

Unlock Democracy Constitution

As amended at the Annual General Meetings held on 21 November 2009, 26 November 2011, 10 November 2012, 9 November 2013, 8 November 2014, 7 November 2015, 12 November 2016, 18 November 2017, 24 November 2018, 23 November 2019, 21 November 2020 and 20 November 2021.

1. Purpose

Unlock Democracy argues and campaigns for a vibrant, inclusive democracy that puts power in the hands of the people.

We seek a democratic participative process resulting in a written constitution that serves and protects the people. That constitution would define the roles of, and relationships between, the Executive, Legislature and Judiciary. It would determine how, and to what extent, power is shared between representatives at local, national and United Kingdom levels, and with international organisations. It would enshrine basic liberties and human rights for all.

We campaign:

- for fair and open elections;
- for transparency in public decision making
- to ensure that power is exercised as close to people as is practicable
- to empower individuals and their communities to have a greater say over the decisions that affect them
- for democratic accountability of all elected representatives, government and public bodies
- for universal human rights for all.

We promote:

- a new culture of informed political interest and responsibility, paving the way for increased enthusiastic public participation
- a pluralist democracy that is responsive to the problems and aspirations of all people, valuing and accommodating difference, diversity and universal human rights. Everyone has the right to live their life in dignity under the law, and free from fear.

Unlock Democracy is a non-aligned organisation, committed to working inclusively across the political spectrum. We seek to understand how democracy works in practice and to use evidence-based research to inform and develop policies. We stand against

cynicism and disengagement, and for a living democracy with the people, all the people, at its heart.

2. Name, Objects and Succession

2.1. Name

The name of the organisation shall be "Unlock Democracy".

2.2. Succession

The organisation is the legal successor of Charter 88, the New Politics Network and their respective predecessor organisations.

2.3. Objects

The Organisation exists to:

- a) achieve the aims set out in the Purpose of this constitution, through campaigning, policy development, research, education and training.
- b) develop a network of active individuals and groups to campaign for our aims.
- c) build constructive relationships with organisations and individuals who share some or all of our goals.

2.4. Equality of Opportunity

The Organisation supports the principle of equal opportunities in all areas of its work and opposes all forms of unlawful or unfair discrimination on any grounds.

3. Membership

3.1. Joining the organisation

3.1.1. Membership is open to all who support the purpose of the Organisation, pay the current membership subscriptions and abide by the constitution.

3.1.2. The membership subscription shall be set by the Annual General Meeting which shall last until changed by a subsequent Annual General Meeting. The Annual General Meeting may set a specific membership subscription for benefit claimants, unwaged individuals and individuals on a fixed income, and may also set a joint membership subscription for two people at the same address.

3.1.3. The Management Board may, for a specified time period, lower the membership subscription - including offering a zero rate - for new members or a targeted group of identified potential new members, subject to reporting this back to the following Council meeting and Annual General Meeting. Existing members may only renew at the membership subscription rate set by the Annual General Meeting.

3.1.4. The Management Board has a fiduciary duty to the integrity of the Organisation and may reject any individual's application to join the Organisation within 30 working days of receipt of their application, for any reason, and with no recourse to appeal. Any individual, whose application is not rejected within this period, shall be deemed to be a member of the Organisation. The Management Board may also retrospectively remove an individual's membership until 90 days after receipt of their application, for any reason, and with no recourse to appeal.

3.2. Rights of members

The following rights will be conferred on members 30 working days after receipt of their application to join:

- a) To attend and vote at all General Meetings, including the right to vote by proxy on motions if they request it;
- b) To submit or second motions and constitutional amendments;
- c) To elect and stand in elections to the Council;
- d) To petition the Council on a matter relevant to the objectives of the Organisation, and to receive a written reply;
- e) To have access to the Organisation's constitution, standing orders and accounts;
- f) To have access to contact information for all Groups recognised by the Organisation;
- g) To join any one recognised Local Group with a remit for an area they identify with, and any recognised Special Group.

3.3. The removal of members

3.3.1. A member who is 90 days or more behind in the payment of their membership fees will be deemed to have lapsed and therefore forfeits the rights of membership, unless and until they reapply to join as a new member.

3.3.2. The Management Board may rule to revoke the membership of any individual who has been a member for less than twelve continuous months for any reason, and with no recourse to appeal.

3.3.3. The Management Board may rule to revoke the membership of any individual who has been a member for more than twelve months whose behaviour, in its considered opinion, demonstrates disagreement with the aims and objectives of the Organisation or whose continued membership would bring the Organisation into disrepute. Any member whose membership is subject to challenge in this way will be informed in writing of this, including the grounds for revoking membership, at least 21 days before the Management Board makes its final decision on the matter. The individual concerned shall have the right to address the Management Board. If an individual's membership is revoked under this procedure, the individual shall be entitled to appeal to the Council, stating their reasons for doing so.

4. The Council

4.1. Role of the council

4.1.1. The Council shall be responsible for the overall strategy of the Organisation. It shall meet at least two times a year.

4.1.2. The Council shall:

- a) consider resolutions agreed at each General Meeting;
- b) develop the strategic direction of the organisation;
- c) agree the Organisation's priorities;
- d) agree the Organisation's budget;

4.1.3. The Council shall appoint its own Chair or Joint Chairs from amongst its number. The Chair or Joint Chairs shall also be assumed to be the Chair of General Meetings for the purpose of this constitution although they shall be permitted to delegate this role to another individual if they so wish.

4.1.4. The Council shall appoint a Management Board which shall oversee the finance of the organisation, the appointment of a Director and the employment of staff. The composition and rules for the appointment of the Management Board shall be determined by the Council. Only voting members of the Council may be full voting members of the Management Board, although the Management Board may co-opt others to serve in a non-voting capacity if it so wishes.

4.1.5. Where an appeal is made to the Council regarding the removal of a member or suspension or dissolution of a group, the

Council shall refer the matter to a disinterested and independent arbitrator. Their decision shall be final.

4.1.6. The Council shall appoint the Returning Officer who shall preside over all elections and ballots conducted on behalf of the Organisation. The Returning Officer may not be a candidate in elections, or a member of the Management Board, or of the Council.

4.1.7. The Council may appoint an Honorary President and one or more Honorary Vice Presidents. Honorary Officers must agree with the Purpose and objectives of the Organisation, although they are not required to be members. Their term of office will run from when they have been appointed to the election of a new Council. Council may also co-opt other members of the Organisation to serve in a non-voting capacity if it so wishes. Approval of such members requires a two-thirds majority and does not automatically carry over from one Council term to the next.

4.1.8. Any Council Member who fails to attend two consecutive Council meetings shall be deemed to have resigned, unless they have provided a satisfactory explanation. The Chair shall write to any Council Member who fails to attend one meeting, informing them of this rule.

4.2. Composition of the council

4.2.1. The Council shall consist of up to eighteen members elected every two years by all member ballot using the Single Transferable Voting system in one or more multi-member constituencies. The number of constituencies, geographical areas, electorate and numbers of members to elect for each constituency shall be determined by each alternate Annual General Meeting preceding a Council election.

4.2.2. At least one member shall be elected from each of the geographical areas determined by the AGM which immediately precedes the election. If no one stands for a particular geographical area, the remaining place(s) shall be open to all candidates. Candidates' area shall be indicated next to their name on the ballot paper.

4.2.3. At least one third of places in each constituency, rounded down, shall be reserved for women and one third for men, subject to sufficient candidates standing to fill those places. If fewer women or

men stand than there are reserved places for that gender, the remaining places shall be open to all candidates.

4.2.4. If no candidates who self-define as a member of an ethnic minority are elected to any of the constituencies, two additional places shall be allocated for unsuccessful candidates who self-define as a member of an ethnic minority. If one candidate who self-defines as a member of an ethnic minority is elected to one of the constituencies, one additional place shall be allocated to an unsuccessful candidate who self-defines as a member of an ethnic minority. If there are more qualifying candidates than places to be allocated, the first preference votes they received in the constituency elections shall be compared and places shall be allocated according to who received the most.

4.2.5. All ballots shall be kept for two years. If a casual vacancy arises, the ballots shall be recounted by the Returning Officer to fill that vacancy in the first instance. If the Returning Officer rules that a recount cannot result in the election of a new member and the next Council election is more than twelve months away, a by-election shall be held. Otherwise the place shall be left vacant.

5. General Meetings

5.1. Rules pertaining to General Meetings

5.1.1. There shall be an Annual General Meeting each calendar year.

5.1.2. AGMs can be held in-person or online. AGMs held in person must be viewable online.

a) On an annual basis the Council of Unlock Democracy, in consultation with staff, will make the decision on whether the AGM should be in-person or online.

5.1.3. The Annual General Meeting shall;

a) Receive an annual report from the Director.

b) Consider and approve the annual accounts.

c) Consider and approve the annual membership subscription, and the rebates to Local Groups and Devolved Organisations.

d) Appoint an auditor

5.1.4. There will be a quorum of 20 members.

5.1.5. The following notice requirements shall apply to each general meeting

- a) There shall be 42 days notice of each meeting sent to all members. This will include an invitation for motions to be submitted.
- b) Members wishing to submit a motion to the general meeting shall give 28 days notice of the wording of the motion to the Director.
- c) There shall be 14 days notice of all valid motions sent to members who have requested notice of them, and/or have indicated that they intend to come to the meeting.
- d) Proposed motions will be posted on the webpage, with facility for members to comment on them

5.1.6. Motions to a general meeting will be valid if:

- a) Submitted within the relevant deadline;
- b) Proposed by a Local Group, Special Group or Devolved Organisation; or proposed by a member and seconded by one other member;
- c) The motion is relevant to the pursuit of the objectives laid out in Section 2.

5.1.7. Emergency Motions may be submitted on issues that have arisen since the deadline, which could not have been brought within the prescribed timetable for ordinary motions. Emergency motions must be submitted to the Chair at least 48 hours before the meeting.

5.1.8. Amendments to motions shall be submitted to the Chair at least 48 hours before the meeting. An amendment that does not meet this requirement will only be debated if the AGM so agrees.

5.1.9. If the number of motions exceeds the time available for discussion the Chair will select motions for debate, subject to a vote at the beginning of the general meeting to approve the agenda.

5.1.10. No member may canvass for proxy votes. Proxy votes procured in this way shall be discounted.

5.1.11. Motions shall be voted on a 'one member, one vote' basis.

5.1.12. Motions shall be passed by a simple majority of those voting, subject to the requirement for a quorum.

5.1.13. The Council shall report on outcomes of resolutions at the next annual general meeting. If any resolution has been rejected, either in part or in whole, by the Council, the general meeting may call for the matter to be referred to a binding all member ballot, subject to a motion being passed to this effect by a two-thirds majority of those voting at the general meeting.

5.1.14. General meetings will be conducted subject to Standing Orders.

5.1.15. The Council or Director may invite any person to attend a General meeting, or any part of a meeting, as an observer. This will be announced to the meeting.

5.2. Extraordinary General Meetings

5.2.1. An Extraordinary General Meeting may be requisitioned by

- a) the Council, or
- b) 5% of members.

5.2.2. The requisition must state the business to be discussed

5.2.3. There shall be at least 28 days and no more than 56 days between the receipt of the requisition and the date of the meeting

5.2.4. Members shall be given at least 21 days notice of the date of the meeting including the business or motion to be discussed.

5.2.5. Motions shall be voted on a 'one member, one vote' basis.

6. Devolution

6.1. There may be Devolved Organisations representing a nation or region within the United Kingdom, which shall be able to organise themselves. Such a Devolved Organisation may be brought into being following a majority vote of those voting at a General Meeting.

6.2. Devolved Organisations must have the same objectives as the Organisation and have a constitution. The constitution of each Devolved Organisation and any changes shall be subject to ratification by the Council.

6.3. Only members of the Organisation may be members of a Devolved Organisation.

6.4. Recognised Devolved Organisations shall be entitled to receive a rebate. The Devolved Organisation rebate shall be determined by the Annual General Meeting of the Organisation and will be a portion of each membership fee paid to the Organisation for new and existing members who are registered with that group

7. Groups

7.1. The Organisation shall take reasonable steps to develop a network of Local Groups and Special Groups across the United Kingdom with a view to furthering the objectives of the Organisation, and must recognise all reasonable requests to establish any Group supported by at least six members.

7.2. The Director shall manage the recognition of Groups. The Management Board may, on the basis of the Director's recommendation, decide to suspend or dissolve a Group. Any member of a Group which is suspended or dissolved by the Management Board may appeal to the Council, stating their reasons for doing so

7.3. Recognised Local Groups with at least six members shall be entitled to receive a rebate. The Local Group rebate shall be determined by the Annual General Meeting of the Organisation and will be a portion of each membership fee paid to the Organisation for new and existing members who are registered with that group.

8. Rules for changing the constitution

8.1. With the exception of the Section 1, Section 2 and Section 8, this constitution, including its appendices, may be amended by a motion requiring a two-thirds majority of those voting at a general meeting.

8.2. Section 1 and Section 2 may be amended by an all-member ballot requiring a majority of those voting. Such a ballot may only be triggered by a motion proposing the change being passed by a two-thirds majority of those voting at a general meeting.

