

## ARTICLES OF ASSOCIATION

# ALPHONSE FOUNDATION

### 1. NAME

The name of the organisation shall be the ALPHONSE FOUNDATION (hereinafter referred to as “the Foundation”).

### 2. OBJECTS OF THE FOUNDATION

**“The objects of the Foundation will be to promote the conservation, rehabilitation and enhancement of Alphonse and St Francois Atolls to being among the finest restored tropical atoll ecosystems in the world in harmony with sustainable low impact human development and eco-tourism, and to raise funds in order to do so.”**

### 3. AREAS OF ACTIVITY

The areas of activity that the Foundation may support in its programmes may include:

- a. The preservation, restoration and enhancement of the terrestrial and marine ecosystems of Alphonse and St Francois Atolls.
- b. The sustainable management of Alphonse and St Francois Atoll based on ecotourism integrating the triple bottom-line approach of conservation, monitoring and research.
- c. The establishment of a multi-disciplinary group of persons with expertise in all aspects of the natural sciences and conservation management, history and cultural heritage of islands.
- d. Raising and disbursing funds for conservation, monitoring, research and implementation of programmes to further the goal of the Foundation.
- e. The development of research and educational facilities consistent with the goal of the Foundation.
- f. The development of international and national links to exchange experience, expertise and information with other organisations that share similar objectives.
- g. The development of national and international awareness on the vital importance of islands as indicators of the health of the planet and to the preservation of biodiversity.

#### **4. BOARD OF TRUSTEES**

The control of the affairs of the Foundation shall be vested in a Board of Trustees (hereinafter referred to as “the Board”) The Board will in particular be charged with the responsibility of raising and controlling funds to be used in the establishment, development and running of the Foundation, as well as holding any immovable property upon which the Foundation may be situated from time to time and monitoring and reporting on the achievement of the objects and areas of activity set out in 2 and 3.

##### **a. Number**

The Board of Trustees (hereinafter referred to as “the Board”) shall consist of a minimum of four and a maximum of ten Trustees. These will include a maximum of:

Two nominated by Great Plains Safari Companies Limited;  
Two nominated by Island Conservation Society of Seychelles (ICS);  
One nominated by Islands Development Company Limited of Seychelles;  
One nominated by Ministry of Environment, Seychelles;  
One nominated by the Alphonse Home Owner’s Association (hereinafter referred to as “AHOA”).

Other Trustees may be appointed up to the maximum of ten by consensus of all other Trustees in General Meeting.

##### **b. General Powers**

The Board will consider proposals made by Island Conservation Society for the annual programmes of the Foundation and will decide upon those programmes to be adopted and implemented. The Board may delegate responsibilities for specific duties to individual Trustees or groups and may co-opt additional non-voting members (Associated members) to assist in the affairs of the Foundation.

The Board shall have all the powers and duties associated with and necessary to achieve the objects of the Foundation, which, without limiting the generality thereof, shall include the powers to:

- i) raise and receive funds;
- ii) approve budgets;
- iii) open banking and savings accounts;
- iv) appoint auditors and other professional advisors where necessary;
- v) deal by way of pledge, sale, lease, mortgage or in any other way with any moveable or immoveable property of whatsoever nature and the funds of the Foundation in such a way as may be necessary to further the objects of the Foundation;

- vi) apply the income and, in so far as necessary, the capital acquired by the Foundation for the purposes for which it is established;
- vii) acquire immovable property of whatsoever nature and deal with such property in such manner as may be necessary to further the objects of the Foundation;
- viii) maintain, insure and protect the properties, buildings and assets, equipment and machinery of the Foundation;
- ix) be responsible for the erection, alteration or demolition of buildings;
- x) make representations and give general advice on matters concerning the welfare of the Foundation;
- xi) institute or defend any legal proceedings on behalf of the Foundation and to that end appoint professional representatives;
- xii) keep proper minutes which will be approved at the next meeting of the board, which minutes shall be signed by the Chairman and the Vice-chairman after such approval;
- xiii) authorize the signing of all documents, including agreements, cheques, promissory notes, bills of exchange, powers of attorney and any other document required to be executed in relation to the affairs of the Foundation through designated persons;
- xiv) create trusts or funds to further the interests and objects of the Foundation and appoint Trustees to act on its behalf.

