

# **THE ELEANOR FOUNDATION LBG**

## **CONSTITUTION**

### **1. NAME:**

The Eleanor Foundation LBG (hereinafter referred to as 'EF')

### **2. LEGAL STATUS:**

Company limited by guarantee

### **3. OBJECTIVES:**

The object of EF is: the relief of those in need, by reason of youth, age, ill-health, disability, financial hardship or other disadvantage in Tanzania in particular by the provision of facilities and services to improve their living environment and conditions including, but not limited to, clean and reliable water supplies, sanitation, hygiene, health care, agricultural enhancements, education, bicycles and solar generated electricity. EF also seeks to collect bicycles from the general public for onward delivery to the UK charity Re~Cycle.

### **4. APPLICATION OF INCOME**

The income and property of the charity shall be applied solely towards the promotions of the purpose and objects.

The directors will not receive remuneration or receive any other financial benefit from the charity.

### **5. DONORS**

Donors to EF and its sister charities (Eleanor Foundation Tanzania and Eleanor Foundation UK) will be identified and verified. EF has adopted a separate anti-financial crime policy which sets out EF's policies and procedures for mitigating financial crime.

### **6. MEMBERSHIP**

The members of EF shall be its directors for the time being. The only persons eligible to be members of EF are its directors. Membership cannot be transferred to anyone else.

Any member and director who ceases to be a director automatically ceases to be a member of EF.

The directors and members of EF are:

Chairperson: Katie Le Gallez

Treasurer/secretary: John Copeland

Other directors: Allister F de L Carey, Jodie Webber, Peter Carey, Lance Leatherbarrow and Patrick Ogier

### **7. DIRECTORS**

#### **1) Functions and duties of directors**

The directors shall manage the affairs of EF and may for that purpose exercise all the powers of the company. It is the duty of each director:

- (a) To exercise his or her powers and to perform his or her functions in his or her capacity as a director of the company in the way he or she decides in good faith would be most likely to further the purposes of the company;
- (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 holds out as having; and
  - ii) if he or she acts as a director of the company in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.
- (c) to act only in accordance within the powers afforded by the Constitution;
- (d) a duty to ensure that there are measures in place to enable the organisation to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject;
- (e) a duty to review the activities of the organisation, as well as its own performance, from time to time to ensure that the organisation continues to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution, and to discharge any legal obligations to which it is subject; and
- (f) a duty to ensure that the financial position of the organisation is satisfactory and prudent for the purposes of the organisation's mission or objectives.

## **2) Eligibility of directors**

- (a) No individual may be appointed as a director of the company:
  - 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 of clause 142 of the Law.
- (b) No one is entitled to act as a director whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the directors decide, his or her acceptance of the office of director.

## **3) Number of directors**

- (a) There must be at least three directors with a majority of unconnected persons. If the number falls below this minimum, the remaining directors may act only to call a meeting of directors, or appoint a new director.
- (b) The maximum number of directors is twelve. The directors may not appoint any director if as a result the number of directors would exceed the maximum.

## **4) Appointment of directors**

- (a) Directors are appointed for a term of three years or such other period as the directors consider appropriate not exceeding five years by a resolution passed at a properly convened meeting.
- (b) In selecting individuals for appointment as directors, the directors must have regard to the skills, knowledge and experience for the effective administration of the company.

#### **5) Information for new directors**

The directors will make available to each new director, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the latest Annual Report and Accounts.

#### **6) Retirement and removal of directors**

- (a) A director ceases to hold office if he or she:
  - (i) retires by notifying the company in writing
  - (ii) is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his or her office be vacated:
  - (iii) dies
  - (iv) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (v) is barred from acting as a director
- (b) Any person retiring as a director is eligible for re-appointment.

### **8. ROLES AND POWERS OF THE CHAIRPERSON**

The role and powers of the Chairperson are listed below:

- a) providing leadership to the board
- b) taking responsibility for the board's composition and development
- c) ensuring proper information for the board
- d) planning and conducting board meetings effectively
- e) getting all directors involved in the board's work
- f) ensuring the board focuses on its key tasks
- g) engaging the board in assessing and improving its performance
- h) overseeing the induction and development of directors

### **9. TREASURER RESPONSIBILITIES**

The Treasurer is responsible for the following:

- a) General financial oversight
- b) Funding
- c) Financial planning and budgeting
- d) Financial reporting

- e) Banking, book keeping and record keeping
- f) Control of fixed assets and stock

## **10. SECRETARY RESPONSIBILITIES**

Where a company has a secretary, and without prejudice to the responsibility of any other person or to any other responsibilities he may hold, [the functions of the secretary are those assigned to him by the company's articles, which may (without limitation) include the duty to ensure or to take reasonable steps to ensure:

- (a) that all registers and indexes are maintained in accordance with the provisions of this Law;
- (b) that all notices and documents required to be filed or served upon the Registrar or other persons are duly so filed or served;
- (c) that all resolutions, records (other than records of beneficial owners) and minutes of the company are properly kept;
- (d) that copies of the memorandum and articles are kept fully up to date, and
- (e) that the board of directors is aware of any obligations imposed by the Memorandum and Articles.

