

## **The Companies Acts 1985 and 1989**

### **Company Limited by Guarantee and not having a Share Capital. Memorandum of Association of the Socialist Environment and Resources Association**

- 1) The Company's name is the Socialist Environment and Resources Association (and in this document it is called "the Association").
- 2) The Association's registered office is to be situated in England and Wales.
- 3) The Association's objects ("the Objects") are:
  - a) to advance sustainable development - the integration of social, economic and environmental needs to ensure a good quality of life for all without damaging the Earth's life-support systems;
  - b) to identify the links between human well-being and the health of the environment we inhabit and to formulate and promote democratic socialist policies to enhance both;
  - c) to disseminate information to the Labour Movement and to enlist its support for the Association's priorities;
  - d) to demonstrate the relevance of democratic socialist strategy toward environmental problems, both to other environmental organisations and to the general public, and to participate in campaigns on environmental issues;
  - e) to develop mutually beneficial relations with similarly motivated organisations, whether at a local, national or international level;
  - f) to be a democratic socialist organisation, believing that by the strength of our common endeavour we achieve more than we achieve alone, so as to create for each of us the means to realise our true potential and for all of us a community in which power, wealth and opportunity are in the hands of the many not the few, where the rights we enjoy reflect the duties we owe, and where we live together, freely, in a spirit of solidarity, tolerance and respect.
  - g) to assist in the return of Labour Party candidates, for both local and Parliamentary elections, who are in broad agreement with the aims of the Association;
  - h) to work in ways which are consistent with sustainable development - encouraging participation, co-operation and active citizenship.
- 4) In furtherance of the Objects, but not otherwise, the Association may exercise the following powers:
  - a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;
  - b) to acquire, alter, improve and to charge or otherwise dispose of property;
  - c) subject to clause 5 below to employ such staff, who shall not be members of the Executive Committee of the Association, (hereinafter referred to as "the Executive"), as are necessary for the proper pursuit of the Objects;
  - d) to establish or support any trusts, associations or institutions formed for all or any of the Objects;
  - e) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;

- f) to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- g) to do all such other lawful things as are necessary for the achievement of the Objects;

5) The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no member of the Executive shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association: Provided that nothing in this document shall prevent any payment in good faith by the Association:

- a) of the usual professional charges for business done by any Executive Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Executive benefit under this provision and that an Executive member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- b) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not an Executive member;
- c) of interest on money lent by any member of the Association or Executive member at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Executive;
- d) of fees, remuneration or other benefit in money or money's worth to any company of which an Executive member may also be a member holding not more than 1/100th part of the issued capital of that company;
- e) of reasonable and proper rent for premises demised or let by any member of the Association or an Executive member;
- f) to any Executive member of reasonable out-of-pocket expenses.

6) The liability of the members is limited.

7) Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8) If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other organisation having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association by Clause 5 above, chosen by the members of the Association at or before the time of dissolution and if that cannot be done then to some other charitable object.

## **The Companies Acts 1985 and 1989**

### **Company Limited by Guarantee and not having a Share Capital Articles of Association of the Socialist Environment and Resources Association**

#### **Interpretation.**

1) In these articles:

"the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association;

"clear days" in relation to the period of a notice means the 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;

"executed" includes any mode of execution;

"the memorandum" means the Memorandum of Association of the company;

"office" means the registered office of the Association;

"secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"the Executive" means the directors of the Association (known as the Executive Committee);

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

#### **Members.**

2) Membership of the Association shall be open to all those eligible to join the Labour Party, who accept the objects of the Association and who are in broad agreement with the aims of the Association. Subscriptions are payable annually. They become due 12 months from the date of the original subscription and thereafter at intervals of 12 months. The Executive shall fix the scale of subscriptions and vary them as necessary from time to time.

- 3) The Executive shall have power to refuse an application or to expel a member, which refusal or expulsion shall be in writing. Actions which bring the Association into disrepute, particularly in the public or political arena, shall be deemed grounds for such refusal or expulsion. Any person whose application is refused or who is expelled from the Association shall have the right to appeal in person or in writing or both to the next Annual General Meeting, which shall be obliged to consider the matter fully. Its decision will be final.
- 4) Any member wishing to resign from the Association shall give notice in writing to the office. Any member owing moneys to the Association after two reminders shall cease to be a member.
- 5) The Association will accept as affiliated organisations national, regional and local organisations compatible with the criteria for membership, with fees based on a scale decided by the Executive. Affiliated organisations shall be entitled to send a representative to the Annual General Meeting, who shall have the rights of an individual member. The provisions of membership shall apply to affiliated organisations.

