

The Thailand Burma Border Consortium (TBBC)

Company Documents



- A. TBBC Certificate of Incorporation**
- B. TBBC Charity Commission Registration**
- C. TBBC Memorandum of Association**
- D. TBBC Articles of Association**
- E. TBBC Special resolutions**
- F. TBBC Mission Statement and By-laws**



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5255598

The Registrar of Companies for England and Wales hereby certifies that

THE THAILAND BURMA BORDER CONSORTIUM

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 11th October 2004



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

B. TBBC CHARITY COMMISSION REGISTRATION

Charity
COMMISSION

for England and Wales

Woodfield House
Tangier
Taunton
Somerset TA1 4BL

Direct Line: 01823 345486
Fax: 01823 345003
General Enquiries: 0870 333 0123

Website: <http://www.charity-commission.gov.uk>

John Edward Dunford
C/O Ray Hasan Christian Aid
Po Box 100
35 Lower Marsh
London
SE1 7RT

Your Ref:
Our Ref: SCA/1109476

Date: 13 May 2005

Dear Mr Dunford

Charity Name THE THAILAND BURMA BORDER CONSORTIUM Registered No. 1109476

I am writing to confirm that the charity named above has been entered in the Central Register of Charities with effect from the date of this letter.

Enclosed is a leaflet outlining the new accounting framework for charities which trustees should read carefully so that they are fully aware of and understand their duties and responsibilities.

Also enclosed is a print-out showing this charity's entry in the computerised Central Register. Please let me know if there are any inaccuracies in your entry. Charity trustees have a legal obligation, under section 3(7) of the Charities Act 1993, to keep us informed of any changes to this register entry or to their charity's trusts, and supply us with details of the changes. It is important for both donors and beneficiaries of charities that the details in the Central Register are kept up to date. To ensure that this is done on a regular basis, we will be writing to all registered charities each year, asking trustees to confirm or update their charity's registered details.

Please note that the Central Register of Charities is open to the public and the details in the print-out, other than the bank details, will be open to public inspection as will the charity's governing document, any documents effecting changes to the governing document and copies of its accounts (if available).

Finally, I would draw your attention to the fact that the entering of a charity name on the register does not give the charity which uses it any legal rights to that name. Also, whilst we will give advice about charity names which appear to be acceptable, we cannot guarantee that a name will continue to be suitable. We can direct a charity to change its name if it is the same as or similar to that of another charity or if the name is misleading or offensive.



INVESTOR IN PEOPLE

We will not be responsible for any costs involved, incurred directly or indirectly by a charity where we have directed a change in the charity's name.

Please do not hesitate to contact us if you need any further advice or assistance.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Sue Carlton', with a small flourish at the end.

Sue Carlton (Mrs)

Registered Main Charity 1109476 THE THAILAND BURMA BORDER CONSORTIUM

Working Names TBBC

Registration History Registered 13 May 2005

Charity Correspondent JOHN EDWARD DUNFORD
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PO BOX 100
35 LOWER MARSH
LONDON
SE1 7RT

Tel 020 7620 4444

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Email Address +66c6kk@+66c.org

Governing Document MEMORANDUM AND ARTICLES OF ASSOCIATION INCORPORATED 11 OCTOBER 2004 AS AMENDED BY SPECIAL RESOLUTION DATED 4 MAY 2005.

Objects (A) THE RELIEF OF CHARITABLE NEEDS OF DISPLACED PEOPLE OF BURMA BY THE PROVISION OF HUMANITARIAN AID AND ASSISTANCE;
(B) TO DEVELOP THE CAPACITY AND SKILLS OF THE MEMBERS OF THE SOCIALLY AND ECONOMICALLY DISADVANTAGED COMMUNITY OF THE DISPLACED PEOPLE OF BURMA IN SUCH A WAY THAT THEY ARE ABLE TO PARTICIPATE MORE FULLY IN SOCIETY;
(C) TO PROMOTE EQUALITY, DIVERSITY AND RACIAL HARMONY FOR THE BENEFIT OF THE PUBLIC BY RAISING AWARENESS OF THE NEEDS OF AND ISSUES AFFECTING THE DISPLACED PEOPLE OF BURMA; AND
(D) TO PROMOTE HUMAN RIGHTS (AS SET OUT IN THE UNIVERSAL DECLARATION OF HUMAN RIGHTS AND SUBSEQUENT UNITED NATIONS CONVENTIONS AND DECLARATIONS) IN THE THAILAND BORDER AREA BY MONITORING AND RESEARCH.

Area of Benefit THAILAND BORDER AREA
(Area of benefit defined in Governing Document)

Area of Operation Charity Operates outside England and Wales
ASIA - THAILAND

Classification What Overseas aid/Famine relief
Who People of a particular ethnic or racial origin
How Provides human resource(eg staff/volunteers)
Economic/Community development/Employment
Provides services(eg care/counselling)

C.TBBC Memorandum of Association (as lodged at Companies House)

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF THE THAILAND BURMA BORDER CONSORTIUM

NAME

- 1.1** The company's name is the **Thailand Burma Border Consortium** (the “**Charity**”).

REGISTERED OFFICE

- 2.1** The Charity's registered office is to be situated in England and Wales.

OBJECTS

- 3.1** The Charity's objects (the “**Objects**”) are:
- (a) **to respond to humanitarian needs of displaced people of Burma by providing relief and assistance;**
 - (b) **to strengthen self-reliance of displaced people of Burma; and**
 - (c) **to work with Burma’s displaced people to promote appropriate and lasting solutions in support of their pursuit of dignity, justice and peace.**

POWERS

- 4.1** In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (j) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 4.2, but subject to the restrictions specified in clause 4.3;
- (l) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity; and
- (m) to do all such other lawful things as are necessary for the achievement of the Objects.

4.2 The liabilities referred to in clause 4.1 (k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

- 4.3 (a) The following liabilities are excluded from clause 4.2 (a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from clause 4.2 (b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

INCOME OF THE CHARITY

- 5.1** The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2** (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in clauses 4.2 and 4.3, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 5.3** None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.4** No Director may:
- (a) buy goods or services from the Charity;
 - (b) sell goods, services or any interest in land to the Charity;
 - (c) be employed by or receive any remuneration from the Charity; or
 - (d) receive any other financial benefit from the Charity;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

5.5 In clauses 5.2 to 5.4:

- (a) “Charity” shall include any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the Board of the company.
- (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the/ Director as his or her partner.

LIMITED LIABILITY

6.1 The liability of the members is limited.

GUARANTEE

7.1 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (**not exceeding £1**) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

DISSOLUTION

8.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects.

8.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

8.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

D. TBBC Articles of Association

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
THE THAILAND BURMA BORDER CONSORTIUM**

INTERPRETATION

1 In these articles:

“the Act” means the Companies Act 1985;

“the address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“the Charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commissioners for England and Wales;

“the Directors” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“the Memorandum” means the memorandum of association of the Charity;

“the officers” includes the Directors and the Secretary;

“the seal” means the common seal of the Charity if it has one;

“the Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

MEMBERS

2.1 The subscribers to the Memorandum are the first members of the Charity.

2.2 Membership is open to organisations¹ who:

- (a) apply to the Charity in the form required by the Directors;
- (b) are approved by the Directors; **and**
- (c) **are approved by two thirds of the members at a general meeting.**

2.3 (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant **and the members** in writing but shall be final.

2.4 Membership is not transferable to anyone else.

2.5 The Directors must keep a register of names and addresses of the members.

CLASSES OF MEMBERSHIP

3.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

3.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

3.3 The rights attached to a class of membership may only be varied if:

¹ Removed "other individuals or" as the BBC does not intend to have any members who are individuals.

- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

3.4 The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

TERMINATION OF MEMBERSHIP

4.1 Membership is terminated if:

- (a) the member as an organisation, ceases to exist²;
- (b) the member resigns by written notice to the Charity³; or
- (c) the member is removed from membership by **a resolution agreed by not less than two-thirds of the members at a general meeting⁴**, that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty-one days' notice in writing of the **general** meeting of the at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

GENERAL MEETINGS

5.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

5.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

5.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.

