

Constitution of Aden Centre: Focus East

1. Name

The Society shall be Aden Centre: Focus East. Its Headquarters shall be in Sheffield.

2. Objectives & Powers

The objectives of the Society are to advance public education and knowledge concerning South Yemen, its history, politics, geography, economy & culture; and also, where it is able from its own resources or through specific charitable fund-raising efforts, to aid Yemen and its people by supporting efforts of organisations working to address the needs of those Yemenis whose health, life, livelihood, or security are at risk and to encourage and aid any advancement in sustainable development. The society will also provide information about other Middle Eastern, Islamic and South Asian countries with an emphasis on development and conflict resolution.

In furtherance of such objectives the Society may:

- (a) Arrange and provide for the holding of meetings, exhibitions, lectures and seminars.
- (b) Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
- (c) Provide or assist in the provision and administration of a regular newsletter with the specific purpose of advancing knowledge about South Yemen, along with a Facebook page and regular press releases. Other newsletters may also be published highlighting developments in Middle Eastern and South Asian countries.
- (d) Collect and disseminate information on all matters affecting the said objectives and exchange such information with other bodies having similar objectives whether in this country or overseas.
- (e) Cause to be written or printed or otherwise to reproduce and circulate gratuitously or otherwise periodicals, magazines, books, leaflets and other documents, films or tapes.
- (f) Purchase, take on lease, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objectives.
- (g) Subject to such consents as may be required by law, sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Society.
- (h) Subject to such consents as may be required by law, borrow or raise money for the said objectives and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (i) Raise funds and invite and receive contributions from any person or persons or grant given institutions whatsoever by way of subscriptions and otherwise provided that the

Society shall not undertake permanent trading activities in raising funds for the said objectives.

- (j) Invest the monies of the Society not immediately required for the said objectives 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.
- (k) Do all such other lawful things as are necessary for or conducive to the successful attainment of the objectives of the Society.

3. Organisation

The Society shall consist of the three founding members and open to ordinary membership of those willing to work to advance our objectives.

4. Membership

- (a) Ordinary Membership of the Society shall be open to individuals who are interested in furthering the objectives of the Society and who have paid the annual subscription as laid down from time to time by the founding members.
- (b) Corporate Membership
 - i) Corporate Membership shall be open to national, international and local organisations, whether corporate or unincorporated, which are interested in furthering the said objectives and have paid their annual subscription as aforesaid.
 - ii) Each corporate member shall have the right to nominate up to three representatives who shall enjoy the rights of ordinary membership.
- (c) Student Membership shall be open to those in full time education who are interested in furthering the objectives of the Society.
- (d) Applications for membership shall be submitted to the the founding members which may either approve or reject any application. The Executive Committee may also, for good and sufficient reason, 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 said Executive Committee before a final decision is made.

5. Officers of the Society

- (a) The Officers shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer.
- (b) The Officers of the Society shall hold office for the lifetime of this project.
- (c) An Officer may be co-opted by the Executive Committee to serve on the Committee.

6. Executive Committee

- (a) Subject as hereinafter mentioned the policy and general management of the affairs of the Society shall be directed by an Executive Committee (hereinafter called "The Committee") which shall meet no less than twice a year.
- (b) The Ordinary Members of the Committee shall meet annually to discuss progress made by the officers.
- (c) Any vacancy in the Committee may be filled by the Committee and any person appointed to fill such a vacancy.
- (d) 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.
- (e) The Committee may appoint and shall fix the remuneration of all such staff (not being members of the Committee) as may in their opinion be necessary.
- (f) 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. Meetings of the Society

- (a) Once in each calendar year an Annual General Meeting of the Society shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine.
- (b) The Chairman of the Committee may at any time and the Secretary shall, within twenty-eight days of receiving a written request to do so signed by no fewer than ten ordinary members, whether individual or representative and giving reasons for the request, call a Special General Meeting of the Society. At least twenty-one clear days notice in writing shall be given of any such Special General Meeting.

8. Nominations of Officers & Committee Members

Only the founding members, whether individual or representative, shall be eligible to serve as Officers or members of the executive Committee.

9. Rules of Procedure at all Meetings

(a) Quorum

- i) The quorum for any General Meeting of the Society shall be no less than 10 ordinary members or one third of the number of members of the Society for the time being whether individual or representative.

- ii) The Quorum at the meeting of the Committee or any Special or Standing Committee shall be one third of the membership of that Committee, or such other number as the Society may in General Meeting from time to time determine.

(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 proxy voting may from time to time be made with regard to Clauses 11 & 12 hereof. In the 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 & Rules

The Committee shall have the power to adopt and issue Standing Orders and/or Rules for the Society. Such Standing Orders or Rules shall come into operation immediately provided always that they shall be subject to amendment or revocation by the Society in General Meeting and shall not be inconsistent with the provisions of this constitution.

10. Finance

- (a) All monies raised by or on behalf of the Society shall be applied to further the objectives of the Society and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society (not being a member of the Committee) or the repayment to members of the Committee or any committee appointed under Clause 6 (f) hereof of reasonable out of pocket expenses.
- (b) The Treasurer shall keep proper accounts of the finances of the Society.
- (c) The accounts shall be prepared and examined (or audited if requisite) in accordance with the provisions of the Charities Act 1992 and regulations made thereunder.
- (d) A statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.
- (e) A bank account shall be opened in the name of the Society with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing two members of the Committee to sign cheques on behalf of the Society. All cheques must be signed by no fewer than 2 authorised signatories.

11. Alterations to the Constitution

Any alterations to this Constitution shall receive the assent of not less than two thirds of the ordinary membership of the Society whether individual or representative present and voting at a Special General Meeting convened in accordance with Clause 7 (b), provided that notice of any such alteration shall (unless proposed by the Committee) have been received by the Honorary Secretary in writing not less than forty-two clear days before the meeting at which the alteration is to be proposed. At least twenty-one clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Honorary Secretary to each member of the Society, provided that no alteration shall be made which would have the effect of causing the Society to cease to be a Society at law.

12. Dissolution

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a Special General Meeting of the Society, 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 not less than two thirds of the ordinary members of the Society whether individual or representative present and voting at such meeting, the Society shall be dissolved and the Committee shall have the power to dispose of any assets held by or on behalf of the Society. 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 objectives similar to the objectives of the Society, failing which to some other charitable institution or for some other appropriate purpose, as the Committee may determine.

13. Notices

- (a) Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a pre-paid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting or as permitted by Clause 13(b).
- (b) Any such notice may be given by electronic means if that member has agreed in writing to receive such notices in electronic form (and has not revoked such agreement) and has supplied the Honorary Secretary with an email address for that purpose. Any notice so sent shall be deemed to have been effected at the expiration of 24 hours after the time of transmission as recorded in the email message.