



CONSTITUTION OF THE UNITED NATIONALS ALLIANCE PARTY ("THE PARTY")

1. NAME

The name of the Party shall be The United Nationals Alliance Party.

2. OBJECTS

2.1 The objects of the Party are set out in the Memorandum and Articles of Association of the Party registered as a company with number 6903523.

2.2 The objects of the Party in its Memorandum of Association are:

2.2.1 to advance the education of the public of the benefits of good governance and to promote improvements in the governance of countries throughout the world including opportunities for closer collaboration between such countries including their unification and such other objects as the Directors shall in their absolute discretion determine ("the Objects");

2.2.2 to develop friendly relations among countries throughout the world based on the principle of equal rights and self-determination and to promote and strengthen peace among such countries;

2.2.3 to encourage co-operation between countries with a view to solving problems of an economic, social, cultural or humanitarian nature on the principle of equal rights.

3. POWERS

In furtherance of the said Objects but not further or otherwise the Party shall have the powers outlined in the Articles of Association as below:

3.1 to acquire or hire property of any kind, and any interests in or rights over property of any kind;

3.2 to sell, dispose of, let, mortgage, or charge any property of the Party and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Party;

3.3 to co-operate and enter into arrangements with any authorities, national, local or otherwise;

3.4 to accept subscriptions, gifts, donations and bequests of any real or personal property maintain and alter any of the same as are necessary for any of the objects of the Party and (subject to such consents as may be required by law) sell, lease, mortgage or otherwise dispose of any such property;

- 3.5 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Party in the shape of donations, subscriptions or otherwise;
- 3.6 to issue cheques and other financial instruments, and to operate bank and other accounts in the name of the Party;
- 3.7 subject to such consents as may be required by law, to borrow and raise money for the objects of the Party on such terms and conditions and on such security as may be thought fit;
- 3.8 to construct, maintain and alter buildings or erections;
- 3.9 to cooperate with, enter into arrangements with, partner or contract with any person, body corporate, public body or institution to procure the design, build, development of any facility in furtherance of the Party's objects;
- 3.10 to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Party or such trade is ancillary to the carrying out of the said objects;
- 3.11 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Party;
- 3.12 to establish subsidiary companies to assist or act as agents for the Party and/or to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other Party;
- 3.13 to invest the monies of the Party not immediately required for its objects in or upon such investments, securities or property as may be thought fit;
- 3.14 to make any donation or support the education or training of any person either in cash, assets or by way of loan for the furtherance of the objects of the Party;
- 3.15 to establish or support any other institution and to subscribe or guarantee money for such purposes calculated to further the objects of the Party;
- 3.16 to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or Party as may be necessary or expedient for the work of the Party;
- 3.17 to provide indemnity insurance to cover the liability of the Directors of the Party:
- 3.17.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Party;
- 3.17.2 to make contributions to the assets of the Party in accordance with the provisions of section 214 of the Insolvency Act 1986;
- provided that any such insurance in the case of 3.17.1 shall not extend to:
- i) any liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Party, or which the Directors did not care whether it was in the best interests of the Party or not;

- ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
- iii) any liability to pay a fine.

Any insurance in the case of 3.17.2 shall not extend to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of that Party (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Party would avoid going into insolvent liquidation;

- 3.18 to employ and pay such staff on such terms to supervise, organise, carry on the work of and advise the Party;
- 3.19 to purchase insurance to cover the officers, staff, voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties, as may be thought fit;
- 3.20 to pay reasonable annual sums or premiums for or towards the provision of pensions for staff for the time being of the Party and their dependants;
- 3.21 to purchase insurance to cover any buildings or other property to their full value;
- 3.22 to co-operate with, enter into arrangements with, partner or contract with any person, body corporate, public body or institution in furtherance of the Party's objects;
- 3.23 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Party and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Party by the Memorandum of Association;
- 3.24 to pay out of the funds of the Party the costs, charges and expenses of and incidental to the formation and registration of the Party;
- 3.25 to establish where necessary local branches (whether autonomous or not);
- 3.26 to do all such other lawful things as shall further the above objects or any of them.

4. MEMBERSHIP

- 4.1 Membership of the Party shall only be open to any individual who shall become an Associate Member (Category C) of the Party (as defined in the Articles of Association) and who is interested in furthering the work of the Party and who has paid the annual subscription as laid down from time to time by the Party.
- 4.2 Each Associate Member will become a member of a branch of the Party in the area where they work or reside and the Party will decide upon the relevant branch for such Associate Member in its absolute discretion.
- 4.3 The Executive Committee of any branch shall have the right for good and sufficient reason as outlined in Clause 4.5 below to recommend to the Party the termination of the membership of any individual and the Executive Council of the Party has the power to terminate such membership.

- 4.4 Applications for Associate Membership shall be made in a form prescribed by the Executive Council and placed before the officers of any Branch or the Party who may approve the application or refer it to the next meeting of the Executive Committee of a branch or Executive Council for consideration. The Executive bodies may approve or decline any application for Associate Membership.
- 4.5 The Executive Council may terminate the Associate Membership of any person on one or more of the following grounds:
- 4.5.1 material disagreement, evidenced by conduct, with the fundamental values and objectives of the Party;
- 4.5.2 conduct which has brought, or is likely to bring, the Party into disrepute;
- 4.5.3 material disagreement, evidenced by conduct, with the objectives of the Party; or
- 4.5.4 conduct which has brought, or is likely to bring, into disrepute
- provided that the individual concerned shall have the right to be heard by the Senate of the Party before a final decision is made.
- 4.6 Any member who ceases to be a an Associate Member of the Party, publicly declares their support for another political party, shall automatically forfeit their membership forthwith without right of audience or appeal.
- 4.7 Where, in accordance with this Constitution, the Executive Council is considering terminating the Associate Membership of any person, the Officers (or any three of them) may suspend that person's Associate Membership pending determination of the decision whether or not to terminate their Membership.
- 4.8 Any Associate Member who ceases to be a member of the Party shall also cease to hold any position in the Party.

5. NATIONAL ORGANISATIONAL STRUCTURE

- 5.1 The National Organisational Structure shall be constituted in accordance with clause 6 below.
- 5.2 The officers of the Party include:
- 5.2.1 Founder Director;
- 5.2.2 President;
- 5.2.3 Chairman and Vice-Chairman;
- 5.2.4 Directors of the Party;
- 5.2.5 the Secretary and National Organiser;
- 5.2.6 such other honorary officers as shall be agreed by the Board from time to time;
- all of which officers will form the Executive Council of the Party and be Executive Members (as defined in Article 3.2).

6. THE PARTY STRUCTURE

- 6.1 The Executive Council of the Party as outlined in Article 5 above.

- 6.2 International Assembly;
- 6.3 The Senate;
- 6.4 Regional Branches;
- 6.5 Area Branches;

details of which are outlined below and incorporated within diagram attached as Appendix A.

7. THE EXECUTIVE COUNCIL

7.1 The Board of Directors of the Party is the Executive Council and its powers and duties are set out in the Articles of Association. These Articles also outline other issues such as:

- 7.1.1 membership and general meetings (Articles 3 to 12);
- 7.1.2 election, retirement and re-election of Directors (Articles 18 and 19);
- 7.1.3 disqualification and removal of Directors (Article 20);
- 7.1.4 directors' interests (Article 21);
- 7.1.5 proceedings of the Board (Article 22);

7.2 The role of the Executive Council is to:

- 7.2.1 safeguard and ensure observance of the objects of the party outlined in clause 2 above at all levels of the Party and amongst its members;
- 7.2.2 exercise or supervise the exercise of all the Powers of the Party as outlined in Article 3 above whether undertaken by the Executive Council, Regional or Area Branches;
- 7.2.3 advise and provide guidance to the President of the Party on request;
- 7.2.4 advise and provide guidance to the International Assembly on the exercise of its powers;

7.3 International Assembly

7.3.1 There shall be no limit on the size of the International Assembly.

7.3.2 The President of the Party has the unfettered right to appoint the members of the International Assembly provided nevertheless that:

- 7.3.2.1 they shall all be either Executive Members or Associate Members of the Party;
- 7.3.2.2 the President shall appoint the Chairman and Deputy Chairman of the International Assembly and dismiss such persons as he shall in his absolute discretion think fit;
- 7.3.2.3 the President shall be an ex-officio member of the International Assembly.

7.3.3 **Conduct of meetings**

- 7.3.3.1 The Chairman shall chair meetings of the International Assembly, or in the absence of the Chairman, the Deputy Chairman shall chair the meeting or in the absence of the Chairman and Deputy Chairman the International Assembly shall appoint one of its members to chair the meeting.
- 7.3.3.2 The quorum for a meeting of the International Assembly shall be half of those entitled to vote at the meeting.
- 7.3.3.3 At least fourteen days before the date of the meeting, the National Organiser shall despatch notice of a meeting by electronic mail to all who are entitled to attend. At least seven days before the date of the meeting, Members of the International Assembly may by electronic mail submit items for inclusion on the agenda to the National Organiser. At least four days before the date of the meeting, the National Organiser shall despatch an agenda by electronic mail to all who are entitled to attend. Failure by the National Organiser to comply with this article shall not prevent a meeting of the International Assembly proceeding as though there has been compliance.
- 7.3.3.4 The International Assembly shall meet not less than three times a year. Additional meetings may be held at the discretion of the Chairman or request of a majority of members of the international Assembly.
- 7.3.3.5 Business not specified in the agenda may be considered and dealt with only by leave of the Chairman provided that two-thirds of those present and entitled to vote agree to treat such business as urgent.
- 7.3.3.6 Votes at all meetings shall be taken by a show of hands but the Chairman may direct that a secret ballot be taken and shall so direct if requested to do so by at least one third of those members present and entitled to vote. If the voting is declared to be equal, the Chairman may then cast a second vote to settle the matter in issue.

