



Maiak Rural Investment Agency (MRIA)
Beverlyhills Estate, Port Vila
PO Box 330
Mob: 7769901/5407276

**CONSTITUTION
OF
MAIAK RURAL INVESTMENT AGENCY (MRIA)
December 2020**

ORGANIZATION RULES OF MAIAK RURAL INVESTMENT AGENCY (MRIA)

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2) Preliminary

- a) The name of the organization is **MAIAK RURAL INVESTMENT**.
- b) The organization is established to be, and continue as, a profitable and non-profitable organization.
- c) These rules are intended to be binding on members of the organization and enforceable by courts in Vanuatu.
- d) No addition, alteration or amendment shall be made to this Constitution unless previously submitted (as appropriate) to the –
 - (1) Vanuatu Taxation Office: and/or
 - (2) PROVINCIAL AUTHORITYand the Vanuatu Taxation Office and/or PA has provided written advice that the proposed addition, alteration or amendment does not remove or have the effect of removing tax-exempt status or any status under the Act of the Vanuatu rates and taxation.

3) Alteration of Rules

- a) Subject to rule b) below, these rules may be changed, added to, or replaced by special resolution of the organization's members at a general meeting. This includes a change to the organization's name.
- b) The members must not pass a special resolution that amends these rules if passing it causes the organization to no longer be a profitable and non-profitable organization..

4) Non-profitable and Profitable purposes and is for profit and non-profitable status.

The organization will pursue the following Non-profitable and Profitable purposes:

- a) For the purpose of giving direct benevolent relief to the people of the Island of Vanuatu
- b) Providing necessary assistance for their survival. We plan to do this through the following mentioned objectives.....
 - i) by helping and providing necessary emergency food programs for, but not limited to, the Young, couples, Elderly and Widows who have little means of income.
 - ii) By providing financial assistance for the establishment of small business projects which will help create a sustainable income for families to stay together and relieve financial and social pressures.
 - iii) By providing emergency food aid and shelter during time of natural disaster.
 - iv) By provision of clothing, shoes and blankets to those who have little means of income
 - v) By the provision of social and educational support conducting Health Education, Social Welfare Programs, and Business and Finance Education.
 - vi) by raising awareness among the general public about those on the islands of Vanuatu who suffer from poverty, lack of direct means of education, hunger, and natural disasters and the economic and social effects.
 - vii) By raising funds & donations by all lawful means necessary and seeking to enter into contracts, seek in-kind donations and arrangements which allow the organization to carry out the objectives outlined.
- c) The organization may do all things that may help it to achieve these purposes, in accordance with these rules.
- d) The organization and its committee may do things and use the income and assets of the organization, for non-profitable and profitable purposes.

- e) The organization must operate consistently with legal requirements for registered business (es).
 - f) The organization may distribute any fees, income or assets, directly or indirectly, to its members or Directors.
 - g) Rule d) does not stop the organization from doing the following things, provided they are done in good faith (fairly and honestly):
 - i. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favorable to the organization, or
 - ii. Making a reimbursement payment or providing a benefit to a member or Director in carrying out the organization's non-profitable and profitable purpose(s)
 - iii.
- All monies due to members or Directors must be approved by all officeholders

5) Indemnity

- a) To the extent possible under law, members (including committee members) are entitled to be indemnified out of the assets held for the organization for any debts or liabilities incurred personally by a member when acting on behalf of the organization, so long as the member was:
 - i. authorized by the organization to take that action, and
 - ii. acting in good faith (fairly and honestly) and in the best interests of the organization.
- b) This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the organization. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- c) To the extent permitted by law, and if the committee considers it appropriate, the organization may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the organization (including a committee member) against any liability incurred by that person as a member of the organization (including as a committee member).

6) Funds and Assets

- a) The committee must establish policies about the holding and management of funds and assets on behalf of the organization or its purposes, and the committee

set out who oversees these funds and assets and who can make decisions about them.

b) The organization must satisfy any obligations that apply to the use of assets over which a trust exists.

c) The organization can receive funding from:

i) Joint partnerships and annual membership fees

ii) Donations

iii) Grants

iv) Fund-raising

v) Interest, and

vi) Any other lawful sources approved by the committee that are consistent with furthering the organization's purposes.

7. Financial Year

The financial year of the organization is from “Financial Year” that being, 31st December 2020, unless the committee passes a resolution to change the financial year.

8. Record Keeping

a) The organization must make and keep written financial records that:

i. correctly records and explains the organization's transactions and financial position and performance, and ii. enable true and fair financial statements to be prepared and to be audited.

b) The organization must also keep written records that correctly record its operations, and be able to produce these records if required by law.

c) The organization must retain its records for at least seven years, or as otherwise required by the rates and tax Act or any other laws that may apply (for example, taxation law).

d) The committee members must take reasonable steps to ensure that the organization's records are kept safe and made available for perusal when required.