6.1 The Directors may call an extraordinary general meeting at any time.

NOTICE OF GENERAL MEETINGS

7.1 The minimum periods of notice required to hold a general meeting of the Charity are:

² Consequential removal of "dies or, if it is" due to footnote 1.

³ Removal of "unless, after the resignation there would be less than two members" because the members do not wish to have such a restriction on their ability to leave the charity. Removal of 4.1(c) "if any sum due from the members is not paid in full within six months" as the members do not feel this is relevant to the provision of funds by the members.

⁴ Removal of "membership by a resolution of the directors", the members consider that only the Members may have the power to remove a Member.

- (a) twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other extraordinary general meetings.

7.2 A general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

7.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

7.4 The notice must be given to all the members and to the Directors and auditors.

8.1 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum is present.

9.2 A quorum is **at least two thirds of the** members entitled to vote upon the business to be conducted at the meeting.⁵

9.3 The authorised representative of a member organisation shall be counted in the quorum;

10.1 If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

10.2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

⁵ Removal of "(b) "one tenth of the total membership at the time, whichever is the greatest". The Members prefer a simple formulation for the required general meeting quorum.

- 10.3** If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11.1** General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 11.2** If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 11.3** If there is only one Director present and willing to act, he or she shall chair the meeting.
- 11.4** If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12.1** The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 12.2** The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- 12.3** No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 12.4** If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 13.1** Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 13.2**
- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 13.3**
- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

13.4 (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

13.5 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14.1 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15.1 A resolution in writing signed by **the authorised representative of each** member⁶ who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

VOTES OF MEMBERS

16.1 Subject to Articles 3 and 14 and the next paragraph, every member,⁷ shall have one vote.

16.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if **it**⁸ owes any money to the Charity.

17.1 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

⁶ As footnote 1; all members shall be organisations

⁷ Removal of 'whether an individual or an organisation' as only organisations may be members.

⁸ Replacement of 'he or she' as only organisations may be members.

- 18.1** Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 18.2** The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 18.3** Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

DIRECTORS

- 19.1** A Director must be a natural person aged 18 years or older.
- 19.2** No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 20.1** The number of Directors shall be not less than **five but not more than eight**.
- 21.1** The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 22.1** A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

POWERS OF DIRECTORS

- 23.1** The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, these articles or any special resolution.
- 23.2** No alteration of the Memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 23.3** Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT

- 24.1** At each annual general meeting all the Directors must retire from office, unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the

Directors.⁹ **A Director retiring after serving a full annual term will be a director retiring by rotation.**

25.1 When a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

THE APPOINTMENT OF DIRECTORS

26.1 The Charity may by ordinary resolution:

- (a) appoint a person who is willing to act to be a Director; and
- (b) determine the rotation in which any¹⁰ Directors are to retire.

27.1 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (a) he or she is recommended for re-election by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a Director;
 - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28.1 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

29.1 **When a Director leaves or retires, other than at an Annual General Meeting leaving a vacancy on the Board,** the Directors may appoint a person who is willing to act to be a Director.

29.2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

⁹ Removal of provisions for retirement of the directors in a three yearly rotation. The members prefer a simple annual retirement.

¹⁰ Removal of 'additional' as all Directors will retire on an annual basis.

30.1 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

31.1 A Director shall cease to hold office if he or she:

- (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (c) **is the representative of an organisation which** ceases to be a member of the Charity;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated;
- (g) **ceases to be the authorised representative of a member organisation.**

DIRECTORS' REMUNERATION

32.1 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

PROCEEDINGS OF DIRECTORS

33.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

33.2 Any Director may call a meeting of the Directors.

33.3 The Secretary must call a meeting of the Directors if requested to do so by a Director.

33.4 Questions arising at a meeting shall be decided by a majority of votes.

33.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

- 34.1** No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 34.2** The quorum shall be **three** or the number nearest to **two thirds** of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 34.3** A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35.1** If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36.1** The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 36.2** If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 36.3** The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 37.1** A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- 37.2** The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

DELEGATION

- 38.1** The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 38.2** The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 38.3** The Directors may revoke or alter a delegation.
- 38.4** All acts and proceedings of any committees must be fully and promptly reported to the Directors.

