge and be paid reasonable fees for work carried out for the Association on the instructions of the other Executive Committee Members but only if the procedure prescribed by clause 7.7 is followed in selecting the Member for this purpose

## **10. RECORDS & ACCOUNTS**

- 10.1 The Executive Committee must ensure that appropriate financial records for the Association are maintained, and must keep proper records of:
  - 10.1.1 all proceedings at general meetings
  - 10.1.2 all proceedings at Executive Committee meetings
  - 10.1.3 all reports of other committees
  - 10.1.4 all professional advice obtained
- 10.2 Annual reports and statements of account relating to the Association must be made available for inspection by any Member of the Association

## **11. NOTICES**

- 11.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any national newspaper or suitable journal distributed by the Company

- 11.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members
- 11.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
  - 11.3.2 two clear days after being sent by first class post to that address
  - 11.3.3 three clear days after being sent by second class or overseas post to that address
  - 11.3.4 on the date of publication of a newspaper containing the notice
  - 11.3.5 on being handed to the Member (or, in the case of a Member organisation, its authorised representative) personally or, if earlier
  - 11.3.6 as soon as the Member acknowledges actual receipt
- 11.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

## **12. AMENDMENTS**

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but the Members must be given 21 clear days' notice of the proposed amendment

## **13. DISSOLUTION**

- 13.1 If at any time the Members at a general meeting decide to dissolve the Association, the Members of the Executive Committee will remain in office as Association trustees and will be responsible for the orderly winding up of the Association's affairs
- 13.2 After making provision for all outstanding liabilities of the Association, the Executive Committee must apply the remaining property and funds in one or more of the following ways:
- 13.2.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Aims
  - 13.2.2 directly for the Aims or purposes within or similar to the Aims

## **14. INTERPRETATION**

- 14.1 In this Constitution:

'AGM' means an annual general meeting of the Members of the Association

'the Association' means the Association comprised in this constitution

'the Company' means Republic Campaign Limited, Registered number 05891072

'authorised representative' means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Association]

'the Chair' means the chair of the Association appointed by the Executive Committee

'clear day' means 24 hours from midnight following the triggering event

'the Executive Committee' is the governing body of the Association

'EGM' means a general meeting of the Members of the Association which is not an AGM

'material benefit' means a benefit which may not be financial but has a monetary value

'Member' and 'Membership' refer to Members of the Association

'months' means calendar months

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

'board' means the Board of Directors of Republic Campaign Ltd

14.2 References in the singular include the plural where the context allows (and vice versa)