

REPUBLIC OF VANUATU

CHARITABLE ASSOCIATIONS ACT [CAP 140]

CONSTITUTION OF THE

..... **INC.**

A charitable organization

Address.....

.....

RULES

PART 1 – PRELIMINARY

1. INTERPRETATION

- a. In these Rules, except where the context or subject-matter otherwise requires:
 - i. “ Association” means Inc
 - ii. “The Act” means the Charitable Associations (Incorporation) Act [Cap 140].
- b. The provisions of the *interpretation Act* [Cap 132] apply to and in respect of these Rules as if these Rules were an instrument made under the Act.

2. NAME

The Name of the Association is the **Inc.**

3. OBJECTS AND PURPOSE

The objects and purpose of the Association are;

- a. To establish and maintain an Association to promote and facilitate in Vanuatu;
- b. To promote and coordinate activities in Vanuatu and to involve the participation of males and females of all ages; and
- c. To promote social interaction and to preserve and encourage friendship between members of the Association.

PART 2 – MEMBERSHIP

4. MEMBERSHIP

A person is qualified to be a member of the Association if the person:

- a. Has applied for membership of the Association as provided by Rule 6; and

- b. Has been approved for membership of the Association by the committee of the Association.

5. CLASSES OF MEMBERSHIP

The Association may admit persons to the following classes of membership:

- a. **Full Members** shall have the full rights and privileges of the Association including the right to a voice and a vote at any General Meeting or Special General Meeting of the Association. A Full Member shall be anybody of good character and repute who is accepted as such by the committee.
- b. **Honorary members** shall be persons granted the status of Honorary Members by a vote at any General Meeting or Special General Meeting of the Association or to stand for any committee office but shall otherwise be accorded all the privileges of a Full Member.
- c. **Junior Member** shall have the same rights and privileges as Full Members. A Junior Member shall be any person under 16 years of age of good character and repute who is accepted as such by the committee.
- d. **Family members** shall be the spouses or children of Full Members of the Association. Family Members shall be accorded all the privileges of a Full Member except the right to a voice or a vote at any General Meeting or Special General Meeting of the Association or to stand for any committee office.
- e. **Life Members** shall be Members of the Association who in the opinion of the committee have performed special and meritorious service for the benefit of the Association and who are thereby entitled to be granted the honor of being invited to be Life Members of the Association. Life Members of the Association shall be entitled to all privileges of Membership of the Association and are not subject to any of the conditions relating to annual subscriptions.

6. APPLICATION FOR MEMBERSHIP

- a. An application of a person for membership of the Association:
 - i. Must be made in writing in the form set out in Appendix 1; and

ii. must be lodged with the secretary of the Association.

B. As soon as practicable after receiving an application for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

c. As soon as practicable after the committee makes that determination, the secretary must:

i. Notify the applicant, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

ii. If the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these Rules by a member as entrance fee and annual subscription.

d. The secretary must, on payment by the nominee of the amounts referred to in sub clause 6c. ii within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

7. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

- a. Dies
- b. Resigns that membership;
- c. Is expelled from the Association; or
- d. Fails to pay any fees and subscription in the manner required by these Rules.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- a. Is no capable of being transferred or transmitted to another person; and
- b. Terminates upon cessation of the person's membership.

9. RESIGNATION OF MEMBERSHIP

- a. A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- b. If a member of the Association ceases to be a member under sub clause a, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. REGISTER OF MEMBERS

- a) The secretary of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- b) The secretary of the Association shall establish and maintain a register of committee members specifying the name and address of each person who is a committee member of the Association together with the date on which the person was appointed.
- c) The register of members and the register of committee members of the Association must be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association during Business hours.

11. FEES AND SUBSCRIPTIONS

- a) A member of the Association shall, upon admission to membership, pay to the Association a fee of VT1, 000, or, where some other amount is determined by the committee, that other amount.
- b) In addition to any amount payable by the member under clause 11a, a member of the Association shall pay to the Association an annual membership fee of

VT1.000, or where some other amount is determined by the committee, that other amount.

- i. Except as provided by paragraph ii. Before 1 January in each year calendar or
- ii. Where the member becomes a member on or after 1 January in any calendar year, upon becoming a member and before 1 January in each succeeding calendar year.

12. MEMBER'S LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 11.

13. DISCIPLINING OF MEMBERS

- a) Where the committee is of the opinion that a member of the Association:
 - i. Has refused or neglected to comply with a provision or provisions of these Rules; or
 - ii. Has willfully acted in a manner prejudicial to the interests of the Association, the committee may discipline the member.
- b) Where the committee decides to discipline a member in accordance with a above, the committee must:
 - i. Cause notice of the allegations to be served on the member concerned;
 - ii. Give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the allegations; and
 - iii. Take into consideration any submissions made by the member in connection with the allegations; and
- c. The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering any submissions made in connection with the complaint, it is satisfied that the

allegations have been proved and the expulsion or suspension is warranted in the circumstances.

