

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION  
OF  
PALESTINE SOLIDARITY CAMPAIGN LTD**

**DATE OF  
INCORPORATION**

**24 August  
2004**

**COMPANY  
NUMBER**

**5213508**

**I certify that this is a copy as amended by a Special Resolution at the  
Annual General Meeting held on  
19 March 2022.**

A handwritten signature in black ink, appearing to read 'Kamel Hawash', with a long horizontal line extending to the left.

**Kamel Hawash  
Director**

# **The Companies Acts 1985 and 2006**

## **A Company Limited by Guarantee and not having a Share Capital**

### **Articles of Association and Constitution of Palestine Solidarity Campaign Ltd**

#### **PART I: PRELIMINARY**

##### **1. Name of Organisation**

1.1. The name of the organisation is Palestine Solidarity Campaign Ltd, abbreviated to PSC.

##### **2. Registered location**

2.1. The organisation is registered in England.

#### **PART II: AIM, OBJECTIVES and VALUES**

##### **3. Aim**

3.1. The Aim of the Palestine Solidarity Campaign is to support the Palestinian people's struggle for freedom justice and equality. We campaign in support of:

3.1.1. the right of self-determination for the Palestinian people;

3.1.2. the right of return of the Palestinian people;

3.1.3. the Palestinian struggle to end the systems of settler colonialism, apartheid, and military occupations, motivated by Zionism, which deny the realisation of those rights.

##### **4. Objectives**

4.1. To build a mass campaign in support of the rights of the Palestinian people.

4.2. To expose and campaign against all actions by the Israeli state and those

complicit in suppressing the rights of the Palestinian people.

4.3. To foster political, cultural and social links with Palestinian organisations seeking to achieve self-determination for the Palestinian people.

4.4. To expose, challenge and end the complicity of UK government public bodies, companies and corporations, and any other international entities complicit in supporting Israel's suppression of the rights of the Palestinian people.

4.5. To build the maximum unity in action possible in support of these objectives.

## **5. Values**

5.1. The values that inform the PSC's work and activities include:

5.1.1. the promotion of positive cooperation and respect between all those seeking to campaign in support of the rights of the Palestinian people and who share the Aims, Objectives and Values of the PSC;

5.1.2. a commitment to equality and seeking to ensure that discriminatory acts are not committed against anyone by the PSC, its members or its staff as outlined within the Code of Conduct;

5.1.3. the opposition to all forms of racism, including Islamophobia and antisemitism;

5.1.4. the promotion of the voices of Palestinian civil society, ensuring that this is inclusive of those who may face additional barriers in having their voices heard relating to aspects of their identity; and

5.1.5. independence from any political party or government.

## **PART III: MEMBERSHIP**

### **6. Membership**

6.1. Membership of the PSC is open to all those who agree with its Aims and Objectives and who uphold the Values of the campaign.

6.2. The Executive Committee is responsible for determining admission to, and where necessary termination of, membership.

### **7. Rights of members**

7.1. Members are entitled to participate in national Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) and, once they have three months' membership, are entitled to vote at such meetings.

7.2. Members' contact details will be made available to branch officers for the purposes of PSC business only.

7.3. Members are entitled to participate in Branch Forum meetings on behalf of their branch.

## **8. Liability of members**

8.1. The liability of the members of the Company is limited.

8.2. Each member promises that if the Company is wound up while they are a member (or within one year after they cease to be a member), they will contribute a sum not exceeding £1 to the assets of the Company, to be applied towards:

8.2.1. payment of the Company's debts and liabilities contracted before they cease to be a member;

8.2.2. payment of the costs, charges and expenses of winding up; and

8.2.3. adjustment of the rights of the contributories among themselves.

## **9. Responsibilities of members**

9.1. Members must support and promote the Aims, Objectives and Values of the PSC as set out in this Constitution.

9.2. Members must abide by the Code of Conduct and Constitution.

9.3. Members must pay the required membership subscription.

## **10. Resignation and termination of membership**

10.1. A member may resign from the PSC in writing by letter or e-mail sent to the PSC office.

10.2. Where an annual subscription remains unpaid six months after the renewal date, that membership ceases.

10.3. The Executive Committee may, by a two-thirds majority, reject, terminate or suspend the membership of an individual member found to have breached the Constitution or Code of Conduct.

10.4. A suspension or termination may be appealed against in line with the Appeal Process referred to in the relevant Regulation.

