

# JUMUIYA YA AFRIKA



## CONSTITUTION AND BYE-LAWS

**1. NAME**

The name shall be **Jumuiya Ya Afrika** (“the Charity”)

**2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

The principal office of the Charity is in Bermuda.

**3. OBJECTS**

3.1 The Charity’s objects are for the;

- a. prevention or relief of poverty,
- b. advancement of education,
- c. advancement of health and saving of lives,
- d. advancement of citizenship and community development,
- e. advancement of the arts, culture, heritage or science,
- f. advancement of sport,
- g. advancement of human right, conflict resolution or the reconciliation or the promotion of religious or racial harmony or equality and diversity,
- h. relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage and
- i. provision of recreational and similar facilities.

3.2 Nothing in this constitution shall authorise an application of the property of the Charity for the purposes which are not charitable under the Charities Act 2014.

**4. POWERS**

4.1 The Charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Charity’s powers include power to:

- a. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Charity must comply as appropriate with all the relevant laws if it wishes to mortgage land.
- b. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- c. Sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with any relevant law.
- d. Employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a charity trustee only to the extent that it is permitted to do so by law.
- e. Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by law.

**5. SOLICITATION OF FUNDS**

The Charity shall where the need arises, solicit funds from the public individuals or corporate entities ensuring at all times that any requirements under the Charities Act 2014 are followed.

**6. APPLICATION OF INCOME AND PROPERTY**

6.1 The income and property of the Charity must be applied solely towards the promotion of the objects.

- a. A charity trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
  - b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with the law.
- 6.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a charity trustee receiving:
- a. a benefit from the Charity as a beneficiary of the Charity;
  - b. reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7.

## **7. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS**

### **7.1 General provisions**

- a. No charity trustee or connected person may:
  - i. Buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public.
  - ii. Sell goods, services, or any interest in land to the Charity.
  - iii. Be employed by, or receive any remuneration from, the Charity.
  - iv. Receive any other financial benefit from the Charity.
- b. Unless the payment or benefit is permitted by Clause 7.2, or authorised by the court. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### **7.2 Scope and powers permitting trustees' or connected persons' benefits**

- a. A charity trustee or connected person may receive a benefit from the Charity as a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with the law.
- c. Subject to Clause 7.3 a charity trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the base rate prevailing in Bermuda.
- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A charity trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

### **7.3 Payment for supply of goods only – controls**

The Charity and its Charity Trustees may only rely upon the authority provided by Clause 7.2(c) if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Charity and the charity trustee or connected person supplying the goods ("the supplier").
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Charity Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting.
- f. The reason for their decision is recorded by the Charity Trustees in the minute book.
- g. A majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by Clause 7.

## **8. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

### **8.1 A charity trustee must:**

- a. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- b. Absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

### **8.2 Any charity trustee absenting himself or herself from any discussions in accordance with Clause 8.1 must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.**

## **9. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CHARITY IF IT IS WOUND UP**

If the Charity is wound up, the members of the Charity have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **10. MEMBERSHIP OF THE CHARITY**

### **10.1 Admission of new members**

#### **a. Eligibility**

Membership of the Charity is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in Clause 10.3. A member must be an individual.

#### **b. Admission procedure**

The Charity Trustees may require applications for membership to be made in any reasonable way that they decide. If they approve an application for membership, they shall notify the applicant of their decision within 28 days. They may refuse an application for membership if they believe that it is in the best interests of the Charity

for them to do so.

**10.2 Transfer of membership**

Membership of the Charity cannot be transferred to anyone else.

**10.3 Duty of members**

It is the duty of each member of the Charity to exercise his or her powers as a member of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity.

**10.4 Termination of membership**

- a. Membership of the Charity comes to an end if:
  - i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
  - ii. the member sends a notice of resignation to the Charity Trustees; or
  - iii. any sum of money owed by the member to the Charity is not paid in full within six months of its falling due; or
  - iv. the Charity Trustees decide that it is in the best interests of the Charity that the member in question should be removed from membership, and pass a resolution to that effect.
- b. Before the Charity Trustees take any decision to remove someone from membership of the Charity they must:
  - i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - ii. give the member at least 21 clear days' notice in which to make representations to the Charity Trustees as to why he, she or it should not be removed from membership;
  - iii. at a duly constituted meeting of the Charity Trustees, consider whether or not the member should be removed from membership;
  - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

**10.5 Membership fees**

The Charity may require members to pay reasonable membership fees to the Charity.