All project proposals for which funding is required must be approved by the Board.

**c. Annual General Meeting**

The Board shall hold an Annual General Meeting each year, notice to be given to all Trustees by the Secretary not less than twenty one days prior to the date of the meeting.

**d. Other meetings**

A timetable of further meetings of the Board of Trustees will be drawn up by the Board at each Annual General Meeting. In addition, the Chairman or any two members of the Board may request a special meeting of the Board for which not less than twenty-one days notice shall be given by the Secretary. Notice may be waived if agreed by a majority of Trustees including verbally by attendees of the meeting or in writing by non-attendees.

**e. Action without meeting**

The Board may act without a meeting if more than fifty percent of Trustees agree in writing to such action.

**f. Nomination of Trustees**

The Founding Trustees are as appended to these Articles of Association. The initial members shall serve for a period of two years. Thereafter, Trustees will be appointed for a period of three years by the organizations they represent. Trustees may be eligible for re-election for an indefinite number of terms.

**g. Office Bearers**

Positions will include, but not necessarily be limited to the Chairman, Vice-Chairman, Secretary and Treasurer. A Trustee may be elected to fill more than one position. Trustees may be resident or non-resident in Seychelles. Office bearers shall hold office for a period of three years, but shall be eligible for re-election at the Foundation's AGM.

Officers shall be elected by the Board of Trustees in general meeting. The Chairman shall chair all meetings. In the absence of the Chairman, the Vice-Chairman will preside. In the absence of both the Chairman and Vice-Chairman, the Board may appoint a Chairman to preside at a particular meeting at the time that meeting is convened. The Secretary shall be the Chief Executive Officer of Island Conservation Society.

**h. Voting**

Resolutions shall be passed by simple majority including votes by proxy or by written communication from Trustees unable to attend. In the event a vote is tied, the Chairman shall have the casting vote. Email voting will be accepted from specific addresses supplied in writing to the Chairman by the Trustee. The Secretary shall not have voting rights.

A resolution in writing that is signed by a majority of the trustees for the time being shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held and it may consist of several documents in the like form signed by one or more of the Trustees. Unless stated in the resolution, it shall be deemed to have been passed on the date upon which it was signed by the last signatory. Such resolution shall be noted at the next following meeting of the Trustees.

**i. Quorum**

A quorum for a meeting shall comprise fifty one percent or more of the Trustees. Absent Trustees may in writing appoint another Trustee who is able to attend as their proxy to a particular meeting and that person shall count as a part of the requisite quorum.

**j. Vacancies**

Any vacancy on the Board relating to a Trustee nominated by a constituent body will be filled by a person nominated by that body. Any other vacancy will be filled by a majority vote of those attending a meeting at which the

vacancy is tabled. A Trustee so elected shall serve the remaining unexpired term of their predecessor.

**k. Resignation and removal of Trustees**

A Trustee may resign by giving one month's written notice to the Chairman or Secretary.

The Board may remove or suspend any Trustee for any action deemed by the Board to be deleterious to the Foundation. Nominated Trustees may be changed when deemed necessary by the organisation they represent. If the Foundation receives a request from any organisation that wishes to change a nominated trustee before the expiration of their period of office, the proposed resolution to achieve the change will be included in the notice for the next scheduled meeting of the Foundation or at a special meeting to be called. The Foundation will give notice to the Trustee to be removed at least 15 days before the date when the notice for the meeting is sent out in the case of an Annual General meeting and at least one month in any other case. A vote in favour of the removal of a Trustee from office must be made by a majority of the trustees.

**l. Payments to Trustees**

Trustees shall receive no remuneration or other payment from the Foundation other than reimbursement of agreed expenses, which shall be authorised by at least one other Trustee, or reasonable compensation in terms of a written service agreement concluded on an arms-length basis and approved in writing by 50% of the Trustees, in terms of which the Trustee concerned is required to render services solely in relation to furthering the Trust Object.

**5. OFFICES**

The registered office of the Board shall be situated in Seychelles.

**6. FINANCE**

The Board shall establish a permanent Endowment Fund to support the objects of the Foundation. The Board shall also make available funds for the implementation of its programmes by Island Conservation Society within the agreed annual budget.

