

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION**

- of -

**THE BREXIT PARTY LIMITED (the "Company")
Company Number: 11694875**

PRIVATE COMPANY LIMITED BY SHARES

ADOPTION OF NEW ARTICLES OF ASSOCIATION

We, the undersigned, being the members of the Company at the date of this resolution entitled to vote at general meetings of the Company, unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

THAT the existing articles of association in their entirety be removed and there be substituted the new articles of association attached to this resolution.

DATED: 6th August 2019

SIGNED

Nigel Paul Farage

Richard Tice

Mehrtash Azami



MONDAY



L8C7CHQA
LD3 19/08/2019 #113
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE BREXIT PARTY LIMITED
Company Number: 11694875

1. Company Name

The Company's name is "The Brexit Party Limited".

2 Registered Office

The Company's registered office is to be situated in England and Wales.

3 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

4 Definitions And Interpretation

4.1 In these presents the words standing in the first column of the Table set out below shall bear the meaning set out in the second column thereof, if not inconsistent with the subject or context-

Words	Meanings
the Act	the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.
these Articles	these Articles of the Company, and the regulations of the Company from time to time in force.
the Company	The Brexit Party Limited
the Board	the Board of Directors for the time being of the Company.
the Office	the registered office of the Company
Meeting	a combined General/Board meeting of the Company
Month	Calendar month

4.2 Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

4.3 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

5 The Company's objects

5.1 To establish and maintain an organization to campaign for the UK's withdrawal from the European Union ("EU"), initially by the repeal of the European Communities Act of 1972 and subsequent amendments to it, so that the United Kingdom shall again be governed by laws made to suit its own needs by its own Parliament, which must be directly and solely accountable to electorate of the United Kingdom;

5.2 To preserve the integrity of the United Kingdom by campaigning, in accordance with its belief in free world trade, for the negotiation of suitable and equitable trade agreements with the EU. The Company would expect the European Union and the United Kingdom to respect and preserve all the trade protocols and agreements negotiated under the auspices of the General Agreement on Tariffs and Trade and the World Trade Organisation;

5.3 To be guided in its activities by the principle of non-discrimination and seek the support of all persons entitled to British citizenship and resident foreign nationals who share its aim;

5.4 To campaign for a programme of national revival and, to that end, promote a full range of long-term domestic policies at parliamentary and local elections;

5.5 To work to free individuals, families and businesses alike from excessive government interference in the conduct of their affairs and seek to return authority and responsible autonomy to all levels of local government, whether borough, city or district, whilst rejecting the idea of an extra layer of government in the form of regional assemblies, which would alienate voters by distancing them further from government, and undermine the principle democratically accountable local government;

5.6 To work together with other democratic parties and organisations for particular purposes consistent with its aims.

6 Members

6.1 The members shall be such persons as the Board shall admit to membership in accordance with the Articles and no person shall be admitted as a member of the Company unless he is approved by the Board.

6.2 A member may at any time withdraw from the Company by given at least seven clear days' notice to the association. Membership shall not be transferable and shall cease on death.

7 Not For Profit

The Company is not established or conducted for private gain and shall not pay any dividend to any member: any surplus or assets remaining when the Company is dissolved or wound-up shall be donated to such charity or not for profit organization as the Board shall determine.

8 Meetings

8.1 The membership of the Company is small and all members are also officers of the Company and for that reason all Meetings shall be deemed to be combined general/Board meetings.

8.2 The Board may whenever they think fit convene a Meeting at such time and place as may be determined by the Board, and Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act

8.3 A Meeting subject to the provisions of the Act by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of the votes of the members according to the shareholdings

8.4 The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and shall be given to all the members and to the Directors

8.5 The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any Meeting.

9 Votes Of Members

9.1 Subject as hereinafter provided, every member shall have one vote for each share held by them save for any member who is not duly registered

9.2 No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

10 Proceedings At Meetings

10.1. No business shall be transacted at a Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided two members holding together not less than 6 shares shall be a quorum or if the Company has only a sole Member, that Member shall constitute a quorum. If no quorum is present the Meeting shall be dissolved.

10.3 The Chairman shall preside as Chairman at every Meeting but if he is not present the members present may choose any director to preside.

10.4 At any Meeting a resolution put to the vote of the Meeting shall be decided by a majority of the votes cast for or against it and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without further proof.

10.5 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at Meetings shall be as valid and effective as if the same had been passed at a Meeting of the Company duly convened and held.

11 Board Of Management

11.1 Until and unless otherwise determined by the Company in Meeting, there shall be no maximum number of members of the Board and the minimum number shall be one.

11.2 The Board may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Board. Only persons who are members of the Company shall in any circumstances be eligible to hold office as a Director.

12 Powers Of The Board

12.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in a Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a Meeting; but no regulation made by the Company in a Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

12.2 The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number (if any) prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a Meeting, but not for any other purpose.

13 Secretary

13.1 Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed.

13.2 The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

14 The Common Seal

The Company will not have a seal.

15 Disqualification of Members of the Board

15 The Office of a Director shall be vacated if

15.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally,
or

15.2 if he becomes of unsound mind, or

15.3 if he ceases to be a member of the Company. or

15.4 if by notice in writing to the Company he resigns his office, or

15.5 if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

16 Proceedings of The Board

16.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit,

16.2 On the request of the Board the Secretary shall, at any time, summon a Meeting by notice served upon the several members of the Board. A Director who is absent from the United Kingdom shall not be entitled to notice of a Meeting.

16.3 A Meeting at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.

16.4 The Board may delegate any of their powers to committees consisting of such member or members as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The Meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the Meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

16.5 All acts bona fide done by any Meeting or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

16.6 The Board shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all Meetings and of committees of the Board, and all business transacted at such Meetings.

16.7 All such records (and signatures) and minutes shall be entered in books provided for the purpose.

16.8 Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with.

16.9 Any such minutes of any Meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

16.10 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a Meeting or of such committee shall be

as valid and effectual as if it had been passed at a Meeting or of such committee duly convened and constituted.

17 Accounts

17.1 The Board shall cause accounting records to be kept in accordance with the requirements of the Act. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Company.

17.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members or in accordance with a right conferred by statute.

17.3 The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an Auditor for that financial year, of any such Auditors' report on those accounts to the Auditors, if so appointed, and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the Meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

18 Notices

18.1 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

18.2 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom, at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

16.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

17 Rules or Bye Laws

17.1. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership