

The Companies Act 1985 - 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Electoral Reform Society

The Companies Act 1985 - 2006

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Articles of Association of The Electoral Reform Society

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Society are:

- 2.1 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;
- 2.2 To advocate and support other measures, not being inconsistent with Article 2.1 above which are conducive to:
 - 2.2.1 strengthening democratic governance;
 - 2.2.2 maximising voter participation;
 - 2.2.3 ensuring that elections are conducted according to standards of fairness and equality, and that counting processes are transparent and open to scrutiny;
 - 2.2.4 ensuring that electoral processes are regulated so that no interest is able to secure an unfair advantage; and/or
 - 2.2.5 implementing internationally accepted standards of electoral practice; and
- 2.3 to advance the study of electoral science.

3. Powers

To further its objects the Society may:

- 3.1 establish or endow any prizes, medals, exhibitions, studentships and scholarships;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities and, in particular, provide facilities for the reading of papers, the delivery of lectures and the acquisition and dissemination of information relating to elections and representation;
- 3.3 provide courses of instruction in the returning officer's duties in proportional representation and other elections;
- 3.4 conduct elections for voluntary associations and any other bodies whatever the method of election used and act as returning officers and registrars;

- 3.5 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.6 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Council Members think fit;
- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the Society's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the Society to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the objects of the Society;
- 3.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 subject to Article 4 (limitation on private benefits):
 - 3.21.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for similar or connected purposes to those of the Society;
- 3.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
- 3.24 undertake and execute trusts;

- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.26 co-operate with other campaigning organisations, charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Council Members to protect the Society;
- 3.28 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;
- 3.29 provide indemnity insurance for the Council Members or any other officer of the Society; and
- 3.30 do all such other lawful things as may further the Society's objects or deal with any other matters of interest to the members.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Society shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 4.2 No part of the income and property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This shall not prevent any payment in good faith by the Society of:
 - 4.2.1 any payments made to any member in his or her capacity as a beneficiary of the Society;
 - 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Society (including services performed by the member under a contract of employment with the Society), provided that if such member is a Council Member Articles 4.3, 4.4 and 4.5 shall apply;
 - 4.2.3 interest at a reasonable and proper rate on money lent by any member to the Society;
 - 4.2.4 any reasonable and proper rent for premises let by any member to the Society; and
 - 4.2.5 any payments to a member who is also a Council Member which are permitted under Articles 4.3, 4.4 or 4.5.

Permitted benefits to Council Members and Connected Persons

- 4.3 No Council Member may:
 - 4.3.1 sell goods, services or any interest in land to the Society;
 - 4.3.2 be employed by, or receive any remuneration from, the Society; or
 - 4.3.3 receive any other financial benefit from the Society;
 unless the payment is permitted by Articles 4.4 or 4.5.
- 4.4 A Council Member may receive the following benefits from the Society:

- 4.4.1 a Council Member or person Connected to a Council Member may receive a benefit from the Society in his, her or its capacity as a beneficiary of the Society;
- 4.4.2 a Council Member or person Connected to a Council Member may be reimbursed by the Society for, or may pay out of the Society's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Society;
- 4.4.3 a Council Member or person Connected to a Council Member may be paid reasonable and proper remuneration by the Society for any goods or services supplied to the Society on the instructions of the Council Members (excluding, in the case of a Council Member, the service of acting as Council Member and services performed under a contract of employment with the Society) provided that this provision and Article 4.5.3 may not apply to more than half of the Council Members in any financial year (and for these purposes this provision shall be treated as applying to a Council Member if it applies to a person who is a person Connected to that Council Member);
- 4.4.4 a Council Member or person Connected to a Council Member may receive interest at a reasonable and proper rate on money lent to the Society;
- 4.4.5 a Council Member or person Connected to a Council Member may receive reasonable and proper rent for premises let to the Society;
- 4.4.6 the Society may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29; and
- 4.4.7 a Council Member or other officer of the Society may receive payment under an indemnity from the Society in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 22 (Conflicts of Interest) must be complied with by the relevant Council Member in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 A Council Member may receive the following benefits from any Subsidiary Company:
 - 4.5.1 a Council Member or a person Connected to a Council Member may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Society or of any Subsidiary Company;
 - 4.5.2 a Council Member or a person Connected to a Council Member may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
 - 4.5.3 a Council Member or a person Connected to a Council Member may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Council Members, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 4.4.3 may not apply to more than half of the Council Members in any financial year (and for these purposes this provision shall be treated as applying to a Council Member if it applies to a person Connected to that Council Member);
 - 4.5.4 a Council Member or a person Connected to a Council Member may, with the prior approval of the Council Members, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;

- 4.5.5 a Council Member or a person Connected to a Council Member may, with the prior approval of the Council Members, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Council Member or a person Connected to a Council Member may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Council Member may not take part in any decision of the Council Members to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- 5.1 payment of the Society's debts and liabilities contracted before he or she ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

COUNCIL MEMBERS

COUNCIL MEMBERS' POWERS AND RESPONSIBILITIES

7. Council Members' general authority

Subject to the Articles, the Council Members are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

8. The ERS Fund

- 8.1 The Council Members must ensure that the ERS Fund (as defined in Byelaw 4) is invested and managed as set out in Byelaw 4.
- 8.2 Byelaw 4 and this Article 8 may only be altered by:
 - 8.2.1 a resolution passed by all those eligible members present (in person or by proxy) and voting at a meeting of the Society; or
 - 8.2.2 a written resolution passed by all the members of the Society who are eligible to vote on the resolution; or
 - 8.2.3 by order of the High Court on the application of the Council Members, which application shall not be made without:

- (a) the approval of at least 90% of the Council Members; and
- (b) the approval of the members by special resolution.

9. Members' reserve power

- 9.1 The members may, by special resolution, direct the Council Members to take, or refrain from taking, specified action.
- 9.2 No such special resolution invalidates anything which the Council Members have done before the passing of the resolution.

10. Officers

- 10.1 At a meeting immediately following the annual general meeting, Council Members will appoint, from among themselves, a Chair, Vice Chair and Treasurer, and may also appoint one or more Deputy Chairs in accordance with the Byelaws.
- 10.2 The Chair, Vice Chair, Treasurer and Deputy Chairs shall each hold office until the end of the next Annual General Meeting but may be reappointed if they are still Council Members.

11. Council Members may delegate

- 11.1 Subject to the Articles, the Council Members may delegate any of their powers or functions to any committee.
- 11.2 Subject to the Articles, the Council Members may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or committee.
- 11.3 Any delegation by the Council Members may be:
 - 11.3.1 by such means;
 - 11.3.2 to such an extent;
 - 11.3.3 in relation to such matters or territories; and
 - 11.3.4 on such terms and conditions;as they think fit.
- 11.4 The Council Members may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 11.5 The Council Members may revoke any delegation in whole or part, or alter its terms and conditions.
- 11.6 The Council Members may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

12. Committees

- 12.1 In the case of delegation to committees:
 - 12.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 12.1.2 the composition of any committee shall be entirely in the discretion of the Council Members and may include such of their number (if any) as the resolution may specify;

- 12.1.3 the deliberations of any committee must be reported regularly to the Council Members and any material or significant resolution passed or decision taken by any committee must be reported promptly to the Council Members;
 - 12.1.4 the Council Members may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 12.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Council Members or in accordance with a budget which has been approved by the Council Members.
- 12.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Council Members so far as they apply and are not superseded by any regulations made by the Council Members.

13. Delegation of day to day management powers

In the case of delegation of the day to day management of the Society to a chief executive or other manager or managers:

- 13.1 the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the Council Members and (if applicable) to advise the Council Members in relation to such policy, strategy and budget;
- 13.2 the Council Members shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 13.3 any manager must report regularly to the Council Members on the activities undertaken in managing the Society and provide them regularly with management accounts which are sufficient to explain the financial position of the Society.

14. Delegation of investment management

The Council Members may delegate the management of investments to a Financial Expert or Experts provided that:

- 14.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Council Members;
- 14.2 timely reports of all transactions are provided to the Council Members;
- 14.3 the performance of the investments is reviewed regularly with the Council Members;
- 14.4 the Council Members are entitled to cancel the delegation arrangement at any time;
- 14.5 the investment policy and the delegation arrangements are reviewed regularly;
- 14.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Council Members on receipt; and
- 14.7 the Financial Expert or Experts must not do anything outside the powers of the Council Members.

15. Byelaws

- 15.1 The Council may from time to time make, repeal or alter such Byelaws as they think fit as to the management of the Society and its affairs, save that any Byelaws which relate to the election of Council Members and the Elections Panel may only be altered by the Society in general meeting.
- 15.2 The Byelaws shall be binding on all members of the Society.

