

The British Friends of Vanuatu

CONSTITUTION

1. NAME

The name of the Association is: The British Friends of Vanuatu (Based in the United Kingdom)

2. ADMINISTRATION

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by paragraph 7 of this constitution (the “Executive Committee”).

3. OBJECTS

The Objects of the Association (“the objects”) are

- (1) To relieve poverty and advance education in the Republic of Vanuatu by:
 - (a) ensuring better access to primary education by supporting the development of effective and well resourced community pre-schools
 - (b) contributing to the achievement of higher completion rates of the most disadvantaged children by the provision of funded scholarships;
 - (c) supporting the development and improvement of school and community libraries by the provision of books and library materials and equipment;
 - (d) supporting other projects of educational value
- (2) To Encourage a sympathetic knowledge and understanding in the United Kingdom of the problems, interests and issues of Vanuatu;
- (3) To Provide practical assistance and social contact to ni-Vanuatu visiting the United Kingdom as students or trainees, including help on arrival and offers of hospitality;
- (4) To Keep its members informed of events and developments in Vanuatu, and in general to disseminate information likely to be of interest to members;
- (5) To Assist, where appropriate and practical, in the development of contacts between bodies and individuals in the United Kingdom and Vanuatu; enabling persons sharing a common interest in Vanuatu to keep in touch with each other;
- (6) To Offer guidance and briefing, when requested, to persons going out from Britain to work or live in Vanuatu.
- (7) To Maintain contact with the Pacific Islands Society of the United Kingdom and Ireland and support its activities as a corporate member of the Society.

4. POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (1) power to actively seek to raise funds from government and other donor agencies and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) power to lobby government and other donor agencies for the promotion of policies which will relieve poverty and advance education in the Republic of Vanuatu;
- (3) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
- (4) power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (5) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (6) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (7) power to do all such other lawful things as are necessary for the achievement of the objects.

5. MEMBERSHIP

- (1) Membership is open to all persons who
 - a) have lived or worked in, or have visited, Vanuatu, or
 - b) have a special interest in or connection with Vanuatu, and who wish to support the aims and objects of the Association as set out in paragraph 3 above.
- (2) There shall be three classes of membership:
 - a) Individual personal membership
 - b) Joint personal membership
 - c) Corporate membership
- (3) Corporate membership is open to any legal entity (incorporated or otherwise) which shall nominate an individual to represent it and to vote on its behalf at meetings of the Association.
- (4) Joint personal membership confers full membership rights on both of two individuals as joint members named on the same application form provided that they are both normally resident, or contactable, at the same address, and who shall be entitled to only one copy of a Newsletter by post.
- (5) Membership shall commence following the acceptance by the Executive Committee of an application for membership and upon payment of the annual subscription appropriate to the class of membership applied for and by reference to the appropriate category of subscription, as the case may be. The Executive Committee shall have a discretion to refuse to accept or agree to an application for membership.

- (6) The annual subscription for individual or joint personal membership shall be such as is determined from time to time by the Association in Annual General Meeting. The Association may differentiate the subscription payments for individual or joint membership as it in Annual General Meeting sees fit, and within the following subscription categories:
- a) For individual personal memberships, subscriptions for
 - (i) UK residents;
 - (ii) UK residents under age 25 at the time the subscription falls due who receive a Newsletter by post ;
 - (iii) Overseas residents who receive a Newsletter by post;
 - (iv) Overseas residents under age 25 at the time the subscription falls due who receive a Newsletter by post.
 - b) For joint personal membership, subscriptions for
 - (i) UK residents
 - (ii) Overseas residents who receive a Newsletter by post
- (7) The Executive Committee may in the exercise of its discretion grant membership on an application for Corporate membership to any company, partnership, unincorporated association or club, or any other legally recognised entity (a “Corporation”), on payment of a membership subscription which the Executive Committee in its discretion considers reasonable and appropriate in the circumstances, taking into account the size, nature and business of the Corporation and the nature of any relationship of the Corporation with the Association, and upon such other terms also as to identifying a representative as the nominee of the Corporation as seems appropriate.
- (8) Payment of membership subscriptions may be made in one of two forms, either
- a) to the Association directly by cash, cheque; direct debit, standing order or such other method as the Association shall accept; or
 - b) in £ Sterling to the British Friends of Vanuatu Charitable Trust by cash, cheque, direct debit or standing order.
- (9) Upon the recommendation of the Executive Committee the Association in general meeting may grant any class of membership on an honorary basis. No subscription shall be payable by any member granted honorary terms of membership. Honorary membership shall terminate only on resignation of the member concerned or the survivor of joint members, or on the death of the member concerned or survivor of joint members, or on the winding up or disbanding of the Corporation concerned, as the case may be; or in accordance with clause 5(14) below. Honorary members shall be entitled to the full benefits of membership of the Association.
- (10) The Executive Committee may, by unanimous agreement of all its members, of its own motion or on request or recommendation, waive the subscription for an individual or joint membership in any single year, for good reason, which shall be reported to the Association at the next following AGM.
- (11) Every member has one vote. Each of the two persons named as joint members shall have one vote and shall be entitled to all other membership benefits. Only persons who are members and whose subscriptions are paid up shall be entitled to speak at meetings of the Association, to exercise their votes or to be elected to the Executive Committee.
- (12) Membership subscriptions are due and payable on 1 January in each year. Memberships for which the annual subscription remains unpaid after twelve months shall automatically lapse, but may be reinstated by agreement of the Executive Committee in the exercise of its discretion on receipt of the subscription in full.

