

# The Prole Star

**Constitution - The Prole Star Media Association**

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**Constitution**  
**Adopted on the (DATE)**

**A. Name of Association**

The name of the Association is: The Prole Star Media Association

**B. Administration**

The association will be provisionally managed under this constitution by the members of the Provisional Council, as provided by clause G ('The Provisional Council'). This provisional period will expire after the election of The Council of Representatives, as also provided by clause G.

**C Objects**

The association's objects ('the objects') are the formation of a cooperative media company, which acts as a voice untarnished by vested interests and is owned and democratically managed by its all-inclusive membership:

- To raise funds through pay-per-click advertising and our membership fee.
- To build up our social media platform to increase traffic;
- To build up our membership to an amount fit to act as a check on power.
- To form a cooperative based on the principles set out in this document of which all Members of this association will be given free membership.

**D. Powers**

The following powers may be used by the provisional council/Council Of Representatives provided that:

- They are used to promote the Objectives;
  - The provisional council/Council Of Representatives complies with all relevant laws; and
  - Consents are obtained where necessary by vote or for legal reasons.
- i Power to invite and receive contributions.
  - ii Power to raise funds, as long as the provisional council/Council Of Representatives does not undertake any substantial permanent trading activities.
  - iii Power to set/manage any membership subscription
  - iv Power to cooperate with other blogs and independent media outlets who have identical or similar political objectives, and to exchange information and advice with them.
  - v Power to call an election for The Council of Representatives.
  - vii Power to hold referendums with the wider membership regarding major decisions, including but not limited to: changes to the Constitution or Objectives. (Mandatory)
  - vi Power to form a cooperative based on the principles set out in this document.
  - vii Power to appoint an editor who sits as a member on The Council of Representatives
  - viii Power to employ staff under a policy of unilateral wage equality

## **E. Membership (individuals only, no corporate membership)**

1. Any person is eligible to become a member of the association if they:

- Are 18 years or over;
- Have made a submission to our outlet that we have used as content;
- Has paid the association's annual subscription (first 150 memberships are free); and
- Whose application has been accepted by the provisional council/council of representatives.

2. Every member has one vote.

The person can sign a vote of no confidence triggering a vote to remove all or individual members of the Provisional Council/Council of representatives.

(A vote of no confidence cannot be made against the provisional council until such time as the membership reaches 500 members; to prevent infiltration by other organisations.)

The person can sign a vote of no confidence in individual writers they feel do not represent the interests of the wider membership.

(A vote of no confidence can be triggered by the signatures of 5% of the membership. A vote will take place which must have a 35% turnout or over with a majority voting to instantly rescind their membership and prohibit them from making further written submissions to The Prole Star)

The person has the right to vote in all major decisions, make amendments to this this constitution and veto unpopular decisions by the council triggering a referendum. (the signatures of 5% of the membership required to veto decisions by The Council of Representatives)

3. The provisional council/Council Of Representatives can suspend or end a person's membership only if:

- The person is given the right to be heard by the provisional council/Council of Representatives
- Our editor first refers them to the provisional council/Council of Representatives and the council unanimously agrees that the membership should be ended

## **F. Honorary officers**

At the annual general meeting of the association, the members will elect from among themselves a chair, a secretary and a treasurer. The honorary officers take up their offices from the end of that meeting.

## **G. The Council of Representatives**

1. The Council of Representatives will be made up of eight members being:

- a) the editor who is appointed by The Council of Representatives.
- a) the honorary officers specified in clause F; and
- b) four members elected from the wider membership, including:
  - c) three members who write for "The Prole Star"

2. All the Council of Representatives members can if they wish retire from office together at the end of the next annual general meeting after they came into office. With the exception of the editor they may not be re-elected or re-appointed

3. The proceedings of The Council of Representatives are not invalidated by:

- Any vacancy in the Council of Representatives
- Any failure to appoint a member
- Any defect in the appointment or qualification of any member

4. No person is allowed to act as a Council of Representatives member until after they have signed The Council of Representatives minute book, declaring that they accept the association's objects and will act toward achieving them.

6 The Council of Representatives may take out indemnity insurance to protect the council members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:

- All fines; costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct; and
- Liabilities to the association resulting from conduct that the council knew, or must be assumed to have known, was not in the best interests of the association, or that the council member did not care whether it was in the best interests of the association.

#### **H Termination of membership of the Provisional Council/Council of Representatives**

A member will no longer be a member of The Provisional Council/Council Of Representatives if the member:

1. Is removed by a vote of no confidence by the wider membership. (A vote of no confidence cannot be made against the provisional council until such time as the membership reaches 500 members; to prevent infiltration by other organisations.)

(A vote of no confidence can be triggered by the signatures of 5% of the membership. A vote will take place which must have a 35% turnout or over with a majority voting to remove a member or all members from The Council of Representatives)

2. Becomes incapable, by reason of mental disorder, illness or injury, of managing their own affairs;

3. Is absent from council meetings held over a one month period, and The Council of Representatives resolves that his or her office be vacated; or

4. Notifies the Council of Representatives that he or she wishes to resign (Any termination of a member of The Council of Representatives will trigger an immediate election wherein the membership will elect a new member to a position on The Council of Representatives).

## **I. Council of Representatives members and personal interest**

1 A member of the provisional council/Council of Representatives can apply to the treasurer to be reimbursed for any pre-agreed, receipted and reasonable out-of-pocket expenses incurred on behalf of the association.

3 Any members of The Council of Representatives may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of The Council of Representatives. At no time must a majority of the Council of Representatives members benefit under this provision. Members of The Council of Representatives must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

## **J. Meetings and proceedings of The Council of Representatives**

1. The Council of Representatives will hold regular meetings throughout the year. A special meeting may be called at any time by the chair or by any two members of The Council of Representatives. The other council members must be notified of the matters to be discussed at least three weeks before the meeting. If a co-opted member is to be appointed at the meeting, members must be informed at least 6 weeks before the meeting.