## **PART IV STRUCTURE**

### **11. Amendments to the Constitution**

#### **11.1. Any proposal to amend the Constitution:**

11.1.1. must be submitted as a motion in accordance with the rules governing motion submissions to an AGM or EGM (collectively a General Meeting) as referred to in section 15 of this Constitution; and

11.1.2. requires at least 75% of votes cast at the relevant quorate General Meeting in order to be passed.

### **12. Interpretation**

12.1. Where a dispute arises about the meaning of any part of this Constitution, the matter will be referred to the Executive Committee for decision.

12.2. Such decisions may be challenged at the following General Meeting.

### **13. Branches**

13.1. The Executive Committee may approve the formation of local branches.

13.2. New branches or branches wishing to rename shall incorporate Palestine Solidarity Campaign within their name.

13.3. Existing branches which for historical reasons do not include Palestine Solidarity Campaign within their name may keep that name, but shall reference the Palestine Solidarity Campaign within their constitution.

13.4. All branch names shall be approved by the Executive Committee.

13.5. All branches shall adopt the PSC Code of Conduct and have a responsibility for upholding it in relation to activity associated with the branch.

13.6. All branches shall have a constitution, approved by the Executive Committee.

13.7. The branch constitution shall state:

13.7.1. that the branch executive, elected officers and other individuals acting prominently on behalf of the branch shall be national members of the PSC;

13.7.2. that all branch members shall abide by the PSC's Aims, Objectives, Values and Code of Conduct;

13.7.3. the procedure for electing the branch executive and elected officers;

13.7.4. that it shall put in place an appropriate accounting and auditing framework;

13.7.5. that the branch must hold AGMs no more than 15 months apart; and

13.7.6. that members are entitled to participate in local branch meetings and are entitled to vote at such meetings.

## **14. Affiliates**

14.1. An organisation that supports the Aims and Objectives of the PSC may apply to, or be invited by, the Executive Committee to become an affiliate of the PSC.

14.2. All affiliations must be approved by the Executive Committee.

14.3. Affiliates must pay an annual fee determined from time to time by the Executive Committee.

14.4. Affiliates may send an observer to Branch Forum meetings.

14.5. Affiliates of the PSC remain independent of the PSC and remain solely responsible for their conduct and the conduct of their members.

14.6. The Executive Committee has the power to suspend or revoke the affiliation of any organisation that acts contrary to the Aims, Objectives, Values or Code of Conduct of the PSC.

14.7. A suspension or revocation of affiliation may be appealed against in line with the appeal process referred to in the relevant Regulation.

## **PART V: GOVERNANCE**

### **15. Annual General Meetings and Elections**

15.1. The Annual General Meeting shall be the policy making body of the PSC.

15.2. The PSC shall hold an AGM once in each calendar year. Not more than 15 months shall elapse between the date of one AGM and the next. The AGM may be held in-person, online or a combination thereof at the discretion of the Executive Committee.

15.3. The Agenda of the AGM shall include:

15.3.1. the presentation for approval of an Annual Plan for the coming year;

15.3.2. the Annual Report of the work of the PSC since the last AGM;

15.3.3. the presentation of accounts;

15.3.4. membership and affiliation report;

15.3.5. motions submitted by members, branches, affiliates, the Executive Committee and any duly constituted committees of the PSC as approved by the AGM;

15.3.6. the election of the Executive Committee and any other posts contained within the Constitution or Regulations of the PSC, or which are approved by the AGM;

15.3.7. speakers who may be invited to attend and address the AGM by the Executive Committee on behalf of the membership.

15.4. The Executive Committee shall begin preparing for the AGM at least three months in advance of the scheduled date, publicising the date of the meeting, opening registration and inviting motions and nominations from members, branches and affiliates.

15.5. Motions and nominations for the AGM must be submitted in writing or online to the PSC office at least eight weeks before the scheduled AGM. Amendments to the motions must be received in the PSC office at least fourteen days before the AGM. The Annual Report and accounts, the Annual Plan, motions and nominations shall be circulated to members, branches and affiliated organisations at least six weeks before the scheduled date of the AGM. Amendments to motions shall be circulated to members, branches and affiliated organisations at least seven days before the scheduled date of the AGM.

15.6. Motions and amendments shall be for the purpose of establishing the political positions and campaigning priorities of the PSC or for considering matters of internal organisation. Motions must not contain language contrary to the PSC's Code of Conduct or place the PSC in legal jeopardy. If a motion or amendment is ruled out of order by two thirds of the votes cast in a quorate Executive Committee meeting, the proposers will be informed before the AGM.

15.7. Except for amendments to this Constitution, motions shall be no longer than 500 words and amendments no longer than 250 words.

