

LIBERTY

CONSTITUTION AND RULES

As adopted at the Annual General Meeting on 14 May 2022

IDENTITY AND FOUNDING PRINCIPLES

1 NAME

- 1.1 The organisation shall be called The National Council for Civil Liberties hereinafter referred to as “**Liberty**”.

2 OBJECTS

- 2.1 Liberty shall advance measures and take such steps as it shall deem necessary for the defence and extension of civil liberties and human rights in the United Kingdom and the rights and freedoms recognised by international law.
- 2.2 In particular Liberty shall strive to ensure and safeguard the right to:
 - 2.2.1 live in freedom and safe from personal harm;
 - 2.2.2 protection from ill treatment or punishment that is inhuman or degrading;
 - 2.2.3 equality before the law and to freedom from discrimination on the grounds of disability, political or other opinion, race, religion, sex or sexual orientation and marital status;
 - 2.2.4 protection from arbitrary arrest and unnecessary detention, the right to a fair, speedy and public trial, to be presumed innocent until proved guilty, and to legal advice and representation;
 - 2.2.5 a fair hearing before any authority exercising power over the individual;
 - 2.2.6 freedom of thought, conscience and belief;
 - 2.2.7 freedom of speech and publication;
 - 2.2.8 freedom of peaceful assembly and association;

- 2.2.9 move freely within one's country of residence and to leave and enter it without hindrance;
 - 2.2.10 privacy and the right of access to official information;
 - 2.2.11 other civil and political rights and freedoms guaranteed by the International Bill of Human Rights and similar instruments to which the UK is or may become a party.
- 2.3 Liberty shall be non-party and non-sectarian.

3 VALUES

- 3.1 Liberty is an anti-racist, disability-positive, trans affirming organisation. We do not tolerate discrimination on any grounds, including class, economic status, religious belief, nationality, immigration status, sexual orientation, gender identity, race, colour, ethnicity, age and disability. We recognise that discrimination can be direct or indirect and does not require intent. We take the side of the most marginalised, defend minoritised groups, challenge oppressive practices and fight for substantive equality. We are not swayed by political agenda, profit or public opinion. We are not afraid to speak uncomfortable truths and challenge intolerance, discrimination and abuse of power wherever we find it.
- 3.2 Our work strives to recognise and counter the structural and historic oppression that pervades society; we consider the power dynamics of any issue or situation, working to rebalance them in favour of minoritised or disempowered groups. We do not use human rights or civil liberties arguments to support actions that would oppress others or suppress rights. We elevate considerations of relative power and collective rights above purist civil libertarianism.
- 3.3 We listen to people closest to a problem or issue and recognise that expertise can be gained from lived experience of an issue, from research and academic learning, all of which we take into account. We are committed to creating a positive, supportive, respectful environment where people are free to be themselves.
- 3.4 We welcome respectful challenge and feedback, and we undertake to listen, reflect and learn and respond with respect rather than act defensively or with hostility. We know that to succeed in Liberty's mission, and to do good governance, anti-oppression must run through everything we do and we are responsible and accountable for protecting these values. As members of Liberty we must live Liberty's values of dignity and respect and be courageous in championing Liberty's mission internally and externally.

4 NOT FOR PROFIT

- 4.1 The income and property of Liberty shall only be applied to promote the objects.
- 4.2 No part of the Liberty's funds or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.
- 4.3 If Liberty is wound-up or dissolved, and there remain any assets after all debts and liabilities have been met, the assets must be applied to the Civil Liberties Trust.

MEMBERSHIP AND AFFILIATIONS

5 MEMBERSHIP

- 5.1 Membership of Liberty shall be open to all persons:
 - 5.1.1 who accept its Constitution including the anti-oppression Values set out at clause 3;
 - 5.1.2 who are not members of any organisation whose objectives or values are incompatible with those of Liberty; and
 - 5.1.3 whose membership is approved by the Executive Committee. The Executive Committee may delegate the power to admit members.
- 5.2 Membership is not transferable.

6 AFFILIATED ORGANISATIONS

- 6.1 Affiliation to Liberty shall be open to all organisations:
 - 6.1.1 who accept its Constitution including the anti-oppression Values set out at clause 3;
 - 6.1.2 who are not associated with any organisation whose objectives or values are incompatible with those of Liberty; and
 - 6.1.3 whose affiliation is approved by the Executive Committee. The Executive Committee may delegate the power to approve affiliation.

