

**CONSTITUTION
OF
THE FALKLAND ISLANDS ASSOCIATION**
(1st April 1984 with all amendments to 8th December 2007)

1. Name

- 1.1 The Association hereby established shall be known as “The Falkland Islands Association” (hereinafter called “the Association”).

2. Objects

- 2.1 The first objective of the United Kingdom Falkland Islands Committee and Falkland Islands Association is to assist the people of the Falkland Islands to decide their own future for themselves in accordance with their own wishes.*
- 2.2 The objects for which the Association is established are to promote in the United Kingdom and overseas:
- (i) The cultural economic political and social development of the Falkland Islands for the benefit of their inhabitants;
 - (ii) interest in and understanding of the needs and wishes of the inhabitants of the Falkland Islands in relation to such development as aforesaid;
 - (iii) the publication and distribution of a newsletter as a means of communication between all those interested in the Falkland Islands;
 - (iv) study and research into the history current affairs and future development of the Falkland Islands and to make the useful results of such study and research available to the Members of the Association and to the public at large whether in the United Kingdom or overseas.

3. Membership

- 3.1 The Association shall consist of Full members together with such Honorary members and Associate members as are hereinafter mentioned.
- 3.2 Any person over the age of eighteen and any corporation shall be eligible for election to Full membership.
- 3.3 The first Full members shall be the persons named in the schedule hereto who having determined to form themselves into an Association with effect from the 1st April 1984 under the provisions of this Constitution as hereinafter referred to as “the Founder Members” and shall be deemed to have been duly elected and admitted to membership and to have paid all subscriptions due for the year commencing 1st April 1984.

* Note: Clause 2.1 added by Special Resolution at AGM on 10.12.1988

- 3.4 Any person whether over or under the age of eighteen shall be eligible for election as Associate members subject to such conditions as the Executive Committee think fit.
- 3.5 An application for Full or Associate membership must be signed by or on behalf of the applicant. The election of members of the Association shall be made by the Executive Committee and no person shall become a member of the Association unless or until so elected nor shall the Executive Committee be required to give any reason for the non - election of an applicant.
- 3.6 The Executive Committee may elect any person as an Honorary member for such period and subject to such conditions as they think fit who shall not be liable to pay any subscription but (subject as aforesaid) shall be entitled to all the privileges of membership.
- 3.7 The Executive Committee may elect to full membership of the Association members
* who shall be called Corporate Sponsorship members at such annual subscription as the Executive Committee may determine.
- 3.8 When a person has been elected and has paid the appropriate subscription (if any) he shall be a member of the Association and shall be deemed to have agreed to and be bound by the provisions of this Constitution.

4. Subscriptions

- 4.1 Every Full and Associate member (including in the case of husband and wife joint members) shall pay an annual subscription of such amount as may be determined by the Executive Committee from time to time the first subscription being payable on admission to membership and subsequent subscriptions being due annually on the 1st April in each year provided that any member elected between the 1st January and 31st March in any year shall not be liable to pay a further subscription until the 1st April in the following year.
- 4.2 No member whose subscription remains unpaid by the 30th June in any year shall be entitled to attend or vote at any meetings or otherwise participate in the proceedings of the Association or to receive any notices or publications or have or exercise any rights or privileges of membership and may be removed from the membership register by the Executive Committee but shall be liable to pay all arrears of subscriptions.
- 4.3 The Executive Committee may for special reasons wholly or partly remit or waive the payment of any subscription in any case and subject to any conditions they may think fit.
- 4.4 The Executive Committee may at any time without stating any reason refuse to accept a renewal of the subscription of any member who shall thereupon cease to be a member of the Association.

* Note: Clause 3.7 added by Special Resolution at AGM on 9.12.1989

- 4.5 If the Executive Committee shall in its discretion consider that any member of the Association has conducted himself/herself or itself in a manner gravely detrimental to the interests or reputation of the Association it may by a resolution for which at least three-quarters of the members of the Executive Committee actually present at the meeting shall vote resolve to remove such member from membership of the Association provided that such member shall first have received at least fourteen days notice of the meeting of the Executive Committee with a concise statement of the grounds upon which the member's removal is sought and shall be entitled at the meeting of the Executive Committee to make a statement in explanation and defence of such conduct.