8.3. Proposals for a major change to the constitution which affects the Organisation's nature and purpose, including a proposal for dissolution, may not be made save that if a motion is passed by an all-member ballot requiring a two-thirds majority of those voting. Such a ballot may only be triggered by a motion proposing the change being passed by a two-thirds majority of those voting at a general meeting.

8.4. Section 8 may not be amended under any circumstances.

APPENDICES

A. *The Charter*

We have had less freedom than we believed. That which we have enjoyed has been too dependent on the benevolence of our rulers. Our freedoms have remained their possession, rationed out to us as subjects rather than being our own inalienable possession as citizens. To make real the freedoms we once took for granted means for the first time to take them for ourselves.

The time has come to demand political, civil and human rights in the United Kingdom. We call, therefore, for a new constitutional settlement which will:-

1. Enshrine, by means of a Bill of Rights, such civil liberties as the right to peaceful assembly, to freedom of association, to freedom from discrimination, to freedom from detention without trial, to trial by jury, to privacy and to freedom of expression.
2. Subject Executive powers and prerogatives, by whomsoever exercised, to the rule of law.
3. Establish freedom of information and open government.
4. Create a fair electoral system of proportional representation.
5. Reform the Upper House to establish a democratic, non- hereditary Second Chamber.
6. Place the Executive under the power of a democratically renewed Parliament and all agencies of the state under the rule of law.
7. Ensure the independence of a reformed judiciary.
8. Provide legal remedies for all abuses of power by the state and by officials of central and local government.
9. Guarantee an equitable distribution of power between the nations of the United Kingdom and between local, regional and central government.
10. Draw up a written constitution anchored in the ideal of universal citizenship, that incorporates these reforms.

The inscription of laws does not guarantee their realisation. Only people themselves can ensure freedom, democracy and equality before the law. Nonetheless, such ends are far better demanded, and more effectively obtained and guarded, once they belong to everyone by inalienable right.

B. Elections

1. General

- 1.1. The rules in this section shall be used as the basis for all internal elections stipulated by the Constitution and elsewhere.
- 1.2. The Returning Officer appointed by the Council under clause 4.1.6 of the Constitution will be responsible for the conduct of elections, and for certifying the election results.
- 1.3. All members shall be entitled to vote in all-member ballots and be a candidate in elections where all members are entitled to stand 30 working days after their application to join the Organisation (see section 3.2 of the Constitution). Members shall self-nominate in order to stand.
- 1.4. The Returning Officer's rulings on all matters relating to the running of elections shall be final, excepting a candidate's right under Section 4.3.

2. All member elections

- 2.1. All members shall be notified of the opening of nominations at least 28 days in advance. The notice will include schedule of dates for the election:
 - a) the date for nominations to be received;
 - b) the approximate date by which the voting documents will be sent out, the close of poll and the day on which the voting documents shall be counted;
 - c) in the case of Council meetings, the date of the first meeting of the new Council, determined in agreement with the existing Chair of Council;
 - d) a written summary of the election rules, approved by the Returning Officer;
 - e) a nomination form.

2.2. The nomination form shall include space for candidates to include their name, address, phone number, email address, other relevant contact details and signature. The form shall also include space for them to declare:

- a) where there are reserved places for people of a particular gender, such as the Council, their gender;
- b) where there are reserved places for ethnic minorities, such as the Council, if they are a member of an ethnic minority;
- c) that they are willing to stand in this election and abide by its rules;
- d) that they are eligible to be a Director and Council member of the Organisation.

An electronic version of this form may be included on the Organisation's website.

Under no circumstances should nominations be accepted, in any format, after the deadline unless:

- a) there has been a technical failure in the online system; and
- b) the Returning Officer has agreed on a case-by-case basis to accept a late nomination caused by such a failure

2.3. The rules for Candidates' election addresses and election-related materials shall be as follows:

- a) Each candidate is allowed the equivalent of one A4-size page for their election address, which may include their personal contact details, images and photographs, and may be submitted hard copy or digitally. The Returning Officer will provide advice on submission, formatting and production.
- b) Election Addresses will be reproduced in black and white for hard copy circulation to all voting members by the Organisation, and may be made available in such electronic format and via such electronic means as the Returning Officer shall determine.
- c) All statements and election-related materials, whether published by Unlock Democracy or otherwise by candidates or on behalf of candidates, must conform to a spirit of reasonable, albeit robust, assertion and debate. They shall not contain direct or indirect personal attacks on members of Unlock Democracy or its staff.

