

REPUBLIC CAMPAIGN LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

COMPANIES ACTS 1985 & 1989

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

THE COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

REPUBLIC CAMPAIGN LIMITED

1. NAME

The name of the Company is "Republic Campaign Limited" ('the Company')

2. REGISTERED OFFICE

The registered office of the Company is to be in England and Wales

3. OBJECTS

3.1 The objects of the Company ('the Objects') are to achieve the abolition of the British monarchy in favour of a democratic republic.

4. POWERS

Without prejudice to the generality of the Objects, but subject to Clause 3.2, the Company has power to do all or any of the following things :

- 4.1 To carry on any legal activity which promotes the Objects.
- 4.2 To acquire or hire property or assets of any kind.
- 4.3 To let or dispose of property or assets of any kind.
- 4.4 To borrow money and give security for loans.
- 4.5 To deposit or invest funds in any manner.
- 4.6 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company in relation to its activities.

- 4.7 To employ paid or unpaid agents, staff or advisers, and to pay or provide for pensions for the benefit of any employees or their dependents
- 4.8 To enter into contracts to provide services to or on behalf of other bodies
- 4.9 To establish subsidiary companies to assist or act as agents for the Company, and to enter into partnerships, joint ventures or other arrangements with other bodies
- 4.10 To pay the costs of forming the Company
- 4.11 To do anything else within the law which promotes or helps to promote the Object or the interests of the Company

5. LIMITED LIABILITY

The liability of Members is limited

6. NOT FOR PRIVATE PROFIT

The property and funds of the Company must be used only for promoting the Objects and do not belong to the members of the Company

7. GUARANTEE

Every Member promises, if the Company is dissolved while they or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a Member

8. DISSOLUTION

- 8.1 If the Company is dissolved the assets (if any) remaining after provision has been made for all of its liabilities must be applied in one or more of the following ways :

- 8.1.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects 8.1.2 directly for the Objects or for purposes within or similar to the Objects

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

THE COMPANIES ACTS 1985 & 1989

**COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

REPUBLIC CAMPAIGN LIMITED

1. MEMBERSHIP

- 1.1 The number of Members with which the Company proposes to be registered is unlimited
- 1.2 The Company must maintain a register of Members
- 1.3 Membership of the Company is open to any individual who is a Member of the Executive Committee of the Association and who:
 - 1.3.1 applies to the Company in the form required by the Directors;
 - 1.3.2 agrees to be bound by these Articles in all matters to which they relate;and

- 1.3.3 signs the Register of Members or consents in writing to become a Member
- 1.4 Membership is terminated if the Member concerned:
 - 1.4.1 gives notice of resignation to the Company;
 - 1.4.2 dies; or
 - 1.4.3 ceases to be a Member of the Executive Committee of the Association
- 1.5 Membership of the Company is not transferable
- 2. GENERAL MEETINGS**
- 2.1 All Members are entitled to attend general meetings. Unless otherwise stated in these Articles or agreed in writing by all Members entitled to vote, a general meeting is called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if not less than 30% of the Members are present
- 2.3 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.4 Each Member has one vote on each issue. Members may vote in person at a meeting, but if the Directors decide that voting by post will be allowed on a particular issue, Members may vote in person at the meeting or by post in accordance with a procedure which must be set for this purpose by the Directors
- 2.5 In every year at a date not later than 30 November the Company must hold an AGM which all Members are entitled to attend. At least 60 days' notice of the AGM must be given.
- 2.7 Any general meeting which is not an AGM is an EGM

3. THE DIRECTORS

- 3.1 The Directors have control of the company and its property and funds
- 3.2 The Directors when complete consist of at least six and not more than twelve individuals, all of whom must be Members - plus the Chief Executive Officer (where there is one) who is an ex officio Director for the duration of their employment
- 3.3 Every Director must sign a declaration of willingness to act as a Director of the Company before they are eligible to vote at any meeting of the Directors
- 3.4 A director is appointed upon their election or co-option to the Executive Committee of the Association.
- 3.5 A Director's term of office automatically terminates if they:
 - 3.5.1 are mentally incapable of managing their own affairs
 - 3.5.2 resign by written notice to the Directors (but only if at least two Directors will remain in office)
 - 3.5.3 are absent from three out of any four consecutive meetings of the Directors (but the Directors may at their sole discretion decide that this Article 3.5.3 shall not apply)
 - 3.5.4 cease to be a member of the Executive Committee of the Association or cease to be a member of the Association
 - 3.5.5 are removed by resolution passed by at least seventy-five per cent of the Directors present and voting at a meeting of the Directors after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views (but so that if the Director concerned does not attend after receiving due notice of the meeting the Directors may pass a resolution under this Article in their absence).

