

# CONSTITUTION of ANGLO-JORDANIAN SOCIETY

## 1. Name

The name of the society is The Anglo-Jordanian Society ("the Society").

## 2. Objects and powers

2.1 The Society is established to advance understanding and friendship between the United Kingdom (UK) of Great Britain and Northern Ireland and Jordan and for the relief of need, hardship and distress in Jordan and, in exceptional circumstances in association with Jordanian charitable societies, in the countries of the wider Levant.

2.2 to further these objectives the Society may:

2.2.1 organise lectures, conferences, film shows, art exhibitions, classes, concerts and similar functions.

2.2.2 give advice and assistance in all matters relating to the advance of understanding and friendship

2.2.3 organise functions and other activities to raise funds or goods in kind for charitable purposes.

2.2.4 co-operate with any other charitable organisations or bodies in the attainment of the objectives of the Society.

## 3. Membership

3.1 Full membership of the Society shall be open to:

3.1.1 any individual of 18 years and over who accepts this constitution and who s, which applies to the Honorary Secretary for membership.

3.1.2 any national, international and local voluntary or other profit or non-profit distributing organisation, whether corporate or unincorporated, which is interested in furthering such work, applies to the Honorary Secretary and has paid its annual subscription

3.2 Election to membership will be determined by The Executive Committee.

3.3 The members are expected to pay an annual membership fee. Overseas membership shall be limited to individuals not resident in the UK, or as student membership. There will also be life membership and corporate membership. The fees and privileges for each type of membership will be proposed by the Council and agreed at the Annual General Meeting.

3.4 A life time membership fee is £250 pounds per member. Payment of a full year's subscription after the 15 November in any year shall entitle a new member joining the Society to privileges of membership up to 31 December of the following year.

3.5 Each member organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Society. In the event of such individual person resigning or otherwise leaving an organisation he or she shall immediately cease to be a representative of such organisation.

3.6 Each member organisation may appoint:

3.6.1 a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of The Society; and

3.6.2 observers (who shall not be entitled to vote) to attend any such meeting.

3.7 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Society. Junior members shall not be entitled to vote.

3.8 Honorary members may be appointed at the discretion of the Executive Committee.

3.9 The Executive Committee shall have the right:

3.9.1 to approve or reject applications for membership; and

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

3.9.3 to elect as honorary members of the Society for life, or such other period as they may decide, any person deemed suitable. Honorary members shall pay no subscription, nor be entitled to vote.

#### **4. Patrons, President and Vice Presidents**

4.1 Their Royal Highnesses Prince Hassan and Princess Sarvath of Jordan and HH The Duke of Kent will be invited to be Patrons of the Society

4.2 The Ambassador for Jordan in the UK shall be appointed as President. If she/he fails to accept such appointment, the Executive Committee has the right to appoint a President.

4.3 The Executive Committee is empowered to appoint eminent persons as Vice-Presidents.

## **5. Officers and Executive Committee**

5.1 At the Annual General Meeting mentioned below the Society shall elect a Chairman, a Deputy Chairman, and an Honorary Secretary and Assistant Secretaries and Honorary Treasurer.

5.2 The Chairman, Deputy Chairman and the Honorary Officers of the Society shall hold office until the conclusion of the Annual General Meeting of the Society next after their election but shall be eligible for re-election provided that no Honorary Officer, with the exception of the Treasurer, shall hold office for more than 6 consecutive years.

5.3 The Chairman and Deputy Chairman and the Honorary Officers shall automatically be members of the Society, and Executive Committee and any other committee.

5.4 The Society may appoint one or more qualified auditors and may determine their remuneration (if any).

## **6. Executive Committee**

6.1 Subject as mentioned below the policy and general management of the affairs of the Society shall be directed by an Executive Committee ('The Executive Committee') which shall meet not less than two times a year and when complete shall consist of the Chairman, Deputy Chairman and the Honorary Officers and not more than ten members.

6.2 The members of the Executive Committee shall be elected at the Annual General Meeting of the Society in accordance with clause 8.