- d. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- e. The expulsion or suspension does not take effect:
 - i. Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - ii. If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 14, whichever is the later.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a. A member may appeal to the Association in general meeting against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.
- c. On receipt of a notice from a member under subclause 14a, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- d. At a general meeting of the Association convened under sub clause 14c:
 - i. No business other than the question of the appeal is to be transacted; and
 - ii. The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

- iii. The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

PART 3 – THE COMMITTEE

15. POWER OF THE COMMITTEE

Subject to the Act and these Rules and to any resolution passed by the Association in general meeting, the committee:

- a. Is to control and manage the affairs of the Association; and
- b. May exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by the general meeting of members of the Association; and
- c. Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

16. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- a. The committee shall consist of the office-bearers of the Association each of whom is to be elected at the annual general meeting of the Association under clause 24.
- b. The office-bearers of the Association are as follows:
 - i. The president;
 - ii. The vice-president;
 - iii. The treasurer;
 - iv. The secretary;
 - v. The public relations officer; and
 - vi. Social and activities officer.
- c. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- d. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to the Rule, until the conclusion of the annual general meeting next following the appointment.

17. ELECTION OF COMMITTEE MEMBERS

- a. Nomination of candidate for election as committee members of the Association:
 - i. Must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);and
 - ii. Must delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- c. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f. The ballot for the election of committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

- g. A person nominated as a candidate for election as a committee member of the Association must be a member of the Association.

18. SECRETARY

- a. The secretary of the Association must as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- b. It is the duty of the secretary to keep minutes of;
 - i. All appointment of committee members; and
 - ii. The names of committee members present at a committee meeting or a general meeting; and
 - iii. All proceedings at committee meetings and general meetings.
- c. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. TREASURER

- a. It is the duty of the treasurer of the Association to ensure:
 - i. That all money due to the Association is collected and received and that all payments authorized by the Association are made; and
 - ii. That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20. CASUAL VACANCIES

- a. A casual vacancy in the office of a member of the committee occurs if the member:
 - i. Dies, or
 - ii. Ceases to be a member of the Association; or
 - iii. Resigns office by notice in writing given to the secretary; or

- iv. Becomes a mentally incapacitated person; or
- v. Is absent without the consent of the committee from 3 consecutive meetings of the committee; or
- vi. Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

21. REMOVAL OF COMMITTEE MEMBERS

- a. The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b. If a member of the committee to whom a proposed resolution referred to in subclause a relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Associations or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. COMMITTEE MEETINGS AND QUORUM

- a. The committee must meet at least 1 time in each period of 12 months at such place and time as the committee may determine.
- b. Additional meetings of the committee may be convened by the president or by any member of the committee.

- c. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under subclause c must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- e. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- f. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- g. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- h. At a meeting of the committee:
 - i. The president or, in the president's absence, the vice-president is to preside; or
 - ii. If the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

23. VOTING AND DECISIONS

- a. Questions arising at a meeting of the committee are to be determined by a majority of the votes of members of the committee present at the meeting.
- b. Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- c. Subject to clause 22.e, the committee may act despite any vacancy on the committee.
- d. Any act or thing done or suffered, or purporting to have been done or suffered, by committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee.

PART 4 – GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS – HOLDING OF

- a. The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- b. With the exception of the first annual general meeting of the Association, the Association must at least once in each calendar year and within the period of 6 months after the close of the Association's financial year, convene an annual general meeting.

25. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- a. The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- b. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - i. To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - ii. To receive from the committee reports on the activities of the Association during the last preceding financial year;
 - iii. To elect committee members of the Association;
 - iv. To receive and consider any financial statement or report required to be submitted to members under the Act.

- c. An annual general meeting must be specified as such in the notice convening it.

26. SPECIAL GENERAL MEETINGS – CALLING OF

- a. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- b. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- c. A requisition of members for a special general meeting:
 - i. Must state the purpose or purposes of the meeting; and
 - ii. Must be signed by the members making the requisition; and
 - iii. Must be lodged with the secretary; and
 - iv. May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- e. A special general meeting convened by a member or members as referred to in subclause d must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. NOTICE

- a. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to members specifying, in addition to the matter required under subclause a, the intention to propose the resolution as a special resolution.
- c. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25.b.
- d. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. QUORUM FOR GENERAL MEETINGS.

