



# The Free West Papua Campaign

*A Company Limited by Guarantee  
and not having a share capital*

## PART 1 OBJECTS, POWERS AND NOT-FOR-PROFIT STATUS

### 1. Objects

The **objects** of the company are:

- a) To mount a successful campaign through public, political and legal channels to persuade the United Nations to give the people of West Papua the right to self-determination
- b) To identify and utilize all other peaceful means of ensuring the right to self-determination for the people of West Papua
- c) To ensure the people of West Papua have their human rights met and to end the environmental destruction being wrought across the region

### 2. Powers

The Company has the power to do anything which is incidental or conducive to the furtherance of its object including:

- a) To carry out any legal activity which promotes the Objects
- b) To seek and apply for funds, to sell merchandise and other products to raise funds, to receive donations, endowments, subscriptions and legacies from persons desiring to promote the Company's object, and to hold funds in trust for the same;
- c) To borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's objects and to mortgage or change any part of the Company's property as security for borrowed money;
- d) To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company in relation to its activities
- e) To establish subsidiary companies to assist or act as agents for the Company, and to enter into partnerships, joint ventures of other arrangements with other bodies
- f) To pay the costs of forming the company
- g) To employ paid or unpaid agents, staff or advisers, and to pay or provide pensions for the benefit of any employees or their dependents
- h) To enter into contracts to provide services to or on behalf of other bodies
- i) To enter into any partnership or joint venture with any other organisation sharing the same object as the Company (whose objects are deemed similar by the trustees)

- j) To do anything else within the law which promotes or helps to promote the Objects or the interest of the Company

### **3. Not-for-profit status**

- a) The income and property of the Company shall be applied solely towards the promotion of its objects set out in these Articles, and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the company, provided that nothing shall prevent any payment in good faith by the Company:
  - i) As repayment of reasonable out-of-pocket expenses incurred by any trustee, staff member or other appointed person whilst acting on behalf of the Company
  - ii) Of reasonable payments to any Trustee of the Company or other appointed person for services rendered to the Company, whether on a contract of employment or otherwise
- b) If the Company is dissolved, any assets remaining after the satisfaction of its debts and liabilities shall not be distributed amongst the trustees or staff but must be applied in one or both of the following ways, as may be decided by the trustees
  - i) By transfer to one or more not-for-profit distributing institutions, or charities, with objects similar to or compatible with those of the Company
  - ii) As a donation for charitable purposes

## **PART 2 LIMITATION OF LIABILITY**

### **4. Limit of members' liability**

- a) The liability of the members is limited
- b) Every member guarantees, if the Company is dissolved while she or he is a trustee or within one year afterwards, to pay up to one pound sterling (£1) towards the costs of dissolution and liabilities incurred by the Company while the person was a trustee.

## **PART 3 MEMBERSHIP**

### **5. Members**

- a) Members shall be admitted at the invitation of the Directors. Upon admission to membership, a person shall also be appointed as a Director of the Company.
- b) No-one shall be admitted as a member who
  - i) Is under 16 years of age; or
  - ii) Is an undischarged bankrupt, or is otherwise prohibited by law from serving as a Company Trustee or Director
- c) Anyone ceasing to be a Director of the Company shall also cease to be a member

## **PART 4 DIRECTORS**

### **APPOINTMENT AND REMOVAL OF DIRECTORS**

#### **6. Directors**

The Company shall have a Board of Directors comprising all the members of the Company. When complete the Board will consist of at least six and no more than 15 people, all of whom must be members.

#### **7. Disqualification, removal and retiring of Directors**

The office of a Director shall be immediately vacated if she or he:

- a) resigns in writing to the Company; or
- b) becomes bankrupt or makes any composition with her of his creditors, or is otherwise disqualified by law from serving as a director of a company; or
- c) ceases to be a Director for any other reason allowed for in the Act
- d) is absent from three out of any four consecutive meetings of the Directors (but the Directors may at their discretion decide that this Article shall not apply)
- e) is removed by resolution passed by at least seventy-five per cent of the Directors present and voting at a meeting of the Directors after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views (but so that if the Director concerned does not attend after receiving due notice of the meeting the Directors may pass a resolution under this Article in her or his absence).

