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ADVENTUROUS GLOBAL SCHOOLS

COMPANY LIMITED BY GUARANTEE

# CONSTITUTION

Adventurous Global Schools  
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#### Clause 1. Name

The name of the charity is Adventurous Global Schools

#### Clause 2. Objects

The objects of Adventurous Global Schools include:

- (1) to make education more available in areas that are underprivileged by building schools;
- (2) to promote internationalised education in underdeveloped areas;
- (3) to cultivate the exchange of education resources and culture among different countries.

#### Clause 3. Powers

In order to carry out the charitable objects, the trustees have the power to:

- (1) raise funds, receive grants and donations;
- (2) apply funds or borrow money to carry out the work of the charity;
- (3) buy, take on lease or in exchange, hire or otherwise acquire property and maintain and equip it for use;
- (4) co-operate with and support other charities with similar charitable purposes;
- (5) establish or support any charitable trusts, associations or institutions formed for any purpose connected with the objects the charity;
- (6) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the purposes;
- (7) to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- (8) do anything which is lawful and necessary to achieve the charity's purposes.

#### Clause 4. Trustees

- (1) The charity shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity;
- (2) There must be at least 3 trustees. Apart from the first trustees, every trustee must be appointed/reappointed for a term of 4 years by a resolution of the trustees at the AGM;
- (3) In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity;
- (4) The charity must have the following officers:
  - A chairperson

- A secretary
  - A treasurer
- (5) A trustee may not appoint anyone to act on his or her behalf at a meeting of the trustees;
- (6) No one must be appointed as a trustee:
- if he or she is under the age of 18 years; or
  - if he or she would at once be disqualified from office under the provisions of sub-clause 7 of clause 4;
- (7) A trustee must cease to hold office if he or she:
- is disqualified from acting as a trustee;
  - in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
  - resigns as a trustee by notice to the charity;
  - is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated;
- (8) A trustee is entitled to be reimbursed by the charity, or may pay out of the charity's funds, expenses properly incurred by him or her in the performance of his or her functions as such;
- (9) No charity trustee shall obtain any personal financial benefit from any transaction or arrangement into which the charity has entered, or otherwise from his or her position as charity trustee.

#### Clause 5. AGMs and general meetings

- (1) The Annual General Meeting must be held every year, with 14 days' notice given to all trustees telling them what is on the agenda;
- (2) Minutes must be kept of the AGM;
- (3) There must be at least 3 trustees present at the AGM for there to be quorum and every trustee has one vote;
- (4) The trustees must present the annual report and accounts at the AGM;
- (5) Trustees must hold at least 4 meetings each year. At their first meeting after the AGM they will elect a chairperson, treasurer and secretary. Minutes shall be kept for every meeting;
- (6) A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may

- communicate simultaneously with all other participants;
- (7) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided;
  - (8) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

#### Clause 6. Proceedings of general meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present;
- (2) A quorum is: two-thirds majority of trustees are present and voting;
- (3) If:
  - a quorum is not present within half an hour from the time appointed for the meeting; or
  - during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the officers shall determine;
- (4) The trustees 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) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees;
- (6) The trustees present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned;
- (7) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution;
- (8) 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;
- (9) If a meeting is adjourned by a resolution of the trustees 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;
- (10) 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:
  - by the person chairing the meeting; or
  - by at least two trustees present in person or by proxy and having the right to vote at the meeting;

- (11) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded;
- (12) 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.

#### Clause 7. Written resolutions

- (1) A resolution in writing signed by all the trustees on a matter will be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held and may consist of several documents in like form each signed by one or more trustees. The date of a written resolution will be the date on which the last trustee entitled to vote signs;
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a trustee meeting duly convened and held, provided the following conditions are complied with:
  - such a resolution must be approved by email by all the trustees entitled to vote on the matter;
  - approval must be received by the person nominated in advance by the trustees for that purpose (the "Recipient"); and
  - approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the charity as intended for use by that trustee for the purpose;
- (3) Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this clause;
- (4) The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

#### Clause 8. Application of Income and Property

- (1) The income and property of the body, shall be applied solely towards the promotion of its main objects as set forth in this Constitution. No portion of the body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the body. Trustees must keep accounts, and the most recent annual accounts can be seen by anybody on request. No Officer shall be appointed to any office of the body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the body.

However, nothing shall prevent any payment in good faith by the body of:

- reasonable and proper remuneration to any trustee of the body (not being an Officer) for any services rendered to the body;
- interest not exceeding the base rate per annum on money lent by Officers or other trustees of the body to the body;
- reasonable and proper rent for premises demised and let by any member of the body (including any Officer) to the body;
- reasonable and proper out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the body;
- fees, remuneration or other benefit in money or money's worth to any Company of which an Officer holding not more than one hundredth part of the issued capital of such Company.

#### Clause 9. Amendment of constitution

- (1) No amendment may be made to clause 2 (Objects), clause 8 (Application of income and property) or this clause without the prior consent in writing of the Charity Commission;
- (2) This constitution can only be amended at the AGM and general meetings by:
  - resolution agreed in writing by all trustees of the charity; or
  - resolution passed by not less than a two-thirds majority of trustees present and voting;
- (2) All trustees of the charity must be given 21 days' notice of a resolution to amend the constitution and the resolution must receive the approval of the Sponsoring Body and each Participating Denomination;
- (3) No amendment may be made to this clause that would have the effect of making the charity cease to be a charity at law or altering the purpose of the charity if the change would not be within the reasonable contemplation of the members;
- (4) A copy of the resolution, together with a copy of the charity's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been registered by the Commission.

#### Clause 10. Winding up and dissolution

- (1) Any decision to wind up or dissolve the charity can only be taken by the unanimous resolution of the trustees of the charity, or by a resolution passed by a 75% majority of those voting at a general meeting of the trustees of the

charity;

- (2) The charity trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity;
- (3) Subject to the payment of all the charity's debts, the charity trustees must apply any remaining property or money as follows:
  - Any resolution for the winding up of the charity, or for the dissolution of the charity without winding up, may contain a provision directing how any remaining assets of the charity shall be applied;
  - If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the charity shall be applied;
  - In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the charity;
- (4) In no circumstances shall the net assets of the charity be paid to or distributed among the trustees of the charity;
- (5) The Commission must be notified promptly that the charity has been dissolved and, if the trustees were obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts;
- (6) The trustees of the charity have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities.