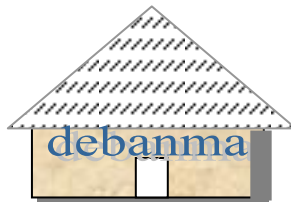


Constitution

of

Debanma
Heritage Forum



ESTABLISHED
21 October 2002

THE DECLARATION OF THE 'DEBANMA HERITAGE FORUM' IS MADE

The..... 21st day of..... **October**..... 2002 by

(a)

('the first trustees' who together with the future trustees or trustee of this assets may be paid or transferred to the trustees upon the same trusts.)

WHEREAS the first trustees hold

(b) the sum of £ 100.00 (hundred pounds) on the trustees declared in this deed and it is contemplated that further money or assets may be paid or transferred to the trustees to the trusts.

NOW THIS DEED WITNESS AS FOLLOWS:

A Administration

The charitable trust constituted by this deed ('the Charity') and its property (the trust fund') shall be administered and managed by the trustees under the name of Debanma Heritage Forum or by such other name as the trustees from time to time decide with the approval of the Charity Commission for England & Wales ('the commissioners').

B Objects

The trustees shall hold the trust fund and its income upon trust to apply them for the following objects ('the objects'):

- 1 To advance the education of the Blin people who are from Eritrea, in particular the children and the young people in subjects, which may include the language and history, traditions and cultural heritage of the Blin. Furthermore, conduct research and documentation programmes and develop projects to engage the community in activities of preserving their values and cultural heritages, empower the younger generation to establish their identity, to integrate and contribute to the well-being of societies they live in.
- 2 To relieve the needs of asylum seekers, refugees and immigrants by provision of information, advice & support on education, training, employment and health activities.

Note: Blin is a minority in Eritrea and today 50% live in exile all over the world, its language & culture near vanishing

C Powers

In furtherance of the objects but not otherwise the trustees may exercise any of the following powers:

- (i) to raise funds and invite and receive contributions: Provided that in raising funds the trustees shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations;
- (ii) to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) subject to any consents required by law to sell, lease or otherwise dispose of all or part of the property comprised in the trust fund;
- (iv) subject to any consents required by law, to borrow money and to charge the whole or any part of the trust fund with repayment of the money so borrowed;
- (v) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vi) to establish or support any charitable trust, associations or institutions formed for the objects or any of them;
- (vii) to appoint and constitute such advisory committees as the trustees may think fit;
- (viii) to employ such staff (who shall not be trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- (ix) to permit any investments comprised in the trust fund to be held in the name of any clearing bank, any trust corporation or any company which is a member of Stock Exchange (or any subsidiary such stockbroking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such;
- (x) to delegate to any one or more of the trustees the transactions of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity and which is within the professional or business competence of such trustee or trustees: Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them;

- (xi) to pay out of the assets of the Charity any premium in respect of any indemnity insurance to cover liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew or ought reasonably to have known was breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;
- (xii) to do all such other lawful things as are necessary for the achievement of the objects.

D Appointment of Trustees

- (1) There shall be at least three trustees. Every future trustee shall be appointed by a resolution of the trustees passed at a special meeting called under clause K.
- (2) In selecting person to be appointed as a trustee, the trustees shall take into account the benefits of appointing a person able by virtue of his or her personal or professional qualifications to make a contribution to the pursuit of the objects or the management of the Charity.
- (3) when any new trustee is appointed the trustees shall ensure that any land belonging to the Charity which is not vested or about to be vested in the Official Custodian for Charities or in a custodian trustee and all other property which is not vested or about to be vested in the Official Custodian for Charities, a custodian trustee or nominee is effectively vested in the persons who are the trustees following such appointment.
- (4) If for any reason trustees can not be appointed in accordance with the foregoing provisions the statutory power of appointing new or additional trustees shall be exercisable.

E Eligibility for Trusteeship

- (1) No person shall be appointed as a trustee:
 - (i) unless he or she has attained the age of 18 years; or
 - (ii) in circumstances such that, had he or she already been trustee, he or she would have been disqualified from the office under the provisions of the following clause.

- (2) no person shall be entitled to act as a trustee whether on a first or any subsequent entry into office until after signing in the minute book of the trustees a declaration of acceptance and willingness to act in the trusts of the charity.

F Determination of Trusteeship

A trustee shall cease to hold office if he or she:

- (1) 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);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- (3) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or
- (4) notifies for the trustees a wish to resign (but only if at least two trustees will remain in office when the notice of resignation is to take effect).

G Vacancies

If a vacancy occurs the trustees shall note the fact in their minute book at their next meeting. Any eligible trustee may be reappointed. So long as there shall be fewer than two trustees none of the powers or discretions hereby or by law vested in the trustees shall be exercisable except for the purpose of appointing a new trustee or trustees.

H Ordinary meetings

The trustees shall hold at least four ordinary meetings in each year.

I Calling meetings

The first meeting of the trustees shall be called by the chairperson or if no meeting has been called within three months after this deed by any 2/3 of the trustees. Subsequent meeting shall be arranged by the trustees at their meetings or may be called at any time by the chairperson or any 2/3 of the trustees upon not less than 10 days' notice being given to the other trustees.

J Chairperson

The trustees at their first ordinary meeting in each year shall elect one of their members to be a chairperson of their meetings until the commencement of the first ordinary meeting of the following year. The chairperson shall always be eligible for re-election. If the chairperson is not present within ten minutes after the time appointed for holding a meeting or there is no chairperson the trustees present shall choose one of their number to be chairperson of the meeting.

K Special meetings.

A special meeting may be called at any time by the chairperson or any 2/3 trustees upon not less than 4 days' notice being given to the other trustees of the matter to be discussed, but if the matters include appointment of a trustee or a proposal to amend any of the trusts of this deed then upon not less than 21 days' notice being so given. A special meeting may be called to take place immediately after or before an ordinary meeting.

L Quorum

There shall be a quorum when at least 1/3 of the number of trustees for the time being or 2 trustees, whichever is greater, are present at a meeting.

M Voting

Every matter shall be determined by a majority of votes of the trustees present on the question. The chairperson of the meeting shall have a casting vote whether he or she has or has not voted previously on the same question but no trustee in any other circumstances shall have more than one vote.

N Minutes

The trustees shall keep minutes, in books kept for the purpose, of the proceedings at their meetings.

O Accounts

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of accounts for the Charity;

- (3) the auditing or independent examination of the statements of accounts of the Charity; and
- (4) the transaction of the statements of accounts of the Charity to the Commissioners.

P Annual Report

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Q Annual Return

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory modification of that act) with regard to the preparation of an annual return and its transmission to the commissioners.

R General power to make regulations

Within the limits of this deed the trustees shall have full power from time to time to make regulations for the management of the Charity and for the conduct of their business, including the calling of meetings, the deposit of money at a bank and the custody of documents.

S Bank Account

Any bank account in which any part of the trust fund is deposited shall be operated by the trustees and shall be held in the name of the Charity. All cheques and orders for the payments of money from such account shall be signed by at least two trustees.

T Trustees not to be personally interested

- (1) subject to provisions of sub-clause 2 of this clause, no trustee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity or receive remuneration or be interested (otherwise than as a trustee) in any contract entered into by the trustees.)
- (2) Any trustee who is a solicitor, accountant or any other person engaged in any profession may charge and be paid all the usual professional charges for business

done by him or her or his or her firm when instructed by the other trustees to act in professional capacity on behalf of the Charity: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting of the trustees at which his or her own instructions or remuneration, or that his or her firm, is under discussion.

U Management of Land

Subject to any consent, which may be required by law, the trustees shall either sell or let any land belonging to the Charity, which is not required to be retained or occupied in furtherance of the objects.

V Leases

The trustees shall ensure that on the grant by them of any lease the tenant shall execute a counterpart lease. Every lease shall contain a covenant on the part of the tenant for the payment of rent and a provision for re-entry on non-payment of the rent or non-performance of the covenants contained in the lease.

W Repair and Insurance

The trustees shall keep in repair and insure to their full value against fire and other risks of the buildings of the Charity which are not required to be kept in repair and insured by the tenant and shall also ensure suitability in respect of public liability and employer's liability.

X Amendment of Trust Deed.

- (1) The trustees may amend the provisions of this deed, provided that:
 - (i) no amendment shall be made to clause B (the objects clause) unless it appears to the trustees that the objects can no longer provide a suitable and effective method of using the trust fund;
 - (ii) no amendment may be made to clause T (trustees not personally be interested clause) or this clause without the prior consent in writing of the Commissioners; and
 - (iii) no amendment may be made which had the effect of the Charity ceasing to be a charity at law.
- (2) Any amendment shall be made by a deed under the authority of a resolution passed at a special meeting of the trustees.

- (3) The trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

Z. Dissolution / Winding up:

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commissioners.

IN WITNESS whereof the parties hereto have hereunto set their respective hands the day and year first before written.

Signed as a deed by the said:

Name: Position

Signature Date