39.1 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

40.1 Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

40.2 Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

SEAL

41.1 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

MINUTES

42.1 The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors;
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Directors and committees of Directors including:
 - (i) the names of the Directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

ACCOUNTS

- 43.1** The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 43.2** The Directors must keep accounting records as required by sections 221 and 222 of the Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 44.1** The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- 44.2** The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 45.1** Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
 - (b) must be given using electronic communications.
- 46.1** The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- 46.2** A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 47.1** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 48.1** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 48.2** Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 48.3** A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

INDEMNITY

- 49.1** The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

- 50.1** The Directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Charity, **as approved by the members.**
- 50.2** The by laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- 50.3** The Charity in general meeting has the power to alter, add to or repeal the rules or by laws **by a two-thirds majority of the members at a general meeting.**

50.4 The Directors must adopt such means as they think sufficient to bring the rules and by laws to the notice of members of the Charity.

50.5 The rules or by laws, shall be binding on all members of the Charity. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the articles.

CONFLICT OF INTEREST

51.1 In the event of a conflict of interest between these Articles of Association and any rules or by laws of the Company the Articles of Association will prevail.

COUNTERPART PROVISION

52.1 These Articles of Association may be executed by the members in any number of counterparts, provided each signature be witnessed. This will have the same effect as if the signatures were on a single copy of the Articles of Association.

E. TBBC Special Resolution of Members

THE THAILAND BURMA BORDER CONSORTIUM (the “Charity”)

CHANGE TO OBJECTS

Resolution in Writing of the Charity passed on

We, the undersigned, being all the members of the Charity for the time being entitled to receive notice of and to attend and vote at general meetings of the Company or authorised agents of such members, signify our assent to the passing of the resolution set out below in accordance with Section 381A of the Companies Act 1985 and agree that such resolution shall be for all purposes as valid as if the same had been passed at a general meeting of the Charity duly convened and held:

SPECIAL RESOLUTION

THAT the provisions set out below to this written resolution be approved and adopted as the objects of the Charity, in substitution for and to the exclusion of Clause 3 of the Charity’s Memorandum of Association.

SIGNATURES, NAMES AND ADDRESSES OF MEMBERS

**CHRISTIAN AID
CHURCH WORLD SERVICE
DAN CURCH AID
DIAKONIA
ICCO
INTERNATIONAL RESCUE COMMITTEE
NATIONAL COUNCIL OF CHURCHES IN AUSTRALIA
NORWEGIAN CHURCH AID
THAILAND BAPTIST MISSIONARY FELLOWSHIP
ZOA REFUGEE CARE**

“OBJECTS

3.1 The Charity's objects (the “Objects”) are:

- a) the relief of charitable needs of displaced people of Burma by the provision of humanitarian aid and assistance;**
- b) to develop the capacity and skills of the members of the socially and economically disadvantaged community of the displaced people of Burma in such a way that they are able to participate more fully in society;**

- c) **to promote equality, diversity, and racial harmony for the benefit of the public by raising awareness of the needs of and issues affecting the displaced people of Burma; and**
- d) **to promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) in the Thailand Burma border area by monitoring and research.”**

CHANGE OF AUDITOR

Resolution in Writing of the Charity passed on 1st November 2007

“We, the undersigned, being authorised agents of members of the Charity attending the 2007 Annual General Meeting, and having received special notice of the requirement for a special resolution, signify our assent to the passing of the resolution set out below in accordance with the Companies Act 1985.

SPECIAL RESOLUTION

THAT Grant Thornton UK LLP be appointed as auditors of the company, following the resignation of RSM Robson Rhodes LLP after their merger with Grant Thornton UK LLP, and that the Directors be authorised to fix their remuneration.”

SIGNATURES, NAMES & ADDRESSES:

**CARITAS SWITZERLAND
CHRISTIAN AID
CHURCH WORLD SERVICE
DANCHURCHAID
DIAKONIA
ICCO
INTERNATIONAL RESCUE COMMITTEE
NATIONAL COUNCIL OF CHURCHES IN AUSTRALIA
NORWEGIAN CHURCH AID
ZOA REFUGEE CARE**

Date: 1/11/07

F. TBBC Mission Statement and By-laws

Thailand Burma Border Consortium

1. Mission Statement

The Thailand Burma Border Consortium (TBBC), a non-profit, non-governmental, humanitarian relief and development agency, is an alliance of NGOs, working together with displaced people of Burma, to respond to humanitarian needs, strengthen self-reliance and promote appropriate and lasting solutions in their pursuit of dignity, justice and peace.

