

CONSTITUTION OF THE “DANNY FAURE FOUNDATION”

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Article 1

NAME OF ASSOCIATION

The name of the Association shall be the *Danny Faure Foundation (hereinafter the Foundation)*.

Article 2

PLACE OF BUSINESS

The place of business of the Association shall be at the address in Seychelles which the Association may from time to time determine.

Article 3

Duration

The duration of the Foundation shall be unlimited.

Article 4

Emblem

The Foundation may have an emblem.

Article 5

1. AIMS and OBJECTIVES

(1) (1) The aims and objectives of the Foundation are –

- (i) to promote the Oceans as the beating blue heart of our planet;
- (ii) to promote the Blue Economy as the next frontier of sustainable development;
- (iii) to promote Transparency, Good Governance and Accountability in Africa;
- (iv) to promote effective leadership in a new generation of leaders in Africa;
and

(v) to sensitise and encourage young people in Seychelles to adopt positive lifestyles.

(1) (2) In pursuing its objective the Foundation shall:

- assist members in their academic researches, technical work and professional development;
- cooperate with other professional groups in the improvement and promotion of good governance, accountability and transparency;
- carry out consultancy work, including reports, on the blue economy;
- raise funds for the purpose of carrying out the objects of the Association;
- become a member of, or enter into agreement with government institutions, national, regional or international organisations;
- Cooperate with or enter into any arrangement with educational authorities, charitable organisations, national authorities, local authorities or any person or bodies having a common vision, aim and objectives as the Foundation; and
- do such other things as may be incidental or conducive to, or necessary for, the better attainment of the object of the Foundation

Article 6

MEMBERSHIP

1. Ordinary Membership

(1) (1) Subject to the Proviso to sub-article 6 (2) (2), ordinary membership of the Foundation shall be subject to the approval of the Board.

(1) (2). All ordinary members shall be entitled to:

- (a) vote at General Meetings;
- (b) serve on the Board; and
- (c) generally participate fully in the activities of the Foundation.

2. Application for ordinary Membership

- (2). (1) An application for ordinary membership shall be made in writing to any member of the Board who shall forward the application to the Board for approval or otherwise.
- (2). (2) The Board may either approve an application and admit the applicant as an ordinary member or reject the application.

Provided Always, where the Board rejects an application, it shall place the application before the next general meeting of the Foundation, for the decision of the ordinary members and the decision of the ordinary members shall be final.

3. Honorary Membership

- (3) (1) The Foundation may appoint any person of merits and good standings and who has financially contributed towards the Foundation as an honorary member.
- (3) (2) The decision whether to admit a person as an honorary member shall be determined by the ordinary members at the general meeting of the Foundation and the decision of the ordinary members shall be final.
- (3) (3) The honorary member shall be appointed and remain a honorary member at the Foundation's pleasure.
- (3) (4) A honorary member shall have the right to participate in all the activities of the Foundation but shall not be eligible to serve on the Board and vote at any general meeting of the Foundation.

4. Associate Membership

- (4) (1) The Foundation may accept any person as an associate member.
- (4) (2) An application for Associate membership shall be made in writing to any member of the Board who shall forward the application to the Board for approval.
- (4) (3) Sub Article 2 (2) of this Article along with its proviso, shall mutatis mutandis, apply in respect of Associate Membership.

(4) (4) An associate member shall have the right to participate in all the activities of the Foundation including being eligible to serve on the Board, but shall not have the right to vote at any general meeting of the Foundation.

(4) (5) The associate member shall remain an associate member at the Foundation's pleasure.

5. Membership of Minors

(5) (1) A person under the age of twenty-one (21) may be admitted as an ordinary or associate member.

6. Register of members

(6) (1) The Secretary shall cause to be kept a register of the members, which shall contain the following particulars in respect of each member:

- (a) the full name;
- (b) the date of birth;
- (c) the date of registration;
- (d) the permanent address;
- (f) the occupation; and
- (g) the type of membership.

7. Rights and Duties of Members.

(7) (1) A member, including an Honorary and Associate member, shall:

- (a) subscribe to the aims, objectives, policies and activities of the Foundation;
- (b) adhere to the Constitution and regulations;
- (c) abide by all the procedures that this Constitution and regulations require;
- (d) have rights, duties and privileges provided for in this Constitution and as may be determined from time to time by the Board and stated in the regulations; and
- (e) not be involved in any act or omission which would bring the Foundation into disrepute.

8. Cessation of Membership

(8) (1) A Member shall cease to be a member by:

- (a) death;
- (b) resignation; or
- (c) dismissal.

Provided Always an honorary or Associate member shall also cease to be a member of the Foundation, in the event that the Foundation resolves to terminate the membership respectively in accordance with subarticle 6 (3) (3) or 6 (4) (5).

- (8) (2) A member may resign from the Foundation by giving written notice to a member of the Board who shall forward such notice to the Board.
- (8) (3) The Board may, by letter, fine, suspend, or dismiss any member from the Foundation where the member violates this Constitution or regulations or where the member's conduct is considered by the Board to be detrimental to the Foundation, or to the other members, or otherwise brings into disrepute the Foundation or any of its members.
- (8) (4) The Board shall not fine, suspend or dismiss a member unless the member is given the opportunity to explain his act or omission to the Board orally or in writing.
- (8) (5) A member who is suspended by the Board remains a member but shall have no right to participate in any activity or meeting of the Foundation unless re-instated.
- (8) (6) The Board may, after suspending a member, re-instate or dismiss him as a member.
- (8) (7) A decision of the Committee under this article shall be final.

ARTICLE 7

The Board

1. Establishment of the Board

- (1) (1) In this article, unless context otherwise provides:
 - “**member**” means a member of the Board; and
 - “**meeting**” means meeting of the Board.

- (1) (2) There shall be a Board which shall manage the affairs and business of the Foundation and which shall be elected by the ordinary members.

(1) (3) The Board shall consist of:

- (a) the Chairperson;
- (b) the Vice-Chairperson;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) an ordinary member of the Board.

For the purpose of clarity the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board shall respectively be the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Foundation.

(1) (4) The members of the Board shall be elected for a period of Three (3) years and shall be eligible for re-election.

(1) (5) Where a vacancy occurs in the Board in between elections the Board may elect any member *ad interim* to fill the vacancy and the member elected shall retire at the next succeeding annual general meeting, but shall be eligible for reappointment at that meeting.

(1) (6) Where at the expiration of the period specified in subarticle (1) (5) of this Article the General Meeting has not elected a new Board, the existing Board shall continue *ad interim* until a new Board is elected.

2. Cessation of Membership of the Board

(2) (1) A member shall cease to be a member by:

- (a) death;
- (b) resignation;
- (c) dismissal;
- (d) expiration of the period specified in subarticle (1) (5) of this Article;
- (e) failing to attend, without any sufficient excuse, on a regular basis meetings of the Board; or
- (f) a member being absent from Seychelles for a continuous period exceeding three (3) months without notice to the Board.

(2) (2) A member may resign from the Board by giving written notice to any member of the Board.

- (2) (3) The Board may, by letter, fine, suspend or dismiss any member from the Board where the member violates this Constitution or regulations or where the member's conduct is considered by the Board to be detrimental to the Foundation, or to the other members of the Foundation.
- (2) (4) An ordinary or associate member who ceases to be an ordinary or associate member of the Foundation, or is otherwise suspended as an ordinary or associate member, shall be deemed to have ceased to be a member of the Board or to have been suspended therefrom, as the case may be.
- (2) (5) The Board may, after suspending a member, re-instate or dismiss him/her as a member of the Board.
- (2) (6) The Board shall not suspend or dismiss a member unless the member is given the opportunity to explain his act or omission to the Board orally or in writing.
- (2) (7) A member who fails to attend three (3) consecutive meetings without notice of leave shall *ipso facto* be deemed to have resigned as a member unless he/she furnishes a valid reason for his/her absence and inability to give notice of absence.