- (13) Membership may be terminated by resignation of the member notified to the Executive Committee in writing (or by such other means as the Executive Committee shall accept) and is effective from the date of notification of the resignation to the Executive Committee. If only one of two persons entitled to joint membership shall resign, the membership of the other of the two may in the discretion of the Executive Committee be converted to an individual membership for the remainder of that year and may become renewable as an individual membership. No refund of subscription shall be given.
- (14) Membership may be terminated for a reason other than resignation or non payment of subscription only by unanimous decision of the Executive Committee, on what the Executive Committee considers to be good and sufficient grounds. Before arriving at such a decision the Executive Committee shall give notice to the member of the fact that termination of membership is being considered; the grounds for that; and giving the member an opportunity to make representations. Any such representations shall be given full consideration by the Executive Committee in reaching its decision.

6. HONORARY OFFICERS

At the Annual General Meeting of the Association the members shall elect from amongst themselves a chairman, a secretary, a treasurer, a newsletter editor, and a membership secretary who shall hold office from the conclusion of that meeting.

7. EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of not less than 5, nor more than 10, members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than 1 and not more than 5 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may in addition appoint not more than 3 co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

8. DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (3) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. EXECUTIVE COMMITTEE MEMBERS MAY NOT BE INTERESTED

No member of the Executive Committee shall receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least four members of the Executive Committee, including members co-opted under paragraph 7 (2) above, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee shall provide information on ni-Vanuatu trainees or students arriving in Britain, circulate occasional news summaries, and provide a point of contact for members. The Executive Committee shall maintain contact with the appropriate British and Vanuatu authorities, and shall promote knowledge within Vanuatu of the Association's activities.
- (7) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (8) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

11. RECEIPTS AND EXPENDITURE

- (1) The funds of the Association, including all subscriptions, donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) Members of the Association shall pay an annual subscription. Funds in the account(s) may be used for normal administrative purposes such as the purchase of stationery, reproduction of documents, postage and reasonable travel expenses incurred by committee members on association business. Any proposals for abnormal expenditure shall be authorised by the Committee or by the membership at a general meeting.
- (3) The income and funds belonging to the Association shall be applied only in furthering the objects. None of the income and funds of the Association may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member receiving reasonable and proper remuneration for any goods or services supplied to the Association.

12. ACCOUNTS

The Executive Committee shall

- (1) Keep accounting records for the association;
- (2) Prepare an annual statements of account for the Association;
- (3) Submit these statements of account to the auditor.

13. ANNUAL GENERAL MEETINGS

- (1) The Association shall hold an annual general meeting which shall be held in the month of March or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called and arrangements for the meeting made by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) Where a member wishes to propose project expenditure in excess of £300, notice should be given to the committee not less than three months before the date of the Annual General Meeting, and details included in the published agenda.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Association for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. In the event of no nominations being received by the due date, nominations may exceptionally be allowed from the floor of the annual general meeting.

14. SPECIAL GENERAL MEETINGS

The Executive Committee may call a special general meeting of the Association at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

15. PROCEDURE AT GENERAL MEETINGS

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) There shall be a quorum when at least 20 members of the association are present at any general meeting.

16. ALTERATIONS TO THE CONSTITUTION

The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

17. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to The Pacific Island Society of the United Kingdom and Ireland, or to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

This constitution was adopted at the Annual General Meeting of the British Friends of Vanuatu held at The Hand Hotel, Chirk, on Saturday, 16th October, 2004; amended at a Special meeting at Great Malvern on 13th October, 2007 and further amended at a special conference held at Eastbourne on 11th October, 2008.

Signed