- 15.3 No Byelaw shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 15.4 The Byelaws may regulate the following matters but are not restricted to them:
- 15.4.1 the duties of any officers or employees of the Society;
 - 15.4.2 the conduct of business of the Council Members or any committee (including, without limitation, how the Council Members make decisions and how such Byelaws are to be recorded or communicated to Council Members);
 - 15.4.3 the procedure at general meetings;
 - 15.4.4 any of the matters or things within the powers or under the control of the Council Members; and
 - 15.4.5 generally, all such matters as are commonly the subject matter of company Byelaws.

DECISION-MAKING BY DIRECTORS

16. Council Members to take decisions collectively

Any decision of the Council Members must be either:

- 16.1 by decision of a majority of the Council Members present and voting at a quorate Council Members' meeting (subject to Article 21); or
- 16.2 a unanimous decision taken in accordance with Article 22.

17. Calling a Council Members' meeting

- 17.1 Two Council Members may (and the Secretary, if any, must at the request of two Council Members) call a Council Members' meeting.
- 17.2 A Council Members' meeting must be called by at least seven Clear Days' notice unless either:
 - 17.2.1 all the Council Members agree; or
 - 17.2.2 the Chair decides that urgent circumstances require shorter notice.
- 17.3 Notice of Council Members' meetings must be given to each Council Member.
- 17.4 Every notice calling a Council Members' meeting must specify:
 - 17.4.1 the place, day and time of the meeting;
 - 17.4.2 the general nature of the business to be considered at such meeting; and
 - 17.4.3 if it is anticipated that Council Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 17.5 Notice of Council Members' meetings need not be in Writing.
- 17.6 Article 53 shall apply, and notice of Council Members' meetings may be sent by Electronic Means to an Address provided by the Council Member for the purpose.

18. Participation in Council Members' meetings

- 18.1 Subject to the Articles, Council Members participate in a Council Members' meeting, or part of a Council Members' meeting, when:
 - 18.1.1 the meeting has been called and takes place in accordance with the Articles; and

- 18.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 18.2 In determining whether Council Members are participating in a Council Members' meeting, it is irrelevant where any Council Member is or how they communicate with each other.
- 18.3 If all the Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 19. Quorum for Council Members' meetings**
- 19.1 At a Council Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.2 The quorum for Council Members' meetings may be fixed from time to time by a decision of the Council Members, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Council Members, whichever is the greater.
- 20. Chairing of Council Members' meetings**
- The Chair, or, in his or her absence, the Vice Chair shall preside as chair of each Council Members' meeting. In the absence of both the Chair and the Vice-Chair, a Deputy Chair nominated by the Council Members present shall preside as chair of the meeting. In the absence of the Chair, Vice-Chair and any Deputy Chairs, another Council Member nominated by the Council Members present shall preside as chair of the meeting.
- 21. Casting vote**
- 21.1 If the numbers of votes for and against a proposal at a Council Members' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 21.2 Article 21.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 22. Unanimous decisions without a meeting**
- 22.1 A decision is taken in accordance with this Article 22 when all of the Council Members indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Council Members cannot rely on this Article to make a decision if one or more of the Council Members has a Conflict of Interest which, under Article 23, results in them not being entitled to vote.
- 22.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Council Member or to which each Council Member has otherwise indicated agreement in Writing.
- 22.3 A decision which is made in accordance with this Article 22 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 22.3.1 approval from each Council Member must be received by one person being either such person as all the Council Members have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Council Members;
- 22.3.2 following receipt of responses from all of the Council Members, the Recipient must communicate to all of the Council Members (by any means) whether the resolution has been formally approved by the Council Members in accordance with this Article 22.3;
- 22.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

22.3.4 the Recipient must prepare a minute of the decision in accordance with Article 57 (minutes).

23. Council Member interests and management of conflicts of interest

Declaration of interests

23.1 Unless Article 23.2 applies, a Council Member must declare the nature and extent of:

23.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Society; and

23.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Society or his or her duties to the Society.

23.2 There is no need to declare any interest or duty of which the other Council Members are, or ought reasonably to be, already aware.

Participation in decision-making

23.3 If a Council Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Society, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Council Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Council Members taking part in the decision-making process.

23.4 If a Council Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Society, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

23.4.1 the decision could result in the Council Member or any person who is Connected with him or her receiving a benefit other than:

(a) any benefit received in his, her or its capacity as a beneficiary of the Society (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Society;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;

(c) payment under the indemnity set out at Article 6; and

(d) reimbursement of expenses in accordance with Article 4.4.2; or

23.4.2 a majority of the other Council Members participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 23.5.

23.5 If a Council Member with a conflict of interest or conflict of duties is required to comply with this Article 23.5, he or she must:

23.5.1 take part in the decision-making process only to such extent as in the view of the other Council Members is necessary to inform the debate;

23.5.2 not be counted in the quorum for that part of the process; and

23.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Society

23.6 Where a Council Member or person Connected with him or her has a conflict of interest or conflict of duties and the Council Member has complied with his or her obligations under these Articles in respect of that conflict:

23.6.1 the Council Member shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

23.6.2 the Council Member shall not be accountable to the Society for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

24. Register of Council Members' interests

The Council Members must cause a register of Council Members' interests to be kept.

25. Validity of Council Member actions

All acts done by a person acting as a Council Member shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Council Member.

APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

26. Number of Council Members

26.1 There shall be at least three and no more than fifteen Council Members.

26.2 In the normal course of business, Council Members shall comprise up to 12 Elected Council Members elected by the members in accordance with Article 27.1 and no more than 3 additional, Co-opted Council Members appointed by the Council in accordance with Article 27.2.

27. Appointment and retirement of Council Members

Appointment of Council Members

27.1 Any person who is willing to act as a Council Member, and who would not be disqualified from acting under the provisions of Article 28, may be elected to be a Council Member by a ballot of the members, conducted in accordance with the Byelaws, with the result of such ballot being announced at a general meeting.

27.2 Subject to Article 26.2, the Council may resolve, by a two-thirds majority of those present and voting at the meeting of Council Members, to appoint such persons to act as Co-opted Council Members as it sees fit, in particular in order to achieve a balanced set of skills and experience on the Council, in the interests of the Society provided that such persons are willing to act and would not be disqualified from acting under the provisions of Article 28.

Casual vacancies

27.3 In the event of a casual vacancy on the Council that is created by an Elected Council Member more than four months before the next election, the vacancy will be filled as soon as possible by recounting the original papers from the previous ballot of the members, in accordance with the Byelaws. Any of the original candidates who are at the time of the recount ineligible or unwilling to serve, shall be excluded before the commencement of the recount, but no continuing candidate elected during the original count or any previous recount shall be excluded.

- 27.4 A new Council will be elected by conducting a ballot of the members in accordance with the Byelaws if:
- 27.4.1 there is a casual vacancy less than four months before the next election which means that the total number of Council Members falls below the minimum number required by Article 26; or
 - 27.4.2 following the recount of the original papers in accordance with Article 27.3, the total number of Council Members falls below the minimum number required by Article 26.

Automatic retirement

- 27.5 At the end of each annual general meeting held in an odd numbered year, Elected Council Members who have been appointed in accordance with Article 27.1 must retire from office but may (subject to the provisions of this Article 26) be reappointed by the members.
- 27.6 Subject to Article 27.8, the Elected Council Members shall in any case retire after no more than three consecutive terms of office and shall not be eligible for a further period of office as Council Members until at least a period of one term (usually two years) has passed since their retirement except in the case described in Article 27.8.
- 27.7 For the purposes of Article 27.6, the Council Member is treated as having served a term of office if they have served from the end of the annual general meeting at the start of the term (for any period up to and including the full length of the term).
- 27.8 Any term of office served prior to the annual general meeting in 2017 shall be discounted for the purposes of Article 27.6.
- 27.9 Co-opted Council Members shall retire from office on the second anniversary of the date of their appointment and become eligible for reappointment, in accordance with Article 27.2, if the Council Members see fit.
- 27.10 Co-opted Council Members shall in any case retire after no more than six years of continuous office and shall not be eligible for a further period of office as Council Members until at least a period two years has passed since their retirement except in the case described in Article 27.8.

Deemed reappointment

- 27.11 If the number of persons willing to act as Council Members in accordance with Article 27.1 is fewer than the minimum permitted by Article 26 (Number of Council Members), the retiring Council Members will be deemed to have been reappointed.

Minimum age

- 27.12 No person may be appointed as a Council Member unless he or she has reached the age of 16 years.

General

- 27.13 A Council Member may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Council Members.

Elections Panel

- 27.14 The members may, in accordance with the Byelaws, elect three of their number to be the Elections Panel.
- 27.15 In the event that there are not three members who are willing to be Elections Panel Members, the Council Members may appoint any individuals to the vacancies in the Elections Panel.

- 27.16 The Elections Panel Members shall hold office for a term of four years and may be re-elected.
- 27.17 The decision of the Elections Panel on any matter directly related to the election of Council Members shall be final.

28. Disqualification and removal of Council Members

A Council Member shall cease to hold office if:

- 28.1 he or she ceases to be a member;
- 28.2 he or she becomes an Elections Panel Member;
- 28.3 he or she becomes an employee of the Society;
- 28.4 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 28.5 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 28.6 the Council Members reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 28.7 notification is received by the Society from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Council Members will remain in office when such resignation has taken effect);
- 28.8 he or she fails to attend three consecutive meetings of the Council Members and the Council Members resolve, by a two-thirds majority of those present and voting at the meeting of Council Members, that he or she be removed for this reason;
- 28.9 he or she breaches these Articles or the Byelaws and the Council Members resolve, by a two-thirds majority of those present and voting at the meeting of Council Members, that he or she be removed for this reason;
- 28.10 at a general meeting of the Society, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 28.11 at a meeting of the Council Members at which at least half of the Council Members are present, a resolution is passed by a two-thirds majority that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 ClearDays' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Council Members.

AMBASSADORS AND ADVISORY COMMITTEE

29. Ambassadors and Advisory Committee

- 29.1 The Society may in general meeting appoint and remove any individual(s) as ambassador(s) of the Society on such terms as they may determine, provided that such individual(s) and such terms have been recommended to them by the Council Members for such appointment.
- 29.2 An ambassador (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Society and shall also have the right to receive accounts of the Society when available to members.
- 29.3 The Council Members may establish an advisory committee of such composition as they think fit and may appoint and remove individuals to and from such advisory committee at their

absolute discretion. For the avoidance of doubt, the role of such advisory committee shall only be to make recommendations to the Council Members which may or may not be accepted and the members of such advisory committee shall not be Council Members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30. Becoming a member

30.1 With the exception of the subscribers to the Memorandum, no person may become a member of the Society unless:

30.1.1 that person has applied for membership in a manner approved by the Council;

30.1.2 that person supports the Society's aims and objectives; and

30.1.3 the Council Members have approved the application; such approval may be delegated to the chief executive or other managers of the Society in accordance with Article 13.

30.2 The Council Members shall not be permitted to unreasonably refuse or delay any approval to be given in accordance with Article 30.1.

30.3 The Council Members may from time to time prescribe criteria for membership.

Subscriptions

30.4 The Council Members may at their discretion levy subscriptions on members of the Society at such rate or rates as they shall decide.

Register of members

30.5 The names and postal addresses of the members of the Society must be entered in the register of members.

31. Termination of membership

31.1 Membership is not transferable.

31.2 A member shall cease to be a member:

31.2.1 if the member, being an individual, dies;

31.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

31.2.3 on the expiry of at least seven Clear Days' notice given by the member to the Society of his or her intention to withdraw;

31.2.4 if any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid seven days after notice served on the member by the Society informing him or her that he or she will be removed from membership if it is not paid. The Council Members may re-admit to membership any person removed from membership on this ground on him or her paying such reasonable sum as the Council Members may determine;

31.2.5 if, at a meeting of the Council Members at which at least half of the Council Members are present, a resolution is passed by a two-thirds majority resolving that

the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Council Members. A member expelled by such a resolution shall nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her.

32. Categories of membership

- 32.1 Subject to Article 32.2, the Council Members may establish such different categories of membership as they think fit. The Council Members may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 32.2 The Council Members may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

33. Associate members

The Council Members may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Council Members shall make, provided that no such associate members shall be members of the Society for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

34. Annual general meetings

The Society must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Council Members think fit.

35. Other general meetings

- 35.1 The Council Members may call a general meeting at any time.
- 35.2 The Council Members must call a general meeting if required to do so by at least 5 percent of the members in Writing.

36. Length of notice

All general meetings must be called by either:

- 36.1 at least 14 Clear Days' notice; or
- 36.2 shorter notice if it is so agreed by at least 90% of the members having the right to attend and vote at the meeting.

37. Contents of notice

- 37.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 37.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

37.3 In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his, her or its proxy at a meeting of the Society.

37.4 If the Society gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

38. Service of notice

Notice of general meetings must be given to every member, to the Council Members, to any ambassador(s) and to the auditors of the Society.

39. Agendas of and attendance and speaking at general meetings

39.1 The agenda of a general meeting shall be determined by the Council Members save that any resolutions submitted by the members in accordance with the Byelaws shall also be included.

39.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

39.3 A person is able to exercise the right to vote at a general meeting when:

39.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

39.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

39.4 The Council Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

39.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

39.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

39.7 Members attending general meetings shall follow the procedures for general meetings given in the Byelaws.

40. Quorum for general meetings

40.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

40.2 The quorum shall be twenty persons entitled to vote on the business to be transacted (each being a member or a proxy for a member).

40.3 If a quorum is not present within half an hour from the time appointed for the meeting:

40.3.1 the chair of the meeting may adjourn the meeting to such day, time and place as he or she thinks fit, provided that 14 days' notice of the adjourned meeting shall be given to all members entitled to notice; or

40.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in four weeks at the same time and place, or to such day, time and

place as the Council Members may determine, provided that 14 days' notice of the adjourned meeting shall be given to all members entitled to notice, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

41. Chairing general meetings

- 41.1 The Chair, or, in his or her absence, the Vice Chair shall preside as chair of each general meeting. In the absence of both the Chair and the Vice-Chair, a Deputy Chair nominated by the Council Members present shall preside as chair of the meeting. In the absence of the Chair, Vice-Chair and any Deputy Chairs, another Council Member nominated by the Council Members present shall preside as chair of the meeting.
- 41.2 If neither the Chair nor any Council Member nominated in accordance with Article 41.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to chair the meeting and, if there is only one Council Member present and willing to act, he or she shall be chair of the meeting.
- 41.3 If no Council Member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 41.3.
- 41.4 The chair of the meeting shall chair general meetings in accordance with the Byelaws.

42. Attendance and speaking by ambassadors and non-members

- 42.1 Ambassadors may attend and speak at general meetings, whether or not they are members.
- 42.2 The chair of the meeting may permit other persons who are not members of the Society (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

43. Adjournment

- 43.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 43.1.1 the meeting consents to an adjournment; or
 - 43.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 43.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 43.3 When adjourning a general meeting, the chair of the meeting must:
- 43.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council Members; and
 - 43.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 43.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 Clear Days' notice of it:
- 43.4.1 to the same persons to whom notice of the Society's general meetings is required to be given; and

- 43.4.2 containing the same information which such notice is required to contain.
- 43.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

44. Voting: general

- 44.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

- 44.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

44.2.1 has or has not been passed; or

44.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 57 is also conclusive evidence of that fact without such proof.

45. Votes

Votes on a show of hands

- 45.1 Subject to Article 45.3, on a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

45.1.1 each member present in person; and

45.1.2 (subject to Article 50.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 45.2 Subject to Article 45.3, on a vote on a resolution which is carried out by a poll, the following persons have one vote each:

45.2.1 every member present in person; and

45.2.2 (subject to Article 50.3) every member present by proxy.

General

- 45.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
- 45.4 In the case of equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

46. Errors and disputes

46.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

46.2 Any such objection must be referred to the chair of the meeting whose decision is final.

47. Poll votes

47.1 A poll on a resolution may be demanded:

47.1.1 in advance of the general meeting where it is to be put to the vote; or

47.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

47.2 A poll may be demanded by:

47.2.1 the chair of the meeting;

47.2.2 a person or persons individually or collectively representing not less than three votes of members who have the right to vote on the resolution; or

47.2.3 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

47.3 A demand for a poll may be withdrawn if:

47.3.1 the poll has not yet been taken; and

47.3.2 the chair of the meeting consents to the withdrawal.

48. Procedure on a poll

48.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

48.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

48.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

48.4 A poll on:

48.4.1 the election of the chair of the meeting; or

48.4.2 a question of adjournment;

must be taken immediately.

48.5 Other polls must be taken within 30 days of their being demanded.

48.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 48.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 48.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

49. Proxies

Power to appoint

- 49.1 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Society. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 49.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 49.2.1 states the name and address of the member appointing the proxy;
 - 49.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 49.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council Members may determine; and
 - 49.2.4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 49.3 The Society may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 49.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions; provided that in the case of a Proxy Notice appointing the chair as proxy then the Proxy Notice must indicate how the chair as proxy is to vote or abstain from voting on all resolutions.
- 49.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 49.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 49.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

50. Delivery of Proxy Notices

- 50.1 The Proxy Notification Address in relation to any general meeting is:
- 50.1.1 the registered office of the Society; or
 - 50.1.2 any other Address or Addresses specified by the Society as an Address at which the Society or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 50.1.3 any electronic Address falling within the scope of Article 50.2.
- 50.2 If the Society gives an electronic Address:

50.2.1 in a notice calling a meeting;

50.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

50.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 50.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

50.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Society by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

50.4 Subject to Articles 50.5 and 50.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

50.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

50.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

50.6.1 received in accordance with Article 50.4; or

50.6.2 given to the chair or Secretary (if any) at the meeting at which the poll was demanded.

Interpretation

50.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 50.

Revocation

50.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

50.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

50.9.1 the start of the meeting or adjourned meeting to which it relates; or

50.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 50.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

51. Amendments to resolutions

- 51.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 51.1.1 notice of the proposed amendment is given to the Society in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - 51.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 51.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 51.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 51.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 51.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

52. Written resolutions

General

- 52.1 Subject to this Article 52 a written resolution agreed by:
- 52.1.1 members representing a simple majority; or
 - 52.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 52.2 On a written resolution each member shall have one vote.
- 52.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 52.4 A members' resolution under the Companies Acts removing a Council Member or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 52.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.

- 52.6 In relation to a resolution proposed as a written resolution of the Society the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 52.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 52.8 Communications in relation to written resolutions must be sent to the Society's auditors in accordance with the Companies Acts.

Signifying agreement

52.9 A member signifies his or her agreement to a proposed written resolution when the Society receives from him or her (or from someone acting on his or her behalf) an authenticated Document:

52.9.1 identifying the resolution to which it relates; and

52.9.2 indicating the member's agreement to the resolution.

52.10 For the purposes of Article 52.9:

52.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

52.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Society; or

(b) where no such manner has been specified by the Society, if the communication contains or is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.

52.11 If the Society gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

53. Communications by the Society

Methods of communication

53.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Society under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Society, including without limitation:

53.1.1 in Hard Copy Form;

53.1.2 in Electronic Form; or

53.1.3 by making it available on a website.

53.2 Where a Document or information which is required or authorised to be sent or supplied by the Society under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that

form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Council Members may decide what agreement (if any) is required from the recipient.

- 53.3 Subject to the Articles, any notice or Document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means which that Council Member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 53.4 A member present in person or by proxy at a meeting of the Society shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 53.5 Where any Document or information is sent or supplied by the Society to the members:

53.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

53.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

53.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 53.6 Subject to the Companies Acts, a Council Member or any other person (other than in their capacity as a member) may agree with the Society that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 53.7 Where any Document or information has been sent or supplied by the Society by Electronic Means and the Society receives notice that the message is undeliverable:

53.7.1 if the Document or information has been sent to a member or Council Member and is notice of a general meeting of the Society, the Society is under no obligation to send a Hard Copy of the Document or information to the member's or Council Member's postal address as shown in the Society's register of members or Council Members, but may in its discretion choose to do so;

53.7.2 in all other cases, the Society shall send a Hard Copy of the Document or information to the member's postal address as shown in the Society's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

53.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 53.8 Copies of the Society's summary financial statement or annual accounts and reports need not be sent to a person for whom the Society does not have a current Address.

- 53.9 Notices of general meetings need not be sent to a member who does not register an Address with the Society, or who registers only a postal address outside the United Kingdom, or to a member for whom the Society does not have a current Address.

54. Communications to the Society

The provisions of the Companies Acts shall apply to communications to the Society.

55. Secretary

A Secretary may be appointed by the Council Members for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 55.1 anything authorised or required to be given or sent to, or served on, the Society by being sent to its Secretary may be given or sent to, or served on, the Society itself, and if addressed to the Secretary shall be treated as addressed to the Society; and
- 55.2 anything else required or authorised to be done by or to the Secretary of the Society may be done by or to a Council Member, or a person authorised generally or specifically in that behalf by the Council Members.

56. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

57. Minutes

The Council Members must cause minutes to be made:

- 57.1 of all appointments of officers made by the Council Members;
- 57.2 of all resolutions of the Society and of the Council Members (including, without limitation, decisions of the Council Members made without a meeting); and
- 57.3 of all proceedings at meetings of the Society and of the Council Members, including the names of the Council Members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Council Members' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Council Member of the Society, be sufficient evidence of the proceedings.

58. Records and accounts

- 58.1 The Council Members shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
- 58.1.1 annual reports;
- 58.1.2 annual returns; and
- 58.1.3 annual statements of account.

58.2 Except as provided by law or authorised by the Council Members or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or Documents merely by virtue of being a member.

59. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

60. Winding up

60.1 At any time before, and in expectation of, the winding up or dissolution of the Society, the members of the Society may resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Society be applied or transferred in any of the following ways:

60.1.1 directly for the objects of the Society; or

60.1.2 to any institution or institutions:

(a) for purposes similar to the objects of the Society; or

(b) for use for particular purposes that fall within the objects of the Society.

60.2 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society under this Article 60 (except to a member that is itself an institution chosen to benefit under this Article 60).

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	TERM	MEANING
1.1	“ADDRESS”	INCLUDES A NUMBER OR ADDRESS USED FOR THE PURPOSES OF SENDING OR RECEIVING DOCUMENTS BY ELECTRONIC MEANS;
1.2	“ARTICLES”	THE SOCIETY’S ARTICLES OF ASSOCIATION;
1.3	“BYELAWS”	THE BYELAWS MADE IN ACCORDANCE WITH ARTICLE 14;
1.4	“CHAIR”	HAS THE MEANING GIVEN IN ARTICLE 9;
1.5	“CIRCULATION DATE”	IN RELATION TO A WRITTEN RESOLUTION, HAS THE MEANING GIVEN TO IT IN THE COMPANIES ACTS;
1.6	“CLEAR DAYS”	IN RELATION TO THE PERIOD OF A NOTICE, THAT PERIOD EXCLUDING THE DAY WHEN THE NOTICE IS GIVEN OR DEEMED TO BE GIVEN AND THE DAY FOR WHICH IT IS GIVEN OR ON WHICH IT IS TO TAKE EFFECT;
1.7	“COMPANIES ACTS”	THE COMPANIES ACTS (AS DEFINED IN SECTION 2 OF THE COMPANIES ACT 2006), IN SO FAR AS THEY APPLY TO THE SOCIETY;
1.8	“CONNECTED”	ANY PERSON FALLING WITHIN ONE OF THE FOLLOWING CATEGORIES: (A) ANY SPOUSE, CIVIL PARTNER, PARENT, CHILD, BROTHER, SISTER, GRANDPARENT OR GRANDCHILD OF A COUNCIL MEMBER; OR (B) THE SPOUSE OR CIVIL PARTNER OF ANY PERSON IN (A); OR (C) ANY OTHER PERSON IN A RELATIONSHIP WITH A COUNCIL MEMBER WHICH MAY REASONABLY BE REGARDED AS EQUIVALENT TO SUCH A RELATIONSHIP AS IS MENTIONED AT (A) OR (B); OR (D) ANY COMPANY, PARTNERSHIP OR FIRM OF WHICH A COUNCIL MEMBER IS A

TERM	MEANING
1.9 “COUNCIL MEMBER”	PAID DIRECTOR, MEMBER, PARTNER OR EMPLOYEE, OR SHAREHOLDER HOLDING MORE THAN 1% OF THE CAPITAL; A DIRECTOR OF THE SOCIETY, AND INCLUDES ANY PERSON OCCUPYING THE POSITION OF DIRECTOR, BY WHATEVER NAME CALLED;
1.10 “DOCUMENT”	INCLUDES SUMMONS, NOTICE, ORDER OR OTHER LEGAL PROCESS AND REGISTERS AND INCLUDES, UNLESS OTHERWISE SPECIFIED, ANY DOCUMENT SENT OR SUPPLIED IN ELECTRONIC FORM;
1.11 “ELECTIONS PANEL”	MEANS THE ELECTIONS PANEL ELECTED IN ACCORDANCE WITH AND FOR THE PURPOSE SET OUT IN THE BYELAWS AND IN ACCORDANCE WITH ARTICLE 26;
1.12 “ELECTRONIC FORM” AND “ELECTRONIC MEANS”	HAVE THE MEANINGS RESPECTIVELY GIVEN TO THEM IN SECTION 1168 OF THE COMPANIES ACT 2006;
1.13 “FINANCIAL EXPERT”	AN INDIVIDUAL, COMPANY OR FIRM WHO, OR WHICH, IS AUTHORISED TO GIVE INVESTMENT ADVICE UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000;
1.14 “HARD COPY” AND “HARD COPY FORM”	HAVE THE MEANINGS RESPECTIVELY GIVEN TO THEM IN THE COMPANIES ACT 2006;
1.15 “MEMBER”	A PERSON ADMITTED AS A MEMBER OF THE SOCIETY IN ACCORDANCE WITH ARTICLE 29;
1.16 “PROXY NOTICE”	HAS THE MEANING GIVEN IN ARTICLE 48;
1.17 “PROXY NOTIFICATION ADDRESS”	HAS THE MEANING GIVEN IN ARTICLE 49;
1.18 “PUBLIC HOLIDAY”	MEANS CHRISTMAS DAY, GOOD FRIDAY AND ANY DAY THAT IS A BANK HOLIDAY UNDER THE BANKING AND FINANCIAL DEALINGS ACT 1971 IN THE PART OF THE UNITED KINGDOM WHERE THE SOCIETY IS REGISTERED;
1.19 “SECRETARY”	THE SECRETARY OF THE SOCIETY (IF ANY);
1.20 “SOCIETY”	THE ELECTORAL REFORM SOCIETY;

	TERM	MEANING
1.21	“SUBSIDIARY COMPANY”	ANY COMPANY IN WHICH THE SOCIETY HOLDS MORE THAN 50% OF THE SHARES, CONTROLS MORE THAN 50% OF THE VOTING RIGHTS ATTACHED TO THE SHARES OR HAS THE RIGHT TO APPOINT A MAJORITY OF THE BOARD OF THE COMPANY;
1.22	“WRITING”	THE REPRESENTATION OR REPRODUCTION OF WORDS, SYMBOLS OR OTHER INFORMATION IN A VISIBLE FORM BY ANY METHOD OR COMBINATION OF METHODS, WHETHER SENT OR SUPPLIED IN ELECTRONIC FORM OR OTHERWISE.

