

CONSTITUTION FOR FRIENDS OF SOQOTRA

An Unincorporated Organisation Having a Membership and Charitable Status

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1. NAME

The name of the Association is *Friends of Soqotra* (hereinafter called "the Association").

2. OBJECTS

The Association is established to promote the sustainable use and conservation of the natural environment of the Soqotra island group and in so doing to support sustainable improvement in the standard of living of the people of Soqotra through:

- (a) Raising awareness of the global significance of the Soqotran culture, environment and natural resources, and of any proposed actions which might have an impact on these.
- (b) Supporting successful traditional Soqotran natural resource management practices and promoting all protective statutes and designations.
- (c) Promoting practical and action oriented research and encouraging its application and implementation.
- (d) Facilitating the integration of research with the delivery of practical projects prioritised by the Soqotran community.
- (e) Providing a source of expertise, assistance and training for the people of Soqotra.
- (f) Providing educational materials and support for the young people of Soqotra.
- (g) Co-operating with governmental, academic and voluntary organisations in Yemen and elsewhere which have similar aims to this Association.
- (h) Influencing tourism to develop in a manner which maintains and enhances the indigenous Soqotran culture and natural environment.

3. POWERS

In furtherance of the said objects but not otherwise the Association may:

- (a) Employ and pay any person or persons not being a member of the Committee (hereinafter defined) to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
- (b) Establish where necessary local branches (whether autonomous or not).
- (c) Bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals.
- (d) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof for the benefit of the public.
- (e) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.
- (f) Carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the objects.
- (g) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, workshops, lectures, classes, seminars and training courses.
- (h) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- (i) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, managed or assisted by the Association.
- (j) Write, print or otherwise reproduce and circulate, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects.
- (k) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
- (l) Make regulations for the management of any property which may be acquired.
- (m) Subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Association.
- (n) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (o) Invest the moneys of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (p) Do all such other lawful things as are necessary for the attainment of the said objects.

4. MEMBERSHIP

(a) Full membership of the Association shall be open to:

- (1) Individuals who are interested in furthering the work of the Association and who have paid the annual subscription (if any) as laid down from time to time by the Committee hereinafter mentioned, and
- (2) National, international and local voluntary or other organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid.

(b) Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof.

(c) Each member organisation may appoint:

(1) A deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association, and

(2) Observers (who shall not be entitled to vote) to attend any such meeting.

(d) Honorary members may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote.

(e) The Committee shall have the right:

(1) To approve or reject applications for membership, and

(2) For good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Committee before a final decision is made.

5. HONORARY OFFICERS

(a) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other Honorary Officers as the Association shall from time to time decide.

(b) The Chairman and the Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election {provided that no Honorary Officer shall hold the same office for more than three consecutive years. On the expiration of such period, one further year must elapse before any former Honorary Officer shall be eligible for re-election to that office}. At most one half of the Honorary Officers shall retire during any one year.

(c) The Chairman and the Honorary Officers shall automatically be members of the Committee. Any subcommittee shall have at least one Honorary Officer as a Member.

(d) The Association may appoint one or more qualified auditors and shall determine their remuneration (if any).

6. EXECUTIVE COMMITTEE

(a) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by an Executive Committee (hereinafter called 'the Committee') which shall meet not less than three times a year and when complete shall consist of not less than five or more than eleven members.

(b) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause {9} hereof.

(c) Election to the Committee shall be for two years. 50% of the Committee membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election but not reckoning the Chairman and Honorary Officers. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

(d) Only full members of the Association whether individual or representative shall be eligible to serve as Honorary Officers or members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by full members of the Association in writing and must be in the hands of the Secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot {OR election shall be by a system of postal voting (the arrangements for which shall be made by the Committee) provided that the first members of the Committee shall be elected by personal vote at the first General Meeting of the Association}.

(e) In addition to the members so elected and to those serving by virtue of Clause 6(c) hereof the Committee may co-opt up to three further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option.