15.8. Motions on an emergency subject may be submitted in writing or online, together with a proposer and seconder, until 5pm on the day preceding the AGM. Emergency subjects shall be items that could not reasonably have been submitted in line with the ordinary motion or amendment deadlines and where a failure to consider the item would substantially impair the work of the PSC. The eligibility of a motion submitted under this procedure shall be determined by the Chair, who shall inform the AGM of the decision. Motions deemed ineligible shall be remitted for discussion at the following meeting of the Executive Committee.

15.9. Any member who has been a member for at least six months before nominations open is eligible to submit a nomination or stand for election to elected posts.

15.10. Motions and amendments must have the name of the proposer and seconder, who shall be either individual members, branches, affiliates, the Executive Committee or a duly constituted committee of the PSC. Nominations must have the name of the proposer and seconder who shall be individual members.

15.11. The format for submission of statements to support nominations shall be determined by the Executive Committee and contained in the Election Regulations.

15.12. The Election Regulations shall be made by the Executive Committee and shall include advertisement of elections, receipt of nominations, confirmation of eligibility of candidature, candidature publicity, the election and counting of votes; procedure in the

event of a disputed election; and procedure for electing candidates to posts for which no nominations have been received.

15.13. Executive Committee members shall serve until the end of the AGM following their election. Retiring Executive Committee members are eligible for re-election.

## **16. Extraordinary General Meetings**

16.1. An Extraordinary General Meeting may be authorised by the Executive Committee or an Annual General Meeting, whenever either body considers sufficient reason exists. Notice of why such a meeting is deemed necessary together with any relevant motions to be considered must be given. Such meetings require that at least 21 days' notice be given to all members, branches and affiliates.

16.2. The Executive Committee will also convene an EGM relating to a specific area of PSC policy or activity if it receives a request to that effect supported by at least 5% of the individual membership having the right to attend and vote at General Meetings.

16.3. Notice shall be inclusive of the day on which it is served and the day of the meeting.

16.4. A notice in writing may be made by email or post.

## **17. Proceedings at Annual General Meetings and Extraordinary General Meetings**

17.1. The Chairperson, or if required one of the Vice Chairs, shall preside at every General Meeting. If no Chair or Vice Chair is present within 15 minutes of the time appointed, or if either Chair or Vice Chair is present but unwilling to do so, then the members present shall elect a member of the Executive Committee to preside. If no member of the Executive Committee is present or willing to do so, then the members present shall elect one of their number to preside.

17.2. No business shall be transacted at any General Meeting unless a quorum of members is present. A quorum shall consist of 100 members or 10% of the membership having a right to attend and vote at that meeting, whichever is the lowest.

17.3. If a quorum is not present within 30 minutes of the time appointed for holding the General Meeting, the Executive Committee shall determine whether it be dissolved or adjourned to such a day, time and place as it thinks fit, with notice of at least 21 days being provided to eligible attendees.

17.4. The proceedings at General Meetings will be conducted as laid down in the General Meeting Standing Orders.

17.5. Each fully paid up member who has been a member of the national PSC for three months before a General Meeting shall have one vote.

17.6. All persons voting must be individual members of the national PSC or



representing a nationally affiliated organisation.

17.7. Delegates from national organisations affiliated to the PSC will have three votes if they have a minimum of 100,000 members or one vote if fewer.

17.8. PSC branches and nationally affiliated organisations will have one vote.

17.9. All delegates, whether individual members or those duly nominated by their branch or nationally affiliated organisation, must be registered with the PSC national office at least two clear days before the meeting.

17.10. Unless otherwise specified in the Constitution or Standing Orders, all votes will be determined on the basis of a simple majority, with the Chair holding a casting vote in the case of a tie.

## **18. Executive Committee**

18.1. The Executive Committee shall be accountable to the membership for:

18.1.1. the implementation of the PSC's Annual Plan;

18.1.2. the proper management of the affairs of the PSC including financial affairs; and

18.1.3. decisions made between AGMs.

18.2. The Executive Committee shall consist of:

18.2.1. the Chair;

18.2.2. two Vice-Chairs, at least one of whom shall be a woman;

18.2.3. the Secretary;

18.2.4. the Treasurer;

18.2.5. the Trade Union Liaison Officer;

18.2.6. two representatives of the Trade Union Advisory Committee, at least one of whom shall be a woman;

18.2.7. one representative of the Student and Youth Committee; and

18.2.8. eight other elected members, at least four of whom shall be women.

18.3. The Executive Committee shall have the power to co-opt a further three persons without voting rights onto the Executive Committee if this is felt necessary to aid its work and deliberations.

18.4. The Executive Committee, except for co-opted members, shall constitute Palestine Solidarity Campaign Limited's Board of Directors.

18.5. The Executive Committee shall meet not less than six times per year and will endeavour to hold meetings by video or remotely unless the Officers Group decides that a physical Executive Committee meeting is preferable.

18.6. The Executive Committee shall make the minutes of its meetings available on request to all duly constituted PSC branches subject to any confidentiality requirements and/or matters which would materially and adversely impact the PSC if made public.

18.7. Every duly constituted branch of the PSC has the right to place an item on the Executive Committee agenda and to send a representative to participate in the relevant portion of the Executive Committee meeting at which it is discussed.

18.8. Members attending Executive Committee meetings shall withdraw from any agenda item which causes or may cause a conflict of interest.

18.9. The Officers Group shall be a sub-committee of the Executive Committee.

18.9.1. The Officers Group shall consist of the Chair, Vice-Chairs, Secretary, Treasurer, and up to two others to be elected by the Executive Committee. The Director will be invited to attend all Officer Group meetings.

18.9.2. The Officers Group shall be responsible for ensuring the implementation of policy and for decision-making between Executive meetings.

18.9.3. The Officers Group shall create and maintain a register of major risks to the PSC and propose recommendations to the Executive Committee for risk mitigation.

18.9.4. The Officers Group shall be accountable to the Executive Committee.

18.9.5. The Officers Group must report its decisions to the Executive Committee at every Executive Committee meeting.

18.10. The Staffing and Management Committee (SMC) shall be a subcommittee of the Executive Committee.

18.10.1. The SMC shall consist of the Chair, Vice-Chairs, Secretary and Treasurer.

18.10.2. The SMC shall oversee staffing matters.

18.10.3. The Director shall report to the SMC, with the Chair holding formal management responsibility for the Director.

18.10.4. The SMC shall monitor the PSC's finances and budget plans.

18.10.5. The SMC shall review the accounts and finances of the PSC and make recommendations to the Executive Committee.

## **19. Branch Forum**

19.1. The PSC Branch Forum shall be a meeting for members and branch representatives primarily for the interchange of information, discussion, and training.

19.2. The PSC Branch Forum shall meet physically or virtually at a frequency agreed by the Executive Committee in consultation with the Branch Forum.

19.3. The PSC Branch Forum may make recommendations to the Executive

Committee, which must be considered and given due weight.

## **20. Patrons**

20.1. The Executive Committee may invite prominent supporters of the Aims of the PSC to become Patrons of the organisation. The position of Patron is purely honorary and confers no executive authority or democratic rights in the organisation.

## **21. Regulations**

21.1. The Executive Committee shall make provision for regulations governing the PSC's activities, including the following:

- 21.1.1. Terms of Reference for the Executive Committee and other committees that the Executive Committee may from time to time deem necessary;
- 21.1.2. definition of roles and responsibilities of elected post holders;
- 21.1.3. definition of the role of staff, including the Director, within the organisation;
- 21.1.4. Complaints Procedure;
- 21.1.5. Appeals Procedure;
- 21.1.6. Code of Conduct;
- 21.1.7. openness and accountability of the Executive Committee;
- 21.1.8. Standing Orders for meetings.

21.2. Nothing in the Regulations shall be contradictory to the provisions of this Constitution.

21.3. The Regulations may be amended by the Executive Committee with a majority voting in favour.

# **PART VI: FINANCE**

## **22. Finance**

22.1. Subject at all times to the relevant Companies Act, statutory and regulatory requirements:

- 22.1.1. The PSC is responsible for ensuring that funds provided to it are used only for those activities which are in accordance with its Aims and Objectives.
- 22.1.2. The Executive Committee is required to:

22.1.2.1. ensure that accounts and accounting records are kept in accordance with the relevant regulations and laws, and that accounting information is prepared and presented in accordance with normal accounting principles;

22.1.2.2. ensure the preparation of annual accounts and their availability to Members at the AGM;

22.1.2.3. ensure that an appropriate system of internal financial management and control is maintained; and

22.1.2.4. take responsibility for the determination of the pay, terms and conditions of service of any staff employed by the PSC.

22.1.3. Independent examiners or auditors shall be appointed by the AGM.

## **PART VII: WINDING UP**

### **23. Winding up**

23.1. A motion to wind up and dissolve the PSC requires at least 75% of votes cast at the relevant quorate General Meeting in order to be passed.

23.2. The net assets of the PSC following dissolution shall go to one or more organisations having similar aims as decided by the General Meeting and in accordance with the provisions of the relevant sections of the Articles of Association relating to the winding up and dissolution of the PSC.