2. Subject to paragraph 1 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Society.

Electoral Reform Society Byelaws

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Chapter 1:

General Meetings

1.1 Procedures for submission and circulation of Resolutions

- a) Notwithstanding Article 35, the Society shall notify all members of the date of a proposed general meeting no later than 56 days prior to the date of such proposed meeting;
- b) Any member may require a resolution to be discussed at a general meeting provided that the text of such resolution is submitted to the Society no later than 42 days prior to the date of the next general meeting;
- c) Resolutions should be confined to stating the resolution (i.e. without any introductory clauses);
- d) The mover of the resolution may submit an explanatory paper (not more than a page of A4 – the Council might decide on less if the resolution is particularly simple and self-explanatory);
- e) The Society shall distribute all proposed resolutions and explanatory papers to Council Members no later than 35 days prior to the date of the next general meeting.
- f) The Council Members may express their support or objection to a resolution by notice in writing to the Society and if a Council member wishes to oppose the resolution, he or she should submit a paper with the counter arguments (not more than a page of A4).
- g) Expression of support or objection and counter arguments by Council Members should be submitted no later than 21 days prior to the date of the next general meeting.
- h) Papers in support of, or opposing, resolutions should be circulated with the agenda for the next general meeting at least 14 clear days before such meeting.
- i) Any resolution which does not meet the requirements of company or any other law shall be invalid and shall not be included in the agenda of the next general meeting.
- j) No material may be distributed at a general meeting without the consent of the Chair of the meeting, or, if a request is submitted in advance of the meeting, without approval of the Council by majority.
- k) The content of statements of support and opposition and related material for polls on resolutions must conform to the same rules as provided for elections in Byelaws 2.1.7 a) and 2.1.7 c).
- l) Complaints concerning the conduct of polls on resolutions shall be made to the Elections Panel who shall apply the same principles and sanctions as described in Byelaws 2.1.13 b), c), and d).
- m) The above procedures for the submission and circulation of resolutions shall not apply in the event that the Officers' Group feels there are particular reasons for calling a general meeting with shorter notice, in order to resolve particular or urgent matters.

1.2 Powers of the Chair of the meeting

- a) The Chair of the meeting shall call upon members who desire to speak and shall determine the order in which they speak.
- b) The Chair shall call a member to order for: failure to address the Chair, irrelevance, tedious repetition of arguments previously put forward by the same or another member, unbecoming language, disregard of the authority of the Chair, or any other breach of order, and to order a member to end a speech which he or she is making.
- c) Subject to these Byelaws, the procedure at the meeting shall be regulated by the Chair who may make provision for matters not covered in the Articles of Association.

1.3 Time limits for speeches and terms of debate

- a) The mover and seconder of a resolution shall together be allowed to speak for not more than 6 minutes. Neither the mover nor the seconder will be allowed to speak for more than 4 minutes.
- b) The mover of a resolution shall be allowed to speak for not more than 2 minutes in replying to the debate on the resolution (unless no members speak in the debate in opposition to the resolution).
- c) The mover and seconder of an amendment shall together be allowed to speak for not more than 4 minutes. There will be no right of reply to a debate on an amendment to a resolution.
- d) In debating a resolution, no speaker, other than the mover and seconder of the resolution, shall be allowed to speak for more than 2 minutes.
- e) No member shall be allowed to speak more than once in the debate of any resolution (other than the mover in exercising his or her right of reply), unless in response to a question raised on his or her contribution to the debate.

1.4 Procedural motions

- a) With the consent of the chair the following procedural motions may be moved with or without notice, but so as not to interrupt the speech of any member:
 - i) that the meeting be now adjourned;
 - ii) that the debate be now adjourned;
 - iii) that the meeting do now pass to next business;
 - iv) that the question be now put;
 - v) a motion to vary the order of business;
- b) The debate on procedural motions shall be limited to a brief speech by the proposer of not more than two minutes and, unless the Chair permits further speeches,
 - 1) where procedural motion is moved during a debate, a brief reply by the mover of the original motion or, failing him or her, one other member; and
 - 2) where a procedural motion is moved before or after a debate or other agenda item, a brief reply by a member opposed to the procedural motion..

1.5 Chair's discretion

The Chair of the meeting shall be allowed to use his/her discretion in suspending the above Byelaws if he/she feels there are particular reasons for doing so.

Chapter 2:

Society Elections

2.1 The Council

2.1.1 Form of the elections

- a) Elected Council Members shall be elected by a ballot of all members eligible to vote (see below). STV shall be used for all Society elections. The result of the ballot will be reported to the following AGM. Those elected shall take office at the close of that AGM, save in the case of an appointment made in accordance with Article 27.2 (Appointment of Council Members), 27.3 or 27.4 (Casual vacancies).
- b) The Chief Executive or such other person appointed by the Chief Executive shall be the Returning Officer.
- c) The election shall be conducted by an independent organisation appointed by the Chief Executive, that specialises in conducting elections. The election shall be conducted in accordance with these rules and any supplementary instructions issued by the Returning Officer. The organisation appointed shall appoint an Elections Supervisor who will liaise with the Returning Officer.

2.1.2 Timetable for elections

- a) Not less than four months before an Annual General Meeting in a year in which elections are to be held, the Returning Officer will circulate to the Council and the Elections Panel ('the Panel') a plan for the conduct of the election, including a timetable. The Returning Officer shall take into consideration any comments received before finalising the arrangements.
- b) On the day of the opening of nominations, the Returning Officer shall invite all members of the Society to nominate themselves as candidates, and in doing so, will provide members with a description of the duties of a Company Director, a nomination form, a copy of the Society's Election Byelaws, and an outline of the timetable for the election. The election will not, however, be invalid if subsequently reasonable changes in the timetable are made.

2.1.3 Qualification for voting

- a) Members whose membership subscriptions are in arrears shall not be entitled to vote unless their subscriptions are brought up-to-date before the fourth working day before the issue of ballot papers.
- b) The Society will not admit new members to the Society between the fourth working day before the issue of ballot papers and the close of the poll.
- c) Two clear working days before the date for the issue of ballot papers, the Returning Officer shall prepare a final electoral roll of all the members entitled to vote and send a copy to the Elections Supervisor.

2.1.4 Qualification for standing for election

- a) Only those who are fully paid-up members of the Society at the close of nominations shall

be eligible to stand as candidates.

- b) Candidates for election must not be disqualified from acting as a Company Director at the close of nominations.
- c) Candidates for election must not be employed by the Society or have been employed by the Society at any time in the 3 years immediately prior to the close of nominations.
- d) Candidates for election must ensure that they are able and willing to observe the Society's Articles and Byelaws, which shall be available to download from the Society's website or made available in hard copy on request.

2.1.5 Nomination of candidates

- a) Members wishing to stand for election shall nominate themselves using the nomination form which shall be sent to all members.
- b) The nomination form shall include a declaration as follows: "I, (name) wish to stand as a candidate for election to the Society's Council for the year and I undertake to comply with the Society's Election Byelaws currently in force. I confirm my support for the aims of the Society and if elected, intend to serve for the full term of office."

2.1.6 Design of the ballot paper

- a) The Society shall use an STV ballot paper as recommended by the ERS STV 97 rules or their variant. The ballot papers shall be marked with serial numbers. Other aspects of the design of the ballot paper shall be as recommended by the Elections Supervisor.
- b) Candidates' names shall be listed in random order. The randomisation of the order shall be done by the Returning Officer in the presence of independent witnesses selected by the Returning Officer. The Panel and candidates will be informed of the time at which this will be done and will be invited to observe.

