

**COMPANY LIMITED BY GUARANTEE AND NOT**

**HAVING A CAPITAL DIVIDED INTO SHARES**

**MEMORANDUM OF ASSOCIATION**

**- of -**

**LG Communications Ltd**

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- 1 The name of the Company (hereinafter called “the Association”) is “LG Communications Ltd”.
- 2 The registered office of the Association will be situated in the United Kingdom.
- 3 The objects for which the Association is established are:
  - Enhance the profile and reputation of local government through improving local and national communications practice.
  - Provide a united voice to public relations and marketing communications functions in all local authorities to maximise our influence and mutual support.
  - Provide a forum for discussion and exchange of information, views, and opinion on local government communications to encourage the highest standards of practice.
  - Work in partnership with all public authorities that work with communities in the UK and Ireland including Police, Fire, Health and economic development, and regional authorities.
- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.
- 5 The liability of the members is limited.
- 6 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
- 7 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but subject to any charitable trusts affecting the same shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its

or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. Membership of the Association shall be open to each local authority, national and regional local authority Association and other local government bodies, including all public authorities that work with communities in the UK and Ireland covering Police, Fire, Health and economic development, and regional functions. The fee for such membership will be set annually by the Executive Committee

10. Associate Membership of the Association is open to organisations working with local communities such as universities, colleges, social enterprises, pressure groups, and contractors to local government. Private companies would not normally be accepted into membership. The fee for such membership will be set annually by the Executive Committee.

11. Voting shall be on the basis of one vote per authority. The Chair shall have a casting vote. Where a member of the Association is represented at a meeting by a deputy or other nominee that person shall be entitled to vote on behalf of the authority.

11. The Association shall hold an annual meeting once a year. Twenty-eight days' notice of the AGM shall be given, in writing, to all members of the Association. The Association will aim to hold three meetings throughout the year, in addition to the AGM.

12. If at least eight voting members of the Association sign a requisition for a special meeting, stating its objectives, the Chair shall be required to convene a meeting within fourteen days of such a requisition. Members who have signed such a requisition may themselves call a meeting, which shall have the same powers as if convened by the Chair.

13. A meeting shall not be empowered to conduct any business of the Association unless five voting members, or their representatives, are present. In an emergency, the Chair and the Executive Committee of the Association have Executive Committee powers to take decisions. Any action taken under these powers must be reported to the next meeting of the Association.

14. The governing body of the Association shall be its Executive Committee, elected at the annual meeting of the Association, and comprising as many members as may be determined at that annual meeting. The Directors of the organisation will be one Executive Director, acting as Company Secretary, and appointed by the Executive Committee; plus, its Officers acting as Non-Executive Committee Directors, and elected annually, namely:

- Chair
- 2 Vice-Chairs
- Treasurer
- Secretary
- Immediate Vice-Chair

15. In addition, the Executive Committee shall have the power to co-opt other members onto the Executive Committee on an ad hoc basis as appropriate.

16. Any member of the Executive Committee who misses three successive committee meetings, without good reason in the view of the officers of the Association will be removed from the Committee and will be ineligible to stand for election at the next AGM.

18. The Executive Committee of the Association shall have the power to enter into any commercial, membership, training, or other agreement that it deems to be to the benefit of member authorities and advances the objectives of the organisation.

19. These rules shall not be altered or rescinded except by resolution arising from a motion to a meeting of the Association of which twenty-eight days prior notice shall have been given to members of the Association. That resolution, duly recorded in the minutes of that meeting, must be approved by a formal vote at a second properly convened meeting.