- a. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- b. Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - i. If convened on the requisition of members, is to be dissolved; and

- ii. In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- d. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting. The members present (being at least 3) are to constitute a quorum.

29. PRESIDING MEMBER

- a. The president or, in the president's absence, the vice – president, is to preside as chairperson at each general meeting of the Association.
- b. If the president and the vice – president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT

- a. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c. Except as provided in sub clauses a and b, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. MAKING OF DECISIONS

- a. A question arising at a general meeting of the Association is to be determined by either:
 - i. A show of hands; or
 - ii. If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- b. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number proportion of the votes recorded in favor of or against that resolution.
- c. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. SPECIAL RESOLUTION

- a. A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special as a special resolution was given in accordance with these Rules.

33. VOTING

- a. On any question arising at a general meeting of the Association a member has one vote only.
- b. In the case of equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c. A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

34. PROXY VOTES

- a. Each member shall be entitled to appoint another member as proxy by written notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- b. The notice appointing the proxy shall be in the form set out in Appendix 2 of these Rules.

PART 5 – MISCELLANEOUS

35. FUNDS – SOURCE

- a. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- b. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorized deposit taking institution account.

36. FUNDS – MANAGEMENT

- a. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members or employees authorized to do so by the committee.

37. ALTERATION OF OBJECTS AND RULES

- a. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

38. CUSTODY OF BOOKS

- a. Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

39. INSPECTION OF BOOKS

- a. The records, books and other documents of the Association shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

40. COMMON SEAL

- a. The common seal of the Association shall include the name of the Association with the addition of the words "common seal" and shall be kept in the custody of the president.
- b. The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of either of 2 members of the committee or of a member of the committee and the President or secretary.

41. SERVICE OF NOTICES

- a. For the purpose of these Rules, a notice may be served on or given to a person:
 - i. by displaying the notice at the yoga school for at least 7 days; or
 - ii. by delivering it to the person personally; or
 - iii. By sending it by post to the member at the member's address shown in the register of members.
- b. For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - i. If it has been displayed at the yoga school for at least 7 days, or

- ii. In the case of a notice given or served personally, on the date on which it is received by the addressee; or
- iii. In the case of a notice sent by post, at the time at which the letter would have been delivered in the ordinary course of post.

42. FINANCIAL YEAR

a. The financial year of the Association is:

- i. The period of time commencing on the date of incorporation of the Association and ending on the 31st day of December; and
- ii. Each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

43. DESSOLUTION

- a. The Association may be dissolved by a resolution carried at a general meeting or a special general meeting of members.
- b. The Association shall be dissolved if the number of member falls below the quorum or the school to which the Association is attached is closed.

44. DISPOSAL OF ASSETS ON DISSOLUTION OR CANCELATION

- a. In the event of cancellation under section 10 of the Act or dissolution of the Association:
 - i. The assets and funds of the Association shall be used to pay all expenses and outstanding liabilities of the Association;
 - ii. The assets and funds on hand after payment of all expenses and liabilities of the Association shall not be distributed to members; and
 - iii. The minute books, accounts and other records, together with the residue of funds, shall be given to a charity or association with similar objects to the Association.

We, the founding committee members whose names and signatures appear below, are desirous of forming the Vanuatu yoga Association Inc in accordance with its Constitution:

Name of member

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

Dated this:

Witness to the above signatures:

Name of Witness

Appendix 1 Application for membership of Association.

(Rule 6.a.i)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

..... Associations Inc. (incorporated under the Charitable Associations (Incorporation)

Act [Cap 140]

Incorporated (incorporated under the Associations incorporation Act 2009)

I/We.....

{Full Name of Applicant(s)}

Of.....

{Address}

.....

{Occupation}

Hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

.....

Signature of Applicant

Date

I,

{Full Name}

A member of the Association, nominate the applicant for membership of the Association.

.....

Signature of Proposer

Date

I,

{Full Name}

I,

A member of the Association, second the nomination of the applicant for membership of the Association.

.....

Signature of proposer

Date

Appendix 2 Appointment of Proxy

(Rule 34.b)

FORM OF APPOINTMENT OF PROXY

I,

[Full name of member]

Of.....

Being a member of the653Association Inc.

Hereby

appoint.....

[Full name of proxy]

Of.....

[address of proxy]

Being a member of that t Association, as my proxy to vote for me on my behalf at the annual general meeting or special general meeting, as the case may be, to be held on the

.....day of.....

- My proxy if to vote in favor of / against (delete as appropriate) the resolution (insert details).

.....
signature of member
appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.