Provided that this Article 3.5 shall not apply to the Chief Executive Officer, who will be subject to a contract of employment and to employment law

- 3.6 A person is ineligible for membership of the Board of directors:
- 3.6.1 unless they have been a member of Republic Campaign Association continuously for the past one year and one month.
 - 3.6.1.1 but this Article does not apply if the person is recruited through an advertised co-option process and has been a member for at least one month and one day.
 - 3.6.2 if they have ceased to be a member of the board during the preceding 24 months.
 - 3.6.2.1 but this Article does not apply if the person is recruited through co-option and has not been a director for more than six out of the preceding seven years.
 - 3.6.3 if they are disqualified by the Act.
 - 3.6.4 if they are disqualified by a resolution passed by at least seventy-five per cent of Directors present and voting at a meeting of the Directors including, without limitation, on the grounds there is a reasonable belief the person poses a risk to the integrity, reputation or operation of the Board or Company.
 - 3.6.4.1 A resolution may only be passed if the Directors have invited the views of the person concerned and considered the matter in the light of any such views (but so that if any such views are not provided the Directors may pass a resolution under this Article).
 - 3.6.6 if they hold another formal position within Republic other than member, whether voluntary or paid.
- 3.7 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number.
- 3.8 No Director may receive any remuneration or fee from the Company (except for the Chief Executive Officer), nor may any contract be entered into with an organisation in which a Director has a material personal interest unless the

Director can demonstrate that they will receive no personal benefit as a result of that contract

- 3.9 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF DIRECTORS

- 4.1 The Directors must hold at least four meetings each year. At least 7 days notice of a meeting must be given to all Directors
- 4.2 A quorum at a meeting of the Directors is five or one half of the number of Directors in office at the time, whichever is greater
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors, including email, in which all participants are able to communicate continuously with all the other participants
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Every Director has one vote on each issue.
- 4.7 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
- 4.7.1 declare an interest at or before discussion begins on the matter
- 4.7.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
- 4.7.3 not be counted in the quorum for that part of the meeting

4.7.4 withdraw during the vote and have no vote on the matter

4.8 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF DIRECTORS

The Directors have the following powers :

5.1 to appoint (and remove) any person (who may be a Director) to act as Secretary to the Company in accordance with the Act

5.2 to appoint a Chair (in these Articles referred to as the 'Chair'), Vice-Chair and Treasurer (and any other office-holders) from among their number (and to remove any such person from such office if the Directors so decide)

5.3 to delegate any of their functions to:

The CEO or

committees consisting of 2 or more individuals appointed by them but so that :

5.3.1 at least one member of each committee must be a Director;

5.3.2 the Directors must confirm in writing the limits of authority of each committee; and

5.3.3 the Directors 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

5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings

5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of Directors and at meetings of committees

5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company

- 5.7 to establish procedures to assist the resolution of disputes within the Company
- 5.8 to exercise any powers of the Company which are not reserved to a general meeting
- 5.9 these are powers of the Directors when acting collectively. An individual Director or subset of Directors may not exercise any of these powers without those powers being explicitly delegated by the board

6. RECORDS & ACCOUNTS

- 6.1 The Directors must keep proper records of:
 - 6.1.1 all proceedings at general meetings
 - 6.1.2 all proceedings at meetings of the Directors
 - 6.1.3 all reports of committees and
 - 6.1.4 all professional advice obtained
- 6.2 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours
- 6.3 A copy of the Company's latest available annual accounts must be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months

7. NOTICES

- 7.1 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
- 7.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7.3.2 two clear days after being sent by first class post to that address
- 7.3.3 three clear days after being sent by second class or overseas post to that address
- 7.3.4 on the date of publication of a newspaper containing the notice
- 7.3.5 on being handed to the Member (or, in the case of a Member organisation, its authorised representative) personally or, if earlier,
- 7.3.6 as soon as the Member acknowledges actual receipt
- 7.4 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

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Company take effect as though repeated here

9. AMENDMENTS TO THESE ARTICLES

This is an entrenched resolution. These Articles shall not be amended unless a majority at an Annual General Meeting of the Association agree to the amendment.

10. INTERPRETATION

- 10.1 In the Memorandum and in these Articles the following words and phrases have the meanings shown:

'The Act'	the Companies Act 1985
'AGM'	an annual general meeting of the Company
'these Articles'	these articles of association
'the Association'	the unincorporated association named "Republic Campaign Association" as constituted on Saturday 31st October 2009

'Chair'	the Chair of the Directors
'the Company'	the company governed by these Articles
'clear day'	24 hours from midnight following the relevant event
'Director'	a Director of the Company and 'Directors' means all of the directors
'EGM'	an extraordinary general meeting of the Company
'material benefit'	a benefit which may not be financial but has a monetary value
'Member'	a Member of the Company
'Membership'	Membership of the Company
'Memorandum'	the Company's Memorandum of Association
'month'	calendar month
'the Objects'	the Objects of the Company as defined in clause 3 of the Memorandum
'Secretary'	the Secretary of the Company
'written' or 'in writing'	a legible document on paper not including a fax message
'year'	calendar year

10.2 In the Memorandum and in these Articles

10.2.1 expressions defined in the Act have the same meaning

10.2.2 references to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

10.2.2 where the context allows, words denoting the singular shall include the plural and vice versa