**10.6 Informal or associate (non-voting) membership**

- a. The Charity Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- b. Other references in this constitution to "members" and "membership" do not apply to non-voting members.

**11. MEMBERS' DECISIONS**

**11.1 General provisions**

Except for those decisions that must be taken in a particular way as indicated in Clause 11.4, decisions of the members of the Charity may be taken either by vote at a general meeting as provided in Clause 11.2 or by written resolution as provided in Clause 11.3.

**11.2 Taking ordinary decisions by vote**

Subject to Clause 11.4, any decision of the members of the Charity may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority

of votes cast at the meeting.

**11.3 Taking ordinary decisions by written resolution without a general meeting**

- a. Subject to Clause 11.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - i. a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature or by a statement of their identity accompanying the document, or in such other manner as the Charity has specified.
- b. The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- c. Eligibility to vote on the resolution is limited to members who are members of the Charity on the date when the proposal is first circulated in accordance with Clause 11.3(a).
- d. Not less than 10% of the members of the Charity may request the Charity Trustees to make a proposal for decision by the members.
- e. The Charity Trustees must within 21 days of receiving such a request comply with it if:
  - i. the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - ii. the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - iii. effect can lawfully be given to the proposal if it is so agreed.
- f. Clause 11.3(a), Clause 11.3(b) and Clause 11.3(c) apply to a proposal made at the request of members.

**11.4 Decisions that must be taken in a particular way**

- a. Any decision to remove a trustee must be taken in accordance with Clause 16.2.
- b. Any decision to amend this constitution must be taken in accordance with Clause 28 of this constitution (Amendment of Constitution).
- c. Any decision to wind up or dissolve the Charity must be taken in accordance with Clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Charity to one or more other Charities must be taken in accordance with the provisions of the Charities Law in Bermuda.

**12. GENERAL MEETINGS OF MEMBERS**

**12.1 Types of general meeting**

- a. There must be an annual general meeting (AGM) of the members of the Charity. The first AGM must be held within 18 months of the registration of the Charity, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees’ annual report, and must elect trustees as required under Clause 14.
- b. Other general meetings of the members of the Charity may be held at any time.
- c. All general meetings must be held in accordance with the provisions of this section.

**12.2 Calling general meetings**

- a. The Charity Trustees:
  - i. must call the annual general meeting of the members of the Charity in accordance with Clause 12.1, and identify it as such in the notice of the meeting; and
  - ii. may call any other general meeting of the members at any time.
- b. The Charity Trustees must, within 21 days, call a general meeting of the members of the Charity if:
  - i. they receive a request to do so from at least 10% of the members of the Charity; and If, at the time of any such request, there has not been any general meeting of the members of the Charity for more than 12 months, then this sub-clause shall have effect as if 5% were substituted for 10%.
  - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- d. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- e. Any general meeting called by the Charity Trustees at the request of the members of the Charity must be held within 28 days from the date on which it is called.
- f. If the Charity Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- g. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- h. The Charity must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Charity Trustees to duly call the meeting, but the Charity shall be entitled to be indemnified by the Charity Trustees who were responsible for such failure.

**12.3 Notice of general meetings**

- a. The Charity Trustees, or, as the case may be, the relevant members of the Charity, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Charity who is not a member.
- b. If it is agreed by not less than 90% of all members of the Charity, any resolution may be proposed and passed at the meeting even though the requirements of the above sub-clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution or by Bermuda Law.
- c. The notice of any general meeting must:
  - i. state the time and date of the meeting;
  - ii. give the address at which the meeting is to take place;
  - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - iv. if a proposal to alter the constitution of the Charity is to be considered at the meeting, include the text of the proposed alteration;
  - v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or reelection as trustee,

- d. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Charity.

**12.4 Chairing of general meetings**

The person nominated as chair by the Charity Trustees under Clause 20.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Charity who are present at a general meeting shall elect a chair to preside at the meeting.

