

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Memorandum of Association**  
**of**  
**THE ELECTORAL REFORM SOCIETY**

Incorporated the 17th day of July, 1969

1. The name of the Company (hereinafter called the "the Society") is "THE ELECTORAL REFORM SOCIETY"
2. The Registered Office of the Society will be situated in England.
3. The objects for which the Society is established are :-
  - A To take over the Assets and Liabilities of the unincorporated association known as the Electoral Reform Society of Great Britain and Northern Ireland.
  - B (1) To secure the adoption of the principle of proportional representation by the method of the single transferable vote (preferential voting with quota counting) in elections in the British Isles and elsewhere for parliaments, provincial, regional and local authorities, other public and semi-public bodies and for officers and governing bodies corporate or unincorporate; and to facilitate development, improvement and mechanisation of the techniques associated therewith;
  - (2) To advocate and support other measures, not being inconsistent with clause 3(B)(1) above which are conducive to:
    - (a) strengthening democratic governance;
    - (b) maximising voter participation;
    - (c) ensuring that elections are conducted according to standards of fairness and equality, and that counting processes are transparent and open to scrutiny;
    - (d) ensuring that electoral processes are regulated so that no interest is able to secure an unfair advantage; and/or
    - (e) implementing internationally accepted standards of electoral practice;

(3) and for the fulfilment of the purposes in 3(B)(1) and (2) above to do any of the following things:

- C To acquire and hold shares, stocks, debentures stocks, bonds, obligations and securities (all hereinafter included in the expression 'investments') issued or guaranteed by any company constituted or carrying on business of any kind whatsoever in any part of the world and to acquire any such investments by original subscription, tender, purchase, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
- D Secure appropriate legislative action where necessary;
- E Advance the study of electoral science and for that purpose or for the promotion of any of the other objects of the Society to establish or endow any prizes, medals, exhibitions, studentships and scholarships;
- F Provide facilities for the reading of papers, the delivery of lectures and the acquisition and dissemination of information relating to elections and representation and for that purpose to issue a journal or journals and to publish books, pamphlets and other literature;
- G Provide courses of instruction in the returning officer's duties in proportional representation and other elections;
- H Conduct elections for voluntary associations and any other bodies whatever the method of election used and act as returning officers and registrars;
- I Act in co-operation with other institutions formed with similar or kindred objects;
- J To take, by gift or otherwise, purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- K To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient with a view to the promotion of its objects;
- L To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects;
- M To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;

N To lend money with or without security, and to invest and deal with the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property and in such manner as may from time to time be determined;

O To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds for the purpose of acquiring all or any of the property and liabilities of the Society or to facilitate the performance of the Society's objects or for any other purposes calculated to benefit the Society;

P To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world;

Q To draw, make and accept bills of exchange and promissory notes and other negotiable instruments;

R To establish and support or aid in the establishment and support of any charitable or educational associations or institutions and to expend, subscribe or guarantee money charitable or educational purposes whether connected with the purposes of the Society or calculated to further its objects or not;

S To do all such other things as are incidental or as the Society may think conducive to the attainment of the above objects or any of them, and deal with any other matters of interest to members.

4. The income and property of the Society shall be applied solely towards the promotion and execution of the objects of the Society, and no portion thereof shall be paid, by way of dividend, bonus or profit to any member of the Society, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Society, or to any member of the Society, or other person or persons for services rendered by him or them to the Society.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, but in any case not exceeding the sum of £1.
7. If upon the winding up or dissolution of the Society, there remains after the satisfaction of its debts and liabilities any surplus funds, property and assets the same shall be disposed of for such purposes as the members may at an Extraordinary General Meeting decide or failing any such decision to the Trustees of the

Arthur McDougall Fund to be used at the Trustees' discretion either as capital or income under the said Trust to the intent that no member of the Society shall receive any of the said funds, property and assets by virtue of his membership.