

# Samoa Conservation Society CONSTITUTION

## ARTICLE 1 – NAME

The name of the society is the SAMOA CONSERVATION SOCIETY INC (hereinafter referred to as “SCS”).

## ARTICLE 2 – REGISTERED OFFICE

The registered office of the SCS shall be the Conservation International Office at Vailima on a temporary basis until further notice. The Society may also have offices at such other places as the Executive Committee from time to time decides.

## ARTICLE 3 – MISSION

The mission of the Samoa Conservation Society is to promote the conservation of Samoa’s biodiversity and natural heritage by working collaboratively with partners and communities to undertake research, awareness raising, education and information exchange.

## ARTICLE 4 – OBJECTIVES

1. To **increase our knowledge and understanding of Samoa’s biodiversity and natural heritage** through research and cataloguing of existing and new information;
2. To improve awareness and of Samoa’s biodiversity through the **exchange of information and environmental educational activities**;
3. To encourage the **implementation of sustainable conservation projects and programmes** that safeguard threatened species and ecosystems in collaboration with the Government of Samoa, communities and other relevant stakeholders;
4. To **develop and strengthen collaborative partnerships** between like- minded individuals, organisations, resource owners and Government agencies to achieve the objectives of the SCS;
5. To **raise funds and other resources that will assist with sustainable conservation projects, research and programmes** for enhancing the protection of threatened species and vulnerable ecosystems.

## ARTICLE 5 - MEMBERSHIP

1. Membership in the SCS is open to any person, or corporate body, that actively supports the Mission and Objectives of the Society.
2. Members may or may not be a resident of Samoa.
3. The members of the Society shall be such persons or corporate bodies who/which pay the appropriate fees as may be set by the Society from time to time.
4. Associate membership shall be granted to any person who wishes to join the Society and whose reason for not paying the appropriate fee as prescribed by the Society is accepted by the Executive Committee.
5. Any individual or corporate body wishing to be a member may fill an admissions form and submit it to the Secretary, who will be responsible for the upkeep of the membership (including voting rights) of such corporate body.
6. Where a corporate body is a member of the Society such corporate body shall nominate in writing to the Secretary the person who shall exercise the rights of membership including voting rights of such corporate body.
7. The Society may from time to time in Executive Committee Meetings prescribe the fee to be paid by each category of membership each year.
8. A member may resign his/her/its membership in writing. Any member who resigns is not entitled to a refund of his/her/its fees.

9. A member may be suspended or expelled if that member fails to pay the prescribed fee in accordance with these Rules or if the Society is of the view that the activities or conduct of such member is inconsistent with or detrimental to the goals and objectives of the Society.
10. Any member suspended or expelled shall have the right to appeal to and be heard by an Extra Ordinary General Meeting of the SCS and the decision by the meeting shall be final.

## **ARTICLE 6 - EXECUTIVE COMMITTEE /GOVERNING**

- (i) The Executive Committee shall consist of seven members: the President, Secretary, Treasurer, and four members elected from the SCS Membership
- (ii) The Executive Committee shall govern the business of the SCS between Annual General Meetings.
- (iii) The members of the Executive Committee shall hold office for one year.
- (iv) The Executive Committee shall meet at least once every two months and at such time and place, as the President shall determine.
- (v) The quorum for any meeting of the Executive committee shall not be less than three members and must include the President, and the Secretary or his/her designate.
- (vi) In the event of any vacancy in the Executive Committee a replacement may be appointed by the Executive Committee until the next Annual General Meeting

## **ARTICLE 7 – COMMITTEES**

Committees may be appointed from the Membership to address different tasks for varying terms as the Executive Committee may decide from time to time.

## **ARTICLE 8 – PATRON**

A Patron will be appointed at the Annual General Meeting

## **ARTICLE 9 – HONORARY AUDITOR**

The AGM will appoint a suitably qualified person to be Honorary Auditor for the SCS.

## **ARTICLE 10 – HONORARY SOLICITOR**

The AGM will appoint a suitably qualified person to be Honorary Solicitor for the SCS.

## **ARTICLE 11 – ANNUAL GENERAL MEETING**

The Annual General Meeting of the SCS should be held in the 1<sup>st</sup> half of each year.

## **ARTICLE 12 – BUSINESS FOR ANNUAL GENERAL MEETING**

The following shall be the business for the AGM of the SCS:

- (i) The reading and adoption of the minutes of the last annual general meeting and/or extra-ordinary general meeting and discussion of matters arising there from.
- (ii) Presentation of the President’s report of the SCS activities for the previous year.
- (iii) Presentation by the Treasurer of the audited annual accounts for the previous year.
- (iv) Election of Officers
- (v) Appointment/re-appointment of Honorary Auditor
- (vi) General business

## **ARTICLE 13 – QUORUMS**

- (i) The Quorum for the Annual General Meeting shall not be less than 40% of the Financial Membership.
- (ii) The quorum for any General or Extra-ordinary meeting of the SCS shall be a minimum of 7 members of the SCS.

## **ARTICLE 14 – VOTING AT THE ANNUAL OR EXTRA-ORDINARY GENERAL MEETING**

Voting upon any matter at any annual or extra-ordinary general meeting (EGMS) of the SCS may be carried by voice or show of hands if the President was unsure of the numbers 'for' and 'against' a motion.

