

Socotra Conservation Fund

The Socotra Conservation Fund is a UK registered, Not for Profit Company Ltd. by Guarantee No. 4545975
Registered Office: Machpelah Works, Burnley Rd, Hebden Bridge, West Yorkshire HX 78AZ, United Kingdom.
www.socotraisland.org/fund

The **Socotra Conservation Fund** is a newly incorporated, not for profit company, limited by guarantee. It is a flexible, democratic and participatory organisation, owned and controlled by the **Full Members** through the **General Assembly**, which is open to eligible individuals and representatives of properly constituted, non-statutory organisations and community groups, at the discretion of the management committee. The General Assembly holds most of the power for setting the direction and implementing the **Objects** of the organisation. Through the General Assembly, the Full members vote to elect the **Management Committee**, which administers the organisation's activities. Non-voting **Associate Membership** is open to other interested individuals and organisations, including relevant statutory agencies and corporate bodies. **Advisory Status** to the SCF may be offered at the discretion of the management committee.

Please find below a summary of rules and regulations of the SCF. The Memorandum of Association and of the Articles of Association of SCF are available for consultation on the SCF website.

1. Membership

Admission as a Full Member shall be open to individuals and representatives of properly constituted non-statutory organisations who agree with the objects as stated in the memorandum of association and abide by the rules of the organisation.

Associate membership of Socotra Conservation Fund may be given to any individual, corporate body or statutory organisation, which would otherwise qualify to be a Full Member in accordance with the Articles of Association, at the discretion of the management committee.

The minimum number of Full Members will be three and the maximum will be 100 or a number determined from time to time by the General Assembly. Any person appointed as a member of the management committee must be appointed as a Full Member of Socotra Conservation Fund.

Advisory status may be given to corporate bodies, local / national government bodies, or individuals representing such bodies if, at its sole discretion, the Management Committee considers that the Socotra Conservation Fund would benefit from such bodies or individuals having Advisor status.

Only the Management Committee is authorised to admit Full Members, Associate Members, and Advisors. Every application for membership must be on a form approved by the Management Committee. At the next meeting of the Management Committee after the receipt of any application for membership, the application must be considered by the Management Committee who must decide whether to admit or reject the applicant. Membership may be terminated for reasons as specified in the Articles. Termination of membership by Socotra Conservation Fund or expulsion of a member shall only be effected by the decision of the General Assembly, with two thirds of the votes cast being in favour of expulsion or termination. Membership fees are agreed by the General Assembly.

2. Management Committee

The Management Committee shall be responsible for the management and administration of the Socotra Conservation Fund. The number of members of the Management Committee shall have a maximum of nine, but shall be not less than three.

Appointments shall be made by the General Assembly at an Annual General Meeting for a term commencing on the date of that meeting and expiring on the date of the second Annual General Meeting after that meeting. The General Assembly shall in like fashion appoint one of the Management Committee to be Chairman and another to be Treasurer.

A member of the Management Committee shall be eligible for re-appointment immediately following the expiry of his term of office

The Management Committee shall require the approval of the General Assembly for the appointment of a General Manager, for agreements to be entered into for the purchase, sale, lease or encumbrance of property, for agreements whereby Socotra Conservation Fund is to act as guarantor, or jointly and severally liable as co-debtor, or whereby Socotra Conservation Fund is to issue a guarantee for a third party or to assume liability for the debt of a third party.

Subject to unanimous agreement between members of the Management Committee they may co-opt onto the Management Committee (or terminate any such co-option of) a maximum of three persons or representatives of any organisation for a period of three years unless terminated earlier, and who shall not have any voting rights.

The quorum necessary for the transaction of the business of the Management Committee shall be two.

The Management Committee may give any notice to a Member personally, or by sending it by post to the last address on the register of members, in a prepaid envelope addressed to the Member, or by leaving it at that address. Where the Member has given to the Management Committee a facsimile number or e-mail address to which notices may be sent electronically, the Management Committee may give a valid notice by means of facsimile or e-mail.

3 Voting Rights

The Full Members shall constitute the General Assembly - only Full Members are eligible to vote and are allowed one vote per member.

The meetings of the General Assembly shall be open to Full Members, the representatives of Full Members, Associate Members, the representatives of Associate Members, Advisors and others the General Assembly has granted admittance to the meetings and whose names are registered with the Management Committee, or to such other person as the General Assembly may decide from time to time.

Unless the law or the Articles provide otherwise, all resolutions of the General Assembly shall be adopted by a simple majority of the votes cast. Resolutions can only be adopted at a meeting of the General Assembly if Full Members being entitled to at least fifty per cent of the total number of votes are present or represented at the meeting at which the relevant resolution is subject to a vote. In the event that the votes are equally divided on a motion, the Chairman shall have a second or casting vote

All votes shall be taken on a show of hands, unless the vote concerns the appointment of the members of the Management Committee, or if the Chairman or one of the Full Members requests a secret ballot. In any such case there shall be a vote by secret ballot which shall be taken by means of unsigned and closed ballot papers. Any secret ballot shall be supervised by the Chairman.

The meetings of the General Assembly shall be called by or on behalf of the Chairman of the Management Committee. Notice of meetings (including Annual General Meetings) shall be not less than thirty clear days save in the event of a proposed amendment of the Memorandum or Articles of Association of Socotra Conservation Fund in which case notice shall be not less than sixty clear days.

Any member of the Socotra Conservation Fund entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting. The member appointing the proxy may revoke the appointment.

4 Finance

The income and capital of the Socotra Conservation Fund must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or whether to admit in any other way that amounts to a distribution of profit or surplus.

This does not prevent the payment of:

reasonable and proper remuneration to any officer, employee, or member of the Company in return for any services provided to the Company;
reasonable rate of interest on money lent to the Company;
reasonable rent for property let to the Company;
expenses to any officer, employee or member of the Company; or

premiums on the indemnity insurance

If the Company is wound up while a person is a member or within one year after that person ceases to be a member, every member of the Company will contribute such amount as may be required not exceeding £1 to the assets of the Company, for payment of the Company's debts and liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.