

# Rules of Global Justice Now

Adopted 5 September 2020

## Part A – Membership

### 1. Categories of members

1.1 Membership of the Organisation shall be divided into the following categories:

1.1.1 Individual Members – individuals who support the objects of the Organisation;

1.1.2 Local Groups – a group of five or more Individual Members of the Organisation who have been recognised as a Local Group in accordance with Rule 1.2

1.1.3 Affiliated Organisations – other organisations, whether incorporated or unincorporated, which support the objects of the Organisation and whose principal or registered office is in the United Kingdom.

1.2 A group of five or more Individual Members are entitled to apply to the Organisation to form a Local Group in accordance with this Rule 1.2

1.2.1 If the group:

is accepted as a Local Group by the Council, and

has signed any agreement for Local Groups from time to time required by the Council,

it shall be regarded as a Local Group for the purposes of these Rules and may exercise any voting or other rights given to Local Groups under the Articles and the Rules (which are in addition to the rights which any Individual Members who are involved with the Local Group may exercise as Individual Members).

1.2.2 For the purpose of exercising the voting and any other rights of Local Groups in accordance with the Articles and the Rules, Local Groups shall appoint a representative.

### 2. Representation of members which are Affiliated Organisations

#### *Unincorporated associations*

2.1 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative.

2.2 Every such organisation must notify the Organisation in writing of the name of its nominated representative and may, subject to the Council's right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Organisation.

#### *Incorporated Affiliate Organisations*

2.3 An organisation admitted to membership which is an incorporated body (“an incorporated Affiliate Organisation”) may by resolution of its directors or other governing body authorise a

person or persons to act as its nominated representative or representatives at any meeting of the Organisation.

- 2.4 Evidence of the appointment of each representative must be provided in the form of:
- 2.4.1 an original or certified copy of the resolution of the directors or other governing body of the incorporated Affiliate Organisation; or
  - 2.4.2 a letter confirming the appointment of the representative on the letterhead of the incorporated Affiliate Organisation signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
  - 2.4.3 such other form as the Council may reasonably require.
- 2.5 A person nominated under Rule 2.3 may exercise (on behalf of the incorporated Affiliate Organisation) the same powers as the incorporated Affiliate Organisation could exercise if it were an individual member. If more than one representative is appointed, the provisions of section 323 of the Companies Act 2006 shall apply to the exercise of such powers.

### 3. **Subscriptions**

- 3.1 Subject to Rule 3.2, Members shall pay such subscriptions as shall from time to time be determined in general meeting, which may involve different subscription rates applying to Individual Members, and Local Groups.
- 3.2 The subscription rates for Affiliated Organisations shall be as determined by the Council from time to time.

### 4. **Register of members**

The names of the members of the Organisation must be entered in the register of members which shall include, where relevant, details of the nominated representative who is a member of the Organisation on behalf of an unincorporated organisation or who represents a Local Group.

### 5. **Members' rights to requisition a meeting**

- 5.1 The Council shall convene a general meeting if they receive requests to do so from:
- 5.1.1 10 or more Local Groups,
  - 5.1.2 100 or more Individual Members, or
  - 5.1.3 a combination of Local Groups and Individual Members who between them hold not less than 100 votes.
- 5.2 This is in addition to any statutory rights which the members may have to require the Council to convene a general meeting.

## 6. Termination of membership

- 6.1 Subject to Rules 2.1 and 2.2, membership is not transferable.
- 6.2 A member shall cease to be a member:
- 6.2.1 if the member, being an Individual Member, dies;
  - 6.2.2 if the member is a member on behalf of an unincorporated association under Rules 2.1 to 2.2 and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;
  - 6.2.3 if the member, being an incorporated Affiliate Organisation, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
  - 6.2.4 on the expiry of at least seven Clear Days' notice given by the member to the Organisation of his, her or its intention to withdraw;
  - 6.2.5 if any subscription or other sum payable by the member to the Organisation is not paid on the due date and remains unpaid 60 days after notice served on the member by the Organisation informing him, her or it that he, she or it will be removed from membership if it is not paid. The Council may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Council may determine;
  - 6.2.6 if his, her or its membership is terminated by a resolution of the Standards Committee established pursuant to Part G of these Rules.
- 6.3 A resolution under Rule 6.2.6 may only be passed if 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 Standards Committee or the Council, as applicable. A member expelled by such a resolution shall nevertheless remain liable to pay to the Organisation any subscription or other sum owed by him, her or it.

## Part B - Council

### 7. Council

#### *Election of Council*

- 7.1 The Council shall be elected as follows:
- 7.1.1 Twelve Council members shall be elected by the members every three years, following the process set out in Part D of these Rules;

- 7.1.2 Up to three additional Council members co-opted by decision of the Council may hold office at any time.
- 7.2 No person may be appointed as a Council member if:
- 7.2.1 he or she is not an Individual Member of the Organisation;
- 7.2.2 on his or her appointment, he or she would be disqualified from serving as a Council member under the provisions of Rule 14; or
- 7.2.3 he or she is an employee of the Organisation.
- 7.3 The Council may by a decision of the Council members fill any vacancies which arise among the Council members who are appointed in accordance with Rule 7.1.1 (including if not all the vacancies under Rule 7.1.1 are filled through an election conducted in accordance with Part D of these Rules). Such Council members will not count as co-opted Council members when calculating the number of Council members appointed under Rule 7.1.2. The appointment of any Council member appointed under this Rule 7.3 shall be ratified by the members by ordinary resolution at the Annual General Meeting following his or her appointment, and if not so ratified, the Council member concerned shall vacate office at the end of the Annual General Meeting.

***Limits on term of office***

8. Retiring Council members may be re-appointed but a Council member who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 8.1 The third anniversary of the commencement of his or her break from office; and
- 8.2 if applicable, the annual general meeting following the third annual general meeting at which his or her break from office commenced.
9. For the purposes of Rule 8 a term of office shall not include a term for which the Council member served for less than twelve months, but shall include any period longer than twelve months for which a Council member is appointed under Rule 7.1.2 or Rule 7.3.

***Minimum age***

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

***Elections***

11. The result of the elections shall be declared at the Annual General Meeting immediately following the election. Council members who are elected under Rule 7.1.1 shall assume office at the end of that Annual General Meeting and retire at the end of the Annual General Meeting three years following their election.

***Timing of retirement***

12. A Council member who retires at an annual general meeting and who is not reappointed shall retain office until either:
- 12.1 the meeting appoints someone in his or her place; or
- 12.2 (if no one is appointed in his or her place) until the end of the meeting.

***General***

13. A Council member may not appoint an alternate Council member or anyone to act on his or her behalf at meetings of the Council.

***Council members leaving office***

14. A Council member shall cease to hold office if any of the following circumstances apply:-
- 14.1 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;
- 14.2 he or she is disqualified under the Charities Acts from acting as a trustee of a charity;
- 14.3 a bankruptcy order is made against him or her, or an order is 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;
- 14.4 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 14.5 he or she ceases to be an Individual Member of the Organisation;
- 14.6 he or she resigns by written notice to the Council;
- 14.7 the Council reasonably believes he or she has become physically or mentally incapable of managing his or her own affairs and it resolves that he or she be removed from office;
- 14.8 notification is received by the Organisation 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);
- 14.9 he or she fails to attend three consecutive meetings of the Council and the Council resolves that he or she be removed for this reason;
- 14.10 at a general meeting of the Organisation, 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
- 14.11 if his or her appointment as a Council member is terminated by a resolution of the Standards Committee established pursuant to these Rules.
- 14.12 if she or he takes employment with the organisation

## **Part C – Officers**

### **15. Officers**

15.1 The Officers of the Organisation shall be:

15.1.1 the Chair

15.1.2 the Vice Chair

15.1.3 the National Secretary

15.1.4 the National Treasurer.

15.2 Each Officer shall be elected by the Council from among its number, and may be removed at any time by a two thirds majority vote of the Council for the time being. An Officer may resign from office by notice in writing to the Council. If a casual vacancy occurs among the Officers, the Council may make a replacing appointment from among their number.

## **PART D – Nominations and Elections**

16. In each year when elections to the Council are to take place the Council shall appoint a Returning Officer, who may not be a Council member or an employee of the Organisation.

17. The Council shall ensure that all members are notified of the forthcoming elections and given details of how to nominate candidates by no later than 84 days before the date of the Annual General Meeting.

18. Nominations may be made up to 70 days before the date of the Annual General Meeting in each election year.

19. Nominations for election as a Council member must be made as follows:-

19.1 Nominated by an individual member and seconded by two other individual members. No more than two may be from the same Local Group.

19.2 Nominated by a Local Group and seconded by a Local Group.

19.3 Nominated by a Local Group and seconded by two individual members who are not affiliated to the nominating Local Group.