7.3.4 **International Assembly Committee**

- 7.3.4.1 The International Assembly may with the agreement of the President appoint Committees of which the Chairman and Deputy Chairman shall ex officio be Members.
- 7.3.4.2 At the direction of the President, the International Assembly shall establish:
- a Finance and General Purposes Committee which shall be responsible to the International Assembly and the Board for monitoring the finance, budget, and fundraising of the Party;
 - a Constitutional Committee which shall keep this constitution under review and as necessary make recommendations to the Executive Council; and
 - a Membership Committee which shall consider all matters relating to membership of the Party and as necessary make recommendations to the Executive Council and each of these three Committees shall be chaired by either the

Chairman or Deputy Chairman, and include at least four additional Party Members with relevant knowledge.

- a meeting of any of these three Committees shall be quorate with the Chairman in the chair and at least two other members of the Committee present. Unless the Chairman or Deputy Chairman chairing a Committee has decided that exceptional circumstances apply, the International Assembly will receive reports from the Committee and be invited to comment on any communication from the Committee's Chairman to the Board.

7.4 **The Senate**

7.4.1 The Senate shall consist of no more than one thousand individuals.

7.4.2 The President of the Party has the unfettered right to appoint the members of the International Assembly provided nevertheless that:

7.4.2.1 the members shall all be Associate Members of the Party; and

7.4.2.2 they have a good reputation and history of achievement; and

7.4.2.3 they have a graduate university degree or equivalent professional qualification; and

7.4.2.4 the President shall appoint the Chairman and Deputy Chairman of the International Assembly and dismiss such persons as he shall in his absolute discretion think fit.

7.4.3 The role of the Senate is to:

7.4.3.1 monitor the performance of the International Assembly;

7.4.3.2 act as an arbitrator in respect of any disputes referred to it by the Executive Council, International Assembly, Regional or other branches;

7.4.3.3 consider any appeals by Associate Members in respect of proposals for termination of membership;

7.4.4 **Conduct of meetings**

7.4.4.1 The Chairman shall chair meetings of the Senate, or in the absence of the Chairman, the Deputy Chairman shall chair the meeting or in the absence of the Chairman and Deputy Chairman the Senate shall appoint one of its members to chair the meeting.

7.4.4.2 The quorum of the meeting of the Senate shall be half of those entitled to vote at the meeting.

7.4.4.3 At least fourteen days before the date of the meeting, the National Organiser shall despatch notice of a meeting by electronic mail to all who are entitled to attend. At least seven days before the date of the meeting, Members of the Senate may by electronic mail submit terms for inclusion on the agenda to the National Organiser. At least four days before the date of the meeting, the National Organiser shall despatch an agenda by electronic mail to all who are entitled to attend. Failure by the

National Organiser to comply with this article shall not prevent a meeting of the Senate proceeding as though there has been compliance.

7.4.4.4 The Senate shall meet not less than three times a year. Additional meetings may be held at the discretion of the Chairman or request of a majority of members of the Senate.

7.4.4.5 Business not specified in the agenda may be considered and dealt with only by leave of the Chairman provided that two-thirds of those present and entitled to vote agree to treat such business as urgent.

7.4.4.6 Votes at all meetings shall be taken by a show of hands but the Chairman may direct that a secret ballot be taken and shall so direct if requested to do so by at least one third of those members present and entitled to vote. If the voting is declared to be equal, the Chairman may then cast a second vote to settle the matter in issue.

7.4.5 The Senate may appoint Committees of which the Chairman and Deputy Chairman shall ex officio be Members in respect of appeals from Associate Members.

7.5 **National Organiser**

7.5.1 The National Organiser shall act as Secretary to the International Assembly and to all/any Committees and liaise between the International Assembly and other employees of the Party.

7.5.2 Subject to the requirements of the Chairman of the Executive Council, the National Organiser shall have responsibility for day-to-day operation of the Party.

8. **REGIONS**

8.1 The Executive Council shall in each Region appoint a Party Regional Coordinator responsible for:

8.1.1 coordinating the activities of the party with the Regional Branches as assisting with the creation of Party Branches;

8.1.2 assisting Regional and Branch Chairmen in the organisation of activities;

8.1.3 helping Party Regional and Branch Chairmen to remain in close and regular contact with the Executive Council.