The Trustees shall keep true and accurate records of their administration of the Foundation and all assets and liabilities in such manner and form that such records shall at all times reflect the true and correct position of the Foundation. A balance sheet and income statement shall be prepared and certified as correct by the Trustees after the conclusion of each financial year.

**7. FINANCIAL YEAR**

The financial year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.

## **8. CONSERVATION PROGRAMMES**

The Foundation will consider all proposals for programmes made by Island Conservation Society and mandate the Island Conservation Society of Seychelles to implement those programmes of the Foundation which are adopted for an appropriate remuneration to be agreed by the Board, together with reimbursement of expenses within an agreed budget.

The Board will report annually in advance to the “AHOA” and obtain their approval for programmes to be undertaken in the forthcoming year.

## **9. AFFILIATION TO OTHER ORGANISATIONS**

The Board may approve affiliation with other institutions or societies or individuals resident or non-resident in Seychelles.

## **10. COMMITTEES**

The Board may appoint sub-committees of Trustees and other co-opted persons for specific projects or functions. Such committees must report to the Board and their decisions be sanctioned by the Board. All such committees must be chaired by a Trustee appointed by the Board.

## **11. REPORTS**

Reports shall include:

- a. An annual report on activities and accounts, to be presented by the Secretary and Treasurer respectively to the Annual General Meeting.
- b. Books, scientific papers, newsletters and other publications, the content of which is approved by the Board.
- c. Press releases approved by the Board.
- d. Any other report that may be required under specific projects, to be approved by the Board.

Reports shall be made available annually to the AHOA. Inspection of the books can be made by any members upon request to the Chairman.

## **12. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Articles of Association may be amended by a vote of at least three-quarters of Trustees at any meeting of the Board at which notice of the proposed amendment has been circulated to all Trustees with the appropriate period of notice as required.

## **13. INDEMNITY OF TRUSTEES**

A trustee shall be indemnified out of the Foundation assets against all claims and demands of whatsoever nature that may be made upon him arising out of the exercise or purported exercise of any of the powers hereby conferred on him, unless the loss in question is caused by his gross negligence, dishonesty or breach of trust.

#### **14. DISSOLUTION OF THE FOUNDATION**

The Foundation shall be dissolved on such date as is determined by resolution of the Trustees which resolution is passed by at least 75% of the trustees for the time being in office. Such funds or other belongings as remain after the payment of any and all outstanding debts may, subject to the provisions of the Registration of Associations Act, Seychelles, be distributed to such charitable or research facilities as resolved by the Board of Trustees.

This deed was approved at Maritime House, Laurier Avenue, Victoria, Seychelles by and on behalf of the Board on

the            of            2007.

#### **Additional clause approved on January 17<sup>th</sup> 2008:**

#### **15. ACCOUNTABILITY**

15.1 The accounts of the Foundation will be audited by an accountant.

15.2 Proper accounts and records will be kept

15.3 Records of meetings, membership and accounts shall be open to inspection by the members upon request

15.4 The auditor for each year will be appointed at the AGM

**CHAIRMAN**

**FOUNDING TRUSTEES**

<b>Name</b>	<b>Address</b>	<b>Occupation</b>	<b>Signature</b>
<b>Representing Island Conservation Society</b>			
Adrian Skerrett	North Point, Mahé, Seychelles	Company Director	_____
Jeanne Mortimer	Arpent Vert, Mahé, Seychelles	Consultant Biologist	_____
<b>Representing Great Plains</b>			
Colin Bell	Sunninghill, Sandton, Johannesburg 2157, South Africa	Company Director	_____
Ralph Meyer	Alphonse Island, Seychelles	Company Director	_____
<b>Representing Islands Development Company</b>			
Glenny Savy	Val Riche, Mahé, Seychelles	Company Director	_____
<b>Representing Ministry of Environment</b>			
Didier Dogley	Le Niol, Mahé, Seychelles	Principal Secretary	_____

We the persons named and signed above are desirous of associating to form the ALPHONSE FOUNDATION as prescribed by these Articles of Association, subject to the provisions of the Registration of Associations Act, Seychelles.

Dated this 31<sup>st</sup> day of December 2007

**Certified a true copy of the Articles of Association**

**CHAIRMAN**