

BRITISH-LITHUANIAN SOCIETY CONSTITUTION

21st June 2006

1. Name

1.1 The Society shall be called the British-Lithuanian Society ("the Society").

2. Objects

2.1 The objects of the Society are:

(1) to advance the education of young people in Lithuania by:

(a) supporting educational institutions and apprenticeship schemes;

(b) encouraging the development of English language skills and knowledge of the United Kingdom by the provision of printed and audio-visual materials for the use of students in educational institutions;

(2) to advance the education of the public in Lithuania by:

(a) assisting in the preparation of exhibitions and symposia relating to the history, art, science and culture of Lithuania or the United Kingdom;

(b) publication of magazines and other material of an educational nature;

(c) supporting other projects of educational value to Lithuania;

(3) to advance the education of the public in the United Kingdom by:

(a) assisting in the preparation of exhibitions and symposia relating to the history, art, science and culture of Lithuania;

(b) publication of magazines and other material of an educational nature relating to Lithuania;

(c) supporting other projects of educational value relating to Lithuania, including Lithuanian language programmes;

(4) to relieve poverty in Lithuania by supporting the activities of established organisations engaged in such work.

(5) to further the development of business and political ties between individuals and organizations in the United Kingdom and Lithuania;

(6) to assist members of the Society and their guests in improving their knowledge of Lithuania by arranging lectures, concerts and similar activities.

3. Membership

3.1 Ordinary membership shall be open to individuals who subscribe to the objects of the Society, and corporate membership shall be open to corporate bodies or unincorporated associations that so subscribe.

4. Application for Membership in the Society

4.1 Applications for membership of the Society:

- a) shall be made in writing to the Secretary of the Society and signed by the candidate or (in the case of applicants who are not individuals) a duly authorised representative; and
- b) shall contain information relating to the applicant requested by the Society; and
- c) shall be submitted to the Committee for approval.

5. Resignation

5.1 A member desiring to resign from the Society may give a notice in writing to that effect to the Secretary at any time.

6. Subscriptions

6.1 The annual subscriptions of ordinary and corporate members shall be such amounts as the Committee shall determine from time to time.

6.2 Members who cease to pay their annual subscriptions shall cease to be members.

6.3 Subscriptions shall be non-refundable.

7. Organisation

7.1 The Society shall be managed by a Committee ("the Committee") whose constitution, powers and duties are set out in this Constitution.

8. Committee

8.1 The Committee shall comprise the following officers:

- a) The Chairman;
- b) The Vice-Chairman;
- c) The Secretary;
- d) The Treasurer;

together with not less than 5 nor more than 10 other members, or such greater number as the Committee shall decide.

8.2 The officers of the Society shall be such members of the Committee as are appointed by the Committee from time to time, by a simple majority. The Committee shall have the power to remove any officer appointed by it, and to fill a vacant officer post.

8.3 Ordinary members of the Society and persons authorised by corporate members of the Society are eligible for membership of the Committee.

8.4 Members of the Committee shall be elected or re-elected by members of the Society at the Annual General Meeting. The Committee shall have power to fill a casual vacancy.

8.5 The newly elected Committee shall assume its functions immediately following the end of the Annual General Meeting at which the members of the Committee have been elected or re-elected.

8.6 The Committee shall have the power, in pursuance of the objects of the Society:

- a) to enter into monetary transactions on behalf of the Society and to apply the funds of the Society in satisfaction of those transactions;
- b) to open bank accounts in the name of the Society and to deposit funds of the Society with any reputable financial institution;
- c) to enter into contracts and other legally binding obligations on behalf of the Society;
- d) to establish or support any charitable trusts, associations or institutions formed for some or all of the objects of the Society;
- e) to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Society or similar objects and to exchange information or advice with them;
- f) to do all such other lawful things as are necessary in order to achieve the objects of the Society.

8.7 The quorum for a meeting of the Committee shall be five, of whom at least one shall be an officer of the Society.

8.8 The Committee shall have the power to appoint from time to time a President and two Vice Presidents of the Society. Each such appointment shall be for a term not exceeding four years but a President or Vice President whose appointment has terminated may be appointed for a further term.

8.9 A member of the Committee shall cease to hold office if he or she:

(a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(b) is absent without explanation to the Committee from two successive meetings of the Committee and the Committee resolves that his or her office be vacated; or

(c) notifies to the Committee a wish to resign.

10. Accounts

10.1 The Treasurer shall keep such proper books of account as will enable the Treasurer to present at every Annual General Meeting of the Society, or at any other time required (on reasonable notice to the Treasurer) by the Committee, accounts and a report which show a true and fair view of the financial state and operations of the Society including its commitments, debts and moneys owing to it.

10.2 The Financial Year of the Society shall end on the 31st day of December in each year to which day the Accounts of the Society shall be balanced.

10.3 The Society's annual accounts shall be scrutinised by two Members who are not Members of Committee and who have been appointed for this purpose by the Annual General Meeting as Accounts Examiners.

11. General Meetings

11.1 An Annual General Meeting of the Society shall be held once each calendar year, on such day as the Committee shall determine, to transact the following business:

- a) to receive and, if approved, to adopt a statement of the Society's accounts to the end of the preceding calendar year, duly scrutinised by two Accounts Examiners;
- b) to consider, and if approved, agree to any alteration of the Constitution. Such an alteration shall require a majority of at least two-thirds of the members present and entitled to vote;
- c) to elect the members of the Committee;
- d) to appoint two members, not being members of the Committee, as Accounts Examiners, to scrutinise the books of account;
- e) to deal with any special matter which the Committee desires to bring before the members and to receive suggestions from the members for consideration by the Committee.

11.2 The Committee may convene Extraordinary General Meetings of the Society.

11.3 If at least ten percent of the members request an Extraordinary General Meeting, stating its purpose, the Secretary shall send a notice convening such a meeting to the

members within 21 days of receiving the request, specifying the matters to be dealt with.

11.4 Notice convening a General Meeting shall be sent by the Secretary to the members not less than twenty-one days before the meeting and shall specify the matters to be dealt with.

11.5 The quorum for a General Meeting of the Society shall be 15, or ten percent of the total membership at the time, whichever is the greater.

11.6 The authorised representative of a corporate member shall be counted in the quorum.

12. Conduct of Meetings

12.1 At all General meetings and Committee meetings of the Society at which the Chairman of the Society is present, the Chairman shall take the Chair. In the Chairman's absence, the Vice-Chairman shall take the Chair. If both the Chairman and the Vice-Chairman are absent, the meeting shall be chaired by a person selected by those present.

12.2 Every Ordinary member and the authorized representative of a corporate member present at a General Meeting shall be entitled to one vote upon every motion. In the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.

12.3 The decision of the Chairman of any Meeting as to the result of the voting on any question shall be final. An entry in the Minute Book, signed by the Chairman of the Meeting, shall be conclusive of the terms of any resolution and of its having been passed.

12.4 The Secretary shall record in a Minute Book the proceedings of all meetings.

13. Register of Members

13.1 The Secretary shall maintain a list of names and contact details of all members of the Society, to which members of the Committee shall have access.

13.2 The contact details of a member of the Society may be given to other members if that member agrees.

14. Dissolution

14.1 If the number of members of the Society shall at any time fall below five or, if at any time the Society shall pass, in a General Meeting by a majority comprising at least two thirds of the members present and entitled to vote, a resolution of its intention to dissolve the Society, such dissolution shall take effect immediately. In the event of the dissolution of the Society, the available funds of the Society, after the settlement of all outstanding debts, shall be transferred to such one or more charitable institutions having aims similar or reasonably similar to those of the Society, as shall be chosen by the Committee and approved by the meeting of the Society at which the decision to dissolve the Society is confirmed.

Adopted by the Society's Annual General Meeting on 21st June 2006