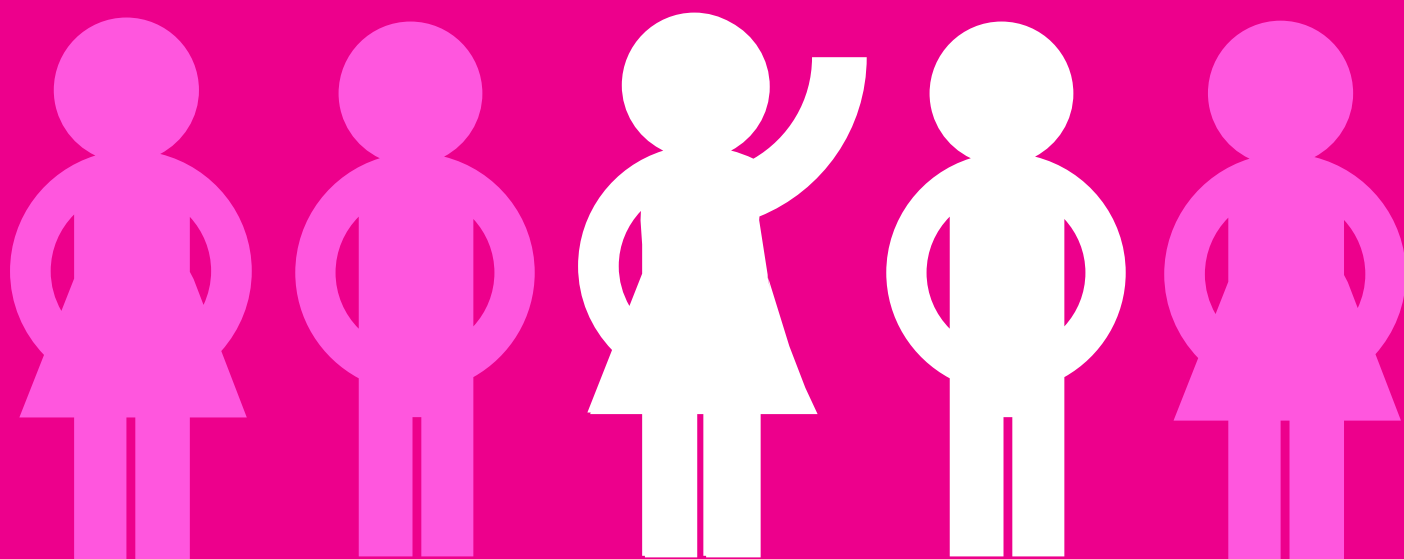


A democratic society

Articles of Association, Memorandum of Association & Membership Byelaws



- Electoral
- Reform
- Society

The Electoral Reform Society is campaigning to change the way we choose our politicians.

We believe that a fair voting system will improve our democracy, allow politicians to better represent us and help them to tackle the serious issues facing our society.

Over 3,000 individuals from across the political spectrum make up the Society, and take an active day to day role in its campaigning activities.

The Society is governed by its council, democratically elected by its members under the Single Transferable Vote.

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Articles of Association

1. In these Articles of Association, the words in the first column of the table below will have the meanings shown opposite them in the second column. (see below)

The expression “Secretary” includes any person appointed by the Council to perform any of the duties of the Secretary.

The expression “Presiding Officer” refers to the person appointed or elected to chair a general meeting.

Apart from the above, all words and expressions defined in the Statutes, unless inconsistent with the context, have the same meaning in these Articles.

The members of the Society shall be those whom the Council has admitted to membership and who remain members in accordance with the Membership Byelaws which have been approved by the Society at a General Meeting.

General Meetings

2. The Council may convene a General Meet-

ing whenever it thinks fit, and shall do so when requested by at least five percent of the members in writing.

3. Once in every calendar year, the Council shall convene a General Meeting to be known as an Annual General Meeting, at a time and place as the Council may decide, but no later than fifteen months after the preceding Annual General Meeting.