2. Core Values and Principles

- 2.1. We believe that all people share the equal right to be treated with justice and respect and to live in dignity in a healthy and peaceful environment.
- 2.2. We believe in the fundamental capabilities of all people.
- 2.3. We believe that all people share the right to express themselves and that participatory processes and partnership are an effective means for magnifying our impact.
- 2.4. We believe that all stakeholders deserve both trust and the confidence that we are providing efficient, effective and appropriate assistance.

3. Codes of Conduct and Ethics

The TBBC complies with:

- the Code of Conduct for the International Red Cross and Red Crescent Movement and Non-governmental Organisations in Disaster Relief (1994),
- the Core Principles developed by the Interagency Standing Committee Task Force on Protection from Sexual Exploitation and Abuse in Humanitarian Crises (2002).

and is guided by the Humanitarian Charter and Minimum Standards in Disaster Relief (SPHERE Project).

4. Legal Status

The TBBC is a humanitarian relief and development agency incorporated and registered as a charity under the laws of England and Wales.

5. Membership

The TBBC consists of the member organisations approved by a General Meeting.

TBBC membership is open to any non-governmental, non-profit humanitarian organisation with a demonstrated interest in and commitment to, the cause of Burma and to meeting the needs of displaced persons of Burma on the Thailand-Burma border.

5.1. Criteria for Membership

Members should be non-governmental, non-profit legal organisations established for the provision of humanitarian assistance or for the support of such activities and which have;

- 5.1.1. demonstrated interest in issues relating to Burma and/or, refugees and displaced people, as evidenced through a programme of activities in the region and/or advocacy efforts in their home country or internationally;
- 5.1.2. demonstrated the ability to commit to and support the TBBC mission and values;
- 5.1.3. demonstrated willingness to commit to a minimum three-year membership period;
- 5.1.4. demonstrated willingness to be an active member of the TBBC, including by appointing and supporting an appropriate voting representative and by being in attendance at no less than one General Meeting per year.

5.2. Membership Application Process

An applicant organisation is expected to submit to the TBBC Board of Directors the following documents:

- 5.2.1. a letter of application describing why the organisation is interested in membership and what contributions it expects to make to the TBBC;
- 5.2.2. a statement of the organisation's mission, values, and programme of activities;
- 5.2.3. proof of its legality as an organisation;
- 5.2.4. a financial statement comprising an annual report OR an audit statement.

In addition, the TBBC shall make a list of its donors available to member applicants. Applicants are asked to declare any potential conflicts of interest in respect of donors.

5.3. Member Selection Process

5.3.1. The TBBC Board of Directors shall review the application and conduct an interview with the organisation's designated representative to determine whether the applicant meets the following criteria:

5.3.1.1. the organisation demonstrates a genuine commitment to the TBBC's mission and values, and it has an independent programme of activities which demonstrate values and approaches that are compatible with the TBBC's programme.

5.3.1.2. the organisation is active in issues relating to Burma and/or has a relevant programme of activities.

5.3.1.3. the organisation has presented appropriate documentation of legal and financial status.

5.3.1.4. the organisation has pledged specific appropriate contributions to the TBBC.¹¹

5.3.1.5. the organisation has named an appropriate representative to attend General Meetings.

5.3.2. Once the Board of Directors are satisfied that a prospective member is appropriate for TBBC Membership, they shall make a recommendation to a General Meeting, based upon their review of documentation and interview with the applicant's representative. A two-thirds vote of a General Meeting shall decide membership.

5.4. Member Rights

Membership entitles organisations to:

¹¹This may or may not be a monetary contribution. Other contributions could include the use of facilities, the provision of equipment, the secondment of staff or the provision of technical expertise or training.

