

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES

MEMORANDUM OF ASSOCIATION - of – LGcomms (2018) Ltd

- 1 The name of the Company (hereinafter called “the Association”) is “LGcomms (2018) 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 and public service communications through providing professional leadership, career development improving local and national communications practice.
 - Provide a united voice for communications, marketing and engagement professionals and functions in all local government and public service organisations to maximise our influence and mutual support.
 - Provide a forum for thought leadership, discussion and exchange of ideas, information, views, and opinion on local government and public service communications to enable the development of 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, 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.
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 they are a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which they cease 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 1 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 or 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.

9. Associate Membership of the Association is open to individuals and organisations working with local communities, and contractors to local government. Such members are entitled to stand for the Executive Committee but shall not have voting rights. Private companies would not normally be accepted into membership. The fees for such membership will be set annually by the Executive Committee.

10. Voting in respect of elections and on any voted taken by the Executive Committee shall be on the basis of one vote per member authority or organisation. The Chair shall have a single 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 at least three Executive Committee meetings throughout the year, in addition to the AGM.

12. If a majority of members (being a majority who together hold no less than 51% of voting rights) of the Association's membership 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. Notice of the meeting should set out the time, date and place of the meeting and the general business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and must be given to all Members, Directors and the Auditors. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission.

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, on the basis of one member authority or organisation having one vote.

15. The Directors of the organisation will be its elected members (known as the Senior Executive), acting as Non-Executive Committee Directors, and elected annually, namely:

- Chair
- 3 Vice-Chairs
- Treasurer
- National Secretary

16. The Senior Executive, in their role as Association Directors, will oversee and direct the functional operations of the organisation.

17. In addition, the Executive Committee shall have the power to co-opt other members of the association, including Associate members, onto the Senior Executive and Executive Committee on an ad hoc basis as appropriate.

18. Any member of the Executive Committee who does not fulfil the expectations of membership as set out on the organisation's website and as specified during the election process without good reason in the view of the Senior Executive of the Association will be removed from the Committee and will be ineligible to stand for election at the next AGM.

19. Any member of the Executive Committee who in the view of the Senior Executive breaches the Association's Code of Conduct will be removed from the Committee and will be ineligible to stand for election at the next AGM.

20. The Senior Executive 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, including from the membership of the Association if required.

21. 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.