8.2 The National Organiser will provide the Party's Regional Chairman with the name and contact details of the Party's Regional Coordinator in that Region.

9. **PARTY REGIONAL CHAIRMEN**

9.1 In each Region a Party Regional Chairman shall be elected annually in accordance with the provisions of Appendix B to this Constitution. A person may serve as a Party Regional Chairman for no more than two consecutive years except that if no other candidate has been nominated for the position at the end of a Party Regional Chairman's second consecutive year, the Executive Council may allow that Regional Chairman to serve for a third and final consecutive year.

9.2 The Party Regional Chairman shall:

9.2.1 coordinate, monitor and promote the establishment and activity of Party Branches, including recruitment of Members, in the Region;

- 9.2.2 promote the sharing of resources between Branches;
- 9.2.3 liaise with the relevant Regional Management Executive and promote campaigning on behalf of the party as guided by the Regional Management Executive;
- 9.2.4 brief the National Organiser on the status of Party Branches and send the Executive Council an annual report on the Party's activities in the Region.
- 9.3 If a casual vacancy arises for a Regional Chairman, the Executive Council may appoint a new Chairman to serve until the next annual election.
- 9.4 With the agreement of the Executive Council a Regional Chairman may appoint additional Party Regional Officers.
- 9.5 A Region shall be designated "[] Region of United Nationals Alliance Party".
- 9.6 The National Organiser will provide the Party's Regional Chairman with the name and contact details of the Branch Chairmen in that Area.

10. ORGANISATIONAL BRANCHES

- 10.1 The Constitution of the Party Branches shall be in accordance with Appendix C.

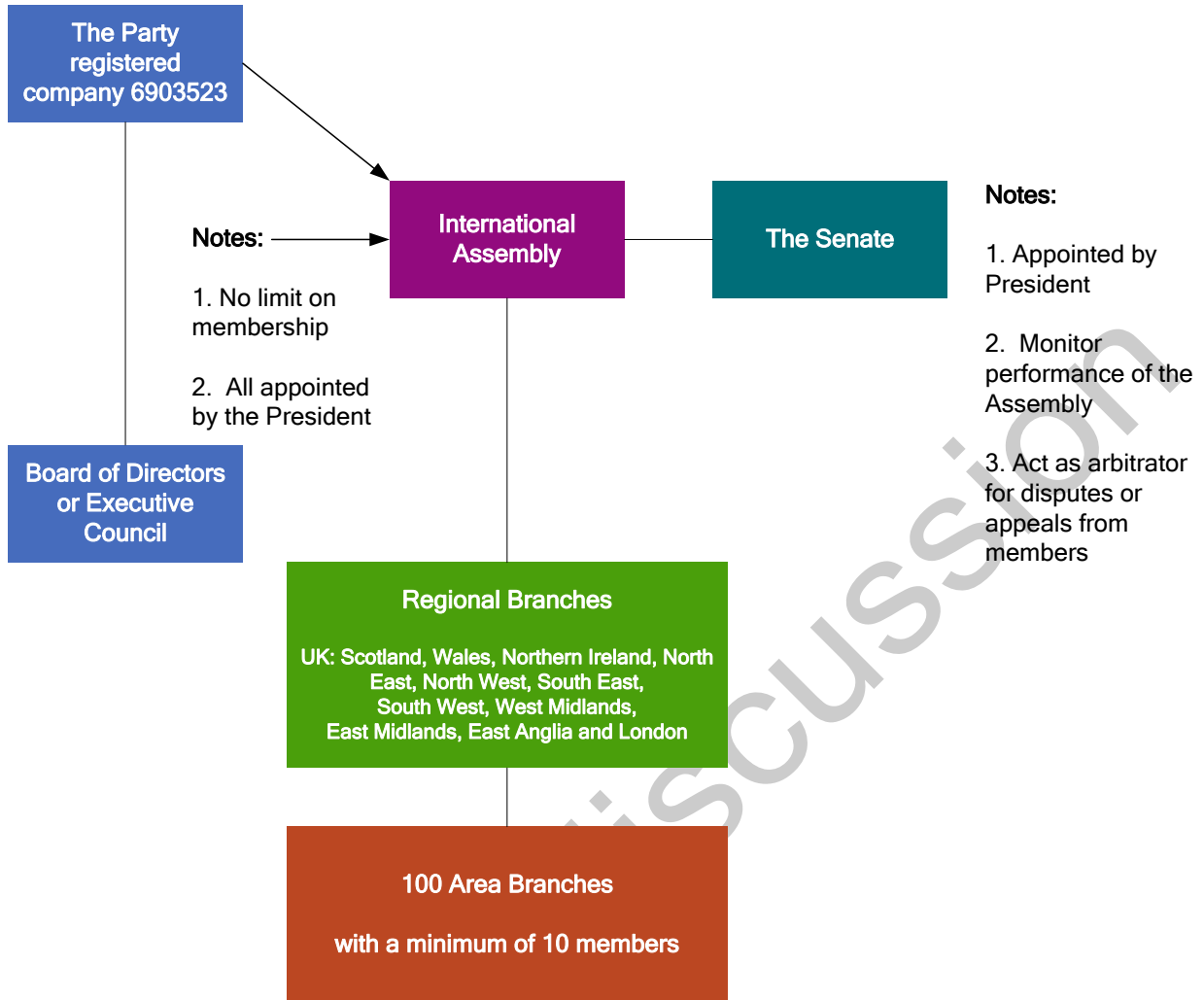
11. AFFILIATION AND REPRESENTATION

- 11.1 Subject to the agreement of the Executive Council, the Party may affiliate to such organisations as the Executive Council may from time to time consider appropriate.
- 11.2 The President shall ex officio be the Party's external representative and/or delegation leader but may nominate other Members of the Party to represent the Party affiliated bodies.

12. THE PRESIDENT

- 12.1 The President of the Party has the following powers in addition to those outlined in this Constitution and the Memorandum and Articles of Association
 - 12.1.1 he can take any lawful action he wishes in accordance with the above documents in the interests of the Party;
 - 12.1.2 he can make monetary awards to any person in accordance with the Powers set out in Clause 3, and confer honours, titles or award medals to any person who has in the opinion of the President rendered exceptional service to the Party.

APPENDIX A



APPENDIX B

RULES FOR THE ELECTION OF REGIONAL CHAIRMEN

1. ELECTION

- 1.1 Annual elections to elect the Party's Regional Chairmen shall take place no more than fifteen months after the previous annual elections, on the basis of a timetable agreed by the Executive Council.
- 1.2 A returning Officer appointed by the President shall be responsible for the efficient running of the elections and all matters relating thereto. In the absence of a specific appointment, the National Organiser will be deemed to have been appointed.
- 1.3 If the Returning Officer receives more than one nomination for the chairmanship of a Region, then a ballot will be held in that Region.

2. NOMINATION

- 2.1 A person seeking nomination for chairmanship of a Region must obtain an official nomination paper from the Returning Officer, complete this paper and then ensure the Returning Officer receives it before the date of close of nominations.
- 2.2 A person may only stand for election in a Region if at the date of the close of nominations that person has been a Member of the Party for more than six months and is a Member of the Party within that Region.
- 2.3 Nominations must be proposed and seconded by Members of the party who have been Members of the Party within the Area in which the nominee seeks election for at least six months prior to the date of the close of nominations.
- 2.4 A Member cannot propose or second more than one candidate in a Region.
- 2.5 After the close of nominations the Returning Officer will issue a list of valid nominations and within 24 hours of issuance of this list a candidate may communicate withdrawal from the election to the Returning Officer.
- 2.6 No later than 24 hours after the issuance of the list of valid nominations, each candidate may supply the Returning Officer with an election communication which must comply with the Returning officer's specifications and will be subject to approval by the Returning Officer whose decision is final.

3. BALLOT

- 3.1 A person may only vote if at the date of the close of the ballot that person has been a member of the Party within the Area for more than six months.
- 3.2 The Returning Officer will issue each eligible Member of the Party whose name has been supplied to the National Organiser with a ballot paper for the election in the Member's Area and a declaration of identity both of which must be completed and returned on the basis of directions given by the Returning Officer if the ballot paper is to be valid. Completing one ballot paper constitutes "one vote".

4. SCRUTINEERS

- 4.1 A candidate may be present when votes are counted.

4.2 A candidate unable to attend the count of the preliminary ballot may appoint a scrutineer provided that the Returning Officer has been informed of the scrutineer's identity at least a week before the count.

4.3 Notwithstanding clauses 4.1-4.2 inclusive, the Returning Officer at his sole discretion may reject any nominated scrutineers. Candidates and scrutineers must comply with all directions given by the Returning Officer.

5. CONDUCT OF THE BALLOT/COUNT

5.1 Valid ballot papers will be returned for counting to the Returning Officer in compliance with the Returning Officer's directions. The Returning Officer will have full authority to determine the arrangements for the count.

Draft for discussion

Note: This is document already provided

APPENDIX C

CONSTITUTION OF A LOCAL BRANCH OF THE COUNCIL FOR THE UNITED NATIONALS ALLIANCE PARTY

CONSTITUTION OF THE [] BRANCH OF THE UNITED NATIONALS ALLIANCE PARTY (“the Party”)

1. NAME

The name of the Branch shall be ‘The Branch of the United Nationals Alliance Party’ (hereinafter called “the Branch”).

2. OBJECTS

2.1 The objects of the Branch shall be to promote the objects of the Party as set out in the Memorandum and Articles of Association of the Party registered as a company with number 6903523.

2.2 The objects of the Party are:

2.2.1 to advance the education of the public of the benefits of good governance and to promote improvements in the governance of countries throughout the world including opportunities for closer collaboration between such countries including their unification and such other objects as the Directors shall in their absolute discretion determine (“the Objects”);

2.2.2 to develop friendly relations among countries throughout the world based on the principle of equal rights and self-determination and to promote and strengthen peace among such countries;

2.2.3 to encourage co-operation between countries with a view to solving problems of an economic, social, cultural or humanitarian nature on the principle of equal rights.

3. POWERS

In furtherance of the said objects but not otherwise the Branch may:

3.1 Stimulate and educate public opinion on the foregoing topics.

3.2 Act as a centre for advice and the collection and dissemination of information upon any matters referred to in the Objects.

3.3 Employ and pay a person or persons not being a member or members of the Executive Committee hereinafter mentioned to supervise, organise and carry on the work of the Branch and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows/widowers and other dependants.

3.4 Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges necessary for the promotion of the said objects and

construct, maintain and alter any buildings or erections necessary for the work of the Branch.

- 3.5 Make regulations for any property which may be so acquired.
- 3.6 Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Branch.
- 3.7 Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary PROVIDED THAT in raising funds the Branch shall not undertake any permanent trading activities.
- 3.8 Invest the monies of the Branch not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 3.9 Do all such other lawful things as are necessary for the attainment of the Objects.

4. MEMBERSHIP

- 4.1 Membership of the Branch shall only be open to any individual who shall become an Associate Member (Category C) of the Party resident in [] and who is interested in furthering the work of the Branch and the Party and who has paid the annual subscription as laid down from time to time by the Party.
- 4.2 The Executive Committee (hereinafter called "the Committee") shall have the right for good and sufficient reason to recommend to the Executive Council Party the termination of the Associate Membership of any individual PROVIDED THAT the individual member concerned shall have the right to be heard by the Senate of the Party before a final decision is made.

5. NOMINATIONS

Nominations to the Annual General Meeting of the Branch of individuals for election as Honorary Officers or for approval or election (as the case may be) as members of the Committee pursuant to clause 7.3.2 and 7.3.3 hereof must be made in writing by or on behalf of no less than five Associate Members and must be in the hands of the Honorary Secretary at least 28 days before the Annual General Meeting of the Branch. Should nominations pursuant to clause 7.3.3 exceed vacancies, election shall be by ballot of those present at the Meeting and entitled to vote.

6. HONORARY OFFICERS

- 6.1 At the Annual General Meeting of the Branch, the Branch shall elect a Chairman, up to two Vice Chairmen, an Honorary Treasurer, and such other Honorary Officers as the Committee shall decide.
- 6.2 All Honorary Officers elected by the Annual General Meeting of the Branch shall hold office until the conclusion of the next following Annual General Meeting of the Branch but shall be eligible for re-election PROVIDED THAT no individual shall serve as an Honorary Officer (whether in the same office or in different offices) for more than five consecutive years (whether or not all such years are actually served in full). On the expiration of such period of five consecutive years a further period of one year must elapse before he/she is eligible for re-election.

- 6.3 The Committee shall have the power to fill casual vacancies amongst the Honorary Officers, other than that of President, and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Branch and shall be eligible for election at that meeting PROVIDED THAT the period of casual service before any such election shall be taken into account when calculating an individual's five yearly term of office as aforesaid.
- 6.4 The Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary shall be ex officio members of the Committee and of every other Committee or Sub-Committee of the Branch.
- 6.5 Only members of the Branch shall be eligible to serve as Honorary Officers.
- 7. EXECUTIVE COMMITTEE**
- 7.1 The Committee shall be responsible for transacting the business of the Branch and for the conduct and administration of its affairs including dealing with resolutions passed to it by the relevant Regional Branch.
- 7.2 The members for the time being of the Committee may serve only if not disqualified in law from so doing.
- 7.3 The Committee shall consist of:
- 7.3.1 The Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary all ex officio.
- 7.3.2 Such persons nominated in accordance with clause 5 hereof as the Annual General Meeting may approve PROVIDED THAT not more than one person shall be nominated by each such Committee.
- 7.3.3 Such other persons nominated by members of the Branch in accordance with clause 5 hereof as the Annual General Meeting may elect PROVIDED THAT the number of such elected members shall not exceed five.
- 7.4 The members of the Committee approved or elected at the Annual General Meeting of the Branch shall serve until the conclusion of the next following Annual General Meeting. Retiring members shall be eligible for re-approval or re-election PROVIDED THAT no individual shall serve on the Committee whether as an ex officio approved or elected member or a combination of these for more than five consecutive years (whether or not all such years are actually served in full). On the expiration of such period of five consecutive years a further period of one year must elapse before he/she is eligible for re-approval or re-election.
- 7.5 In addition to the ex officio approved and elected members of the Committee the Committee may co-opt up to three further members who shall serve until the conclusion of the next following Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option.
- 7.6 Any casual vacancy in the Committee amongst (i) the members approved in accordance with clause 7.3.2 hereof may be filled up by the Group(s) concerned or (ii) the members elected in accordance with clause 7.3.3 hereof may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Branch and shall be eligible for approval or election (as the case may be) at that Meeting PROVIDED THAT the period of casual service before any such approval or election

