

The Multiple Sclerosis Society of Bermuda

# Constitution

## Table of Content

NAME.....	3
DEFINITIONS.....	3
GENERAL.....	3
PURPOSE AND POWERS.....	4
MEMBERSHIP .....	5
EXECUTIVE COMMITTEE.....	6
POWERS AND DUTIES OF THE COMMITTEE.....	6
OFFICERS.....	6
OTHER COMMITTEES.....	7
PROCEEDINGS AT MEETING.....	7
VOTES OF MEMBERS.....	8
ALTERATION OF ARTICLES.....	9
FINANCIAL PROVISIONS.....	9
AUDITORS.....	10
MINUTES.....	11
DISSOLUTION.....	11

# The Multiple Sclerosis Society of Bermuda

## CONSTITUTION

### NAME

The name of the organization shall be 'The Multiple Sclerosis Society of Bermuda'.

### DEFINITIONS

1. The Multiple Sclerosis Society of Bermuda shall be referred to as 'The Society'.
2. The Executive Committee shall be referred to as 'The Committee'

## **Articles of Association**

### **Of**

## **The Multiple Sclerosis Society of Bermuda**

### GENERAL

1) In these Articles the context otherwise requires, the following terms have the following meaning:-

<b>Terms</b>	<b>Meanings</b>
The Committee	Elected Members of The Society who shall form an Executive Committee of The Society.
Member	An individual who is admitted to membership of The Society in accordance with Article 4 (a).
Associate Member	An individual who is admitted to membership of The Society in accordance with Article 4 (b).
Society Meeting	An Annual General Meeting or Special General Meeting at which all Members for the time being are entitled to attend and vote.

Simple Majority	At least 51 percent of the votes cast for or against a resolution at a Society Meeting or a Committee Meeting by the Members present in person or by proxy.
Special Majority	At least 75 percent of the votes cast for or against a resolution at a Society Meeting or a Committee Meeting by the Members present in person or by proxy.
Articles	The Articles numbered 1 – 55 and any alterations which are made from time to time.
Month	Calendar month.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations and un-incorporated associations.

## PURPOSE AND POWERS

2) To support and work with persons with Multiple Sclerosis and their families to better understand and cope with many varied symptoms of the disease. To increase public awareness and information about Multiple Sclerosis and what can be done to help and the resources presently available to people with Multiple Sclerosis. To raise necessary funds to finance The Society and to assist Multiple Sclerosis sufferers with medical needs.

3) The Society may also: -

- a) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that The Society shall not undertake any permanent trading activities in raising funds for its primary charitable purpose.
- b) Collect and disseminate information on all matters affecting The Society and establish, print, publish, issue and circulate such papers, journals, magazines, books and periodical and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of The Society.
- c) Provide or assist in the provision of exhibitions, meetings, lectures and classes.

- d) Promote, encourage and undertake experimental work.
- e) Do all such other lawful things as shall further the purpose of The Society.

## MEMBERSHIP

- 4) The members of The Society shall be of the following classes, namely:-
  - a) Member who shall be:-
    - i) Members of The Committee for the time being.
    - ii) Such persons living in Bermuda who are Multiple Sclerosis sufferers and,
    - iii) Such other persons not being Multiple Sclerosis sufferers who are concerned with promoting and assisting in the achievements of The Society including families and friends, doctors, nurses dieticians or any other interested person.
  - b) Temporary Member who shall have served or benefitted The Society or whose name would lend support to The Society and are invited to participate in this capacity by The Committee for one fiscal year.
  - c) Associate Member who shall be:-
    - i) Such persons living in Bermuda who are Multiple Sclerosis sufferers but do not wish to vote in Society Meetings.
    - ii) Such other persons not being Multiple Sclerosis sufferers who are concerned with the promoting and assisting in the achievement of the aims of The Society including family and friends, doctors, nurses, dieticians or any other interested person but do not wish to vote in Society Meetings.
- 5) Any person wishing to become a Member of The Society shall apply in writing to the Secretary on the printed registration form issued by The Society.
- 6) The annual subscription payable by Members of The Society shall be such sum as may from time to time be determined by The Committee. A remittance in respect of the first such subscription shall be delivered to the Treasurer of The Society together with his application for membership and shall be payable on the first day of February in each succeeding Calendar year. The Committee shall have the power to waive payment of the subscription in case of need.
- 7) Any Member can resign from The Society by giving written notice to The Secretary.