- 5.4.1. influence the policy and strategy of the TBBC through participation in its governance by the appointment of an appropriate voting representative to attend General Meetings.
- 5.4.2. participate in General Meetings;
- 5.4.3. receive information about the TBBC's programmes, services and finances, including any plans for new initiatives;
- 5.4.4. access information about and linkages to, support advocacy, and relief and development efforts, on behalf of the displaced people of Burma;
- 5.4.5. access information about the programmes and services of other member organisations;
- 5.4.6. participate in joint activities.

5.5. Member Responsibilities

Members are expected to:

- 5.5.1. contribute resources, as agreed, in support of the TBBC's programme and services;
- 5.5.2. participate in General meetings through the appointment and support of an appropriate representative to General Meetings;
- 5.5.3. each member organisation shall appoint one individual to attend General Meetings on an annual basis. Representatives can be appointed for an unlimited number of annual terms;

each representative is expected to be at an appropriate level within his or her organisation and have the authority of his or her organisation to make decisions on its behalf;
- 5.5.4. seek to nominate for the Board of TBBC a person with the required skills and experience;

- 5.5.5. participate in, and support advocacy, relief and development activities, and other programme efforts by providing linkages with government agencies, advocacy groups and other relevant organisations AND/OR by raising funds on behalf of the TBBC;
- 5.5.6. provide the TBBC with an annual audit statement and an annual report on all of its programme activities;
- 5.5.7. provide the TBBC with regular updates on new activities or plans for new initiatives, particularly in regard to the displaced people of Burma;
- 5.5.8. demonstrate respect for, and willingness to work with, other members of the TBBC.

In addition, no member organisation shall:

- 5.5.9. carry out any religious activity in the name of the TBBC.

5.6. Termination of Membership

- 5.6.1. A TBBC member may terminate its membership by providing the Board of Directors with 60 days written notice of its intent to withdraw.
- 5.6.2. A General Meeting may, by a resolution agreed by not less than two thirds of the members present, terminate membership of a member organisation in the event that the member organisation:
 - 5.6.2.1. fails to provide a representative to two consecutive General Meetings;
 - 5.6.2.2. fails to provide its agreed contribution to the TBBC for an extended period;
 - 5.6.2.3. contravenes the codes of conduct and ethics referred to in paragraph 3;

5.6.2.4. demonstrates a conflict of interest with the TBBC or puts the TBBC's work at risk;

5.6.2.5. loses its status as a non-governmental, non-profit, legal organisation.

6. General Meetings

The overall policy and strategy of the TBBC is to be decided and directed by members at General Meetings.

6.1. General Meetings

6.1.1. Members shall meet at least two times per year, as agreed on an annual basis. A meeting in the last quarter of the year shall be the Annual General Meeting. An Extraordinary General Meeting shall be called approximately six months after the Annual General Meeting.

6.1.2. Other Extraordinary General Meetings may be called by the Board of Directors.

6.1.3. The Board of Directors will call an Extraordinary General Meeting when requested to do so, in writing, by a simple majority of the members.

6.1.4. Member organisations are encouraged to send at least one additional participant to the Annual General Meetings in addition to the assigned representative. There is no limit to the number of individuals that can participate from one member agency, however, only the assigned representative shall have the right to vote.

6.2. Termination of a Member Representative

Members are discouraged from changing their representatives during an appointment period. Exceptions to this are situations where the appointed representative has:

6.2.1. Left the member organisation;

6.2.2. Failed to perform their duties as a member representative;

6.2.3. Been transferred to a position not relevant to TBBC membership.

6.3. Objectives of General Meetings

The broad objectives of General Meetings include, providing a forum for members to:

- 6.3.1. reflect, discuss and decide upon broad policy and strategy issues, including the Strategic Plan;
- 6.3.2. report, reflect on, and discuss the TBBC's programmes and services to ensure programme relevance;
- 6.3.3. elect a Board of Directors annually;
- 6.3.4. reflect on and discuss the TBBC budget annually;
- 6.3.5. approve any major new programme initiatives;
- 6.3.6. approve any changes to the Memorandum or Articles of Association;
- 6.3.7. approve any changes to the TBBC Bylaws;
- 6.3.8. provide member organisations with an opportunity to report on and discuss their own relevant programmes and services, to foster cooperation and collaboration;
- 6.3.9. coordinate and facilitate members' participation in planning and implementing TBBC and member-related advocacy, relief and other programme efforts;
- 6.3.10. commit specific resources in support of the TBBC's programmes and services;
- 6.3.11. renew members' commitment to the TBBC and to the cause of displaced people of Burma;
- 6.3.12. provide members with the opportunity to network with one another.