## **ARTICLE 15 – SECRET BALLOT**

The following ballots may be decided by secret ballot:

- (i) Election of officers of the Executive Committee
- (ii) Dismissal of any member of the Executive Committee
- (iii) Dissolution of the SCS

## **ARTICLE 16 – PROCEDURE FOR VOTING BY SECRET BALLOT**

The decision to conduct secret ballot shall be dealt with as follows:

- (i) The President shall, before voting takes place, explain clearly to the meeting the matter to be voted on.
- (ii) The Secretary shall issue to each financial member present in person or the proxy present on behalf of any financial member, such ballot form as may be necessary for the voting to be effected.
- (iii) Before any voting takes place, the meeting shall appoint two scrutineers who shall be responsible for the distribution, collection, checking, counting and destruction of the ballot.
- (iv) The decision by the scrutineers shall be final.

## **ARTICLE 17 – NOTICE TO HOLD AGM & EGMS**

Notice for holding the Annual General Meeting and EGMS of the SCS shall be issued by the Secretary no less than 14 days before the meeting.

## **ARTICLE 18 – EXTRA-ORDINARY GENERAL MEETING**

An Extra Ordinary General Meeting of the SCS may be convened upon the written request of the Executive Committee, or of no less than three members delivered to the Secretary.

## **ARTICLE 19 – AMENDMENTS TO THE CONSTITUTION**

- (i) The provisions of the constitution of the SCS may be altered, amended, varied, added to or replaced only by a majority decision at an Annual or Extra-ordinary General Meeting of the SCS.
- (ii) Notice of any proposal to alter, amend, vary, add to or repeal any provision of the Constitution must be in writing and delivered to the Secretary not less than 14 days before the date fixed for the Annual or Extra-ordinary General Meeting.

## **ARTICLE 20 – ELECTION AND DUTIES OF PRESIDENT**

- (i) The President shall be elected in the AGM and shall hold office for a term of one year.
- (ii) The person holding the office of President shall still be eligible for re-election at the expiration of his term as President.

- (iii) The President shall be the Chairman of the Executive Committee.
- (iv) The President shall be responsible for the proper conduct of the business of SCS and shall sign the minutes of each meeting after they are approved.
- (v) The President together with the Treasurer or Secretary shall be the cheque signatories of SCS.

## **ARTICLE 21 – ELECTION AND DUTIES OF SECRETARY**

- (i) The Secretary shall be elected at the AGM and shall hold office for a term of one year.
- (ii) The person holding the office of Secretary for the preceding term shall be eligible for re-election.
- (iii) The Secretary shall carry out all reasonable administrative duties as the Executive will direct
- (iv) The Secretary shall keep a register of all financial members of SCS.
- (v) The Secretary shall ensure that all decisions of the Executive Committee are properly documented and those charged with implementation are informed
- (vi) The Secretary keeps the minutes of every meeting of the Executive Committee.
- (vii) The Secretary may at any time convene a meeting of the Executive Committee on the advice of the President.

## **ARTICLE 22 – ELECTION AND DUTIES OF TREASURER**

- (i) The Treasurer shall be elected at the AGM of the SCS and shall hold office for a term of one year.
- (ii) The Treasurer shall be responsible for all financial transactions and preparing Reports for presentation to the Executive Committee.
- (iii) The Treasurer shall be a co-cheque signatory with either the President or the Secretary.
- (iv) The Treasurer shall prepare Annual Financial Accounts that must be audited for presentation to the AGM for approval.

## **ARTICLE 23 – FINANCIAL YEAR**

The financial year of the Society shall commence on the 1<sup>st</sup> day of January.

## **ARTICLE 24 – BUDGETS**

The Executive Committee shall prepare an Annual Budget for the SCS that shows Expected Income and all Outgoings for the ensuing year.

## **ARTICLE 25 – RAISING OF FUNDS**

The SCS may raise money to meet budgetary requirements and for such purposes as the Executive Committee may from time to time consider necessary.

## **ARTICLE 26 – ACQUISITION OF PROPERTY**

The SCS may acquire, buy, purchase, or lease any real or personal property and any rights or privileges, which the SCS considers necessary, and may sell, or otherwise dispose of such property rights or privileges.

## **ARTICLE 27 – EMPLOYMENT OF STAFF**

The SCS may employ such person or persons as it considers necessary and upon such terms and conditions as the Executive Committee shall decide.

## **ARTICLE 28 – DISSOLUTION OF SCS**

The SCS can only be dissolved with the consent of not less than two-thirds of the Membership.

**ARTICLE 29 – LIABILITIES UPON DISSOLUTION**

In the event that the SCS is dissolved all debts and liabilities legitimately incurred by SCS shall be paid with the proceeds from the sale of any assets and any surplus funds shall be donated to a charity.

**ARTICLE 30 – NOTICE OF DISSOLUTION TO BE SENT TO THE REGISTRAR**

In the event of the dissolution of the SCS, notice of the dissolution shall be signed by the President and Secretary and sent to the Registrar of Societies within 14 days of the meeting at which the dissolution was agreed to.

**ARTICLE 31 – COMMON SEAL**

- (i) The common seal of the SCS shall be prescribed in the schedule attached and marked Schedule 1.
- (ii) The Common Seal shall be kept by the Secretary with a Register of its use. Approval for its use can only be given by the President. The Secretary is to report usage of the Seal to the Executive Committee when it meets.

The Constitution was adopted at ..... this.....day of..... in.....

Signed by (on behalf of the Registered Members of the SCS):

.....  
PRESIDENT

.....  
SECRETARY