(f) Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at the Meeting.

(g) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(h) The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) as may in their opinion be necessary.

(i) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

7. DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

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

(a) is disqualified from acting as a member of the Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

(b) becomes incapable whether mentally or physically of managing and administering his or her own affairs;

(c) cease to be a member of the Association;

(d) resigns his or her office by notice in writing; or

(e) is absent without notice from three consecutive meetings of the Committee and/or for good and sufficient reason three-quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office provided that a Committee member faced with removal shall have the right to be heard by the other Committee members before a vote is taken.

8. LOCAL BRANCHES

The Committee shall have power to establish local branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to the following regulations:

(a) The branch shall act in pursuance of the said objects and of the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the Committee.

(b) The title of the branch shall be subject to the prior approval of the Committee. No branch shall be entitled to use the expression *Friends of Soqotra* unless at least one member of the branch's governing body is a full member of the Association.

(c) The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Committee unless it has, with the prior approval of the Committee, adopted other rules.

(d) The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or to the policy of the Association.

(e) Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Committee.

(f) All legacies bequeathed to the Association shall be received by the Treasurer or other appropriate officer of the Association but, subject to any special trusts by which such legacies may be affected, the Committee shall have power to direct that any legacy or the income there from shall be paid to a particular branch.

(g) The branch may be empowered by the Committee to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects.

(h) Subject to these regulations, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Association or that of the Committee or of any individual member of the Committee.

9. MEETINGS OF THE ASSOCIATION

(a) Once in each year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days' notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Committee; the appointment of an auditor, auditors or independent examiner if required by the constitution; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

(b) The Chairman of the Committee may at any time at his/her discretion and the Secretary shall within twenty one days of receiving a written request to do so, signed by not less than five full members whether individual or representative, and giving reasons for the request, call a Special General Meeting of the Association.

10. RULES OF PROCEDURE AT ALL MEETINGS

(a) Quorum. The quorum at a meeting of the Association shall be one-tenth of the total actual membership of the Association for the time being and the quorum of the Committee or any committee appointed under Clause 6(a) hereof shall be one-half of the Committee or committee (as the case may be) or such other number as the Association may in General Meeting from time to time determine. Attendance at meetings may be in person or through electronic communication media.

(b) Voting. Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for postal voting may from time to time be made with regard to Clauses {14} and {15} hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(c) Minutes. Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

(d) Standing Orders and Rules. The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

11. PAYMENTS

All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:-

(a) the repayment to members of the Committee or of any committee appointed under Clause 6(a) hereof of reasonable out-of-pocket expenses; and

(b) the Committee being entitled to effect policies of indemnity insurance to cover the liability of the Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee knew to be a breach of trust or breach of duty or which was committed by the Committee in reckless disregard of whether it was a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Committee in their capacity as Trustees of the Association.

12. FINANCE

(a) The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Association;
- (3) the auditing or independent examination of the statements of account of the Association; and
- (4) the transmission of the statements of account of the Association to the Commissioners.

(b) A statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.

(c) An account or accounts shall be opened in the name of the Association with such bank or banks as the Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.

13. TRUST PROPERTY

(a) Subject to the provisions of sub-clause (b) of this Clause, the Committee shall cause the title to:

- (1) all land held by or in trust for the Association which is not vested in the Official Custodian for Charities; and
- (2) all investments held by or on behalf of the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(b) The holding trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

14. ALTERATIONS TO THE CONSTITUTION

(a) Subject to the following provisions of this clause 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.

(b) No amendment may be made to Clause 1 (the name of charity clause), Clause 2 (the objects clause), Clause 15 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

(c) No amendment may be made which would have the effect of making the charity cease to be a charity at law.

(d) The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

15. DISSOLUTION

If the Committee decide that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than twenty one days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the 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 such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

16. NOTICES

Notices may be served on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address, or through electronic media, and any notice so sent shall be deemed to have been received within ten days of posting.