6.4. Quorum and Decision-Making

At least two-thirds of the members must be present at a General Meeting to transact business. Policy and strategy decisions may require a majority vote by show of hands.

In matters of joint advocacy, the TBBC shall operate by consensus. Where consensus cannot be achieved, the practice of sign-on shall be utilised to advance a particular position. Those member organisations, which agree to the statement, letter or publication, may sign onto it. Those which do not may decline to do so. If there is strong objection to a statement, letter or publication, then the document may be released by the signing groups without appearing under the TBBC's name.

As a matter of routine, TBBC policy decisions shall be made during General Meetings, however, special circumstances may lead the TBBC to convene an Extraordinary General Meeting by telephone or over the Internet. In those circumstances, voting shall be conducted by roll-call or e-mail ballot, whichever is more convenient and as agreed by the members.

7. Board of Directors

7.1. Role

A Board of Directors shall be elected at each Annual General Meeting. The Board of Directors shall provide leadership to the General Meetings and regular oversight and guidance to the TBBC's Executive Director and the TBBC's programme and services. The Board of Directors is a delegated policy-making authority, as agreed annually at General Meetings.

The Board of Directors is responsible for:

- 7.1.1. coordinating and leading General Meetings and other activities;
- 7.1.2. selecting the Executive Director, setting remuneration for the post and terminating the employment of the Executive Director, all subject to ratification by a General Meeting;
- 7.1.3. supervising, advising and reviewing the performance of the Executive Director;
- 7.1.4. overseeing the work of committees as agreed at General Meetings;
- 7.1.5. reviewing implementation plans to ensure they are consistent with the TBBC's mission and strategy;
- 7.1.6. governance of the TBBC to ensure that it meets strategic aims and objectives;
- 7.1.7. overseeing financial management of the TBBC;
- 7.1.8. commissioning and directing other evaluations, as needed, or requested by the General Meetings;
- 7.1.9. ensuring the maintenance of adequate organisational policies, including grievance procedures.

7.2. Board of Directors; Size Composition and Election Procedure

- 7.2.1. The Board of Directors shall be elected for an annual term at each Annual General Meeting. Member representatives can be elected to the Board, though it is desirable for members to nominate a separate person to the Board where possible. Up to 2 independent (not related to a member) directors may be elected to the Board.
- 7.2.2. The Board of Directors shall consist of not less than five nor more than eight members.
- 7.2.3. During the Extraordinary General Meeting an Election Committee of two persons will be appointed.
- 7.2.4. No later than five weeks prior to the Annual general meeting the Election Committee will contact all members requesting nominations for the Board. Independent nominees for the Board should be actively sought through a process determined by the Election Committee soon after their appointment at the Extraordinary General Meeting.
- 7.2.5. Directors retiring by rotation will be automatically nominated unless they inform the Election Committee of their intention to resign. Other nominations must be proposed to the Election Committee by a Member at least 14 days prior to the Annual General Meeting and be signed by both the nominee and the proposer.
- 7.2.6. Not less than 7 days before the Annual general Meeting the Election Committee will inform all members of the nominations for re-appointment and new appointment of Directors.
- 7.2.7. If the total number of nominations is between five and eight the Annual General meeting will confirm the nominees as Directors. If the number of nominees is more than eight there will be a secret ballot of Member's representatives at the Annual General Meeting to elect eight Directors. The newly appointed Directors will assume office at the conclusion of the Annual General Meeting.

7.3. Board of Directors Meetings

- 7.3.1. Board of Directors shall hold at least four meetings every year. Directors must commit to attend Board Meetings in person whenever possible, although arrangements may be made for participation by telephone or electronically.
- 7.3.2. Board Meetings are generally open to staff and representatives of member organisations. Board Meetings will be closed when confidential matters are under discussion, if agreed by all Board members present.