Libelous assertions are not allowed. The Returning Officer shall have the final say on the content of all election addresses.

- d) Candidates are required to adhere to the requirements in 2.3c for all communication by themselves or on their behalf, in the election period (from date of announcement of election and call for nominations, through to the declaration of results), whether hard copy, digitally or through social media. Where breaches are drawn to the attention of the Returning Officer, he or she will adjudicate.
- e) The organisation will provide space on its website for each candidate, to include a question and answer facility.
- f) During the election period, candidates may not spend more than £10 on independently published materials. The use for campaigning of internet and social media services that are part of a candidate's normal online presence shall not be included in this limit even if the candidate pays for the use of such services.
- g) Neither the Returning Officer nor any staff member shall provide access to membership lists.

2.4. Any nomination not made using the official nomination form shall be deemed invalid. To be eligible, nominations must be signed by the candidate and returned to the Returning Officer before the close of nomination. Nominations may be submitted online, by email or by post, always provided that they are on the official form, and signed or, if submitted electronically, otherwise validated by the candidate. Members who do not declare they are a member of an ethnic minority shall be assumed not to be a member of an ethnic minority. Members who do not declare their gender shall be eligible for election only in non-reserved places, and for places where insufficient candidates of either gender are nominated.

2.5. Voting papers, a copy of the candidates' election statements, a method by which the member can submit their vote without cost, and notification of the close of poll shall be sent to all members within 21 days of the close of nominations, which will be 14 days after the opening of nominations. Information supplied by candidates about their ethnicity and gender will be included in the members' ballot pack. Candidates' election addresses will be listed in a reverse of the order on the ballot paper, however an alphabetic index will be provided.

2.6. The date for close of poll shall be set no less than 21 days after the voting papers have been sent to all members.

2.7. All candidates shall be given at least 14 days notice of the date and location of the count. They, or an individual they specifically nominate who has been agreed by the Returning Officer, shall be entitled to observe the count.

2.8. The Returning Officer shall take reasonable steps to inform all candidates whether or not they have been successfully elected before the results may be publicly declared. The Organisation shall take reasonable steps to circulate the results widely.

2.9. The Returning Officer shall make a report to the following Council, including any rulings they were required to make in the course of the election.

3. The Count

3.1. Elections and multi-option ballots shall be conducted according to the rules set out in the latest edition of "How to conduct an election by the Single Transferable Vote", published by the Electoral Reform Society.

3.2. In addition, the Returning Officer shall ensure that all candidates are elected in accordance with the constitution.

4. Conduct of candidates and appeals

4.1. Any member may make a complaint to the returning officer on an issue which they believe transgresses these rules. The Returning Officer will consider and make a ruling on these matters

4.2. Any candidate who makes a statement on their nomination or election statement which they know to be false shall be disqualified.

4.3. Any candidate may appeal against any ruling by the Returning Officer which has a direct impact on their candidacy, including the validity of the result itself, within 24 hours of being informed of the decision. In such circumstances, the Returning Officer shall refer the matter to a disinterested and independent arbitrator. The arbitrator's decision shall be final.

C: Standing Orders for General Meetings

1. The Role of the Chair

1.1. The Chair of Council shall chair the meetings, or make arrangements for the chairing. They shall be responsible for arranging the agenda in accordance with the rules laid out in the Constitution and for determining the validity of motions and constitutional amendments.

2. Voting

2.1. Members attending a general meeting either online or in person will have the facility to vote.

2.2. Members attending a general meeting in person will be issued with a voting card at registration.

2.3. Members who are voting in person shall vote by holding their voting card in the air while seated.

2.4. Members who are voting online shall use a tool specified in advance by Unlock Democracy's Council

2.5. Where the vote is clear, the Chair may decide not to count votes. However, if five members present indicate they wish the votes to be counted, the votes shall be counted and the result shall be recorded.

2.6. The Chair will make arrangements with the Director for the telling of votes.

3. Rules of debate

3.1. The Chair will ascertain that the motion or constitutional amendment to be moved has a proposer (usually the person who has submitted the motion or constitutional amendment) and a seconder present at the meeting, or if proposed by a Group or Devolved Organisation, that a representative of that organisational unit is present to speak to it.

3.2. The Chair will indicate the maximum length of speakers' times at the beginning of the debate.

3.3. The Chair will seek to ensure a balanced debate and that members attending virtually are given the opportunity to take part in the debate.