7 LIBERTY GROUPS

- 7.1 Liberty Groups are groups of members and affiliated organisations that co-

ordinate work for Liberty in accordance with its policies from time to time in a particular geographic area as determined by the Executive Committee.

- 7.2 The Executive Committee shall have the authority to recognise Liberty Groups and to lay down the criteria for recognition of such Groups and to determine the constitution under which, and geographical area within which, they are to operate. Such Groups must accept Liberty's Constitution including the anti-oppression Values set out at clause 3 and not be associated with any organisation whose objectives or values are incompatible with those of Liberty.
- 7.3 The election of Liberty Groups' Representatives on the Council shall take place at the Annual Meeting of the Group held in accordance with its constitution by secret ballot. Up to four representatives of Liberty Groups can serve on the Council, except that there shall be no more than one representative for every three Groups. One half of the number shall be elected each year, to serve for two years.

8 SUBSCRIPTION AND AFFILIATION FEES

- 8.1 Members and affiliated organisations with an individual paying membership shall pay the subscription and affiliation fees as decided by the Annual General Meeting.
- 8.2 Organisations without individual paying membership shall pay a fee to be determined by the Executive Committee.
- 8.3 Any Member or affiliated organisation whose subscription or affiliation fee is more than three months in arrears shall cease to be a Member subject only to the discretion of the Executive Committee, in extenuating circumstances, to extend the time by which payment is due.
- 8.4 Any person or organisation who pays their arrears within twelve months of the payment first becoming due shall have their membership reinstated.
- 8.5 The Executive Committee may make arrangements for the subscription or affiliation fees to be paid in instalments.
- 8.6 In the event of an appeal to the Conference and Appeals Committee against the decision of the Executive Committee to terminate or suspend membership or affiliation, the fee which becomes due shall be at one quarter of the ordinary figure. If, as a result of a successful appeal, the person or organisation remains a member or affiliate, the payment of the other three quarters of the ordinary figure shall become due fourteen days after notice to the said person or organisation of the successful conclusion of the appeal.

MEETINGS

9 ANNUAL GENERAL MEETING

- 9.1 The power to make and change policy shall be vested in the Annual General Meeting but the Council may deal with urgent policy related matters arising between Annual General Meetings.
- 9.2 Liberty shall hold an Annual General Meeting, in addition to any other general meeting, in every calendar year and not more than 15 months shall elapse between one Annual General Meeting and the next.
- 9.3 Attendance at the Annual General Meeting shall be open to all Members, and the Representatives of Liberty Groups and affiliated organisations.
- 9.4 Members and the Representatives of Liberty Groups and affiliated organisations shall be entitled to vote in accordance with clause 12.
- 9.5 The Annual General Meeting shall have before it the comments and recommendations in writing of the Policy Committee or the Executive Committee, and shall receive any report which may have been prepared by the Conference and Appeals Committee.
- 9.6 A registered auditor shall be appointed annually by the Annual General Meeting. The Executive Committee shall agree the Auditor's terms of appointment.

10 SPECIAL GENERAL MEETING

- 10.1 A Special General Meeting shall be convened by the Executive Committee either:
- 10.1.1 of its own motion; or
 - 10.1.2 on the Written request of Members and/or affiliated organisations and/or Liberty Groups collectively having the right to cast fifty votes in accordance with clause 12.
- 10.2 A Special General Meeting shall only be convened to consider matters which fall within the Objects and Values of Liberty and in accordance with the notice.
- 10.3 A request shall state the object of the meeting and may consist of several documents in like form, each signed by one or more persons.

11 MEETING PROTOCOLS

- 11.1 The Executive Committee may decide to hold any General Meeting as a physical meeting, an electronic meeting (virtual meeting) or a combination of

the two (a hybrid meeting).

- 11.2 An Annual General Meeting must be called by giving at least four calendar months Written notice before the intended date.
- 11.3 A Special General Meeting must be called by giving at least 28 days' Written notice before the intended date.
- 11.4 A notice must indicate the place (unless it is an electronic only meeting), date, time and the general nature of the business to be discussed.
- 11.5 For the purposes of this clause 11 "Written" includes notice given by website in accordance with clause 23.5).
- 11.6 Resolutions to be passed at a General Meeting shall have the support of at least two thirds of those present and voting.
- 11.7 Resolutions to be passed at any other meeting shall be passed by simple majority unless the provisions of this Constitution specify otherwise.