One third (or the number nearest one third) of the Directors must retire at each AGM with those longest in office retiring first and the choice between any of equal service being made by drawing lots.

### **DIRECTORS' POWER AND DUTIES**

#### **8. Directors' general authority**

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

#### **9. Director's powers**

The Directors have the following powers:

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

- b) To appoint a Chair, Vice-Chair and Treasurer (and any other office-holders) from among their number (and to remove any such person from such office if the Directors so decide)
- c) To delegate any of their functions to Committees consisting of two or more individuals appointed by them so that:
  - i) At least one member of each committee must be a Director
  - ii) The Directors must confirm in writing the limits of authority of each committee; and
  - iii) The Directors shall be responsible for ensuring that any Committee reports to them promptly and for monitoring the proper exercise of any powers delegated to a Committee.
- d) To establish procedures to assist the resolution of disputes within the Company
- e) Subject to the Articles, to delegate any of the functions to any person they think fit (and to revoke such delegation)

## PROCEEDINGS OF DIRECTORS MEETINGS

### 10. Directors' meetings

- a) The Directors must hold at least three meetings each year. At least 14 days notice of a meeting must be given to all Directors
- b) Notice of any Directors' meeting must indicate (in writing or otherwise):
  - i) Its proposed date and time;
  - ii) Where it is to take place; and
  - iii) If it is anticipated that some Directors will not be able to be in the same place, how it is proposed that they should communicate with each other during the meeting.

### 11. Participant in Directors' meetings

- a) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
  - a. The meeting has been called and takes place in accordance with the Articles; and
  - b. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- b) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other
- c) If all the Directors 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.

### 12. Quorum for Directors' meetings

- a) A quorum at a meeting of the Directors is a majority (more than one half) of the number of Directors in office at the time.

- b) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

### **13. Chairing of Directors' meetings**

The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.

### **14. Voting at Directors' meetings**

- a) All questions and proposals shall be decided by a majority of the Directors participating in the meeting. In the case of an equality of votes, the person chairing the meeting shall not have a second or casting vote and the resolution shall be lost.
- b) Every Director has one vote on each issue

## **DIRECTORS' REMUNERATION AND EXPENSES**

### **15. Directors' remuneration**

- a) Directors may undertake any services for the Company at the request of other Directors
- b) Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

### **16. Directors' expenses**

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings of the Company or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **PART 5 MEMBERS' DECISION-MAKING**

### **WRITTEN RESOLUTIONS**

### **17. Decision by written resolution**

- a) Any decision that may be made at a General Meeting of the Company may be made by written resolution.
- b) A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
- c) The majorities required to pass a written resolution are as follow:

- i) For an ordinary resolution, approval is required from a simple majority of the members eligible to vote
- ii) For a special resolution, approval is required from not less than seventy five per cent of the members eligible to vote.
- d) The document indicating a member's approval of a written resolution may be sent to the Company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- e) A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members
- f) A written resolution is passed as soon as the required majority of members have signified their agreement to it.

## GENERAL MEETINGS

### 18. General meetings

- a) The Company will hold an Annual General Meeting to which all members are eligible to attend
- b) The Directors may whenever they think fit convene a General Meeting, and a General Meeting shall be convened if demanded by 5% of the members of the Company
- c) An Annual General Meeting must take place within a maximum of 15 months of the previous Annual General Meeting

### 19. Quorum for General Meetings

- a) No business shall be conducted at a General Meeting unless a quorum is present
- b) Unless otherwise decided by the Directors, the quorum for a General Meeting shall be no less than 30% of the members at that time

### 20. Chairing General Meetings

At every General Meeting, the members shall select one of their number present to chair the meeting

## VOTING AT GENERAL MEETINGS

### 21. Voting: General

- a) Decisions at General Meetings shall be made by passing resolutions:
  - a. Decisions involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than seventy five per cent of votes cast

- b. All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast
- b) Each member shall have one vote on any question to be decided at a General Meeting, which may be cast personally or by proxy.
- c) All efforts will be made to pass resolutions by consensus and clauses 21 a and b will only be enacted if this is not possible.