2.1.7 Candidates' statements and election-related materials

- a) In all statements and election-related materials, candidates must conform to a spirit of reasonable, albeit robust, assertion and debate.
- b) Candidates may submit a written statement in a standard format to be determined by the Returning Officer. Statements can be submitted in hard copy or digitally and must be typed (the Society's staff will assist where necessary). Statements will be sent to members in hard copy and/or may be made available in such electronic format and via such electronic means as the Returning Officer shall determine.
- c) Statements and election-related materials circulated or published by the Society and by candidates or on behalf of candidates shall not contain direct or indirect personal criticisms of members of the Society or its staff. Nor shall they make libellous assertions about any person.

2.1.8 The ordering of candidates' statements

Candidates' statements will be listed in the reverse of the order on the ballot paper. However, an alphabetic index will be provided.

2.1.9 The issue of ballot papers

- a) In the mailing of ballot papers, appropriate safeguards will be used to ensure that each eligible elector receives one and only one ballot paper.

- b) The Elections Supervisor (or an appointed delegate) shall directly supervise the mailing and handling of all ballot papers.
- c) The serial numbers of the ballot papers issued shall be noted and checked against the number of eligible voters. If any discrepancies should arise, all reasonable steps shall be taken to remedy any errors and the Elections Supervisor shall consult the Returning Officer who will inform the Panel.
- d) A printed list shall be produced of the eligible members to whom ballot papers are sent.
- e) Unused ballot papers shall be stored securely and shall not be issued other than with the permission of the Returning Officer.
- f) The following documents shall be sent to eligible members with the ballot papers:
 - a set of candidates' statements;
 - a declaration of identity form;
 - a ballot envelope, overprinted to identify it as a ballot envelope;
 - a reply-paid outer envelope for the return of the ballot paper and declaration of identity;
 - a unique PIN (Personal Identification Number) to enable them to vote electronically as an alternative to the return of a postal ballot.
- g) Although other materials relating to the work of the Society may be included in the same mailing, the Returning Officer will endeavour to ensure that the number of enclosures is kept to a minimum in order to reduce the risk of members overlooking the essential election material.
- h) After the close of the poll, the Election Supervisor shall retain a record of how members voted and shall release it only if required to do so by a resolution passed within one year of the count by a two-thirds majority at a General Meeting, in order to facilitate an inquiry into an alleged irregularity or irregularities in the conduct of an election.

2.1.10 Procedure for the receipt and recording of ballots

- a) The times at which envelopes with postal votes are opened shall be at the discretion of the Election Supervisor and may not be on the same day as the count.
- b) Outer envelopes shall be opened and the voter's name, as shown on the Declaration of Identity, shall be cross referenced with the list of members eligible to vote and recorded accordingly.
- c) The Declarations of Identity will be checked and, if valid, separated from the inner ballot paper envelopes and stored separately.
- d) The inner envelopes will then be opened and the ballot papers removed and counted.
- e) Ballot papers will be declared invalid if:
 - they are not accompanied by a valid and signed declaration of identity;
 - the ballot paper is a copy of an original ballot paper;
 - the serial number of the ballot paper has been detached;
 - the ballot paper has been cancelled due to a duplicate ballot paper being issued to the member;
 - the entries on the ballot paper, in the opinion of the Returning Officer after consultation with witnesses to the count, do not make the intentions of the voter clear (although if

some preferences are clear, the Returning Officer will accept preferences up to the point at which doubt arises).

- f) If more than one vote (using the same PIN) is received, the last vote to have been received will be declared valid and will be counted. All preceding votes received using the same PIN – whether by post or electronically – will be declared invalid.

2.1.11 The count

- a) The election will be counted using the Single Transferrable Vote method as specified under the ERS STV 97 rules or their variant. Whether it is counted manually or by computer will be at the discretion of the Returning Officer unless the Returning Officer, following consultation with the Elections Panel, decides to issue an instruction on the matter.
- b) Candidates and Members of the Elections Panel shall be invited to observe the count. At the count they will be given an opportunity to examine ballot papers and declarations of identity received and to check the accuracy of the recording of sampled ballots. If any candidate is unable to attend, such a candidate may appoint another member of the Society as a delegate provided that the Returning Officer is given prior notice.

2.1.12 Procedures for members who claim not to have received ballot papers

The Elections Supervisor shall report to the Returning Officer if more than one postal ballot is received from any member and only the second vote received shall be counted.

2.1.13 Complaints and objections

- a) Complaints concerning the conduct of elections and/or against decisions of the Returning Officer shall be made in the first instance to the Returning Officer who shall respond to the complainant as soon as is reasonably possible. If the complainant is not satisfied with the response, the matter will be formally referred immediately to the Elections Panel by the Returning Officer unless the complainant intimates that she or he does not wish this to be done. The Returning Officer shall report all complaints received to the Elections Panel, whether or not they have been formally referred to the Panel.
- b) When a complaint is referred to the Elections Panel, the individual(s) against whom the complaint is made will be given the text of the complaint and told the identity of the complainant unless the Panel accepts that there are over-riding reasons to protect the identity of the complainant. Where anonymity is requested, the Panel will receive the complaint in confidence but will only act on it if it accepts there are valid grounds for anonymity.
- c) Should the Elections Panel find that a candidate has not observed the Election Byelaws, the Panel may take one or more of the following actions:
 - (i) issue a warning to the candidate;
 - (ii) report the matter to a General Meeting of the Society;
 - (iii) recommend that the candidate, if elected, should be asked to resign from the Council;
 - (iv) recommend that the Council terminates the membership of the candidate under the provisions of the Byelaws.
- d) Unless overriding reasons of confidentiality have been accepted, copies of the Elections Panel's response on individual complaints formally referred to it shall be given to the complainant and to the individual(s) complained about.

2.1.14 Notification of the result and Election Panel report

- a) At the conclusion of the count and declaration of the result, the Returning Officer shall send a certified copy of the list of candidates elected, together with details of the counts involved, to the Chair of the Council and the Chief Executive (if not the Returning Officer), who shall inform candidates as soon as possible.
- b) The Elections Panel shall, within one year of the declaration of results, submit a report to the Council on all complaints referred to it during the election and any other matters which it believes should be brought to the attention of the Council. If no complaints were referred to the Elections Panel during the election, it may decide not to submit a report.

2.1.15 Disposal of ballot papers and other documents

The Elections Supervisor shall retain possession of all documents relating to the election for a period of 36 months from the date of the count and the declaration of the result and shall then cause them to be destroyed.

2.2 Officers of the Council

2.2.1 Officer roles

The Council of the Society shall, following the annual general meeting, meet to elect four of its members as the Officers of the Society, namely:

- Chair
- Vice-Chair – Management
- Deputy Chair – Campaigns and Research
- Treasurer

The Officers shall be elected in the above order.

2.2.2 Chair

- a) Until the election of the Chair has been completed, the meeting shall be chaired by:
 - the Chair or Vice-Chair or a Deputy Chair or the Treasurer of the Council during the previous year (in that order of preference) will preside, provided that person is a member of the Council and not a candidate, proposer or seconder for the election of the Chair, or;
 - if no Officers of the previous Council are so eligible, the Chief Executive will preside while members choose a member of the Council who is not a candidate, proposer or seconder for the election of the Chair;
 - in the event of the meeting not being able to choose a Chair for the start of the meeting, the Chief Executive shall, with the agreement of the Council, chair the meeting until the Chair of the Society has been elected.
- b) Upon election, the new Chair shall take the chair (unless elected while absent in which case the Vice-Chair, when elected, shall take the chair).
- c) The Chair of the meeting shall have the same rights to question candidates and to vote as other members of the Council.

2.2.3 Nominations

Candidates may nominate themselves or be nominated in their absence. In the latter case, however, the candidate must have given the Chief Executive written notice of willingness to accept nomination before the meeting. Any such candidate may also appoint, by notifying the Chief Executive in writing, another member of Council to speak and answer questions on behalf of that candidate.

2.2.4 If there is more than one candidate

Should there be more than one candidate for a post, each candidate will be invited to speak for up to 2 minutes in support of their candidature and 3 minutes will be allowed for members of Council to question the candidate. Neither questions nor answers should be longer than 30 seconds. The Chair of the meeting, however, may propose changes in these times should the time available and the number of candidates make it desirable. When a candidate is speaking to the meeting or answering questions, other candidates should leave the room.

2.2.5 The vote

Voting shall be by secret ballot using the Alternative Vote. In the event of a tie, the result shall be decided by drawing lots.

2.2.6 Proxy votes

If a Council member is not able to be present at the meeting, that person may appoint another member of the Council as a proxy by giving the Chief Executive written notice before the start of the meeting. In appointing a proxy a member may give instructions on how each vote should be used (e.g. members to be supported, should they be candidates, in order of preference) in the election of some or all positions.

2.3 The Elections Panel

In all respects other than those set out below, the byelaws for the election of the Elections Panel will be as those for Council elections.