Notice of General Meetings

4. General Meetings shall be called by at least 14 days’ notice in writing, exclusive of the day on which the notice is served or regarded as served and of the day for which it is given.

5. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting provided such omission does not involve a significant proportion of the membership.

6. Every notice calling a General Meeting shall

The Society	Electoral Reform Society Limited
the Statutes	The Companies Acts 1985 to 2006 and every other Act for the time being in force concerning companies and affecting the Society
Associated Companies	Companies associated through one being a subsidiary of the other or both being subsidiaries of the same corporate body
these Articles	these Articles of Association, as currently in force
the Council	the Council of the Society
the Office	the registered office of the Society
the Seal	the Common Seal of the Society
month	calendar month
year	calendar year
in writing	written by hand, mechanically or electronically.

specify the place, day, time and nature of the meeting. If other than routine business is to be transacted, the notice shall specify the general nature of such business. If any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

7. Routine business transacted at an Annual General Meeting shall include but not be limited to the following matters:

- (a) reading and considering the reports of the Directors and of the Auditors;
- (b) electing a President and Vice-Presidents;
- (c) electing or announcing the election of members of the Council and other officials in the place of those retiring by rotation or otherwise;
- (d) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- (e) any other business required by law or deemed necessary by the Council

Proceedings at General Meetings

8. No business shall be transacted at any General Meeting unless a quorum is present at the start of and throughout the meeting. Twenty members present in person shall be a quorum for all purposes.

9. If within half an hour from the time set for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day

in four weeks, at the same time and place, or to such later day, time and place as the Council may decide and, if at the adjourned meeting, a quorum is not present within half an hour from the time set for the meeting, the meeting shall proceed with the member or members present forming the quorum. Two weeks notice of the adjourned meeting shall be given to all members entitled to notice.

10. The President or, in the President's absence, a Vice-President who is a member of the Society shall preside at every General Meeting. If there is no President or such a Vice-President, or if they are not present within 15 minutes after the starting time of the meeting or shall be unwilling to preside, the members of the Council present shall choose one of their number to preside. If no member of Council is present, or willing to preside, the members present shall choose one of their number to do so.

11. The Presiding Officer may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting. Any adjourned meeting shall consider only the business left unfinished at the original meeting. It shall not be necessary to give any notice of an adjournment or agenda for such an adjourned meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by -

- (a) the Presiding Officer; or
- (b) not fewer than three members present in person or by proxy and entitled to vote.

A demand for a poll may be withdrawn. Unless a poll is demanded, a declaration by the Presiding Officer that a resolution has been carried (unanimously or by a particular majority) or lost and recorded in the minutes, shall be conclusive evidence of the meeting's decision.

13. If any vote is counted which ought not to have been counted, or might have been rejected, the error shall not make the resolution invalid unless it is pointed out at the same meeting, or at an adjournment of it, and unless the Presiding Officer considers that it is of sufficient magnitude as to invalidate the resolution.

14. If a poll is demanded, and the demand is not withdrawn, it shall be taken in such manner as the Presiding Officer may direct, and the result of a poll shall be adopted as the resolution of the meeting. The Presiding Officer may appoint scrutineers and may adjourn the meeting and fix the time and place of the adjourned meeting for the purpose of declaring the result of the poll. However a poll demanded on the election of a Presiding Officer or on a question of adjournment shall be taken forthwith.

15. In the case of an equality of votes, the Presiding Officer shall not be entitled to a second or casting vote.

16. General Meetings shall be conducted in accordance with the Society's Standing Orders in force at the time of the meeting.

Votes of Members

17. No member shall, unless the Council decides otherwise, be entitled to vote at any General Meeting unless their subscription is paid up-to-date. Every member entitled to vote shall have one vote.

18. Objections to the qualification of any voter at a meeting can be raised only at that meeting or an adjournment of it, and the Presiding Officer will rule on whether the objection should be upheld.

19. On a poll, votes may be given either personally or by proxy. No person other than a member in good standing may be appointed to act as a proxy.

