

CONSTITUTION FOR THE BIVOL TRUST

1. NAME

The name of the Trust is the Bivol Trust (The Trust)

2. OBJECTS

The Trust is established for:

- 2.1 The relief of poverty, sickness and distress, particularly - but not exclusively - in orphanages and children's homes in Salaj, Romania by the provision of aid
- 2.2 The advancement of education of young people in Hampshire - particularly those who are disadvantaged - by the provision of vocational training, work skills, work experience and training in personal and social skills

3. POWERS

In furtherance of such objects, but not otherwise, the Trust may exercise the following powers:

- 3.1 In order to support the orphanages and initiatives mentioned in clause 2 the Trust will collect Aid for distribution in the County of Salaj and other districts of Romania as agreed by the committee and members.
- 3.2 Transport Aid to the orphanages and projects in Romania in the areas specified in clause 3.1 with due regard to all necessary cross border documentation
- 3.3 Provide work experience, social and personal development for young people in Hampshire and surrounding districts
- 3.4 Provide opportunities for young people in Hampshire and surrounding districts for involvement in the collection and transportation of aid
- 3.5 Provide opportunities for exchange visits for young people between Hampshire (and surrounding districts) and Salaj (and other agreed districts in Romania) particularly in the county of Hunedoara
- 3.6 Promote and exchange ideas between staff, voluntary sector workers, businesses and educational establishments in the areas referred to in clause 3.1
- 3.7 Investigate and develop trade and manufacturing outlets within the constraints of the Trust's objectives.
- 3.8 Develop and promote management development, educational and charity trading links with the areas referred to in clause 3.1
- 3.9 Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law
- 3.10 Invest the money of the Trust not immediately required for such objects in or on such investments, securities or property as may be thought fit,

- 3.11 Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust
- 3.12 Accept gifts and borrow, or raise money for such objects on such terms and on such security as shall be thought fit
- 3.13 Make regulations for any property which may be so acquired
- 3.14 Purchase, take on lease or in exchange, hire charter or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Trust
- 3.15 Bring together in conference representatives of voluntary organisations
- 3.16 Arrange and provide for, or join in arranging or providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses
- 3.17 Collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objectives in this country or overseas
- 3.18 Undertake, execute, manage or assist any Charitable Trust which may lawfully be undertaken, executed, managed or assisted by the Trust
- 3.19 Employ and pay any person or persons to supervise, organise and carry on the work of the Trust and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of the employees and their widows and dependents
- 3.20 Do all such other lawful things as are necessary for the attainment of such objectives, to require and accept from any beneficiary of the parents or persons or body in loco parentis or any benefactors, a contribution or contributions (whether weekly or otherwise) towards the cost of maintaining such beneficiaries in any centre established by the Trust or of providing facilities to such beneficiaries

4. MEMBERSHIP

- 4.1 Full membership of the Trust shall be open to:-
 - 4.1.1 Individuals of 18 years and over who are interested in furthering the work of the Trust and who have paid the annual subscription as laid down from time to time by the Executive Committee mentioned below; and
 - 4.1.2 National, International and local voluntary or other non-profit distributing organisation, whether corporate or unincorporated and public bodies and authorities which are interested in furthering such work and having paid their annual subscriptions:
- 4.2 Each member organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Trust. In the event of such individual persons resigning or otherwise leaving the organisation, he or she shall immediately cease to be a representative of such organisation
- 4.3 Each member organisation may appoint:

- 4.3.1 A deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Trust; and
- 4.3.2 Observers (who shall not be entitled to vote) to attend any such meetings;
- 4.4 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Trust. Junior members will have the right to attend but not vote at General Meetings of the Trust
- 4.5 Honorary members may be appointed at the discretion of the Executive Committee. Honorary members shall not be entitled to vote.
- 4.6 The Executive Committee shall have the right:-
 - 4.6.1 To approve or reject applications for membership; and
 - 4.6.2 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 organisations (as the case may be) shall have the right to be heard by the Executive Committee before a final decision is made.

5. HONORARY OFFICERS

- 5.1 At the Annual General Meeting mentioned below the members shall elect from their number a Chairman, a Vice-Chairman, a Treasurer, and such other honorary officers as the Trust shall from time to time decide;
- 5.2 The Chairman, Vice Chairman, Treasurer and other honorary officers of the Trust shall hold office until the conclusion of the Annual General Meeting of the Trust next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than five consecutive years. On the expiration of such period one further year must elapse before any honorary officer shall be eligible for re-election;
- 5.3 The Chairman, Vice Chairman, Treasurer and other honorary officers shall be ex officio members of the Executive Committee and any other committee.
- 5.4 The Trust shall 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 Trust shall be directed by an Executive Committee which shall meet not less than four times a year and when complete shall consist of the officers referred to in clause 5.3 and six elected members
- 6.2 The members of the Executive Committee shall be elected at the Annual General Meeting of the Trust
- 6.3 Election to the Executive Committee shall be for three years. One-third of the membership shall retire annually 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 reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be

chosen by lot.

- 6.4 In addition to the members so elected and to those serving by virtue of clause 4.3 the Executive Committee may co-opt further members who shall be full members of the Trust whether individual or representative or a combination of both and who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one-third of the total number of members of the Executive Committee in accordance with clause 6.1. Co-opted members shall be entitled to vote at meetings of the Executive Committee.
- 6.5 The Executive Committee may co-opt junior members who shall be entitled to attend but not vote at meetings of the Executive Committee
- 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 Trust 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-operation or qualifications of any member
- 6.8 The Executive Committee shall appoint and fix the remuneration of a Secretary and of all such other staff as may in its opinion be necessary
- 6.9 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 references, 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
- 6.10 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting
- 6.11 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote

7. MEETINGS OF THE TRUST

- 7.1 The first general meeting of the Trust shall be held no later than the 31st day of March 1997 and once in each year subsequently an Annual General Meeting of the Trust 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 Meetings 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 or auditors; the consideration of an annual report of the work done by or under the auspices of the Executive Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

7.2 The Chairman 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 one quarter of the paid up membership whether individual or representative and giving reasons for the request, call a special general meeting of the Trust. Notice of such meeting to be given in accordance with Clause 7.1 and such meeting to be held in any event not more than fifty six days from receipt of the request for such meeting.

7.3 There shall be a quorum when at least one tenth of the number of members of the Trust for the time being or ten members of the Trust, whichever is the greater, are present at any general meeting

8. RECEIPTS AND EXPENDITURE

8.1 The funds of the Trust, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Trust at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

8.2 The funds belonging to the Trust shall be applied only in furthering the objects.

9. TRUST PROPERTY

9.1 The title to all real or personal property which may be acquired by or on behalf of the Trust shall be vested in a corporation lawfully entitled to act as a custodian trustee or in not less than four or more than six individual persons (not being members of the Executive Committee).

10. ALTERATIONS TO THE CONSTITUTION

Any alteration to this Constitution shall receive the assent of not less than two-thirds of the full members of the Trust whether individual or representative present and voting at a meeting specially called for the purpose provided that notice of any such alterations shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Trust provided that no alteration shall be made which would have the effect of causing the Trust to cease to be a charity at law PROVIDED ALWAYS that no alteration shall be made to clause 2 (Objects), clause 11 (Dissolution) or this clause without the written approval of the Charity Commission.

11. DISSOLUTION

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 Trust, it shall call a meeting of all members of the Trust 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 is approved the Executive Committee shall have power to dispose of any assets held by or on behalf of the Trust. 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 Trust as

the Executive Committee may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose

12. NOTICES

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be by sending it through the post in a prepaid 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 ten days of posting

13. INTERPRETATION

For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applied to the interpretation of an Act of Parliament

J. J. J. J. - SECRETARY B. W. TRUST
16/12/96