**12.5 Quorum at general meetings**

- a. No business may be transacted at any general meeting of the members of the Charity unless a quorum is present when the meeting starts.
- b. Subject to the following provisions, the quorum for general meetings shall be a minimum of 3 (three) members.
- c. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Charity’s members at least seven clear days before the date on which it will resume.
- e. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

**12.6 Voting at general meetings**

- a. Any decision other than one falling within Clause 11.4 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting.
- b. Every member shall have a single vote.
- c. The result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- d. A poll may be taken:
  - i. at the meeting at which it was demanded; or
  - ii. at some other time and place specified by the chair.
- e. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- f. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

**12.7 Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business



may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

### **13. CHARITY TRUSTEES**

#### **13.1 Functions and duties of Charity Trustees**

The Charity Trustees shall manage the affairs of the Charity and may for that purpose exercise all the powers of the Charity. It is the duty of each charity trustee:

- a. To exercise his or her powers and to perform his or her functions as a trustee of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity.
- b. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - ii. if he or she acts as a charity trustee of the Charity in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

#### **13.2 Eligibility for trusteeship**

- a. Every charity trustee must be a natural person.
- b. No one may be appointed as a charity trustee:
  - i. if he or she is under the age of 16 years; or
  - ii. if he or she would automatically cease to hold office under the provisions outlined in Clause 16.1(f).
- c. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of charity trustee.

#### **13.3 Number of Charity Trustees**

- a. There must be at least 3 (three) Charity Trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Charity Trustees, or appoint a new charity trustee.
- b. The maximum number of Charity Trustees is 9 (nine). The Charity Trustees may not appoint any charity trustee if as a result the number of Charity Trustees would exceed the maximum.

#### **13.4 First Charity Trustees**

- a. The first Charity Trustees of the Charity and their designations are:
  - i. Henry Thomas - Chairman
  - ii. Nana Otu Turkson - Secretary
  - iii. Priscila Ogamba Oduori - Treasurer
- b. The first Charity Trustees and any future group of trustees can appoint amongst them, any one of their number to play any role or have any designation or represent the Charity as they see fit.

### **14. APPOINTMENT OF CHARITY TRUSTEES**

#### **14.1 Retirement by rotation**

- a. At the third annual general meeting of the members of the Charity all the Charity Trustees shall retire from office.
- b. At every subsequent annual general meeting of the members of the Charity, one-third of the Charity Trustees shall retire from office. If the number of Charity Trustees

- is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire.
- c. The Charity Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
  - d. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in Clause 14.1(e).
  - e. The members or the Charity Trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with Clause 16 (Retirement and removal of Charity Trustees), or as an additional charity trustee, provided that the limit specified in Clause 13.3 on the number of Charity Trustees would not as a result be exceeded.
  - f. A person so appointed by the members of the Charity shall retire in accordance with the provisions of Clause 14.1(b) and Clause 14.1(c). A person so appointed by the Charity Trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Charity Trustees is to retire by rotation at that meeting.
  - g. Any new Charity Trustee shall complete all the relevant statutory formalities to so qualify for the role.

## **15. INFORMATION FOR NEW CHARITY TRUSTEES**

- 15.1 The Charity Trustees will make available to each new charity trustee, on or before his or her first appointment:
- a. A copy of this constitution and any amendments made to it.
  - b. A copy of the Charity's latest trustees' annual report and statement of accounts.

## **16. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES**

- 16.1 A charity trustee ceases to hold office if he or she:
- a. Retires by notifying the Charity in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).
  - b. Is absent without the permission of the Charity Trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
  - c. Dies.
  - d. In the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months.
  - e. Is removed by the members of the Charity in accordance with Clause 16.2.
  - f. Is disqualified from acting as a charity trustee by virtue of any law in Bermuda.
- 16.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clause 12, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 16.3 A resolution to remove a charity trustee in accordance with Clause 16.2 shall not take

effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Charity.

#### **17. REAPPOINTMENT OF CHARITY TRUSTEES**

Any person who retires as a charity trustee by rotation or by giving notice to the Charity is eligible for reappointment. A charity trustee who has served for four consecutive terms may not be reappointed for a fifth consecutive term but may be reappointed after an interval of at least two years.

#### **18. TAKING OF DECISIONS BY CHARITY TRUSTEES**

18.1 Any decision may be taken either:

- a. At a meeting of the Charity Trustees or
- b. By resolution in writing or electronic form agreed by a majority of all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Charity Trustees has signified their agreement. Such a resolution shall be effective provided that:
  - i. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Charity Trustees; and
  - ii. the majority of all of the Charity Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Charity Trustees have previously resolved, and delivered to the Charity at its principal office or such other place as the trustees may resolve.

#### **19. DELEGATION BY CHARITY TRUSTEES**

19.1 The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.

19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees under law.

#### **20. CALLING OF MEETINGS**

##### **20.1 Calling meetings**

- a. Any charity trustee may call a meeting of the Charity Trustees.
- b. Subject to that, the Charity Trustees shall decide how their meetings are to be called, and what notice is required.