## **22. Proxy voting**

- a) A member who cannot attend a General Meeting may appoint any other person to act as proxy for her or him by sending a notice in writing (a 'proxy notice') which:
  - i) States the name and address of the member appointing the proxy;
  - ii) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - iii) Is signed by or on behalf of the member appointing the proxy; and
  - iv) Is delivered to the Company in accordance with any instructions contained in the notice of the General Meeting to which they relate
- b) The proxy notice may
  - i) Specify that the proxy must vote this way or that on any particular resolution; or
  - ii) Authorize the proxy to vote in accordance with her or his own judgement.

## **23. Tied votes**

In the case of equality of votes the person chairing the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.

## **24. Delivery of notices**

- a) Any General Meeting (including the Annual General Meeting) shall be called by at least 14 clear days' notice. However, a General Meeting may be called with shorted notice if it is agreed by at least ninety per cent of those entitled to attend and vote
- b) Notice of every General Meeting (including the Annual General Meeting) shall be given in writing or by electronic communication to every member and Associate of the Company, and to the auditors and to such other persons who are entitled to receive notice, and may be given by any method permitted by the Act
- c) Notice shall be deemed to have been served:
  - i) Immediately on being handed to the member personally
  - ii) Forty-eight hours after being sent by electronic means or delivered by post or by hand to the relevant address

## **25. Content of notices**

- a) Notice of all meetings shall specify the exact time and place of the meeting

- b) In the case of a General Meeting which is to consider a Special Resolution, or a resolution to remove a Director or the Auditor, such resolution shall be specified in the notices calling that meeting; and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- c) The notice of every General Meeting must advise members of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting.

## **26. Errors**

The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **PART 6 ADMINISTRATIVE ARRANGEMENTS**

### **MINUTES**

## **27. Minutes to be kept**

- a) The Directors must keep minutes of all:
  - i) Appointments of officers made by the Directors;
  - ii) Proceedings at meetings of the Company;
  - iii) Written resolutions passed by the Company;
  - iv) Meetings of the Directors and committees appointed by Directors including:
    - The names of the Directors present at the meeting;
    - The decisions made at the meeting; and
    - Where appropriate, the reasons for the decisions
- b) Minutes of meetings shall be kept for a minimum of ten years

### **ACCOUNTS AND AUDIT**

## **28. Accounts**

- a) The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- b) A copy of the Company's latest available annual accounts must be supplied to every member and Director of the Company on or before the date on which the Company delivers its accounts and reports to the Registrar of Companies.

NB: I believe this last bit is the law (but it keeps changing). As there is no requirement to hold an AGM, there is instead a requirement to send copies of the



accounts to various people before sending them to Companies House each year. This is one good reason to limit the number of members we have.

## **29. Audit**

- a) In accordance with the law the Company will take advantage of the small company audit exemption as long as it is eligible to do so.
- b) The Company's income and expenditure account and balance sheet will be subject to professional audit if
  - i) The Company's income exceeds the statutory threshold; or
  - ii) An audit is demanded by 10% of the membership

## **30. Directors' indemnity and insurance**

The Company may indemnify any Director, auditor or other officer of the Company against any liability incurred by her or him in that capacity to the extent permitted by sections 232 to 234 of the Act.

## **31. Insurance**

- a) The Directors may decide to purchase and maintain insurance, at the expense of the Company for the benefit of any relevant Director in respect of any relevant loss.
- b) In this article:
  - i) A 'relevant Director' means any Director, or former Director, of the Company or an associated company
  - ii) A 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Director in connection with that Directors duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
  - iii) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

## **PART 7 INTERPRETATIONS**

## **32. Defined terms**

In the Articles, unless the context requires otherwise:

'Articles' means the Company's Articles of Association

'the Act' means the Companies Act 2006

'Director' means a Director of the Company, and includes any person occupying the position of Director, by whatever name called

'document' includes, unless otherwise specified, any document sent or supplied in electronic form

'electronic form' has the meaning given in section 1168 of the Companies Act 2006

'member' has the meaning given in section 112 of the Companies Act 2006

## Free West Papua Campaign

'ordinary resolution' has the meaning given in section 282 of the Companies Act 2006

'participate,' in relation to a Director's meeting, has the meaning given in Article 11

'special resolution' has the meaning given in section 283 of the Companies Act

'subsidiary' has the meaning given in section 1159 of the Companies Act

'writing' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, wherever sent or supplied in electronic form or otherwise.

Unless the context otherwise required, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.