20. An appointment of a proxy shall be in writing, in the usual common form or in such other form as the Council may accept, and signed by the appointer or the appointer's attorney, authorised in writing. If the member is a corporation, the appointment must be under seal or signed by an authorised person or attorney.

21. An appointment of a proxy shall authorise the proxy to demand or join in demanding a poll. It need not be witnessed and shall, unless it states the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

22. To have effect, an appointment of proxy must be received at the Office, or such other place specified in the notice convening the meeting, not less than forty-eight hours before the time of the meeting or adjourned meeting or, in the case of a poll, before the close of the poll at which it is to be used. In calculating the notice period for the receipt of an appointment of proxy, no account shall be taken of any part of a day that is not a working day as defined in section 1173(1) of the Companies Act 2006.

The Council

23. The Council shall not be fewer than nine or more than fifteen members.

24. Members of the Council, unless elected by ballot before the Annual General Meeting, shall be elected at that meeting. When a ballot is held, the result shall be announced at the meeting.

25. The Council shall choose from among its own members a Chair of the Council, a Vice-Chair and a Treasurer and (if it thinks fit) one or more Deputy Chairs who shall be called the Officers of the Society. The Council may from among its own members make and terminate any other appointments which it may consider desirable.

26. The Members of the Council, and other members of the Society authorised by the Council, may be paid all travelling, hotel and other expenses properly incurred by them in attending meetings of the Council or any of its sub-committees or General Meetings or on other authorised business of the Society.

27. The Council may co-opt persons to the Council if there are vacancies that cannot be filled by election or recounts. All co-options must be agreed by two-thirds of Council members present and voting.

28. No person other than a member of the Society may become a member of the Council.

29. The President and Vice-Presidents who are members of the Society shall be entitled to attend meetings of Council and to speak but not to vote at such meetings.

Election and retirement of members of council

30. At the end of each Annual General Meeting

held in an odd-numbered year, all the members of the Council shall retire from office. If, however, the meeting is adjourned to another day, they shall retire at the close of the first day's meeting, at which time the result of the ballot shall be announced if this has not already taken place.

31. A retiring member of the Council shall be eligible for re-election or, if co-opted, election. No person shall be eligible for election to the Council unless they are a member of the Society and eligible to serve on the proposed date of appointment as a company director under the Statutes.

32. Contested elections shall be conducted by secret ballot, using the single transferable vote with quota counting, in accordance with the Society's Election Byelaws in force.

33. In the event of a casual vacancy on the Council more than four months before the next election, the original papers shall be recounted, in accordance with the Society's Election Byelaws, with the exclusion, before the commencement of the count, of any of the original candidates who are at the time ineligible, unable or unwilling to serve. The number of persons to be elected shall be the number elected at the most recent election of the full Council, but no continuing candidate elected during the original count or any previous recount shall be excluded.

34. At the meeting at which a member of the Council retires under any provision of these Articles, the Society shall fill the vacated office by electing a person to it and, in default, the retiring member of the Council shall be deemed to have been re-elected unless :-

(a) at such meeting it is expressly resolved not

to fill such vacated office or a resolution for the re-election of the member of Council is put to the meeting and lost; or

(b) the member of Council has given to the Society notice in writing of their unwillingness to be re-elected; or

(c) the person concerned has ceased to be eligible to be a member of Council under Article 36.

35. The Society may by Ordinary Resolution, for which special notice shall be required, remove any member of the Council before the expiration of their term of office.

36. Members of Council shall cease to be eligible if they

(a) resign by writing received at the Office; or

(b) have a receiving order made against them, become bankrupt or reach an agreement with their creditors; or

(c) are, or may be, suffering from mental disorder and either—

(i) they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or

(d) cease to be members of the Society; or

(e) fail to attend three or more consecutive Council meetings without, in the opinion of the Council, reasonable excuse.

Proceedings of the Council

37. Council shall adopt Standing Orders for the conduct of its meetings.. Resolutions proposed will be decided by a simple majority (unless the Council has agreed in its standing orders that certain types of business require special majorities). If there is not a majority on any resolution or amendment, the Chair will have a second or casting vote.