## **11. BOARD COMMITTEES**

The directors may delegate any of their powers to committees consisting of a majority of unconnected persons; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

## **12. BOARD MEETINGS**

Board meetings of EF shall be held at least 3 times a year to consider and review the ongoing activity of the charity.

The quorum for board meetings must be at least 2 unconnected persons or the majority of the directors present must be unconnected persons (whichever is greater), the casting vote will lie with the Chairperson who must be an unconnected person.

In the event that the Chairperson is unable to attend a meeting, an unconnected board member can be appointed as the chairperson by the directors present for the meeting in question.

Minutes of the meetings should be prepared and held at the registered office of EF or any other location in Guernsey as the directors think fit.

## **13. CONFLICT OF INTERESTS**

A director must, immediately after becoming aware of the fact that he is interested in a transaction or proposed transaction with the Company, disclose to the directors the nature and extent of his interest, in each case unless the transaction or proposed transaction is between the director and the company, and is to be entered into in the ordinary course of the company's business and on usual terms and conditions.

A general disclosure to the board to the effect that a director has an interest (as director, officer, employee, member or otherwise) in a party and is to be regarded as interested in any transaction which after the date of the disclosure be entered into with that party is sufficient disclosure of interest in relation to that transaction.

A director can absent himself or herself from any discussions of EF in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of EF and any personal interest (including but not limited to any financial interest).

Any director absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of EF on the matter.

#### **14. GENERAL MEETINGS**

EF must hold a general meeting within 18 months of incorporation and annually within 15 months after the last Annual General Meeting (the “AGM”) thereafter. The business of the AGM shall be to receive the accounts, to elect/re-elect directors and to transact any other ordinary business which ought to be transacted as such meeting.

The directors may call a special general meeting at any time. The notice of general meetings must be 10 clear days from the date of which the notice was deemed given.

A general meeting may be called by shorted notice, if it agreed by all the members entitled to attend and vote.

The quorum for a general meeting shall be one or more members present in person or by proxy and holding 5 per cent or more of the voting rights available at such meeting whether or not EF has one member.

#### **15. ACCOUNTS**

The directors shall keep proper books of account with respect to all the transactions, assets and liabilities of the company in accordance with the Law.

Subject to the Law, the books of account shall be kept at the registered office, or at such other place or places as the directors shall think fit and shall at all times be open to the inspection of the directors and the secretary.

#### **16. AUDIT**

Unless the Company is eligible pursuant to the Law and the members pass a Waiver Resolution exempting the company from the requirement under the Law to have the company's accounts audited, the company shall appoint an auditor and the Company's accounts shall be audited in accordance with the Law.

In the event that an audit is not required, the accounts of EF must be independently Verified on an annual basis.

#### **17. COMMUNICATIONS**

Any document or notice which, in accordance with these Articles, may be transmitted by the company in electronic form and by electronic means shall, if so transmitted, be deemed to be regarded as served immediately after it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the United Kingdom Institute of Chartered Secretaries and Administrators) that

a communication was transmitted by Electronic Means by the company shall be conclusive evidence of such transmission.

## **18. RECORDS**

All records of EF and its sister charities must be retained for a minimum of six years.

## **19. PAYMENTS**

Payments made by EF must be signed or authorised by two unconnected individuals.

## **20. DISSOLUTION**

The Company may be wound up voluntarily if the members pass a special resolution requiring that the company be wound up voluntarily. Upon the passing of such special resolution, the process of voluntary winding up shall commence by the directors and the company shall cease to carry on business except in so far as it may be expedient for the beneficial winding up of EF. The company's corporate state and powers shall be deemed to continue until the company's dissolution.

The directors must collect in all assets of EF and must pay or make provision for all the liabilities of the charity. Any remaining property or cash, following settlement of any liabilities must be applied either directly for the objects or by transfer to any charity or charities in which their purposes that are the same or similar to EF. In no circumstances, shall any assets of EF be distributed to the members of the charity (except to a member that is itself a charity).

Upon dissolution, the directors must advise the Registrar of Charities that the company has been wound up.

## **21. AMENDMENT OF CONSTITUTION**

EF may amend any provision contained in this constitution provided that:

- (a) no amendment may be made that would have the effect of making the charity cease to be a charity or NPO under The Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008;
- (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of EF;
- (c) Any provision contained in this constitution may be amended, provided that any such amendment is made by resolutions passed by a simple majority of the members present and voting at a general meeting.
- (d) A copy of the updated constitution will be sent to the Registrar of Charities and NPOs.

### **Definitions**

The "**Law**" – The Companies (Guernsey) Law, 2008

The "**Articles**" – The Memorandum and Articles of Incorporation of EF dated 4 March 2019