shall be taken into account when calculating an individual's five yearly term of office as aforesaid.

- 7.7 The proceedings of the Committee shall not be invalidated by any failure to approve or elect or by any defect in the approval, election, nomination, co-option or qualification of any member.
- 7.8 No person shall serve as a member of the Committee unless he or she is, at the time of his or her election thereto, a member of the Branch.
- 7.9 The Chairman and Vice-Chairmen of the Branch shall be the Chairman and Vice Chairmen of the Committee unless the Branch in General Meeting decides otherwise.
- 7.10 The Committee shall meet not fewer than [six] times each year. At any meeting of the Committee [five] members shall form a quorum.
- 7.11 The Committee shall have power to enter into agreements with other organisations for the formation of any joint committees calculated to promote the said objects.
- 7.12 The Chairman, Honorary Secretary and one other Honorary Officer together shall deal with urgent matters which in their reasonable view cannot wait until the next meeting of the Committee subject to a report of such action being made to that meeting.
- 7.13 The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Branch and all its Committees and Sub-Committees. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Branch in General Meeting and shall not be inconsistent with the provisions of this Constitution.
- 7.14 The Committee shall have power to fix the remuneration of all such staff (not being members of the Committee) as may in their opinion be necessary.
- 7.15 The Committee may appoint one of its members to represent the Branch at an Area Branch and vote thereat.
- 7.16 A member of the Committee shall cease to hold office if he or she is absent without the permission of the Committee from all its meetings held within a period of [six] months and the Committee resolves that his or her office be vacated.
- 7.17 Any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Branch PROVIDED THAT at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm is under discussion.

8. DELEGATION OF COMMITTEE'S POWERS

- 8.1 The Committee may delegate any of its powers or the implementation of any of its resolutions or decisions to any Sub-Committee consisting of such persons as the Committee may determine PROVIDED THAT any such Sub-Committee shall nonetheless have power to co-opt up to one-quarter more members.

- 8.2 When making any such delegation, the Committee shall specify the financial limits within which any Sub-Committee shall function.
- 8.3 The deliberations of any such Sub-Committee shall be reported regularly to the Committee and any resolution passed or decision taken by any such Sub-Committee shall be reported forthwith to the Committee and for that purpose every Sub-Committee shall appoint a secretary.
- 8.4 All delegations under this clause shall be revocable at any time.
- 8.5 Subject to clause 7.13 hereof the Committee may make such regulations and impose such terms and conditions and give such mandates to any such Sub-Committee as it may from time to time think fit.
- 8.6 Notwithstanding any other provision of this clause **FIRSTLY** no meeting of any Sub-Committee constituted in accordance with this clause shall be quorate unless at least one member of the Committee shall be present and **SECONDLY** no resolution of any such Sub-Committee shall be passed unless the member or members of the Committee present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the Sub-Committee as a whole.
- 8.7 The meetings and proceedings of any Sub-Committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee.

9. GENERAL MEETINGS OF THE BRANCH

- 9.1 All members of the Branch shall be entitled to vote at General Meetings of the Branch.
- 9.2 At any General Meeting of the Branch 25 persons entitled to vote thereat shall form a quorum.
- 9.3 Not fewer than 21 days notice in writing of the holding of a General Meeting of the Branch, with particulars of the business to be transacted, shall be sent to those persons entitled to attend and vote at such Meetings. The accidental omission to give notice of a Meeting or the non-receipt of such notice by a person or body entitled to receive notice thereof shall not invalidate the proceedings of any such Meeting.
- 9.4 The Chairman or, in his or her absence, one of the Vice-Chairmen or another of the Honorary Officers (to be chosen if more than one are present by agreement between them) shall preside at any General Meeting of the Branch.
- 9.5 An Extraordinary General Meeting of the Branch may be convened at any time (subject to the notice prescribed in clause 9.3 hereof) by the Committee or on the request of 40 or more members, such request to be communicated to the chairman of the Committee over the signatures of the members requesting the meeting.
- 9.6 Save as otherwise herein provided all questions arising at any General Meeting of the Branch shall be decided by simple majority of those present and voting thereat. No person shall exercise more than one vote, but in the case of equality of votes the chairman of the Meeting shall have a second or casting vote.
- 9.7 Minute books shall be kept by the Committee, the said District Committees and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