6.3 Election to the Executive Committee shall be for 3 years. One-third of the membership shall retire once the term is over but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election but not the Chair and honorary officers. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

6.4 Only full members of the Society whether individual or representative shall be eligible to serve as honorary officers or members of The Executive Committee.

6.5 Nominations for honorary officers or members of The Executive Committee must be made by full members of the Society in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot [or election shall be by a system of postal voting (the arrangements for which shall be made by The Executive Committee) provided that the first members of The Executive Committee shall be elected by personal vote at the first General Meeting of the Society].

6.6 Any casual vacancy in The Executive Committee may be filled by The Executive Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Society and shall be eligible for election at that meeting.

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

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

6.9 The Executive Committee may appoint not more than two Honorary Assistant Secretaries, one of whom shall be the Programme Secretary and the other one shall be the Membership Secretary

6.10 The Executive Committee may appoint such special or standing committees as may be deemed necessary by the Executive 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 Executive Committee as soon as possible.

6.11 The Executive Committee shall meet as often as may be required to conduct the business of the Society. The Secretary shall send notice of Meetings to each member of the committee. The Secretary shall summon a meeting at the request of the Chairman or on the requisition of any three members of the Executive Committee, and in the latter case seven day's notice shall be given. The quorum for the meeting shall be five members of whom at least two shall be Officers.

## **7. Determination of membership of The Executive Committee**

7.1 A member of The Executive Committee shall cease to hold office if he or she:

7.1.1 is disqualified from acting as a member of The Executive Committee by virtue of Section 72 of the Charities Act 2006 (or any statutory re-enactment or modification of that provision);

7.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

7.1.3 resigns his or her office by notice in writing; or

**7.1.4 is absent from 3 consecutive meetings of The Executive Committee without a good and sufficient reason and three-quarters of the other members of The Executive Committee pass a resolution that such Committee member shall be removed from office.**

## **8. Meetings of the Society**

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

8.2 The Chairman of the Executive Committee may at any time at his discretion, and the Secretary shall within 21 days of receiving a written request so to do signed by not less than 15 full members whether individual or representative and giving reasons for the request, call a special general meeting of the Society.

8.3 Rules of procedure at all meetings

8.3.1 Quorum

The quorum at a meeting of the Society shall be one-twelfth of the total actual membership of the Society for the time being or such other number as the Society may in general meeting from time to time determine.

8.3.2 Voting

Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those

present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Executive Committee provided that no such arrangements shall be made with regard to clauses 12 and 13. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent 2 or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

#### 8.3.3 Minutes

Minute books shall be kept by the Executive Committee and all other committees, and the appropriate secretary shall enter in the minute book a record of all proceedings and resolutions.

#### 8.3.4 Standing orders and rules

The Executive Committee shall have power to adopt and issue standing orders and/or rules for the Society. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Society in general meeting and shall not be inconsistent with the provisions of this Constitution.

### 9. Payments

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

9.2 the repayment to members of the Executive Committee or of any committee appointed under clause 6.10 hereof of reasonable out-of-pocket expenses,

9.3 The Executive Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Executive Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Executive Committee (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Executive Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

### 10. Finance

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

10.1.1 the keeping of accounting records for the Society;

10.1.2 the preparation of annual statements of account for the Society;

10.1.3 the auditing or independent examination of the statements of account of the Society; and

10.1.4 the transmission of the statements of account of the Society to the Commissioners.

10.1.5 An audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting as stated above.

10.1.6 A bank account shall be opened in the name of the Society with a bank or banks as The Executive Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.

## **11. Alterations to the constitution**

11.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than three quarters of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

11.2 No amendment may be made to clause 1 (the name of charity clause), clause 2 (the objects clause), clause 13 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioner.

11.3 No amendment may be made which would have the effect of making the charity cease to be a charity at law

11.4 The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **12. Dissolution**

12.1 If The Executive 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 meeting of all members of the Society who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Executive Committee shall have 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 objects similar to the objects of the Society as the Executive Committee may determine.

### **13. Notices**

13.1 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.