12 VOTING RIGHTS

12.1 Voting rights at any General Meeting and in any ballot are as follows:

12.1.1 Each individual Member shall have one vote;

12.1.2 Except in elections for the Council under clause 14.8.2, each recognised Liberty Group shall have the number of votes as follows:

- | | |
|----------------------------|---------|
| (a) under 100 members: | 1 vote |
| (b) 101 - 250 members: | 2 votes |
| (c) more than 250 members: | 3 votes |

12.1.3 Affiliated organisations shall have the number of votes as follows:

NUMBER OF MEMBERS (IF APPLICABLE)	TURNOVER (IF NON-MEMBERSHIP)	VOTES
under 1,000	Under 100,000	1
1,000- 4,999	£100,000 - £499,999	1
5,000-9,999	£500,000 - £999,999	2
10,000- 49,999	£1,000,000 -£3,999,999	2
50,000 - 99,999	£4,000,000 - £7,999,999	3
100,000 or more	£8,000,000 or more	3

13 STANDING ORDERS AND RULES

- 13.1 The Annual General Meeting shall make Standing Orders governing the organisation, form and conduct of the Annual General Meeting and any elections and postal ballots.
- 13.2 The Annual General Meeting shall make Standing Orders by resolution of at least two-thirds of those present and voting. Any such resolution shall be put to the Annual General Meeting before any others and, if adopted, shall have immediate effect.
- 13.3 Save for the Standing Orders which are to be made by the Annual General Meeting, the Council or the Executive Committee may make such Rules as they see fit governing the conduct of Members or Representatives generally. These Rules must not be inconsistent with the Constitution.
- 13.4 The Council shall make Rules governing the conduct of its members as required by clause 14.11.
- 13.5 The Executive Committee shall make Rules governing the conduct of its members as required by clause 15.12.
- 13.6 The Executive Committee shall make Rules which constitute the Investigation and Disciplinary Procedure.
- 13.7 Rules made by the Executive Committee shall prevail over Rules made by the Council.

MANAGEMENT AND COMMITTEES

14 THE POLICY COUNCIL

- 14.1 All members of the Council must be Members of Liberty and must comply with the Objects and Values of Liberty.
- 14.2 Subject to any resolutions passed at an Annual General Meeting or a Special General Meeting, the Council shall have control of the policy of Liberty.
- 14.3 Subject to the provisions of this Constitution and to any resolutions passed at a General Meeting, the Council may meet, adjourn and run its meetings as it wishes. The Council shall meet at least three times each year.
- 14.4 Council meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.
- 14.5 A number equal to, or greater than, one half of the voting membership of the Council shall constitute a quorum. Each member of Council shall have one vote. The Chair shall have a casting vote.

- 14.6 Elected members shall assume office immediately after the end of the Annual General Meeting at which they are elected.
- 14.7 Members wishing to stand for election must be nominated in accordance with Rules created by the Executive Committee.
- 14.8 The Council shall consist of:
- 14.8.1 Up to thirty Members, each of whom shall have been Members for not less than two months prior to their nomination, elected by Members and affiliated organisations by postal ballot in accordance with the relevant Standing Orders;
- 14.8.2 Up to four representatives elected by Liberty Groups in accordance with clause 7 provided that there shall be no more than one Representative for every three Liberty Groups established in accordance with clause 7;
- 14.8.3 The Treasurer; and
- 14.8.4 Up to six people appointed by the Council and drawn from members of minority groups who are discriminated against on the basis of their minority status and who are disproportionately under represented on the Council as determined by the Council.
- 14.9 Terms of Office for members of the Council
- 14.9.1 Members elected pursuant to clauses 14.8.1 and 14.8.2 shall serve for a period expiring at the second Annual General Meeting following their election. One half of the number of places (or as close thereto as practicable) shall be subject to election each year.
- 14.9.2 A member of the Council may serve for a period of up to eight years, but thereafter shall not be eligible for re-election or reappointment until they have had at least one year out of office. For the purpose of this clause a year is the period between two Annual General Meetings.
- 14.9.3 If any vacancies arise among members referred to in either clauses 14.8.1 and 14.8.2, the Council may co-opt the runner up (or if that person is unable to serve, the next runner up) in the election in the relevant category at the immediately preceding Annual General Meeting. Any person co-opted to the Council in this way shall only hold office until the next Annual General Meeting.
- 14.9.4 Members appointed pursuant to clause 14.8.4 shall be appointed at the first meeting of the Council following an Annual General Meeting and shall serve for a period expiring at the second Annual General Meeting following their appointment. One half of the number of places (or as close thereto as practicable) shall be appointed by the Council each year. Appointees may stand for reappointment.
- 14.10 The Chair and Vice Chair shall be elected annually by a majority decision of the

Council Members from amongst those elected pursuant to clauses 14.8.1. The Council shall prepare role descriptions for the Chair and Vice-Chair.

- 14.11 The Council shall make Rules, or amend existing Rules, relating to the expression of views, or other conduct, in the media or at public events by its members which may either expressly or impliedly be attributed to Liberty. Members of the Council are obliged to abide by any such Rules. The creation or amendment of any Rules pursuant to this clause shall be passed by a two thirds majority of members of the Council.

15 THE EXECUTIVE COMMITTEE

- 15.1 Members of the Executive Committee must be members of Liberty and must comply with the Objects and Values of Liberty.
- 15.2 The business of Liberty is managed by the Executive Committee, which may use all the powers of the organisation that are not, by this Constitution or by resolution passed at a General Meeting, reserved to the Members.
- 15.3 The Executive Committee shall:
- 15.3.1 have the day to day control of the business of Liberty;
 - 15.3.2 be responsible for the receipt and expenditure of Liberty's funds and other assets;
 - 15.3.3 have the power to raise funds, borrow and guarantee the payment of money on such terms and security as it shall decide; and
 - 15.3.4 do all such things as may be necessary or desirable to achieve the objects.
- 15.4 The Executive Committee shall make recommendations to the Council on matters of policy.
- 15.5 Subject to the provisions of this Constitution and to any resolutions passed at a General Meeting, the Executive Committee may meet, adjourn and run its meetings as it wishes. The Executive Committee shall meet at least six times each year.
- 15.6 Executive Committee meetings may be held in person, by telephone, or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all other participants.
- 15.7 A number equal to, or greater than, one half of the members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall have one vote. The Chair shall have a casting vote.
- 15.8 Members of the Executive Committee must agree to be appointed, and be legally permitted to serve, as directors of the National Council for Civil

Liberties, a company limited by guarantee and registered in England and Wales registration number 3260840.

- 15.9 The Executive Committee shall consist of up to sixteen (16) people as follows::
- 15.9.1 the Chair and Vice Chair of the Council ex officio;
 - 15.9.2 six Members elected by secret ballot of the members of the Council from their number at the first Council meeting following the Annual General Meeting;
 - 15.9.3 one trustee of the Civil Liberties Trust, nominated by the other trustees, who is not a trustee as a result of being nominated to serve as a trustee of the Civil Liberties Trust by the Executive Committee. This sub-clause 15.9.3 will not apply if a trustee is already serving on the Executive Committee pursuant to clauses 15.9.1, 15.9.2 or 15.9.4;
 - 15.9.4 the Treasurer; and
 - 15.9.5 up to six Members, co-opted to the Executive Committee in order to fill governance or other skills gaps as resolved at a meeting of the Executive Committee.
 - 15.9.6 A majority of the members of the Executive Committee shall be elected. For the purpose of this clause, as well as those elected pursuant to clause 15.9.2, the Chair and Vice Chair of the Council constitute elected members by virtue of their election to the Council. Where a vacancy arises in membership of the Executive Committee there shall be no obligation on an appointed member to stand-down pending the Executive Committee filling the vacancy as anticipated in clause 15.11.3.
- 15.10 The Executive Committee may appoint the Chair and/or a Vice Chair of the Executive Committee, and such other officers as it may consider appropriate, on such terms and, subject to clause 15.11, for such terms of office as it sees fit, and may likewise remove them from such role.
- 15.11 Terms of office for the Executive Committee
- 15.11.1 Members elected pursuant to clause 15.9.2 shall serve for a period expiring at the second Annual General Meeting following their election. One half of the number of places shall be subject to election each year.
 - 15.11.2 A member of the Executive Committee may serve for a period of up to eight years but thereafter shall not be eligible for re-election or re-appointment until they have had at least one year out of office. For the purpose of this clause a year is the period between two Annual General Meetings.
 - 15.11.3 If any vacancies arise among the elected members of the Executive Committee referred to in clause 15.9.1 or 15.9.2 the Council may elect a new member from amongst its members. Any person so elected shall

serve for the term of the original member, or until ceasing to be a member of the Council, whichever occurs first.