7.4. Board of Directors Quorum and Decision-Making

In respect of Board Meetings, a quorum shall be three or the number representing two-thirds of the total number of Directors, whichever is the greater. Decisions shall require a majority vote.

7.5. Offices and Duties

The Board of Directors shall elect three Directors to hold the offices of Chair, Vice-Chair, and Secretary. Such appointments are made for an annual term but the appointment may be revoked at any time. The Chair may serve no more than three consecutive terms before having a rest period of at least one year from that position. The duties of the office holders are as described below.

7.5.1. The Chair

The Chair shall regularly convene and preside over Board Meetings and General Meetings. The Chair is also responsible for coordinating the performance evaluation of the Executive Director and for ensuring adequate orientation of new members' representatives attending the General Meetings and Board Meetings.

7.5.2. The Vice Chair

The Vice Chair shall chair General Meetings and Board Meetings in the absence of the Chair and assist with leadership of the Board, as requested by the Chair.

7.5.3. The Secretary

The Secretary shall be responsible for keeping records of General Meetings and Board actions, including ensuring that minutes are taken at all General Meetings and Board Meetings, sending out meeting announcements, including proposed revisions to the Memorandum and Articles of Association and the By-Laws, distributing copies of minutes and agendas of meetings to each member, and assuring that General Meeting and Board records are maintained.

7.6. Removal of a Director

A Director will cease to hold the position of Director in the following circumstances:

- 7.6.1. if he or she is absent from Board Meetings for a period of 6 months without the permission of the Board, and the Board resolve that his or her office is vacated;

7.6.2. if the membership of the organization he or she represents is terminated;

The Board may appoint a replacement director to serve until the next Annual General Meeting.

8. Committees

8.1. Executive Director Selection Committee

The Board of Directors have overall responsibility for the process of making recommendations to a General Meeting in relation to the selection of the Executive Director. However, a committee may be convened by the Directors to implement a screening process to nominate a candidate for the position. This screening committee should be comprised of not less than five members, including at least two members of the Board of Directors and a staff representative. The successful nominee must be ratified by a two-thirds vote of both the Board of Directors and a General Meeting.

The Board of Directors shall have the authority to appoint an interim Executive Director, as needed.

8.2. Other Committees

General Meetings may create other committees, such as, a finance committee, an advocacy committee, a planning committee, or programme development committee, as needed.

The general meeting will determine the objectives of each committee and the terms for its dissolution.

9. Executive Director and Staff

The Executive Director has day-to-day responsibility for the TBBC's programme and services, including carrying out the TBBC's goals, strategies and policies. The job description may be amended or revised as approved by the Board of Directors.

The Executive Director shall attend all General Meetings and Board Meetings, report on the progress and status of programme activities, respond to enquiries from the members and carry out the duties described in the Executive Director's job description. The Board can designate other duties, as necessary.

The Deputy Executive Director should be encouraged to attend General Meetings and Board Meetings on a regular basis. Other staff may be invited or requested to participate in Board Meetings for specific purposes. However, no staff person, including the Executive Director, shall have voting privileges at Board Meetings.

The Executive Director is responsible for the hiring and supervision of other staff.

10. Amendments

- 10.1. The TBBC Memorandum and Articles of Association and these By-laws may be amended, when necessary, by a three-quarters majority at a General Meeting by poll.
- 10.2. Proposed amendments must be submitted to the Secretary at least 42 days in advance of the General Meeting in which they shall be considered.
- 10.3. The Secretary shall disseminate the proposed amendments to all members at least 21 days before the meeting in which it shall be considered.

11. Dissolution of the Consortium

The TBBC shall be dissolved when its aims and objectives become invalid or when another organisation takes over the responsibilities of the TBBC. Dissolution shall require a three-quarters vote of the Members by poll.

In the event of a need to dissolve, due notice shall be sent no less than 30 days prior to the General Meeting at which the resolution to dissolve the TBBC will be decided. An Extraordinary General Meeting may be called for the purpose of considering dissolution.

Disposal of assets shall occur in accordance with donor regulations or requirements. Any residual assets shall be distributed to the TBBC's local non-profit partner organisations.