## EXECUTIVE COMMITTEE

- 8) The number of Members of The Committee shall be not less than THREE nor More than TEN. The members of The Committee shall be such Members of The Society as shall from time to time be elected by a Simple Majority at the Annual General Meeting of The Society. Any vacancy arising in The Committee by reason of retirement, rotation or otherwise shall be filled by the remaining members of The Committee.
- 9) The President, Secretary and Treasurer of The Society shall be elected by the Members of The Society each year at an Annual General Meeting. The President, Secretary or Treasurer shall not hold the same office for more than FIVE consecutive years.
- 10) The Committee shall be elected by the Members of The Society each year at an Annual General Meeting.
- 11) In the absence of the Chairman at an Executive Committee meeting the members of The Committee shall elect an ad hoc Chairman for that meeting.
- 12) The Committee shall be entitled to permit other persons to attend the Committee Meetings for such purposes and on such terms and conditions as it may determine, but no such person shall be entitled to vote at such meetings.

## POWERS AND DUTIES OF THE COMMITTEE

- 13) The activities and business of The Society shall be directed, managed and coordinated by The Committee who may pay all such expenses of and preliminary to the formation of The Society as they think fit and may do on behalf of The Society all such acts as may be exercised other than by the Member of The Society meeting, subject nevertheless to any regulations of these presents and to provisions of the statutes for the time being in force.

## OFFICERS

- 14) The Society shall have a President, Vice-President, Secretary and Treasurer and may have such other officers as may from time to time be determined by The Society Meeting.
- 15) The President of The Society shall be Chairman of The Committee.
- 16) If the President is not in attendance at the Committee Meeting then the Vice-President shall be chairman.

- 17) If the Vice-President is not in attendance at the Committee Meeting then the Secretary shall be chairman.
- 18) If the Secretary is not in attendance at the Committee Meeting then the Treasurer shall be chairman.
- 19) The appointment of the Vice-President, Assistant Secretary and the Assistant Treasurer shall be at the sole discretion of the Committee.

### OTHER COMMITTEES

- 20) The Committee may elect other committees on such terms and conditions for such purposes and with such powers as it may determine.
- 21) The membership of and need for each committee (other than The Committee) shall be reviewed by The Committee as and when they deem necessary.

### PROCEEDINGS AT MEETINGS

- 22) The Society shall hold a Society meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by The Committee and shall specify it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting and that so long as The Society holds its first Annual General Meeting within Eighteen Months after its formation it need not hold it in the year of its formation or in the following year.
- 23) The Secretary shall call a meeting of Committee Members (a Committee Meeting) in every quarter of each year on a date of which not less than fourteen (14) days notice shall be given.
- 24) The Chairman may call a Society Meeting or a Committee Meeting as and when he shall deem it necessary but shall call a Society Meeting if so requested in writing for specific purpose by ten or more Members of The Society.
- 25) The quorum for The Society Meeting shall be two-thirds of the Members of The Society for the time being present in person or by proxy.
- 26) The quorum for a Committee Meeting shall be one-third of the Members of The Committee for the time being present in person or by proxy.
- 27) The quorum, if any, for meetings of other committees shall be determined by the Members constituting such committees.

28) No business involving the passing of binding resolutions of the Members shall be transacted at any Society Meeting unless a quorum is present when the meeting proceeds to business but all other business of The Society may be dealt with at the election of the chairman.

29) No business shall be transacted at any Committee Meeting unless a quorum is present.

30) If within half an hour from the time appointed for the holding of a Society Meeting a quorum is not present the meeting, if convened on the request of Members, shall be dissolved. In any case it shall stand adjourned to the same day two weeks thereafter, at the same time and place or at such other place as The Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

31) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given on the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or the business to be transacted at an adjourned meeting.

32) At a Society Meeting a resolution put to a vote of the meeting shall be decided on the show of hands, unless a poll is, before or upon the declaration of the results of the show of hands, demanded by the chairman or by at least three members present in person or by proxy and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and any entry to that effect in the minute book of The Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

33) Subject to any contrary provisions, decisions of a Society Meeting or of an Executive Committee meeting shall be taken by Simple Majority.

### VOTES OF MEMBERS

34) With the exception of Associate Members and Temporary Members who shall not be entitled to vote unless they be designated as a proxy, every Member shall have one vote.

35) Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A proxy must be a Member.

36) The instrument appointing a proxy shall be in writing under the hand of the appointer.

37) The instrument appointing a proxy shall be delivered to the secretary of The Society not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after twelve months from the date of its execution.

Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit

**“The Multiple Sclerosis Society of Bermuda”**

I, \_\_\_\_\_ of \_\_\_\_\_, a member of the Multiple Sclerosis Society of Bermuda appoint \_\_\_\_\_ of \_\_\_\_\_, or whom failing \_\_\_\_\_ of \_\_\_\_\_, to vote for me and on my behalf at the (Society/Committee) meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at every adjournment thereof

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

**ALTERATION OF ARTICLES**

38) Any article of The Society may be rescinded or amended or any article made by a resolution carried by a Special Majority at a Society Meeting of which notice shall have been given to the Members specifying the intention to propose such resolution.

**FINANCIAL PROVISIONS**

39) Monies of The Society shall be placed to the credit of an account with the registered financial institution (or trust fund of which The Society is a beneficiary) as The Committee should decide. The secretary and/or the treasurer shall be authorized to open this account which shall be operated by the signature of any two of the President, Secretary and Treasurer who shall have regards at all times to any instructions given by the Committee. Monies of The Society may be invested by The Committee in accordance with the provisions of section 41 below.

40) The Society may agree at a Society Meeting that a single signature may be accepted on an account held by The Society to authorize release of funds below a certain amount. That amount will be agreed at the Society Meeting and reviewed annually.

41) Any money to be invested may be applied in the purchase of or acquisition (either alone or jointly with other such persons) of such shares, stock, funds, securities, land, building, chattels or other property of whatever nature or wherever situated as The Committee see fit.

The Committee may engage the services of such investment counsel advisor or manager as The Committee think fit in order to obtain advice on the investment and reinvestment of The Society's funds and power to delegate to the investment counsel advisor or manager without being liable for any consequential loss discretion to manage the portfolio or any part thereof.

The Committee shall not be required to enquire into nor be in any manner responsible for any change in the legal status of the investment counsel advisor or manager whether resulting from death of any director thereof or its reorganization, incorporation, merger consolidation or otherwise.

The Committee shall not be liable for action taken in good faith pursuant to or otherwise in accordance with the advice of the investment counsel advisor, or manager however communicated.

42) The financial year-end of The Society shall be 31<sup>st</sup> October.

43) The Committee shall cause proper books of accounts to be kept with respect to:

- a) All sums of money received and expended by The Society and the matters in respect of which such receipts and expenditure take place.
- b) All sale and purchases of good by The Society, and
- c) The assets and liabilities of The Society.

44) The Treasurer shall circulate accounts to The Committee at each meeting of The Committee.

45) Annual audited accounts shall be circulated to all Members and presented to the Annual General Meeting of The Society for approval within three months after the end of the financial year.

## AUDITORS

46) The first audit of The Society shall be appointed by The Committee and shall hold office for a period of one year from the date of his appointment. The auditor for each subsequent year shall be appointed by the Members of The Society at the Annual General Meeting on the recommendations of The Committee.

## MINUTES

47) The secretary shall keep minutes of the proceedings of all Society Meetings and Committee Meetings.

## DISSOLUTION

48) The Society may be dissolved on the recommendation of The Committee by a resolution of Members passed at a Society Meeting by a Special Majority.

49) Upon dissolution of The Society any identifiable property given for specific charitable purposes in its possession or otherwise subject to its control must be returned to the said property's original donor or (subject to paragraph (50)(b)) otherwise dealt with in accordance with the donor's wishes.

50) Where in respect of such original donor as is mentioned in paragraph (49)

- a) After such advertisements and inquiries as are reasonable, the donor cannot be identified or cannot be found, or
- b) The donor has executed a written disclaimer of his right to have the property returned,

the identifiable property as is mentioned in paragraph (49) shall be applied cy-pres in accordance with section 40 and 41 of the Charities Act 2014.

51) Any remaining debts and liabilities of The Society must be satisfied.

52) Upon satisfaction of the obligations arising in paragraphs (49) to (51), any surplus funds shall be given or transferred to a registered or exempted charity within the meaning of section 2 of the Charities Act 2014 and with similar purposes to The Society.

53) Upon satisfaction of the obligations arising in paragraphs (49) to (52), The Society shall prepare a final accounting which, in addition to any requirements imposed under the law of charities in Bermuda, clearly documents compliance with the obligations imposed by the said paragraphs.

54) The final accounting as is mentioned in paragraph (53) shall be forwarded to the Registry General and the Charity Commissioners as soon as possible.

55) Trustees of The Society at the time of dissolution shall be subject to the obligation to preserve accounting records, statements of accounts and annual reports arising under sections 35 and 39 of the Charities Act 2014 until the expiration of the relevant time periods noted in those sections or such other sooner time as the Registry General may consent to in writing.