15.11.4 The Treasurer shall be appointed annually by the Executive Committee at its first meeting following the Annual General Meeting. A vacancy shall not be created if the person is already a member under clauses 15.9.1 to 15.9.3. Where a vacancy arises in the post of Treasurer, a new Treasurer shall be appointed by the Executive Committee.

15.11.5 Co-opted Executive Committee members shall be appointed by the Executive Committee at the first meeting of the Executive Committee following the Annual General Meeting, for a term expiring at the first meeting following the second Annual General Meeting following their initial appointment. Where a vacancy arises in one of these positions, the Executive Committee can appoint a new member.

15.12 The Executive Committee shall make Rules, or amend existing Rules, relating to the expression of views, or other conduct, in the media or at public events by its members which may either expressly or impliedly be attributed to Liberty. Members of the Executive Committee are obliged to abide by any such Rules. The creation or amendment of any Rules pursuant to this clause shall be passed by a two thirds majority of members of the Executive Committee.

16 CONFLICTS OF INTEREST

16.1 For the purposes of this clause 16, “Conflict of Interest” means any direct or indirect interest of a member of the Council or Executive Committee (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of Liberty.

16.2 Whenever a member of the Council or Executive Committee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the member of Council or Executive Committee must:

16.2.1 fully declare the nature and extent of the interest before discussion begins on the matter;

16.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other members of the Council or Executive Committee;

16.2.3 not be counted in the quorum for that part of the meeting or decision-making process;

16.2.4 be absent during the vote and have no vote on the matter; and

16.2.5 comply with any other requirement which the other members of the Council or Executive Committee resolve is necessary.

- 16.3 If any question arises as to whether a member of the Council or Executive Committee has a Conflict of Interest, the question must be decided by a majority decision of the other members of the Council or Executive Committee.

17 INDEMNITY

A member of the Council or Executive Committee is entitled to an indemnity from Liberty at its expense in respect of any liabilities properly incurred while the member held office.

18 DELEGATION BY THE EXECUTIVE COMMITTEE

- 18.1 Subject to this Constitution, the Executive Committee may delegate any of the powers which are conferred on them under the Constitution:
- 18.1.1 to such person or committee, including for the avoidance of doubt the chief executive officer or other members of the senior management team and/or staff of Liberty;
 - 18.1.2 by such means (including by power of attorney);
 - 18.1.3 to such an extent;
 - 18.1.4 in relation to such matters; and
 - 18.1.5 on such terms and conditions;
as they think fit.
- 18.2 Any such delegation may authorise further delegation of the Executive Committee's powers by any person to whom, or committee to which, they are delegated.
- 18.3 The the Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.
- 18.4 Any delegation to a committee must specify those who are to serve on the committee and the Executive Committee may co-opt any person who is not a member of the Executive Committee to serve on a committee, provided that a committee dealing with financial matters must include at least two members of the Executive Committee at all times.
- 18.5 All acts and proceedings of a committee must be reported to the Executive Committee as soon as possible.
- 18.6 A committee, the chief executive officer or any other members of the senior management team must not knowingly incur expenditure or liability on behalf of Liberty except where authorised by the Executive Committee in accordance

with the terms of any delegation and/or a budget approved by it.

- 18.7 A committee may elect a chair of its meetings if the Executive Committee does not nominate one. If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.
- 18.8 The Executive Committee shall establish a Governance Sub-Committee with such terms of reference as it may from time to time determine which shall be responsible for undertaking any investigation required as part of the Investigation and Disciplinary Procedure referred to in clause 20.2.