3.4. Amendments to the proposal may be moved and seconded, debated and voted on. If accepted, the amended proposal becomes the substantive proposal.

Amendments shall not be in order if they abnegate the proposal.

3.5. At the end of the debate, the proposer may exercise a right of reply, dealing only with matters that have arisen in the debate. The vote will be taken immediately after the right of reply has been exercised

The proposer may choose to exercise his or her right of reply on an amendment, in which case they will have no right of reply on the substantive proposal

4. Challenges to the Chair's ruling

4.1. The Chair will determine all procedural matters that arise before the meeting. During the meeting, procedural matters will be determined by the person who is chairing at the time the issue is raised.

4.2. A member may ask the Chair for a ruling on a procedural matter. Such rulings shall be challenged if five members indicate dissent by holding their voting cards in the air while seated. If challenged, another member of Council shall take the chair until the challenge is resolved.

4.3. There shall be one speech in support of the challenge, one speech against the challenge, and the Chair may make a statement. The challenge shall immediately be put to the vote, with only members present voting. The Chair shall then resume his or her position.

D. Rodell Governance

1. General

1.1. Rodell Properties Ltd ("Rodell") is a wholly owned subsidiary of Unlock Democracy. The Council of Unlock Democracy shall approve the Memorandum and Articles of Association (and any changes thereto), and the ethical policy of Rodell. Nothing in the Memorandum and Articles and the ethical policy of Rodell shall contradict this constitution.

1.2. All donations by Rodell to an organisation other than Unlock Democracy must be approved by the Management Board of Unlock Democracy.

2. Director

2.1 There shall be 7 directors of Rodell Properties Ltd. They shall consist of the following:

- a) Three members who shall be members of and appointed by the first meeting of each new Management Board. One of these shall be the Vice Chair for Rodell who shall be Chair of the Rodell board of Directors. In keeping with the organisation's existing gender balance rules (Constitution 4.2.2.), at least one director appointed in this way shall be a man and at least one shall be a woman. If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates.
- b) Four members who shall be directly elected by members of Unlock Democracy for four year terms of office, with two elected in a single constituency every two years using the Single Transferable Voting system in accordance with the rules for election to Council. In keeping with the organisation's existing gender balance rules (Constitution 4.2.2.), at least one director appointed in this way shall be a man and at least one shall be a woman. If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates. The ballot to elect directors to Rodell Properties Ltd shall be held to coincide with the elections to elect the Council.

2.2. No member may serve as both a full voting member of Unlock Democracy's Management Board and as a directly elected Rodell Director. Directors appointed to the Management Board shall be automatically deemed to have resigned as a Rodell Director after the first meeting of new Management Board.

2.3. Directly elected Directors shall be automatically deemed to have resigned as a Rodell Director at the end of their term of office which is immediately after the closure of the first meeting of new Management Board.

2.4. If a directly elected Rodell Director is subsequently elected as a

Management Board member, they shall be automatically deemed to have resigned as a Rodell Director.

2.5. If a Director ceases to be a member of Unlock Democracy, they shall be automatically deemed to have resigned as a Rodell Director.

2.6. All ballot papers shall be kept for two years. If a casual vacancy arises, the ballot papers shall be recounted by the Returning Officer to fill that vacancy in the first instance. In the event there are less than 4 elected directors following an election or no further unsuccessful election candidates to replace a director who has resigned, Council shall have the right to appoint a director or directors to ensure there are 4 non Management Board directors of Rodell.

2.7. The quorum of all meetings with Directors shall be 4.

2.8. The duties of the directors shall be as follows:

- a) to exercise overall stewardship of Rodell on behalf of Unlock Democracy and the wider politics we represent;
- b) setting targets for Rodell, approving a business plan (and any changes to it) and receiving regular reports on the progress of the plan;
- c) oversight and scrutiny of Rodell, staff working on behalf of Rodell and the activities of the Advisory Board;
- d) manage the assets in such a way as to maximise the long term income for the shareholder in accordance with Rodell's ethical policy;

2.9. The Directors of Rodell shall give a report of their activities to each Annual General Meeting on Unlock Democracy.

3. Advisory Board

3.1. The Directors shall establish an Advisory Board who shall draw up a practical business plan for the Directors of Rodell to follow and provide the Directors with expert advice and recommendations in the pursuit of this business plan.

3.2. The Advisory Board shall consider any technical and practical issues which arise from the implementation of the business plan. It shall work with the staff of Unlock Democracy with its implementation where necessary.