38. The Secretary will call a meeting of the Council if requested in writing to do so by five members of the Council.

39. The quorum necessary for the transaction of the business of the Council may be fixed by the Standing Orders of the Council and unless so fixed shall be five. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

40. The Council may continue to act as such provided that the number of members is not less than the minimum number required under Article 23. If the number of Council members falls below this number, the Council may act only to fill vacancies or to call a General Meeting. If there is no member of the Council able or willing to act, then any two members of the Society may call a General Meeting to elect or

appoint members of the Council.

41. A resolution in writing, having been previously circulated to all members of the Council which is supported in writing by at least two thirds of the members, shall be as effective as a resolution passed at a meeting of the Council, and may consist of several similar documents, each signed by one or more members of the Council.

42.(a) The Council may delegate any of its powers to committees consisting of one or more Council members and, if thought fit, one or more other co-opted members of the Society, but co-opted members shall not have voting rights unless allowed by regulations made under this article. The Council may make regulations for any such committee. Such regulations may allow voting rights for any co-opted members of such a committee, but only if:

(i) the number of co-opted members is less than one half of the total number of members of the committee and

(ii) no resolution of the committee shall be effective unless a majority of the committee present at the meeting are members of the Council.

(b) The meetings and proceedings of any such committee shall be governed, with such changes as may be necessary or expedient, by the provision of these Articles regulating the meetings and proceedings of the Council unless superseded by any regulations made by the Council under paragraph (a) of this Article.

43. All acts or decisions of the Council or one of its committees acting in good faith shall be valid even if there was a defect in the appointment or election of a member of the Council or

committee or the member's entitlement to vote on that matter.

Borrowing Powers

44. The Council may exercise all the powers of the Society as given in the Memorandum of Association.

Powers of the Council

45. The Council shall manage the affairs of the Society and may use all the Society's powers, unless these Articles, the Statutes or decisions taken at General Meetings require a decision on a matter to be taken at such a meeting. Decisions taken at General Meetings will not automatically invalidate decisions previously taken by the Council.

46. The Council may make, alter or revoke byelaws for the regulation of the Society and its work, provided that such byelaws are not inconsistent with the Memorandum or Articles of Association. Any resolution of the Council for the adoption, making, alteration or revocation of such byelaws shall not have effect until confirmed by affirmative vote in a referendum of the Society or by ordinary resolution at a General Meeting, except that such resolutions concerning byelaws for Society elections shall have immediate temporary effect provided they are also approved by the Society's Elections Panel and shall be communicated to all members at the earliest reasonable opportunity.

47. Matters which may be governed by byelaws within the meaning of Article 46 include:

(a) eligibility for membership of or affiliation to the Society;

(b) conditions on which persons shall be admitted to membership of or affiliation to the Society;

(c) entrance fees (if any) payable in respect of membership of or affiliation to the Society;

(d) the annual or other subscriptions or payments to be payable by the members or affiliates to the Society;

(e) the manner in which membership of or affiliation to the Society may be terminated or shall lapse;

(f) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on members and affiliates of the Society;

(g) committees of members in connection with various branches of the Society's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.

48. All members shall be bound by the byelaws, whether or not they have received copies of them or of revisions to them.

The Seal

49. The Council shall provide for the safe custody of the Seal (if any), which shall not be affixed to any instrument except by the authority of a resolution of the Council and shall be so affixed in the presence of at least one elected member of the Council and the Secretary, or some other person approved by the Council, both of whom shall sign every instrument to which the Seal is so affixed in their presence.

Accounts

50. The Council shall cause to be kept at the Office, or at such other place within Great Britain as the Council think fit, proper books of account with respect to :-

(a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Society;

(c) the assets and liabilities of the Society.

Books of account shall be kept in such a way as to give a true and fair view of the state of the Society's affairs and to explain its transactions.