2.3.1 Membership and election

- a) Membership of the Elections Panel will consist of 3 members of the Society elected by members. The elections will be held by STV and these ballot papers will be circulated with the ballot papers for the Council elections.
- b) The Council of the Society shall assume the responsibilities of the Elections Panel for the election of the Panel itself.

2.3.2 Qualification for standing for election

Members of the Society will not be eligible to stand for election to, or to serve on, the Panel or to propose or second members in elections to the Panel if they are:

- Members of Council
- Members of staff
- Candidates in other Society elections
- Proposers or seconders of candidates in other Society elections.

2.3.3 Co-option

If there are not enough candidates nominated for election to the Elections Panel, the Council shall co-opt to fill the vacant places. Those who are co-opted must still qualify under regulation 2.3.2. Council should give special consideration to any real or perceived conflicts of interest and/or loyalties when considering co-options to the Elections Panel.

2.3.4 Term of office

- a) Save as provided in Byelaw 2.3.4 b), members of the Panel will serve for a period of 4 years and will retire immediately following:
- receipt by Council of the Panel's final Elections Panel report on the previous Council election (and completion of any discussions thereon); or
 - (if earlier) the nine month anniversary of the publication of the results of the previous Council election;

whereupon the newly elected Elections Panel shall take office.

Serving members of the Panel will be eligible to stand for re-election.

- b) If a majority of members of the Elections Panel certify to the Council that a member of the Elections Panel has not participated in its proceedings over a reasonable period of time, the Council shall invite that member of the Panel to provide an explanation. After considering the explanation (if any) or if the member does not provide an explanation, the Council may, by a two-thirds majority of those Council members present and voting, remove the member from the Panel.
- c) In the event of a casual vacancy on the Elections Panel more than four months before the next election, the vacancy will be filled as soon as possible by recounting the original papers from the previous ballot of the members, in accordance with the Byelaws. Any of the original candidates who are at the time of the recount ineligible or unwilling to serve, shall be excluded before the commencement of the recount, but no continuing candidate elected during the original count or any previous recount shall be excluded.

Chapter 3:

Roles and Responsibilities of Non-Executive Positions

The appointment, removal, retirement and powers of the Directors, including their power to delegate is set out in the Articles.

3.1 Council Members and Officers: Code of Practice

3.1.1 Role of Council Members

Council Members play an essential role. They work with the senior staff team to ensure that high standards of governance are upheld and they provide independent judgement and creative challenge and on issues such as strategy, corporate planning and business performance.

3.1.2 Responsibilities of Council Members

The Council is responsible for:

Legal duties:

- ensuring the Society complies with company law, with the requirements of Companies House as regulator and with other legislation and the requirements of other regulators which govern the activities of the Society
- ensuring that the Society complies with the rules and requirements set out in its governing documents
- determining the overall strategic direction of the Society
- acting with integrity, avoiding personal conflicts of interest and the misuse of funds/assets

Duty of prudence:

- ensuring the Society is and will remain solvent
- using the Society's funds and assets wisely, in furtherance of the purposes and interests of the Society
- identifying and managing risk

Duty of care:

- appointing and monitoring the performance of the Chief Executive and his/her team and holding them to account for the exercise of powers and delivery against plans and budgets;
- promoting and protecting the Society's position, values, integrity, image and reputation; and
- ensuring high standards of governance that command the confidence of the Society's stakeholders.

As the ultimate decision-making body of the Society, Council Members have and must accept responsibility for directing the affairs of the Society, ensuring it is solvent and well run and that it acts in accordance with its objects. As a corporate body, Council Members focus on the strategic direction of the Society and do not become involved in day-to-day operations.

3.1.3 Accountability

Council Members are collectively accountable for their decisions and actions. Council Members do not currently exercise any individual authority except:

- where responsibilities are specifically delegated to individual Council Members; or,
- in the case of the Chair, who exercises a degree of autonomy in taking urgent decisions, in consultation with the Chief Executive, where it is not practical to consult with Council Members, subject to keeping them informed.

The Council will evaluate its own performance on an annual basis, examining its impact and effectiveness and any improvements required in its organisation or operation.

3.1.4 Individual accountability

Members of the Council will:

- act in good faith and in the best interests of the Society;
- give proper time and attention to their duties and development as Council Members;
- use their skills, knowledge and experience to inform collective decisions of the Council; and
- while holding office as Council Members, accept a majority vote of the Council on an issue as decisive and final.

Officers of the Council

3.1.5 Role and responsibilities of Chair

The Chair is responsible for providing leadership and direction to the Society, in conjunction with the Chief Executive. He/she chairs Council meetings and is the first point of contact between the Council and Chief Executive.

Useful skills and experience:

- Experience in corporate governance
- Strategic vision and sound independent judgement
- Strong leadership skills, demonstrable through experience of committee work
- Knowledge of, understanding and commitment to, the not-for-profit sector
- An understanding of the legal duties and responsibilities of the Society's Council
- Experience in public affairs
- Experience in financial management
- Experience in business development and/or fundraising
- Human resources qualifications and/or experience

Main duties and responsibilities:

- Chairing Council meetings, ensuring that they function effectively;
- Ensuring that Council maintains oversight of strategy and policy objectives, delegating day-to-day management to the staff as appropriate;
- Supporting and contributing to the development of the Council: facilitating change, addressing conflict and leading the Council in evaluating its own effectiveness;
- With support from the Treasurer and the Chief Executive, ensuring that the Society's financial dealings are prudently and systematically accounted for and audited;
- Responsible for the recruitment of the Chief Executive (line management is delegated to the Vice Chair). Advising and being consulted by the Chief Executive on key issues as appropriate;
- Exercising a degree of autonomy in taking urgent decisions, in consultation with the Chief Executive, where it is not practical to consult with the whole Council;
- Acting as a senior representative of the Society externally;
- Bringing any known breaches of the Council Members' Code of Practice to the attention of the individual Council Member concerned and dealing with them appropriately.

3.1.6 Role and responsibilities of Vice-Chair – Management

The Vice-Chair – Management is responsible for ensuring the effective management and administration of the Society.

Useful skills and experience:

- Experience in business management and administration
- Experience in line management at a senior level
- Strategic vision and sound independent judgement
- Knowledge of, understanding and commitment to, the not-for-profit sector
- Experience in corporate governance
- An understanding of the legal duties and responsibilities of the Society's Council
- Human resources qualifications and/or experience at a senior level
- Experience in business development and/or fundraising

Main duties and responsibilities:

- Oversight of business management and administrative functions, and company secretarial responsibilities (excluding finance);
- Oversight of governance matters and risk management;
- Providing support to the Executive on staff performance management, helping to ensure appropriate and effective systems are implemented and followed across the Society;
- Line management of the Chief Executive, including providing support and reviewing the work of the Chief Executive.

3.1.7 Role and responsibilities of Deputy Chair – Campaigns and Research

The Deputy Chair – Campaigns and Research is responsible for ensuring that the Society has robust and effective plans in place with regard to its campaigning, research and public affairs activity.

Useful skills and experience:

- Experience in leading or working on high-profile campaigns (voluntary or paid) and/or substantial experience in relevant research programmes
- Strategic vision and sound independent judgement
- Knowledge of, understanding and commitment to, the not-for-profit sector
- Experience in corporate governance
- Experience in public affairs
- Experience in financial management at a senior level
- Experience in business development and/or fundraising

Main duties and responsibilities:

- Contribute ideas and expertise to potential and current Society research, campaigns and public affairs strategies and activities;
- Work with the Chief Executive and Director of Campaigns and Research to ensure a good flow of information between Council and staff in respect of potential and current campaign plans, research and public affairs activities;
- Help to ensure that campaigns, research and public affairs activities are conducted professionally and lawfully and that the Society fully accounts to relevant bodies with respect to achievements and other requirements as appropriate.

3.1.8 Role and responsibilities of Treasurer

The Treasurer has specific responsibility to monitor the financial matters of the Society, ensuring proper financial records and procedures are maintained and ensuring the Society's financial viability.

Useful skills and experience:

- Experience in financial management
- Strategic vision and sound independent judgement
- Knowledge of, understanding and commitment to, the not-for-profit sector
- Appropriate financial qualifications
- Experience in corporate governance
- Experience in business development and/or fundraising
- An understanding of the legal duties and responsibilities of the Society's Council

Main duties and responsibilities:

- Oversight of financial planning, budgeting and accounting;
- Oversight of financial management systems, including internal financial controls on expenditure, cash flow, etc.;
- Scrutiny of financial matters relating to campaigns and oversight of associated requirements regarding reporting to statutory bodies on campaign expenditure;
- Ensuring annual accounts are completed and filed on time and to a high standard;
- Advising Council, the Chief Executive and staff on best practice and legal requirements in relation to financial management;
- Advising on the financial implications of the organisation's strategic plan.

3.1.9 Personal benefit

Council Members will not use their position or misuse information gained in this role for personal or private benefit.

3.1.10 Gifts/hospitality

Council Members:

- will not accept gifts for either doing or not doing something; and
- will not accept any gifts of cash.

3.1.11 Confidentiality

Council Members are required to maintain confidentiality on issues that are:

- labelled as restricted or confidential (either in writing or verbally);
- required by law to be kept confidential (e.g. personnel issues relating to the Society employees); and/or
- where disclosure is not in the Society's interest.

If in any doubt as to whether the information should be kept confidential, Council members should liaise in advance with the Communications team or Chief Executive as appropriate.

3.1.12 Representing the Electoral Reform Society

The Electoral Reform Society's reputation is of primary importance in maintaining its good standing amongst stakeholders and supporters, which is necessary to achieving its aims. When representing the Society externally, whether online, in print or in person, Council members will:

- ensure that their comments do not contradict Society strategy and policy or bring the Society into disrepute; and
- act in a responsible and respectful manner, with an awareness of potential conflicts which may arise.

If a Council member is invited to comment or produce content for a third party in an official capacity, it will be discussed with the Communications team in the first instance.

In undertaking public activity not associated with the Society, Council Members will clarify when appropriate that they are speaking in a personal or private capacity and that their views do not reflect the views of the Society. Council members will ensure that their actions do not compromise or conflict with their role as Council Members.

The official Electoral Reform Society social media channels should be given precedence for news and discussion around the Society's official business. Council Members will not diminish the Electoral Reform Society's official channels by breaking news about the Society's official business elsewhere.

3.1.13 Delegated levels of authority

The majority of operational decisions are delegated to the Chief Executive, in line with his/her responsibilities for managing the Society in accordance with the strategic, planning and budgetary parameters, and risk management strategy approved by the Council.

There are some issues on which the Council seeks early warning or dialogue, or, on which the Executive may seek the Council's steer and/or input. An agreed approach to risk assessment and management is used to identify issues/cases that require early flagging and possible escalation to the Council i.e. where there is a potential for high risk and/or high impact. Escalation will apply to issues/cases involving potential:

- major investment or expenditure
- significant deviation from agreed strategy/plans
- significant degree of controversy/contentiousness or political sensitivity
- damage to reputation e.g. adverse events, negative media interest
- damage to key relationships
- personal impact on Council Members.

Escalation ensures that the Council is made aware of issues of high risk/ high impact, and enables it to be kept informed, explore issues with the Executive and exercise discretion as to whether or not it may need to formally approve decisions/action. The extent to which the Executive will need to continue to flag/refer issues to the Council will be reviewed and may evolve over time as the new governance arrangements become better established. The table below outlines decisions reserved to the Council and decisions delegated to, or the responsibility of, the Chief Executive.

SUBJECT	RESERVED TO THE COUNCIL	DELEGATED TO / RESPONSIBILITY OF THE CEO
Governance	Consideration and approval of the Society's governing documents (with approval of the membership where required)	Responsibility for all matters of organisational structure below the level of CEO. Able to delegate authority to other Society staff
	Establish, where necessary, Committees or Sub-Groups with clear terms of reference and membership to fulfil ongoing or time-limited governance functions.	To make recommendations for establishing Committees or Sub-Groups with clear terms of reference and membership to fulfil ongoing or time-limited governance functions.
	The cycle of Council meetings, approval of Council agendas (delegated to the Chair) and approval of minutes of Council meetings.	Ensure the Council can function properly through provision of an effective Council Secretariat. To make recommendations for the cycle of Council meetings, and for the composition of agendas for meetings. To prepare draft minutes and maintain efficient overall arrangements for the administration of the Society. To provide necessary support and resources for Council Members to maintain and develop their skills and knowledge.
Strategy	Determining the overall strategic direction of the Society. Consideration and approval	Preparation of the Society's Strategic Plan for consideration and approval of the Council,

	of the Society's Strategic Plan.	ensuring early consultation with the Council.
	Consideration and approval of formal strategic partnerships with other organisations	Recommendations to the Council for formal strategic partnerships with other organisations.
Finance	Approval of Annual Financial Statements and (when applicable) Annual Report	Preparation of Annual Accounts for Council approval. Preparation of Annual Report for Council approval.
	Appointment of external auditors and approval of their remuneration (subject to approval by membership)	Responsibility for management of relationships with external auditors. To report to the Council matters of significance arising from the work of appointed auditors.
	Consideration and approval of the Society's Annual Budget.	Preparation of the Annual Budget in line with the Society's Strategic Plan, ensuring early consultation with the Council.
	Variations to the approved budget of over £20,000	Variations to the approved budget of under £20,000.
Risk Management	Approval of the Society's Risk Management Strategy	To manage risk within the Society and to escalate issued for consideration by the Council as necessary
Performance Management	Determination and approval of arrangements for performance management (eg key performance indicators) and consideration of regular update reports (eg CE Report).	To keep the Council informed of progress in achieving performance objectives and to advise of any significant variance from approved plans.
		To keep the Council informed of any significant issues in the operation of the Society.
HR Issues	Appointment of the Chief Executive	The structure of the Senior Management Team.
	Approval of significant changes to overall HR strategy and policy, including staff terms and conditions of employment.	All appointments and other HR issues.
Communication Issues	Approval of communication plans in relation to matters of major public, political or reputational significance with a high degree of reputational risk	The Chief Executive should sign-off all press releases and other statements where the statement is on a matter of major public, political or reputational significance.
		Identification of significant issues to be considered by the Council.

3.2 Elections Panel

The Elections Panel shall:

- a) provide advice on the proper conduct of the Council elections, in accordance with Chapter 2 of the Byelaws (Society Elections) to the Returning Officer as required;
- b) consider and decide upon any matter directly connected to the conduct of elections of Council Members referred to it by the Returning Officer;
- c) consider complaints and objections from members of the Society regarding Council elections and take appropriate action;
- d) following each Council election, within one year of the declaration of results, submit a report to the Council on all complaints referred to it during the election and any other matters which it believes should be brought to the attention of the Council. If no complaints were referred to the Elections Panel during the election, it may decide not to submit a report.

3.3 Ambassadors

The role of Ambassador is to be a high-profile representative of the Society. Ambassadors of the Society shall:

- a) be nominated for their status or position in the community;
- b) not necessarily be a current member of the Society, but be sympathetic to its mission;
- c) advance the Society's objects and enhance its reputation through media work, public engagements and other means.

Chapter 4:

ERS Fund

4.1 Definitions

In this Byelaw:

- 4.1.1 "ERS Fund" means the fund of £39,000,000 held by the Society on the date of adoption of this Byelaw;
- 4.1.2 "Index" means the Retail Prices Index
- 4.1.3 "Investment Return" means the return from investments which represent the assets comprising the ERS Fund and includes:
- (a) any interest receivable; plus
 - (b) any net rent and other income or gains derived from the assets; plus
 - (c) any dividends; plus
 - (d) all forms of capital gain resulting on, or from, the disposal, redemption, or revaluation of investment assets (including the issue or repayment of share or loan capital); less
 - (e) any capital losses resulting on or from the disposal, redemption, or revaluation of investment assets;
- 4.1.4 "Relevant Percentage" is the percentage equivalent to the rise in inflation as calculated by reference to the most recently published version of the Index from the date of the month end immediately after the date on which this Byelaw was adopted to the date the Limit Value is calculated from time to time;
- 4.1.5 "Limit Value" is the £39,000,000 multiplied by (100% + the Relevant Percentage);
- 4.2 Subject to the provisions of this Byelaw, income or capital gains and income or capital losses comprised in the Investment Return shall be applied to the capital of the ERS Fund unless the total value of the ERS Fund is equal to or above the Limit Value.
- 4.3 In the event that the total value of the ERS Fund is equal to or above the Limit Value additional capital or income gains comprised in the Investment Return may be applied for the purposes of the Society.
- 4.4 When exercising their powers under this Byelaw, the Council Members shall have regard to the nature of the ERS Fund; the general duties of directors set out in the Companies

Acts; the roles and responsibilities of Council Members set out in the Byelaws; and shall only exercise their powers in such a way as the Council Members, acting in good faith, reasonably believe will not prejudice the ability of the Society to further its purposes now and in the future.

- 4.5 Before using their powers in relation to the ERS Fund, the Council Members must (unless the exception in Byelaw 4.6 below applies) obtain and consider proper advice about the way in which the power ought to be used, having regard to the duty expressed in Byelaw 4.4 above.
- 4.6 The exception in this Byelaw 4.6 is that the Council Members need not obtain such advice if they reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so.
- 4.7 Proper advice is the advice of a person who is reasonably believed by the Council Members to be qualified to give it by his or her ability in and practical experience of investment.
- 4.8 The Council Members shall report to the members annually on the value of the ERS Fund, and any allocation of investment return for application for the purposes of the Society above.
- 4.9 Nothing in this Byelaw creates any trust over or in respect of the ERS Fund, which is held beneficially as part of the corporate property of the Society.