9. Contracts and Arrangements

The organization has the following powers;

a) The organization can purchase, take on, hire or otherwise acquire any land, buildings, easements, or property (real or personal) and any rights or privileges which may be required for the purposes and capable of being conventionally used in connection with any of the objects of the organization provided that in the event

that the organization shall take hold of any property which may be subject to any trusts, the organization shall only deal with the same in such manner as is permitted by Act having regard to such trusts.

b) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any or all of the property and rights of the organization.

c) to enter into any arrangements with any government or authority, municipal, local or otherwise, that are conducive to the objects of the organization or any of them and to obtain from such government or authority any rights, privileges and concessions with the organization may consider desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

10. Memberships

a. Anyone who supports the purposes and agrees to be bound by these rules can apply to join the organization as a member, as long as they are not a threat to the organization

b. The committee decides the process for receiving and approving or rejecting membership applications.

c. After the committee has approved or rejected a membership application, the committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected.

If an application is rejected, the organization does not have to give reasons.

d. The committee can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by a majority of members voting at a general meeting.

e. Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the committee. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be canceled by the committee.

f. When membership is suspended, a member cannot exercise their members' rights such as voting at a general meeting.

g. If a member resigns, the organization is not required to refund any joining and membership fees already paid

A person immediately stops being a member if:

i) Their membership is canceled under these rules

- ii) They resign by writing to the committee; or
- iii) They die.

11. Registration of Members

- a) The organization must maintain a register of members.
- b) Members' names and contact details (an email address is sufficient instead of other contact details, if the committee approve this) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- c) The committee must record the date that a person stops being a member of the organization in the register of members as soon as possible after the person stops being a member.
- d) If a member requests that access to their details on the register of members be restricted, the
- e) Committee may decide whether access will be restricted and will notify the member of this.

12. Members' access to documents

- a) A member may make reasonable requests to inspect (at a reasonable time) the:
 - I. rules of the organization
 - II. General meeting minutes, and
 - III. Register of members.
- b) A member may make reasonable requests for copies of the documents requested under rule a). The organization can charge a reasonable fee for providing copies.
- c) Members may only use information that is accessed in accordance with rules a) or b) for lawful and proper purposes related to the organization.
- d) Subject to rule e), the organization must provide access to documents or copies requested under rules a) and b) within a reasonable time.
- e) The organization can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the organization, or if the request is otherwise unreasonable.
- f) Members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless there is a full committee vote and specifically allows it.

13. The Committee

- a) The organization is governed by the committee that is made up of committee members. The role of the committee is to ensure that the organization is responsibly and transparently managed and pursues its purposes.
- b) The committee can exercise all powers and functions of the organization (consistently with these rules, relevant Australian laws and requirements for registered charities), except for powers and functions that the members are required to exercise at a general meeting (under these rules, relevant Vanuatu laws or requirements for registered business).
- c) The committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty that applies to the committee or particular committee member under Vanuatu laws.
- d) Committee members are elected by a ballot of members of the organization at a general meeting.
- e) The committee is made up of a maximum of 5 committee members and no fewer than 3 committee members.
- f) At the first committee meeting after each AGM, the committee must appoint a committee member as Chair.
- g) The committee may appoint and remove committee members to and from any positions (such as Chair, President, Deputy President, Treasurer and Secretary) and decide their responsibilities in those roles.
- h) Each committee member finishes their time on the committee at the end of the next AGM after they were appointed, but they can be elected again.
- i) A member can nominate to be on the committee by writing to the committee or at a general meeting where an election for the committee is held. Another member must support their nomination.
- j) To be eligible to be a committee member, a person:
 - i. must be eligible to be a responsible person under the organization rules.
 - ii. Must be nominated under rule i)
 - iii. Must give the organization their signed consent to act as a committee member of the organization, and
 - iv. Must be a member of the organization at the time of their nomination, appointment, and for the duration of their time on the committee.
- k) If the number of eligible applicants nominated to be committee members is equal to the number of committee members required, the chair may declare the positions filled without holding a ballot.
- l) A committee member stops being on the committee if they:

- i) Resign, by writing to the committee
- ii) Stop being a member of the organization
- iii) Are removed by a resolution of members of the organization
- iv) Are absent without the consent of the committee from all meetings of the committee held during a period of six months
- v) Become ineligible to be a responsible entity (committee member) under the rules of the organization,
- vi) Or die.
- m) If a committee member stops being on the committee before the next AGM, the committee can temporarily appoint a member of the organization to fill the vacancy on the committee until the next AGM.