20. Nominations shall be in writing (which may include email) and shall be accompanied by the written consent of the candidate and such other information about the candidate as the Returning Officer may from time to time reasonably require.

20.1 Nomination forms will allow candidates to state if they are included in any of the quotas for election to Council under Rule 26.

21. Subject to the Articles and these Rules, all elections shall be conducted in accordance with directions given by the Returning Officer, whose ruling shall be final.
22. Elections shall normally be conducted by postal and/or electronic vote. The form of ballot paper and/or electronic voting process to be used shall be set by the Returning Officer in consultation with the Council. If the number of valid nominations is less than or equal to the number of vacancies for Council, then the nominees shall be deemed to be appointed and no election shall be required (subject to the provisions of Rule 26).
23. Details of all nominated candidates, together with ballot papers or details of how to cast votes electronically shall be circulated to all members no later than 30 days before the Annual General Meeting, together with details of the voting deadline set by the Returning Officer. The accidental omission to provide an appropriate ballot paper or voting instructions to any person entitled to receive such material will not invalidate the election, unless more than 5% of the members have not received such material.
24. Ballot papers or votes cast electronically must be received by the Returning Officer by the deadline specified in accordance with Rule 23 and votes received after this date will not be valid.
25. Voting rights for elections conducted under this Part D shall be as follows:-
  - 25.1 Each Individual Member shall be entitled to cast one vote per vacancy on the Council.
  - 25.2 Each Local Group shall be entitled to cast five votes per candidate for each vacancy on the Council.
  - 25.3 Each Affiliated Organisation shall be entitled to cast one vote per vacancy on the Council.
26. **Quotas on Council**
  - 26.1 In determining which candidates have been elected, the Returning Officer shall select those with the highest number of votes, while also ensuring that:
    - 26.1.1 At least six women shall be elected
    - 26.1.2 At least three of those elected shall be a members of a Local Group and nominated by that Group
    - 26.1.3 At least two of those elected shall be Black or Minority Ethnic candidates
    - 26.1.4 At least one of those elected shall be under 28 years of age on the date of the Annual General Meeting
  - 26.2 Individual candidates may fill more than one of the quotas in Rule 26.1. In determining who has been elected, the Returning Officer shall apply these quotas simultaneously rather than consecutively.
  - 26.3 If it is not possible to fill any of the quotas from the candidates in the election, places on Council shall initially be left open for the Council to fill by co-option, up to a maximum of three places.

In these circumstances, co-option to fill these places shall be among the business of the first meeting of the new Council.

- 26.4 When making co-options in order to fulfil quotas or for any other reason, Council members should give due consideration to the need for regional representation on the Council as a whole.

## **PART E – Proceedings at Meetings and Voting**

### **27. Attendance at general meetings**

- 27.1 Attendance at general meetings shall be open to all of the following:-

27.1.1 Individual Members attending in person;

27.1.2 the nominated representative of each Local Group;

27.1.3 the nominated representative of each Affiliated Organisation;

27.1.4 any validly appointed proxy representing an Individual Member, Local Group or Affiliated Organisation (subject to Rule 27.2);

27.1.5 any delegates appointed by a Local Group or Affiliated Organisation to attend and observe general meetings (subject to such reasonable limits as the Council may from time to time impose);

27.1.6 any Returning Officer appointed in accordance with Rule 16; and

27.1.7 any other person the Chair of the meeting allows to attend and observe the proceedings, including employees of the organisation.

- 27.2 Any person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains entitled to attend, speak or vote in respect of that meeting or any adjournment of it. This entitlement continues even if a valid Proxy Notice has been delivered to the Organisation by or on behalf of that person or the Local Group or Affiliated Organisation which they represent. If the person attends the meeting and casts a vote, this will override any vote cast by the proxy appointed under the Proxy Notice and the proxy vote will not be valid.

### **28. Quorum at general meetings**

- 28.1 There shall be a quorum if:

28.1.1 100 Individual Members are present in person or by proxy and the nominated representatives or proxies appointed by 10 of the Local Groups are also present, or

28.1.2 0.5% of the Individual Members are present in person or by proxy and the nominated representatives or proxies appointed by 5% of the Local Groups are also present,

whichever is the lesser.