19 CONFERENCE AND APPEALS COMMITTEE

- 19.1 A Conference and Appeals Committee of three Members shall be appointed by the Annual General Meeting. Members of the Conference and Appeals Committee must comply with the Objects and Values of Liberty.
- 19.2 The Conference and Appeals Committee shall adjudicate on any dispute about:
 - 19.2.1 the validity of nominations for elections or of the elections for the Council or the Executive Committee;
 - 19.2.2 the validity of motions or amendments at a General Meeting;
 - 19.2.3 the arrangements for or during a General Meeting;
 - 19.2.4 postal ballots;
 - 19.2.5 the termination of membership, affiliation or Liberty Group status; or
 - 19.2.6 expulsion of a member from Council or Executive Committee.
- 19.3 The Conference and Appeals Committee shall be entitled to submit motions to the Annual General Meeting on any matter within the scope of its duties.
- 19.4 The method of appointment shall be as follows:
 - 19.4.1 one Member shall be elected at each the Annual General Meeting and shall serve for a period expiring at the third Annual General Meeting following their election;
 - 19.4.2 if there is a vacancy arising as a result of the operation of clause 19.8 a Member shall be elected at the next Annual General Meeting and shall serve for a period equal to the unexpired term of the person deemed to have resigned.
- 19.5 During their second year on the Committee a member shall be Chairperson of the Committee, and in that capacity shall present the report of the Committee to the Annual General Meeting.

- 19.6 At the third Annual General Meeting following their election the member shall retire, but shall be eligible for re-election.
- 19.7 A Member standing for election to the Conference and Appeals Committee shall have been an individual Member of Liberty for at least 12 months prior to accepting nomination.
- 19.8 No person shall serve on both the Executive Committee and the Conference and Appeals Committee or both the Council and the Conference and Appeals Committee. A member of the Conference and Appeals Committee shall be deemed to have resigned from the Conference and Appeals Committee when accepting nomination for election to the Executive Committee or the Council.
- 19.9 Any vacancy in the Conference and Appeals Committee caused otherwise than by expiry of the member's term of office shall be filled by the runner up (or if that person is unable to serve, the next runner up) in the election at the immediately preceding Annual General Meeting to serve the remainder of the term in respect of which the vacancy has arisen. In the absence of a runner-up the vacancy shall be filled by the Executive Committee to serve the remainder of the term in respect of which the vacancy has arisen.
- 19.10 The Conference and Appeals Committee may meet, adjourn and run its meetings as it wishes, subject to this Constitution and natural justice.

OVERSIGHT AND DISCIPLINE

20 TERMINATION OF MEMBERSHIP, AFFILIATION OR GROUP STATUS

- 20.1 The Executive Committee shall have the power to suspend or terminate the membership of any individual or the membership of any affiliated organisation or to suspend or dissolve recognition of a Liberty Group, or to provide a formal warning to any of the aforementioned, whose continued membership, affiliation or group status would, in the reasonable opinion of the Executive Committee be:
 - 20.1.1 contrary to the best interests of Liberty; or
 - 20.1.2 would be inimical to its objects or Values; or
 - 20.1.3 be in breach of the Rules agreed pursuant to clause 14.11 or 15.12.
- 20.2 Where the Executive Committee proposes to consider terminating membership under clause 20.1, or membership of the Council or the Executive Committee (as the case may be) in accordance with clause 21.1.1, the Chair of the Executive Committee shall give notice in writing to the Member, affiliated organisation or Liberty Group concerned that the Executive Committee proposes to activate the Investigation and Disciplinary Procedure.
- 20.3 The Executive Committee shall provide that Member, affiliate or group with a

copy of the Investigation and Disciplinary Procedure, and proposed timetable to be followed in accordance with the Investigation and Disciplinary Procedure, with the notice.