2. The Council of representatives will choose by majority vote one of their number to act as chair at meetings. If the chair is absent, the attending members of the Council of Representatives will choose one member to be chair of that meeting before any other business is done.

3. At least half of the members of the existing representatives must be present for a meeting to be Valid, half being made up from the wider membership and half from writers including our editor.

4. Every matter will be decided by a majority of votes of the attending Council of Representatives members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.

5. The Council of Representatives will keep minutes, in books kept for the purpose, of meetings of The Council of Representatives and any sub-committee.

6. The Council of Representatives may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.

7. The Council of Representatives may appoint sub-committees of at least three members to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to The Council of Representatives.

## **K. Receipts and expenditure**

1. The funds of the association, including all donations, contributions and bequests, will be paid into an account operated by The Council of Representatives in the name of the association, at a bank, building society or credit union chosen by The Council of Representatives. All cheques drawn on the account must be signed by at least two members of The Council of Representatives.

2. The funds belonging to the association will be used only to further the Objectives.

## **L. Property**

1. The Council of Representatives must make sure that:

- a) All investments and assets held by or in trust for the Association must be held in the name or names of:
- A corporation entitled to act as custodian trustee; or
  - Not less than three individuals.

Holding trustees may be removed by The Council of Representatives at its discretion and must act under the lawful directions of The Council of Representatives. As long as the holding trustees act only under The Council of Representatives' lawful directions, they will not be liable for the acts and defaults of The Council of Representatives members.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the association's property, The Council of Representatives may permit any investments held by or in trust for the association to be held by a nominee, and may pay a reasonable and proper amount to the nominee for its work. The nominee may be any:

- Clearing bank;
- Trust corporation; or
- Stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company).

## **M. Accounts**

The Council of Representatives must:

- 1 Keep the association's accounting records;
- 2 Prepare the association's annual statements of account;
- 3 Audit or independently examine the association's statements of account; and
- 4 Transmit the association's statements of account to any necessary government or non-government bodies (HMRC, Companies House) and make them available to the wider membership on request.

## **N. Annual Report**

Members of the Council of representatives shall prepare an Annual Report of the activities and progress of the Association during the preceding 12 months, which will be presented at the AGM and made available to the wider membership on request.

## **P. Annual General Meeting**

1. An annual general meeting of the association will be held each year on the anniversary of adopting this Constitution and Articles, or as soon as possible after that.
2. Every annual general meeting will be arranged by The Council of Representatives. The secretary must notify the members of the association at least 21 days before the meeting. All association members can attend and vote at the meeting.
3. The AGM will be chaired by the chair of the Council of Representatives; if this is not possible, an alternative chair will be appointed by majority vote of the Council of Representatives before any other business takes place.
4. The Council of Representatives will present to each annual general meeting a report on activities and accounts of the association for the preceding year.
5. Nominations for election to The Council of Representatives must be made by association members in writing. The secretary of The Council of Representatives must receive all nominations at least 14 days before the annual general meeting. Election will be by ballot only if the number of nominations exceeds the number of vacancies.

## **Q. Special General Meetings**

Special general meetings of the association can be called:

- By the Council of Representatives at any time; or
- By the secretary if 10 or more association members write a request including the business to be considered.

All members of the association must be notified of the business to be discussed at least 21 days before a special general meeting.

## **R. Procedure at general meetings**

1. The secretary, or another person specially appointed by The Council of Representatives, will keep a full record of proceedings at every general meeting of the association.
2. At least 10 current members of the association must be present at any general meeting for it to be valid.

## **S. Notices**

If the presence of a specific member is required at a general meeting, notice must be served in writing not less than 21 days before the date of the meeting. The secretary or the Council of Representatives will serve any member either personally or by post addressed to the member at his or her last known address in the United Kingdom. Any letter sent will be considered received after 2 days.



## **T. Alterations to the constitution**

1. Subject to the following sub-clauses, the constitution may be altered by a resolution passed by at least two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include the terms of the proposed alteration.

2. No amendment may be made to the following clauses without the prior written consent of the Council of Representatives.

- Clause A (the name of association clause)
- Clause C (the objects clause)
- Clause I (Council Of Representatives members not to be personally interested clause)
- Clause U (the dissolution clause)
- This clause, clause T (the alterations to the constitution clause)

3. No amendment may be made which would have the effect of making the association cease to be a association by law.

4. The Council of Representatives should promptly send a copy of any amendment made under this clause to the wider membership and any affiliated organisations.

## **U. Dissolution**

If The Council of Representatives decides that it is necessary or advisable to dissolve the association, it will call a meeting of all association members. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, The Council of Representatives will have the power to realise any assets held by or on behalf of the association. Any assets remaining after all proper debts and liabilities are paid will be transferred to an association or charities with identical or similar objects, as decided by the association members. Failing that, the assets will be applied for some other charitable purpose, to be decided by association members. A copy of the statement of accounts for the final accounting period of the association must be sent if legally required to any necessary government or non-government organisations (HMRC, Companies House).

## **V. Arrangements until first annual general meeting**

Until the first annual general meeting, the people whose signatures appear at the bottom of this document will act as The Council of Representatives. This constitution was adopted on the date at the top of this document by the following people:

**Signed the (DATE)**

(Signatures, names and addresses of subscribers)

- Name
- Occupation
- Address

- Name
- Occupation
- Address

- Name
- Occupation
- Address

- Name
- Occupation
- Address

- Name
- Occupation
- Address

- Name
- Occupation
- Address

- Name
- Occupation
- Address

**Witnessed by:**

**Date:**