### **General Meetings.**

- 6) The Annual General Meeting (AGM) shall take place each calendar year, at such times and places as the Executive shall appoint, but normally before 30th June.
- 7) A Special General Meeting shall be called for the purpose of considering a specific resolution by request of the Executive or of 30 members of the Association, provided that the request includes the resolution and that 2 weeks notice of the meeting is sent to all members of the Association.

### **Notice of General Meetings.**

- 8) Notice of the date of the AGM, together with a request for resolutions and nominations for the Executive Committee, shall be circulated to every member not less than 10 weeks before the AGM, it being open to any member, branch or affiliated organisation to move a resolution and make nominations, provided that these are received in the Association's office not less than 6 weeks before the Annual General Meeting.
- 9) A preliminary agenda of the business to be transacted at the AGM, together with a list of submitted resolutions and ballot papers for the Executive Committee election, shall be forwarded to each member of the Association not less than 4 weeks before the date of the AGM.
- 10) Ballot papers for the Executive Committee election and amendments to resolutions must be returned one week before the AGM. If urgency can be demonstrated, emergency resolutions or amendments may be accepted at the AGM, at the discretion of the Chair.
- 11) The Executive's report on the year, along with the accounts for the year, will be presented at the AGM and will be made available to members wishing to attend at least one week in advance. Notice of changes to the articles of the Association must be circulated to all members at least one week in advance.
- 12) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at general meetings.**

13) No business shall be transacted at any meeting unless a quorum is present. 25 persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

14) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Executive may determine.

15) The chair of the Executive, or in his absence one of the Vice-Chairs, or a member of the Executive, shall preside as chair of the meeting, but if none such be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present and entitled to vote shall elect one of their number to the chair.

16) The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

Otherwise it shall not be necessary to give any such notice.

17) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded: (1) by the chairman; or (2) by at least two members having the right to vote at the meeting.

18) Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

19) The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

20) A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

21) In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he may have.

22) A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

23) 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. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **Votes of members.**

- 24) Subject to article 17 every member shall have one vote.
- 25) No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.
- 26) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 27) A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 28) Any organisation which is affiliated to the Association may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Association.

## **Executive Committee.**

- 29) The control and administration of the affairs of the Association shall be vested in the Executive Committee of the Association, which shall be accountable to the Annual General meeting of the Association. The Executive will normally meet every second month.
- 30) The Executive shall not make changes to the articles or agree to terminate the Association, which decisions must be taken by a two-thirds majority at an Annual or Emergency General Meeting.
- 31) The Executive may nominate, from within its number, sub-groups to oversee "Finance and Management", "Media and Publications" and "Fund-raising" or any others as may be appropriate, and will oversee the remit of these sub-groups. Sub-groups of the Executive will meet at intervals to be determined by the Executive and provide written reports to each full meeting of the Executive for comment and approval. Sub-groups of the Executive may co-opt additional members from outside the Executive, subject to the approval of a full meeting of the Executive.
- 32) The Executive may nominate individuals or task-groups both from within and without the Executive to carry out particular one-off tasks or temporary functions. Whilst fulfilling this function, these will report to each full meeting of the Executive.
- 33) Working groups may be set up within the SERA membership to focus on particular policy subjects, membership groups or campaign goals. Such working groups must be recognised by the Executive and must report meetings and activities to the next full meeting of the Executive. At such meetings, working groups may be represented by a member of the Executive or will be invited to send a non-voting representative.
- 34) Recognised branches of the Association will be sent advance notice and minutes of Executive meetings and may be invited to send a non-voting representative.
- 35) The Executive shall be responsible for the employment of staff to carry out the activities of the Association as finances allow.

## **Appointment and Retirement of Executive Members.**

36)The Executive Committee shall initially consist of a Treasurer and up to 16 members, which shall include at least one member from Scotland, one member from Wales, one Youth Representative and one Parliamentary representative, elected by a secret postal ballot of all members and affiliates prior to the Annual General Meeting. Candidates for the Executive must be members, or representatives of an affiliate, of the Association. Election to the Executive shall be for a two-year term.

37)Any member wishing to resign from the Executive shall give notice in writing to the Chair. The Executive committee shall have the power to fill any such vacancies that may occur among the members of the Executive Committee and anyone being brought onto the executive in this way will hold this position until the next AGM. The Executive also may, when it considers necessary, co-opt up to 5 further members to the Executive Committee. Co-optees serve for one year to the next AGM.