10. ANNUAL GENERAL MEETING

- 10.1 There shall be an Annual General Meeting of the Branch which shall be held in the month of [] in each year or not more than 15 months after the previous such meeting, at such time and place as the Committee shall decide.
- 10.2 The business to be transacted at the Annual General Meeting of the Branch shall include:
- 10.2.1 Receipt of the annual statement of account and report presented by the Committee in accordance with clause 12 hereof.
- 10.2.2 The election of Honorary Officers.
- 10.2.3 The approval or election (as the case may be) of members to serve on the Committee.
- 10.2.4 Consideration of such other matters as may from time to time be necessary.

11. FINANCE

- 11.1 The Committee shall receive all income of the Branch and may from such income incur such expenditure as shall be lawful and necessary for promoting the said objects PROVIDED THAT nothing herein contained shall prevent (i) any payment in good faith in accordance with clauses 3.3 and 7.14 and 7.15 hereof or (ii) the repayment to members of the Committee or any other Committee or Sub-Committee of the Branch of reasonable out of pocket expenses properly and necessarily incurred.
- 11.2 A bank account shall be opened in the name of the Branch at a bank to be nominated by the Committee.
- 11.3 The Committee shall nominate and authorise in writing Honorary Officers and staff to sign cheques on behalf of the Branch PROVIDED THAT (i) all cheques shall be signed by at least one Honorary Officer and (ii) all cheques above a certain limit (to be determined from time to time by the Committee) shall also be signed by at least one other member of the Committee. All cheques must be signed by not fewer than two of the authorised signatories. Cheques must be printed so as to show that the Branch is a registered charity.

12. ACCOUNTS

- 12.1 The Committee shall comply with its obligations under the Companies Acts 1985, 1989 and 2006 (or any statutory re-enactment or modification of those Acts) with regard to:
- 12.1.1 the keeping of accounting records for the Branch;
- 12.1.2 the preparation of annual statements of account for the Branch;
- 12.1.3 the auditing or independent examination (as the case may be) of the said statements of accounts and their transmission to the Companies Registry; and
- 12.1.4 the preparation of an annual report and an annual return and their transmission to the Companies Registry.

12.2 The Committee shall present each year to the Annual General Meeting of the Branch the said statement of account and report and shall send copies thereof to the Executive Council of the Party.

13. BRANCH PROPERTY

13.1 The title to all freehold and leasehold property which may be acquired by or on behalf of the Branch shall be vested in the name of the Party.

13.2 The title to all investments acquired by or on behalf of the Branch shall be vested either in a corporation entitled to act as custodian trustee or in not fewer than three individuals (not being members of the Committee) appointed by the Committee as holding trustees (who may be removed by the Committee and shall act in accordance with the lawful directions of the Committee). Provided they act only in accordance with such lawful directions, the holding trustees shall not be personally liable for the acts and defaults of the Committee.

13.3 If a corporation entitled to act as custodian trustee has not been appointed in accordance with the preceding subclause, the Committee may permit any investments acquired by or on behalf of the Branch to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Committee and may pay such nominee reasonable and proper remuneration for acting as such.

14. ALTERATION OF THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of (i) the Executive Council of the Party and (ii) not fewer than two-thirds of those members of the Branch for the time being whether individual or representative present and voting at any General Meeting PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not fewer than 42 clear days before the meeting at which the alteration is to be proposed. At least 21 clear days' notice in writing of such meeting, setting forth the terms of the alteration, shall be sent by the Honorary Secretary to each member of the Branch PROVIDED THAT no alteration shall be made which would have the effect of causing the Branch to cease to be a company limited by guarantee.

15. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Branch it shall call a General Meeting of the Branch of which not fewer than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such a decision shall receive the assent of not fewer than two-thirds of the persons entitled to vote in accordance with clause 9.1 hereof present and voting at the Meeting the Committee shall have the power to realise any assets held by or on behalf of the Branch. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Party.

16. NOTICES

Any notice may be served by the Honorary Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

This constitution was adopted on the day of by the persons
whose signatures appear at the bottom of this document.

Draft for discussion