3. Meetings and Proceedings of the Board

- (3) (1) Subject to subarticle 18 (1) (2) (b), the first meeting shall be held not later than thirty (30) days after the election of the Board.
- (3) (2) The Board shall meet at least once every **two months** at the place of business of the Foundation, or at such other place in Seychelles as the Chairperson may determine and give notice of, to the members.
- (3) (3) A member may at any time, with the written support of another member and with notice in writing within a reasonable time to the Secretary, call a meeting.
- (3) (4) Any matter required to be decided at any meeting of the Board shall be decided by a simple majority of votes of the members present and voting. Each member shall have one vote but in the event of an equality of votes the person presiding shall have an additional vote.
- (3) (5) The Board may transact any business by circulation of papers and a decision taken in writing by a majority of the members is deemed to be a decision of the Board.

(3) (6) Except as otherwise provided in this Constitution, the Committee shall regulate its own proceedings.

(3) (7) The quorum for any meeting of the Board shall be three members.

(3) (8) The Chairperson or, in his/her absence, the Vice-Chairperson shall preside over the meetings of the Board. In their absence the members of the Board shall elect a member of the Board to preside over the meetings.

4. Powers of the Board

(4) (1) Subject to this Constitution and any direction, which the General Meeting may from time to time give to the Board, the Board shall:

- (a) deal with the assets of the Foundation and generally manage the affairs of the Foundation, in accordance with the provisions of this Constitution and regulations made thereunder, for the purpose of carrying out its aims and objectives;
- (b) represent the Foundation and deal with all matters of the Foundation not specifically reserved by a General Meeting for the decision of the General Meeting;
- (c) ensure that the aims and objectives of the Foundation are fulfilled;
- (d) convene meetings of the Foundation;
- (e) appoint the auditor of the Foundation;
- (f) hire and appoint the Executive Director of the Foundation; and
- (g) deal with any matter which the General Meeting may from time to time assign to it.

(4) (2) **The Chairperson shall, subject to this Constitution:**

- (a) sign all documents of the Foundation and be a co-signatory to all accounts of the Foundation; and
- (b) ensure that the Board functions according to this Constitution.

(4) (3) The **Vice-Chairperson** shall, subject to this Constitution:

- (a) exercise the functions of the Chairperson whenever the Chairperson is absent; and
- (c) exercise such other functions as may be assigned to him/her by the Chairperson or the General Meeting.

(4) (4) The **Secretary** shall, subject to this Constitution:

- (a) prepare and keep the minutes of meetings, records and files of the Foundation;
- (b) record the minutes and proceedings of meetings of the Foundation and undertake all correspondence of the Foundation;
- (c) sign all documents of the Foundation including its accounts;
- (d) be responsible for the enrolment of members;
- (e) file and cause to make all such returns on behalf of the Foundation, within such time, as may be required by law; and
- (f) perform such other duties as may from time to time be assigned or delegated by the Chairperson or the General Meeting.

(4) (5) The **Treasurer** shall, subject to this Constitution:

- (a) be in charge of all funds of the Foundation;
- (b) produce for inspection by persons interested all records and books pertaining to financial transactions;
- (c) be a co-signatory to all the Foundation's accounts;
- (d) collect and bank all revenue of the Foundation; and
- (e) perform any other duties assigned to the Treasurer by the Chairperson or the General Meeting.

ARTICLE 8

General Meetings

1. Procedure relating to General Meetings

(1) (1) The Chairperson or, in his/her absence, the Vice-Chairperson shall preside over the general meetings of the Foundation. In their absence the members shall elect a member of the Board to preside over the general meetings.

(1) (2) Any period of notice herein may be waived by the Board only if the urgency of the matter to be discussed makes this imperative.

(1) (3) The Secretary shall use any reasonable means of communication in calling any general meeting of the Foundation.

2. The Annual General Meeting

(2) (1) The first Annual General Meeting of the Foundation shall be held not later than the thirteenth (13th) month from the registration of the Foundation as an Association and the subsequent Annual General Meeting shall be held not later than fifteenth (15th) month after the last Annual General Meeting.

(2) (2) Subject to this Constitution, the agenda of the Annual General Meeting shall be:

- (a) presentation and, if thought fit, adoption of the Chairperson's report;
- (b) presentation and, if thought fit, adoption of the Secretary's report;
- (c) presentation and, if thought fit, adoption of the Treasurer's report;
- (d) presentation and, if thought fit, adoption of audited financial statements along with the auditor's and committee's report thereon;
- (e) approval of the minutes of the last Annual General Meeting;
- (f) election of the members of the Board;
- (g) review of the activities of the Foundation during the preceding year and adoption of a programme of activities for the ensuing year;
- (h) any other business which the Board or the Annual General Meeting may resolve to transact; and
- (i) deal with other matters which the general meeting may deal with under this Constitution.

(2) (3) The Secretary shall give at least fourteen (14) days written notice to all the ordinary members of the date, time and venue of the Annual General Meeting. The notice shall set out the matters to be transacted at the Annual General Meeting.

(2) (4) The notice to the ordinary members shall be delivered either by hand delivery or by posting on the ordinary members' last known address or by emailing on the ordinary members' last email address, as entered in the records of the Foundation.

(2) (5) During the election of the members of the Board, the Annual General Meeting shall appoint an *ad hoc* Chairperson who is not a candidate for election to preside over the election.

3. Extraordinary General Meeting

(3) (1) A General Meeting which is not an Annual General Meeting shall be termed an Extraordinary General Meeting.

(3) (2) The Board:

- (a) may at any time after giving the members seven (7) days written notice in writing convene an Extraordinary General Meeting; and
- (b) shall, on the request of not less than one third (1/3) of the members convene an Extraordinary General Meeting in the manner provided in subarticle 2 (3) of this Article.

(3) (3) A notice convening an Extraordinary General Meeting shall be in writing and shall also specify the matters to be transacted at the meeting PROVIDED that the Extraordinary General Meeting may by resolution deal with any matter not specified in the notice convening the meeting.

(3) (4) Subarticle 2 (4) of this Article shall be applicable regarding the service of the notice.

4. Quorum

(4) (1) The quorum for any general meeting of the Foundation shall be one half (½) of all the ordinary members.

(4) (2) For the purpose of this sub article, when one half of the ordinary members consists of an integer and a fraction such fraction shall be disregarded and only the integer taken as the two-thirds of all the ordinary members.

ARTICLE 9

1. Voting

(1) (1) Voting at any general meeting of the Foundation shall be by secret ballot or by show of hands as may be decided by consensus.

(1) (2) Each member shall have one vote and unless any Law of Seychelles, this Constitution or a resolution passed by the members at a General Meeting, provide otherwise, any matter required to be decided at any meeting of the Foundation including the election of the Board shall be decided by a simple majority of votes of the members present and voting at the meeting of the Foundation.

(1) (3) In the event of an equality of votes the person presiding shall have an additional vote.

Article 10

Patron

The Foundation may by resolution appoint a person of merits and goods standing as its Patron subject to the acceptance by the person so appointed.

ARTICLE 11

Regulations

The Foundation may make regulations for the carrying out of the aims, objectives and the proper running of the Foundation, including any code of conduct.

ARTICLE 12

1. Amendment

(1) (1) This Constitution may be amended by not less than two thirds (2/3) of the total number of ordinary members of the Foundation present and voting at the General Meeting, provided that not less than three-fifths (3/5) of the total number of ordinary members are present in person or by proxy.

(1) (2) For the purpose of this article, when two-thirds of the ordinary members consists of an integer and a fraction such fraction shall be disregarded and only the integer taken as the two-thirds of all the ordinary members.

(1) (3) A motion to amend this Constitution shall:

- (i) be in writing and signed by not less than 1/3 of the ordinary members of the Foundation;
- (ii) state clearly the object of the meeting and the resolution to be put to the meeting; and
- (iii) be addressed to the Secretary of the Foundation.

(1) (4) The Secretary shall issue a written notice, within Seven (7) days of receiving such written request, convening the meeting, in accordance with subarticle 3 of Article 8.

ARTICLE 13

1. Funds, Books and Inspection

- (1) (1) The funds of the Foundation shall consist of donations and any other moneys raised by the Foundation or received by it or paid into its accounts.
- (1) (2) The funds of the Foundation shall be deposited in a bank account selected by the Board. Withdrawal of monies from the bank account shall be signed jointly by the Chairperson and Treasurer.
- (1) (3) The Board shall cause to be kept proper accounts and records of all financial and related matters of the Foundation and shall in respect of each financial year cause accounts and financial records of the Foundation to be audited by an auditor appointed by the Board.
- (1) (4) The Treasurer shall present the audited statement of accounts to the Annual General Meeting.
- (1) (5) A member or any person having an interest in the funds of the Foundation may inspect the books and records of the Foundation at all reasonable hours at the place of business of the Foundation or at such other place that they are kept.

ARTICLE 14

1. Sub-Committee

- (1)(1) Notwithstanding any provision of this Constitution the ordinary members at a general meeting of the Foundation may by resolution passed by a two-third majority of votes set up a sub-committee for the purpose of dealing with any matter.
- (1) (2) The ordinary members of the sub-committee shall be elected by the ordinary members at a general meeting by a simple majority of votes, and the sub-committee may include persons other than members of the Foundation.

ARTICLE 15

1. Executive Director

- 1 (1) The Executive Director shall be hired and appointed by the Board.

1 (2) The Executive Director shall be a full time Employee of the Foundation and shall be responsible for the day to day management of the Foundation in accordance with his/her contract of employment or instruction as may, from time to time, be provided by the Board.

1 (3) The Executive Director shall be an Ex Office member of the Board but shall have no voting powers.

ARTICLE 16

Fine

The maximum fine that may be imposed under this constitution shall be Seychelles Rupees One Thousand in respect of any conservancy act and/or omission.

ARTICLE 17

1. Suspension of Activities of the Foundation

In the event of the Foundation suspending its activities, the Board, may by a simple vote of majority, nominate another Association as the trustee of the Foundation and vests all its assets in the nominated Association.

ARTICLE 18

1. Dissolution

The members may, subject to the Laws of Seychelles, dissolve the Foundation, by not less than two third (2/3) of the total number of members of the Foundation present and voting at the General Meeting, provided that not less than three fifth (3/5) of the total number of members are present in person or by proxy.

ARTICLE 19

1. Clarification

(1)(1) From the date of registration of the Foundation as an Association, in accordance with the law, to the holding of the Foundation's first Annual General Meetings, the members of the Board shall be as follows –

Office	Chairperson
Name	Danny Faure

Office Vice-Chairperson
Name Maurice Lousteau-Lalanne

Office Treasurer
Name Ginny Elizabeth

Office Secretary
Name Bertrand Belle

(1) (2) For the purpose of clarity –

(a) the aforementioned members of the Board –

(i) . are the first ordinary members of the Foundation; and

(ii) they are eligible for election and re-election as members of the Board; and

(b) the first meeting of the existing Board shall be held not later than thirty (30) days after the registration of the Foundation as an Association.

Dated this: _____ day of May, 2021

Name: FAURE, Danny

Address: Beau Vallon, Mahe, Seychelles

Name: Maurice Lousteau-Lalanne

Address: La Misere, Mahe, Seychelles

Name: ELIZABETH, Ginny

Address: Bel Air, Mahe, Seychelles

Name: BELLE, Bertrand
Address: La-Misere, Mahe, Seychelles

Name: Alain Decommarmond
Address: Beau Vallon, Mahe, Seychelles