5. Officers and Executive Committee

- 5.1 * The following officers of the Association shall be elected at the Annual General Meeting namely: Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer and the Editor of the Association's Newsletter. The first such officers shall be the founder members whose names are set out in the Schedule hereto and they shall hold office until the conclusion of the first Annual General Meeting but shall be eligible for re-election.

- ** If the Chairman of the Association shall have held that office for three years he shall retire at the third Annual General Meeting after he was elected and shall not be eligible for re-election at that meeting unless

- (a) no other candidate has been nominated, or
- (b) the members present at the meeting by two thirds majority of those voting in person or by proxy resolve to suspend this rule.

Nominations for Chairman shall be received by the Honorary Secretary not less than fourteen days before the Annual General Meeting.

- 5.2 The business and affairs of the Association shall be managed by an Executive Committee of individual members (other than Associate members) of the Association consisting of the above-named officers not more than ten ordinary members and any members co-opted under the provisions of sub-clause 5.4 below. The Founder Members named in the Schedule as ordinary members of the Executive Committee shall hold office until the conclusion of the first Annual General Meeting but shall be eligible for re-election.
- 5.3 The officers of the Association and other members of the Executive Committee shall retire each year at the Annual General Meeting but shall be eligible for re-election.
- 5.4 The Executive Committee may in addition to the officers and members elected at the Annual General Meeting co-opt not more than three members but such co-opted members shall without prejudice to their re-appointment retire from office at the conclusion of the Annual General Meeting following their appointment.

* Note: Clause 5.1 Para 1 amended by Special Resolutions at the AGM on 7/12/96 and at the AGM on 8/12/07

** Note: Clause 5.1 Para 2 amended by Special Resolutions at the AGM on 4/12/93

- 5.5 Any vacancy occurring in any elective office may be filled by the Executive Committee from amongst the members of the Committee but any person so appointed to fill any vacant office shall retire at the following Annual General Meeting but shall be eligible for election.
- 5.6 The Executive Committee may fill by co-option any casual vacancy which may occur in their number but the person so filling the vacancy shall retire at the Annual General Meeting next following his co-option and shall be eligible for election.
- 5.7 Three members of the Executive Committee shall form a quorum. The Executive Committee may regulate their own proceedings by standing order or otherwise as they may think fit. A resolution in writing signed by all the members of the Executive Committee for the time being shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Committee.
- 5.8 The Executive Committee shall have power to appoint sub-committees from their own body and from the members of the Association generally for such purposes as they think fit and to delegate to any such sub-committee all or any of the functions and powers of the Executive Committee as they think fit.
- 5.9 The Executive Committee shall have the sole control and management of the income and property of the Association and also the entire management and superintendence of all other of the affairs and concerns thereof and the exclusive right of appointing and of prescribing the respective duties salaries and remuneration of and removing of such paid officers and servants as they deem necessary or useful for the purposes of the Association.
- 5.10 The Executive Committee shall have power to appoint a Patron or Patrons a President and Vice-Presidents or such other Honorary Officers as they think fit to hold office for such period as the Executive Committee may in their absolute discretion determine.
- 5.11 A paid General Executive Secretary may be appointed by the Join Executive Committee
* to assist the Honorary Secretary with his duties if the situation so requires.

6. General Meetings

- 6.1 The Annual General Meeting of the Association shall be held once in every calendar year to transact the following business:
- (i) to receive and if approved to adopt the Annual Report of the Executive Committee and an audited statement of accounts of the Association to the end of the last preceding Financial Year.
 - (ii) to elect an auditor or joint auditors who need not be members of the Association.
 - (iii) to elect the officers and other members of the Executive Committee

* Note: Clause 5.11 added by Special Resolution of the AGM on 7.12.96 and amended by Special Resolution of the AGM on 8/12/07.

- (iv) to deal with any special matter which the Executive Committee desires to bring before the members and to receive and consider suggestions from the members for consideration by the Executive Committee.
- 6.2 The Executive Committee shall within seven days of receipt of a request in writing signed by not less than twenty Full members and may on their own authority at any time call an Extraordinary General Meeting of the Association stating the purpose for which such a meeting is desired and setting out any resolution which it is intended to propose thereat. No business shall be transacted at such meeting other than that specified in the notice and no amendment to any resolution proposed at the meeting shall be allowed.
- 6.3 Not less than twenty-one days notice of the time and place of any General Meeting shall be given to all members and shall specify the business of the meeting.
- 6.4 At all General Meetings the chair shall be taken by the Chairman of the Association or in his absence by the Vice-Chairman or in his absence a member of the Executive Committee to be chosen at the meeting. Every question shall be decided by a majority of votes and in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 6.5 Every Full and Associate Member whose subscription is fully paid up to the date of the meeting and every Honorary member shall have one vote. Votes may not be cast by proxy save that any corporate member may by resolution in writing appoint a representative to attend and vote at any meeting.

7. Alteration to Rules

- 7.1 The rules of the Association may be altered at any General meeting of which the notice shall state the proposed change or changes. The votes of at least two-thirds of the members actually present and voting at the meeting shall be required to effect an alteration of any rule. No amendment to any proposed alteration shall be allowed at the meeting.

8. Finance

- 8.1 Unless otherwise determined by the Executive Committee the financial year of the Association shall end on the 31st March of each year.
- 8.2 The income and property of the Association and all monies received by or on behalf of the Association shall be applied solely towards the furtherance promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend bonus or profit to any member of the Association provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Association or to any member of the Association or other person or persons for services actually rendered by him or them to the Association.

* Note: Clause 6.5 amended by Special Resolution at the AGM on 4.12.93

- 8.3 All moneys payable to the Association shall be received by the Honorary Treasurer or such other officer of such bank as shall be appointed to receive the same. All funds belonging to the Association shall (unless invested) be deposited in a banking account or accounts in the name of the Association and no sum shall be drawn from any such account except by cheque or other authority signed by such person or persons as the Executive Committee shall direct. Any moneys not required for immediate use may be invested by the Executive Committee as hereinafter authorised.
- 8.4 The Executive Committee shall cause true accounts to be kept of the receipts expenditure assets credits and liabilities of the Association and shall place before the members of the Association at each Annual General Meeting a properly audited account and balance sheet made up to the end of the previous financial year.
- 8.5 The Executive Committee may in their discretion make any charitable donation either in cash or other assts which shall further the objects of the Association.

9. Property of the Association

- 9.1 The Association may receive and disclaim property of any nature whether or not it is subject to any express condition or trusts. The Association may purchase or otherwise acquire and hold property of any nature and may sell lease mortgage or otherwise deal with the same. Any property belonging to the Association may be invested in the names of not more than four nor less than two Trustees (including any company incorporated in England or Wales) who may be appointed from time to time by the Executive Committee. Any Trustee may be removed from office at any time and any vacancy amongst the Trustees may be filled by the Executive Committee.
- 9.2 The assets of the Association may be invested or applied in the purchase of or at interest upon the security of such stocks funds shares securities or other investments of whatsoever nature and whatsoever situate and whether involving liability or not and whether producing income or not including the purchase of land or immovable property in any part of the world as an investment or for the use or occupation of any purpose of the Association as the Executive Committee shall in their absolute discretion think fit to the intent that the Executive Committee shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially. The Executive Committee may from time to time direct the Trustees to sell vary and transfer such investments and property.
- 9.3 The Executive Committee shall have power to borrow or raise money for the objects of the Association on such terms and on such security as they think fit and pay or apply the money so raised in any manner in which assets of the Association may be paid or applied and the Trustees shall give effect to any decision of the Executive Committee concerning any loan.
- 9.4 The Executive Committee shall have power to insure against loss or damage by fire or from any other risk any property owned by the Association in such amount and in such manner generally and to pay the premiums for such insurance out of income or capital and in such manner as the Executive Committee thinks fit.

- 9.5 If legal proceedings of any kind are resorted to or defended by the Association the Trustees shall on the instructions of the Executive Committee but not otherwise prosecute or defend such proceedings either in the name of the Association or in the names of the Trustees or otherwise on behalf of the Association as may be necessary
- 9.6 The Trustees shall in all respects act as required by the Executive Committee and a copy of a Minute of the Executive Committee signed by the Honorary Secretary shall be conclusive evidence of its decision.
- 9.7 The Trustees shall be effectively indemnified by the Executive Committee from and against any liability costs expenses and payments whatsoever which may be properly incurred or made by them in relation to the trusts of the property and investments of the Association or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Association.

10. Notices

- 10.1 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.

11. Records and Minutes

- 11.1 Records shall be taken and minutes kept in such form as the Executive Committee may direct of the proceedings at all General Meetings and at all meetings of the Executive Committee and of sub-committees of the Executive Committee of the Association and minutes of every such meeting shall be confirmed and signed by the Chairman of a subsequent meeting and when so confirmed and signed shall be conclusive as to all matters and things therein recorded and purported to have been done or directed to be done.

12. Dissolution

- 12.1 A motion to dissolve the Association may only be made at an Extraordinary General Meeting and to effect a dissolution at least three-quarters of the members actually present and voting at the meeting shall vote in favour of the dissolution. If a motion to dissolve the Association is carried by the said majority the Association's surplus funds property and assets (if any) shall be disposed of for such charitable purposes connected with the Falkland Islands or such charitable purposes generally as the Executive Committee may determine to the intent that no member of the Association shall receive any of the said funds property and assets by virtue of his membership.

13. Interpretation

- 13.1 If there should be any ambiguity or difference of opinion concerning the purport or interpretation of any rule and to deal with any matter not provided for in these rules reference shall be made in writing to the Honorary Secretary of the Association who shall refer the matter to the Executive Committee. The decision of the Executive Committee shall be final and binding upon all parties.

This copy of the Constitution was prepared following the changes agreed at the Annual General Meeting on 8th December 2007.

THE SCHEDULE above referred to

THE FOUNDER MEMBERS
OF
THE FALKLAND ISLANDS ASSOCIATION

<u>NAME and ADDRESS</u>	<u>OFFICE</u>
ERIC WILLIAM HUNTER CHRISTIE 27 Tedworth Square, London, SW3	CHAIRMAN
ERIC OGDEN 26 Sherbrook Gardens, Winchmore Hill, London, N21 2NU	VICE-CHAIRMAN
MERLE CHRISTIE 27 Tedworth Square, London, SW3	HONORARY SECRETARY
MAJOR-GENERAL ALAN OSWALD GAWLOR MILLS 9 Redburn Street, London SW3 4DA	HONORARY TREASURER
MAJOR RONALD NORMAN SPAFFORD Kingscliffe 29 Queens road, Weston-super-Mare, Avon	EDITOR OF THE ASSOCIATION'S NEWSLETTER
DAVID GALBRAITH AINSLIE Flat 1, 20 Marloes Road, Lonson W8 5LH	ORDINARY MEMBER EXECUTIVE COMMITTEE
JOHN ALLEN 176 Warren Crescent, Shirley, Southampton	ditto
DAVID ANTHONY BRITTON Apple Tree Cottage, Bramling, Canterbury, Kent, CT13 1NB	ditto
ROBERT ELGOOD 18 Hyde park Square, London W2	ditto
CHARLES EDWIN NEEDHAM PO Box 1, Chesterfield, Derbyshire, S44 6AB	ditto
DAVID POWELL 213B Gloucester Terrace, London, W2	ditto
CAPAIN PATRICK MICHAEL CAUSABON VINCENT, CBE 52 Lacey Road, Putney, London, SW15	ditto

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