- 20.4 The Governance Sub-Committee established in accordance with clause 18.8 shall conduct the relevant aspects of the Investigation and Disciplinary Procedure.
- 20.5 The Executive Committee shall have the power to terminate the membership of any individual or the membership of any affiliated organisation or to dissolve recognition of a Liberty Group who fails to pay their membership subscription in accordance with clause 8.3.
- 20.6 Notification of the decision of the Executive Committee shall be proved if in accordance with the requirements of clause 23 of this Constitution.
- 20.7 Where a Member or affiliated organisation or Liberty Group is aggrieved by any decision of the Executive made pursuant to this clause there shall be a right of appeal to the Conference and Appeals Committee provided that the Member, affiliate or Group gives notice in writing to the Chair of the Executive Committee within 28 days of the notification of the decision of the Executive Committee. The Conference and Appeals Committee shall not dismiss an appeal unless:
- 20.7.1 The continued membership, affiliation or group status of the appellant would in the opinion of the Conference and Appeals Committee be contrary to the best interests of Liberty;
- 20.7.2 The appellant consents;
- 20.7.3 The appellant fails to prosecute the Appeal;
- 20.7.4 The membership or affiliation ends otherwise than under this clause;
- 20.7.5 The membership or affiliation ends by reason of default in the payment of a membership or affiliation fee.
- 20.8 The decision of the Conference and Appeals Committee shall be final.
- 20.9 A decision of the Executive Committee made pursuant to this clause shall not take effect until the expiry of the period of 28 days specified in clause 20.7 and shall not take effect while an appeal to the Conference and Appeals Committee is pending.

21 ENDING MEMBERSHIP OF POLICY COUNCIL OR THE EXECUTIVE COMMITTEE

- 21.1 Membership of Council or the Executive Committee (as the case may be) will end if the relevant member of the Council or the Executive Committee (as the case may be):
- 21.1.1 fails to abide by Liberty's Constitution including its anti-oppression

Values set out at clause 3 or fails to comply with the Rules made pursuant to clause 14.11 or 15.12, and is notified of the termination of their membership by the Executive Committee having followed the Investigation and Disciplinary Procedure;

- 21.1.2 ceases to be a member of Liberty;
 - 21.1.3 has completed the term of office referred to in clause 14.9 or 15.11;
 - 21.1.4 is, or would be, disqualified by law from serving as a company director or charity trustee;
 - 21.1.5 is considered, on the advice of the person's medical practitioner, by the Council or Executive Committee (as the case may be) to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and the Council or Executive Committee (as the case may be) resolve that they must cease to hold office;
 - 21.1.6 resigns by notice in Writing given to the Council or Executive Committee (as the case may be);
 - 21.1.7 is absent without permission from three consecutive meetings of the Council or Executive Committee (as the case may be) and it is resolved by the Council or Executive Committee to remove them;
 - 21.1.8 breaches their duties to declare and manage conflicts of interest and the other members of the Council or Executive Committee (as the case may be) resolve by two thirds majority to terminate their membership of the Council or Executive Committee;
 - 21.1.9 is a member of the Executive Committee and ceases to be a director of the National Council for Civil Liberties (company number 03260840); or
 - 21.1.10 dies.
- 21.2 Where the Executive Committee propose to remove a member of the Council or the Executive Committee (as the case may be) under the provisions of clause 21.1.1 the Investigation and Disciplinary Procedure shall be followed.
- 21.3 Instead of terminating membership the Council or the Executive Committee (as the case may be) the Executive Committee may issue a person who has breached clause 21.1.1 with a formal warning or may suspend their membership of the Council or the Executive Committee. Where the Executive Committee proposes to issue a member of the Council or the Executive Committee (as the case may be) with a warning or to suspend their membership of the Council or the Executive Committee (as the case may be), the Investigation and Disciplinary Procedure shall be followed. For the avoidance of doubt membership of the Council or the Executive Committee may be suspended while the Investigation and Disciplinary Procedure is being followed.

- 21.4 A member of the Council or the Executive Committee (as the case may be) may appeal any decision to remove them under clause 21.1.1 to the Conference and Appeals Committee within 28 days of being notified of the Executive Committee's decision.

FORMALITIES

22 AMENDMENT OF THE CONSTITUTION

- 22.1 Proposals for the amendment of the Constitution shall first be submitted to a General Meeting.
- 22.2 If the proposed changes are approved by a three-quarters majority of those attending and voting at the General Meeting they shall become operative at the end of that meeting.
- 22.3 If they are accepted by two-thirds majority of those attending and voting at the General Meeting but not three-quarters majority the proposals shall then be subject to a postal ballot conducted in accordance with any relevant Standing Orders.
- 22.4 Such proposals shall become operative if they are confirmed by a simple majority of those voting in the postal ballot.
- 22.5 If proposals for the amendment of the Constitution, when submitted to a General Meeting, receive support from less than a two-thirds majority they shall fall.