14. Duties of the Committee

a) Among its other responsibilities, the committee is responsible for making sure that:

- i) Accurate minutes of general meetings and committee meetings are made and kept
- ii) Other records are kept in accordance with rules 8 a) to c), and
- iii) Documents of the organization are made available to members in accordance with rules in clause 12 a to f.

b) Committee members must:

- i) Comply with their legal duties under Vanuatu laws and ensure that the organization complies with its duties under Vanuatu laws, and
- ii) Meet the requirements for responsible entities (committee members) of registered organization and comply with the duties described in governance standard of the regulations made under the rules of this organization

Act which are:

- a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the organization.
- b. to act in good faith (fairly and honestly) in the best interests of the organization and to further the profitable and non-profitable purpose(s) of the organization set out in rule 4.,
- c. not to misuse their position as a committee member
- d. not to misuse information they gain in their role as a committee member
- e. to disclose any perceived or actual material conflicts of interest

- f. to ensure that the financial affairs of the organization are managed responsibly, and
- g. not to allow the organization to operate while it is insolvent.

For clarity, rule 14 b(ii) is intended to require compliance with this organization governance standards as amended or modified from time to time.

Exceptions:

Administration and Bookkeeping Duties, Accounting or Solicitor requirements do not need to comply with Clause 13 section l(iv) but the people holding these positions may be invited to be part of Committee meetings but will have no voting rights or privileges.

15 Committee Meetings

- a) A committee member can call a meeting by giving seven days' notice of a meeting to committee members unless the meeting is an urgent meeting (in which case reasonable notice must be given).
- b) The committee can decide how often it meets, and the way in which it meets, including by allowing.
- c) The Chair will chair committee meetings. If the Chair does not attend, the committee members can choose who will chair that meeting.
- d) A resolution is passed if more than half of the committee members voting at the committee meeting vote in favor of the resolution.
- e) A majority (more than half) of committee members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for committee meetings).
- f) The committee can allow circular resolutions. To pass a circular resolution, each committee member must agree to it in writing, including by email or other electronic communication, and it is passed once the last committee member has agreed to it.

16. General meetings of Members

1) General

- a) General meetings of members can be called by the committee. The committee must call a general meeting if requested by a group of members making up at least 10% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.

- b) If the committee does not call and hold a meeting where requested to do so under rule a) within two months of the request, 50% or more of the members who made the request may call and arrange to hold a general meeting. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling general meetings set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the organization.
- c) At least 10% of the members that are entitled to vote at the meeting must be present at a general meeting (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for general meetings). Any persons using technology is taken to be present in person at the meeting.
- d) Written notice of general meetings must be provided to all members (and the organization's auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.
- e) Any notice of general meetings must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- f) The organization must hold its first AGM within 18 months of being formed. After that the organization must hold an AGM at least once in every calendar year, at which it provides reports to members about the financial position and activities of the organization.
- g) The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect committee members. The notice of the AGM must include any special business or resolutions to be considered.
- h) A group of at least 10% of members who are eligible to vote at a general meeting can propose resolutions to be voted on at a general meeting by writing to the committee advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the general meeting can be met (which will depend on the type of resolution proposed).
- i) Any resolution proposed under rule h) must be considered at the next general meeting held no more than two months after the date the committee is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a general meeting.

- j) The Chair (see rule f and g) will chair general meetings. If the Chair does not attend, the members at the meeting can choose another committee member to be the chair for that meeting. The Chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- k) Each member has one vote.
- l) A resolution (other than a special resolution) is passed if more than half of the members present at a general meeting vote in favour of the resolution.
- m) Notes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- n) The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule c) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.
- o) On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- p) The chair and the meeting minutes do not need to state the number or proportion of the votes in favor or against on a show of hands.

2) Dispute resolution process

- a) If there is a dispute between a member or committee member and:
 - i) One or more members, and
 - ii) One or more committee members
 - iii) The parties involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.
- b) If the dispute cannot be resolved between the people involved, the committee must be notified, and a dispute resolution process must be put in place by the committee. The committee may develop a policy regarding dispute resolution.

c) A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the committee may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

3) Disciplining members

a) The committee can take disciplinary action against a member of the organization if it considers the member has breached these rules or if the member's behavior is causing (or has caused) damage or harm to the organization. The committee must follow a disciplinary process in accordance with rule d). The committee may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.

b) Disciplinary action can include warning a member, or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months.

c) The committee must write to the member to tell them why they propose to take disciplinary action.

d) The committee must arrange a disciplinary procedure that meets these requirements.

e) The outcome must be determined by an unbiased decision-maker (who cannot be a committee member,

f) The member must have an opportunity to explain or defend themselves.

g) The disciplinary procedure must be completed as soon as reasonably practical.

h) The committee must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.

I) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule d)

17. Winding up

a) The organization can be winded up by its members if the members pass a special resolution to wind up the organization at a general meeting.

b) If the organization is winded up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets;

i) Must not be distributed to the members or former members of the organization, and

ii) Subject to the requirements of Australian laws and any Australian court order, must be distributed to another organization or other organizations, with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.

iii) If the organization is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organization with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- Gifts of money or property for the principal purpose of the organization
- Contributions made in relation to an eligible fund raising event held for the principal purpose of the organization money received by the organization because of such gifts and contributions.

c) In making distributions upon winding up, the organization must satisfy any obligations that apply to assets over which a trust exists.