38)For co-option, a secret ballot shall be announced at least one month in advance and take place at a full meeting of the Executive. Candidates must be nominated by a member of the Executive, with full biographical details and supporting statement distributed in advance. Executive members unable to attend the meeting may make a postal ballot to the office by the date of the meeting.

39)Any member of the Executive felt to be failing in their duties or to be bringing the Association into disrepute, as defined in Article 3 may be removed by a two-thirds majority of a quorate meeting of the Executive. The expelled member may be replaced by co-option but may appeal to the following Annual General Meeting.

40)At the first full meeting after the AGM the Executive Committee shall, from amongst its members, elect a Chair and two Vice-Chairs and representatives to any external bodies on which the Association sits. The three officers shall facilitate Executive meetings, chair the sub-groups of the Executive and adjudicate on matters arising between meetings.

41)For a full meeting of the Executive to be quorate, five members of the Executive, or one third of the total members at that time, must be present.

42)Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

43)Subject to the provisions of the articles, the Executive may regulate their proceedings as they think fit.

### **Branches**

45)Branches of the Association shall be established, subject to the approval of the Executive Committee. At least six national members are required to form a branch, which may also set up a parallel local membership.

46)Branches will be free to determine their own campaigning objectives and activities, provided they are consistent with the aims and objectives of the Association, as set out by the Memorandum, the AGM and the Executive.

47)Each recognised branch will receive agenda and minutes for meetings of the Executive and may be invited to send a non-voting representative.

48)Each branch is requested to report regularly to the Executive and the Executive may require specific reports from time to time for the information of the Executive and the Annual General Meeting.

49)The local nature of the branch should be explicit on all statements or adverts. Such statements shall not commit the Association as a whole unless prior endorsement is given by the Executive.

50)Branches should seek to involve all national members living within the target area.

51) Branches that affiliate to local CLPs are required to do so using their own finances and seek that CLP's affiliation to SERA. Branches affiliated to a CLP should annually elect a GC delegate who must be accountable for branch decisions.

52) The Executive Committee will devise a strategy of support and responsibilities for branches.

#### **Honorary Officers.**

53) The Executive may appoint a President and up to eight Vice-Presidents as Honorary Officers of the Association. Such appointments will run for three years and must be ratified by the following AGM. Any Honorary Officer felt to be failing in their duties, or to be bringing the Association into disrepute, as outlined in article 3, may be removed by a two-thirds majority of a quorate meeting of the Executive. The expelled Officer may be replaced but may appeal to the next

#### **AGM.**

54) The Executive may also appoint an informal Advisory Group of individuals who may have particular knowledge or experience to offer, yet are unable to play the role of a full Executive member. Such appointments will also run for three years and be subject to the approval of the following AGM.

#### **Finance.**

55) The Treasurer shall be the custodian of the finances of the Association and shall oversee the income and expenditure of the Association.

56) All cheques drawn on the Association's banking accounts shall be signed by two authorised officers. Counter signatures shall be determined by the Executive from time to time.

57) The funds of the Association shall be paid into an ethical bank account, as determined by the Executive.

58) The Executive shall devolve responsibility for expenditure to staff, groups and working parties as it sees fit. Such expenditure is still ultimately subject to certification by the Treasurer that there are sufficient funds to cover it.

59) All surplus funds generated by the work of the Association shall be channelled into the development of the Association and additional work to support its aims, as determined by the AGM and Executive.

#### **Auditors.**

60) The Treasurer shall present the accounts of the Association to the Annual General Meeting.

61) The accounts of the Association shall be audited if requested by the Executive, the AGM or ten members of the Association.

#### **Affiliation.**

62) The Association shall seek affiliation to the Labour Party. The Executive may also affiliate the Association to other bodies, all such other affiliations being subject to approval each year by the Annual General Meeting

#### **Indemnity.**

63) Subject to the provisions of the Act every Executive Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in

which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

**Rules.**

64)The Executive may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a) the admission and classification of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- b) the conduct of members of the Association in relation to one another, and to the Association's servants;
- c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
- d) the procedure at general meetings and meetings of the Executive and committees of the Executive in so far as such procedure is not regulated by the articles;
- e) generally all such matters as are commonly the subject matter of company rules.

The Association in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Executive shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules or bye laws, which shall be binding on all members of the Association. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.