51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall, not less than fourteen days before the date of the meeting (excluding the day on which the notice is given and the day of the meeting), be sent to every member in good standing of, and to every holder of debentures of, the Society. This Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

52. Article 51 shall not require these documents to be sent to any member who has agreed to receive a summary of the annual accounts, to view an electronic copy of them posted on the Society's web site, or to receive them electronically, provided that the summary of the annual accounts or the documents in electronic format are sent to such members not less than fourteen days before the meeting

(excluding the day on which the notice is given and the day of the meeting).

Audit

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

Notices

54. Any notice or document may be served by the Society on any member either personally or by sending it through the post, by fax, email or some other electronic means to such member at the address appearing in the register of members or to such other address as they may supply to the Society for the giving of notices, and any notice so served shall be regarded as having been properly served. Any notice or document may also be served electronically to members who have previously notified the Society of their consent to receive notices and documents in this way.

55. Any notice or document shall be regarded as having been served at the time when sent, and in proving such service it shall be sufficient to show that the letter or e-mail was properly sent.

Indemnity

56. (a) Subject to clause (b) of this Article, a relevant official of the Society or an associated company may be indemnified out of the Society's assets against:

(i) any liability incurred by that official in connection with any negligence, default, breach of

duty or breach of trust in relation to the Society or an Associated Company;

(ii) any liability incurred by that official in connection with the activities of the Society or an Associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);

(iii) any other liability incurred by that official as an official of the Society or an Associated Company.

(b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Statutes or by any other provision of law.

(c) In this article a "relevant official" means any Council member, former Council member or other officer of the Society or an Associated Company (but not its auditor).

INSURANCE

57. (a) The Council may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant official in respect of any relevant loss.

(b) In this article—

(i) a "relevant official" means any Council member or former Council member of the Society or director or former director of an Associated Company, any other official or employee or former official or employee of the Society or an Associated Company (but not its auditor) or any trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) or for the purposes of an employees' share scheme of the Society or an Associated Company, and

(ii) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant official in connection with that relevant

official's duties or powers in relation to the Society or any Associated Company or any pension fund or employees' share scheme of the Society.

I hereby apply for membership of the Society whose principal objects are, in summary, to promote proportional representation by the single transferable vote method and to advocate and support measures which will strengthen democratic governance, maximise voter participation and ensure fairness and transparency in electoral processes. I understand that the Society is governed in accordance with its Memorandum and Articles of Association, copies of which are obtainable from its office. Should the Society become insolvent, I will be liable to contribute an amount not exceeding £1.

Memorandum of Association

1. The name of the Company (hereinafter called the "the Society") is "THE ELECTORAL REFORM SOCIETY"

2. The Registered Office of the Society will be situated in England.

3. The objects for which the Society is established are :-

A To take over the Assets and Liabilities of the unincorporated association known as the Electoral Reform Society of Great Britain and Northern Ireland.

B (1) To secure the adoption of the principle of proportional representation by the method of the single transferable vote (preferential voting with quota counting) in elections in the British Isles and elsewhere for parliaments, provincial, regional and local authorities, other public and semi-public bodies and for officers and governing bodies corporate or unincorporate; and to facilitate development, improvement and mechanisation of the techniques associated therewith;

(2) To advocate and support other measures, not being inconsistent with clause 3(B)(1) above which are conducive to:

(a) strengthening democratic governance;

(b) maximising voter participation;

(c) ensuring that elections are conducted according to standards of fairness and equality, and that counting processes are transparent and open to scrutiny;

(d) ensuring that electoral processes are regulated so that no interest is able to secure an unfair advantage; and/or

(e) implementing internationally accepted standards of electoral practice;

(3) and for the fulfilment of the purposes in 3(B)(1) and (2) above to do any of the following things:

C To acquire and hold shares, stocks, debentures stocks, bonds, obligations and securities (all hereinafter included in the expression 'investments') issued or guaranteed by any company constituted or carrying on business of any kind whatsoever in any part of the world and to acquire any such investments by original subscription, tender, purchase, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof

D Secure appropriate legislative action where necessary;

E Advance the study of electoral science and for that purpose or for the promotion of any of the other objects of the Society to establish or endow any prizes, medals, exhibitions, studentships and scholarships;