23 SERVICE OF NOTICES

- 23.1 Liberty may provide notices, accounts or other documents to any Member or Representative either:
- 23.1.1 in person; or
 - 23.1.2 by hand-delivery or ordinary post to the Member's or Representative's registered address;
 - 23.1.3 by email.
- 23.2 If a notice, accounts or other documents are sent by post, they will be treated as having been served by Liberty correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if Liberty receives no indication that they have not been received.
- 23.3 Any notice or other document sent in accordance with this Constitution is to be treated as having been received:

- 23.3.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class;
- 23.3.2 if sent by email, 24 hours after having been properly sent; or
- 23.3.3 immediately on being handed to the recipient personally.
- 23.4 Liberty may assume that any address (including any email address) provided to it by a Member or Representative remains valid unless the Member or Representative informs Liberty that it is not.
- 23.5 Liberty may give notices, accounts or other documents by means of a website, such information will be validly given if Liberty sends that Member or Representative a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address. If the information relates to a General Meeting, the notification must state that it concerns a notice of a General Meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

24 DEFINITIONS USED IN THIS CONSTITUTION

Affiliated organisations	means organisations admitted to membership in accordance with clause 6;
Civil Liberties Trust	means Civil Liberties Trust, charity number 1024948;
Conference and Appeals Committee	the committee established pursuant to clause 19;
Council	the elected body referred to in clause 14;
Executive Committee	the elected body referred to in clause 15;
General Meeting	means an Annual General Meeting or a Special General Meeting or any other meeting of Members or Representatives;
International Bill of Human Rights	The International Bill of Human Rights means the UN General Assembly Resolution 217 (III) and two international treaties established by the United Nations . It consists of the Universal Declaration of Human Rights (adopted in 1948), the International Covenant on Civil and Political Rights (ICCPR, 1966) with its two Optional Protocols and the International Covenant on Economic, Social and Cultural Rights (ICESCR, 1966);

Liberty Groups	means groups recognised by the Executive Committee in accordance with clause 7;
Members	means individual members of Liberty appointed pursuant to clause 5;
Representative	means the representatives of groups and affiliated organisations identified in clause 9.4;
Rules	means rules made by the Executive Committee governing the conduct of Members or Representatives generally which are not otherwise reserved to an Annual General Meeting;
Standing Orders	means rules governing the conduct of Members meetings passed at an Annual General Meeting;
Values	the anti-oppression Values set out at clause 3;
“Written” or “in Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
a year	is the period between two Annual General Meetings.

STANDING ORDERS

STANDING ORDERS FOR ELECTRONIC MEETINGS

Put forward to the Annual General Meeting on 14 May 2022

- 1 Where the Executive Committee decides to hold any General Meeting as an electronic meeting (virtual meeting) or a combination of the two (a hybrid meeting) the following rules shall apply to the conduct of such meeting.
- 2 Where electronic access to a General Meeting is permitted the access must be via suitable electronic means agreed by the Executive Committee, and members or representatives accessing the meeting electronically must be able to hear the chair of the meeting speak in order to form part of the quorum and have the ability to vote on any resolutions at or before the meeting.
- 3 Where an electronic only meeting is to be called it shall not be necessary to specify the place of the meeting in the notice but it must provide sufficient information to allow members to access the meeting.
- 4 If, after the sending of notice of a General Meeting but before the meeting is held, or after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Executive Committee decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Executive Committee decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Executive Committee may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.
- 5 All resolutions put to the members at electronic General Meetings and hybrid General Meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the Executive Committee in its sole discretion deems appropriate for the purposes of the meeting.
- 6 All other provisions set out in the Constitution or in these Standing Orders in respect of the calling and holding of the General Meeting, to include but not limited to, the quorum for the meeting, chairing of the meeting and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by these Standing Orders.
- 7 If a member, due to technological failings, is unable to attend a General Meeting electronically or is only able to attend part of the General Meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological

failings in their opinion substantially affect the holding of the meeting. All business conducted at the General Meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Executive Committee shall determine the new date for the meeting.

- 8 The Executive Committee may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid general meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Executive Committee is able to authorise any voting application, system or facility for electronic meetings as it sees fit.

Standing Orders governing the organisation, form and conduct of the Annual General Meeting and any elections and postal ballots (Clause 13.1 of the Constitution)

[to follow]