**29. Voting**

- 29.1 Votes on a show of hands at a meeting shall be conducted using a system of coloured voting cards which allow an individual to cast more than one vote on a show of hands.
- 29.2 On a vote on a poll or on a show of hands:
- 29.2.1 every Individual Member present in person or (in his or her absence, by proxy) shall have one vote;
- 29.2.2 every nominated representative of or (in the absence of a nominated representative, any proxy appointed by) a Local Group shall have five votes;
- 29.2.3 every nominated representative of an Affiliated Organisation shall have one vote; and
- 29.2.4 (subject to Rule 27.2) each proxy present who has been duly appointed shall be entitled to exercise the same number of votes as the person(s) or organisation(s) appointing the proxy would have been entitled to vote had they attended in person.

**Part F – Policy Resolutions**

30. Members may propose policy resolutions to be considered by the Organisation by notifying the Organisation no later than 30 days before the date of the next General Meeting specifying in accordance with the following procedures.
31. A resolution may be proposed by any five Individual Members.
32. A resolution may be proposed by a Local Group but must be seconded by:
- 32.1 another Local Group, or
- 32.2 two Individual Members who are not affiliated to the Local Group which proposed the resolution.
33. Proposed resolutions which are put forward later than the deadline specified in Rule 30 may be put to a general meeting as emergency resolutions, but only if:
- 33.1 the Council is satisfied that the resolution has been proposed in accordance with Rule 31 or 32 and agrees to accept the resolution as an emergency resolution based on the following criteria:
- 33.1.1 the content of the resolution is directly relevant to the objectives of the Organisation;
- 33.1.2 the resolution could not have been presented in the normal way; and

- 33.1.3 the resolution would be irrelevant if presented in the normal way to the next general meeting of the Organisation; and
- 33.2 50 copies of the proposed resolution have been provided to the Secretary before the start of business at the general meeting, or the full text of the resolution has reached the Organisation no less than 48 hours' before the meeting to allow copies to be made before the meeting starts.
34. If the resolution is accepted as an emergency resolution, the Chair of the meeting shall then decide at what point on the agenda the resolution is to be considered.
35. All policy resolutions at general meetings, including those accepted as emergency resolutions shall be discussed using the following procedure:
- 35.1 The nominated representative of the Local Group or an Individual Member proposing the resolution will be allowed to speak in favour of the resolution for up to five minutes and the nominated representative of one Local Group or another Individual Member proposing or seconding the resolution will be allowed to speak in favour of the resolution for up to two minutes.
- 35.2 The Chair of the meeting will determine the amount of time for the meeting to consider the resolution.
- 35.3 Once the time for discussion and consideration is elapsed, a vote shall immediately be conducted on the resolution.

## **PART G – Standards Committee**

36. There shall be a Standards Committee of the Organisation which shall operate independently of the Council in accordance with these Rules.
37. The role of the Standards Committee is to set and regulate standards of conduct expected of the Organisation's members, Council and members of the Representatives' Forum. The Standards Committee shall have the power to arbitrate on any disputes within or between the members, Council and members of the Representatives' Forum.
38. All disputes or complaints involving standards of conduct within the Organisation shall be referred to the Standards Committee, whose decision shall be final and binding, subject to those decisions complying with company law.
39. The Standards Committee shall consist of:
- 39.1 two Individual Members elected by the Annual General Meeting;
- 39.2 one Group Member elected by the Annual General Meeting;
- 39.3 one Trustee of Global Justice Now Trust Limited ("the Trust") appointed by the Trust;
- 39.4 one of the Officers, chosen by the Council from among the Officers; and

- 39.5 one Council member who is not an Officer, chosen by the Council (including the Officers).
- 40. Subject to the Articles and these Rules, the Standards Committee shall decide its own officers, agendas, times and places of meetings and its own procedures for conducting its business, other than its quorum, which shall be four and the majority required for a binding decision, which shall be at least two thirds of those present. It may request the attendance of one or more persons to be present for all or part of its deliberations.
- 41. The Standards Committee shall have the power to:
  - 41.1 terminate a Council member's term of office in accordance with Rule 14.11;
  - 41.2 terminate membership of the Organisation in accordance with Rule 6.2.6;
  - 41.3 issue warnings or reprimands or make such other rulings as the Standards Committee shall in its absolute discretion decide; and
  - 41.4 make non-binding recommendations to the Council in relation to any aspect of the Organisation's business involving standards of conduct and behaviour of members and Council members.
- 42. The Standards Committee shall have the same term of office as the Council.

Rules adopted at the Annual General Meeting of Global Justice Now held on 5 September 2020.