##### **20.2 Chairing of meetings**

The Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.

##### **20.3 Procedure at meetings**

No decision shall be taken at a meeting unless a quorum is present at the meeting.

## **21. EXECUTION OF DOCUMENTS**

- 21.1 The Charity shall execute documents either by signature or by affixing its seal (if it has one).
- 21.2 A document is validly executed by signature if it is signed by at least two of the Charity Trustees with the evidence of the agreement of all trustees.
- 21.3 If the Charity has a seal:
  - a. It must comply with the provisions of and relevant law;
  - b. It must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees with their agreement.

## **22. USE OF ELECTRONIC COMMUNICATIONS**

### **22.1 To the Charity**

Any member or charity trustee of the Charity may communicate electronically with the Charity to an address specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity.

### **22.2 By the Charity**

- a. Any member or charity trustee of the Charity, by providing the Charity with his or her email address or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the member has indicated to the Charity his or her unwillingness to receive such communications in that form.
- b. The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website (if it has one):
  - i. Provide the members with the notice referred to in Clause 12.3 (Notice of general meetings).
  - ii. Give Charity Trustees notice of their meetings in accordance with Clause 20.1 (Calling meetings).

### **22.3 The Charity Trustees must:**

- a. Take reasonable steps to ensure that members and Charity Trustees are promptly notified of the publication of any such notice or proposal.
- b. Send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **23. KEEPING OF REGISTERS**

The Charity must keep and provide access to, registers of its members and Charity Trustees.

## **24. MINUTES**

- 24.1 The Charity Trustees must keep minutes of all:
  - a. Appointments of officers made by the Charity Trustees.
  - b. Proceedings at general meetings of the Charity.
  - c. Meetings of the Charity Trustees and committees of Charity Trustees including:
    - i. the names of the trustees present at the meeting;
    - ii. the decisions made at the meetings; and
    - iii. where appropriate the reasons for the decisions.

- d. Decisions made by the Charity Trustees otherwise than in meetings.

**25. BANK ACCOUNTS, ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

- 25.1 The Charity Trustees must comply with the requirements of Bermuda Charities Law with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns.
- 25.2 The Charity Trustees must comply with any obligation to inform any statutory body of any change in the particulars of the Charity.
- 25.3 There shall be a minimum of two signatories to any bank accounts of the Charity. The Chairman shall always be a signatory and the other shall be the Treasurer or Secretary or any other Trustee so designated by a decision of the Charity Trustees.

**26. RULES**

The Charity Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Charity on request.

**27. DISPUTES**

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

**28. VULNERABLE PERSONS POLICY**

The Charity shall not deal with any vulnerable persons or persons considered as such. If this changes at any time, the Charity Trustees shall ensure that the Charity adopts and abides by the policy for protecting vulnerable persons as issued by the Registry General and Charity Commissioners.

**29. AMENDMENT OF CONSTITUTION**

- 29.1 This constitution can only be amended:
  - a. by resolution agreed in writing by all members of the Charity; or
  - b. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Charity.
- 29.2 Any alteration of Clause 3 (Objects), Clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or members of the Charity or persons connected with them, requires the prior written consent of the Registrar General.
- 29.3 No amendment that is inconsistent with the provisions of the relevant Bermuda law shall be valid.

**30. VOLUNTARY WINDING UP OR DISSOLUTION**

- 30.1 As provided by the Dissolution Regulations, the Charity may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Charity can only be made:

- a. At a general meeting of the members of the Charity called in accordance with Clause 12 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - i. by a resolution passed by a 75% majority of those voting, or
    - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - b. By a resolution agreed in writing by all members of the Charity.
- 30.2 Subject to the payment of all the Charity's debts:
- a. Any resolution for the winding up or dissolution of the Charity shall contain a provision directing its remaining assets to be transferred to another registered charity having similar aims and purposes.
  - b. If the resolution does not contain such a provision, the Charity Trustees shall ensure that the remaining assets of the Charity are transferred to another registered charity having similar aims and purposes.
- 30.3 The Charity must observe the requirements for dissolution under the Charities Act 2014 before applying for a dissolution.

### **31. INTERPRETATION**

- 31.1 In this constitution, "Connected person" means:
- a. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
  - b. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
  - c. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
  - d. an institution which is controlled by the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above.
  - e. a body corporate in which:
    - i. the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
    - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
  - f. "Charity Trustee" means a charity trustee of the Charity.
  - g. A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.

Date of constitution: 1st August 2020