F Provide facilities for the reading of papers, the delivery of lectures and the acquisition and dissemination of information relating to elections and representation and for that purpose to issue a journal or journals and to publish books, pamphlets and other literature;

G Provide courses of instruction in the returning officer's duties in proportional representation and other elections;

H Conduct elections for voluntary associations and any other bodies whatever the method of election used and act as returning officers and

registrars;

I Act in co-operation with other institutions formed with similar or kindred objects;

J To take, by gift or otherwise, purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;

K To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient with a view to the promotion of its objects;

L To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects;

M To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;

N To lend money with or without security, and to invest and deal with the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property and in such manner as may from time to time be determined;

O To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds for the purpose of acquiring all or any of the property and liabilities of the Society or to facilitate the performance of the Society's objects or for any other purposes calculated to benefit the Society;

P To manage and conduct the affairs of any

companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world;

Q To draw, make and accept bills of exchange and promissory notes and other negotiable instruments;

R To establish and support or aid in the establishment and support of any charitable or educational associations or institutions and to expend, subscribe or guarantee money charitable or educational purposes whether connected with the purposes of the Society or calculated to further its objects or not;

S To do all such other things as are incidental or as the Society may think conducive to the attainment of the above objects or any of them, and deal with any other matters of interest to members.

4. The income and property of the Society shall be applied solely towards the promotion and execution of the objects of the Society, and no portion thereof shall be paid, by way of dividend, bonus or profit to any member of the Society, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Society, or to any member of the Society, or other person or persons for services rendered by him or them to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at

which he ceases to be a member, and of the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, but in any case not exceeding the sum of £1.

7. If upon the winding up or dissolution of the Society, there remains after the satisfaction of its debts and liabilities any surplus funds, property and assets the same shall be disposed of for such purposes as the members may at an Extraordinary General Meeting decide or failing any such decision to the Trustees of the Arthur McDougall Fund to be used at the Trustees' discretion either as capital or income under the said Trust to the intent that no member of the Society shall receive any of the said funds, property and assets by virtue of his membership.

Membership Byelaws

1. In accordance with the Articles of Association, the Council may admit individuals or organisations as members of the Society. The Council may delegate the administration of these byelaws, excluding byelaw 4.

2. All membership applications should be signed and should include the following statement:

"I hereby apply for membership of the Society whose principal objects are, in summary, to promote proportional representation by the single transferable vote method and to advocate and support measures which will strengthen democratic governance, maximise voter participation and ensure fairness and transparency in electoral processes. I understand that the Society is governed in accordance with its Memorandum and Articles of Association, copies of which are obtainable from its office. Should the Society become insolvent, I will be liable to contribute an amount not exceeding £1."

3. Members, other than life members and those who pay by standing order, will be sent renewal notices at the end of the quarter when their subscriptions become due. If payment is not received in the following quarter, a reminder letter will be sent. If payment is not received in the next quarter, a reminder will be sent urging the member to make payment but advising that his or her membership will be terminated if payment is not received.

4. The Council of the Society shall have the right to withdraw membership from any person who, in the opinion of the Council, actively promotes policies which are, in the opinion of the Council, clearly conflicts with the objects of the Society or otherwise brings the Society into disrepute. The Council shall not withdraw

membership from any person unless the decision to do so is supported by two-thirds of the members of Council present and voting. Any person whose membership is terminated by the Council shall have a right of appeal to a panel consisting of three Vice Presidents of the Society.

5. All subscription levels shall be determined at general meetings of the Society.

6. All members of the Society shall have the same rights to attend and vote at meetings and to vote in elections. The Council, however, reserves the right to offer different levels of service to members paying different levels of subscription (e.g. the Council may decide to restrict the circulation of 'Representation' to members paying more than the minimum subscription level.)

7. Organisations may affiliate to the Society. An affiliate may appoint a delegate to attend General Meetings of the Society: s/he shall be entitled to propose or second resolutions at meetings and to speak but not to stand for election or vote.

As accepted by AGM, 14th July 2001 and amended by GM, 19th March 2011

