

**CONSTITUTION AND BY-LAWS
OF THE
VANUATU ENVIRONMENTAL SCIENCE SOCIETY**

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ARTICLE I NAME OF THE ORGANIZATION

- Section 1.01 The organization shall be known as the VANUATU ENVIRONMENTAL SCIENCE SOCIETY.
- Section 1.02 The VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall carry an official acronym “VESS”.
- Section 1.03 The VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall be a charitable organization and shall be registered in accordance with the Charitable Association (Incorporation) Act [CAP 140] (the “Act”).

ARTICLE II VISION & AIMS

- Section 2.01 The Vision of VESS is: “To promote the development and use of environmental science in Vanuatu.”
- Section 2.02 The aims of VESS are:
- a) To undertake and promote environmental and conservation science in Vanuatu whilst supporting the development of local scientists.
 - b) To collate data and information relating to Vanuatu’s environment and facilitate collaboration and information sharing both within Vanuatu and internationally.
 - c) To disseminate scientific information to all sections of society in accessible forms to inform policy-making and decision making for benefit of Vanuatu’s environment and people..

ARTICLE III THE ORGANIZATION AND ITS STRUCTURE

- Section 3.01 The VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall be a non-profit organization providing support for its vision and aims through the society.

Section 3.02 As a non-government organization, the VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall be non-partisan and shall not in any way utilise any of its resources to participate in partisan politics.

Section 3.03 The affairs and governance of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall be vested in the Board of Directors.

Section 3.04 The Board of Directors shall be composed of at least seven (7) members, all of whom shall be respected PRIVATE individuals, each with strong credentials in any of the following areas:

- a) Environmental or natural science
- b) Environmental or conservation management
- c) Accountancy and audit
- d) Policy advocacy and legislation
- e) Business management and development
- f) Community based projects
- g) Pacific education and culture

Section 3.05 Nomination and Appointment of Directors

- a) Appointment of a Director shall be by invitation of the incumbent Board of Directors.
- b) In the selection of Directors, due consideration shall be given to ensure gender balance.
- c) Persons with previous criminal conviction or bankruptcy declaration shall not be eligible for nomination.

Section 3.06 Confirmation of appointment of a Director shall be by unanimous resolution of the incumbent Board of Directors at a scheduled meeting.

Section 3.06. For the purposes of establishing the society, an Interim Board of dedicated individuals shall be appointed for a period no longer than one year from the date of the registration of the society. The Board will have the express responsibility of setting up the society in order that it will continue to function after the first year of operations.

ARTICLE IV TERM OF OFFICE AND TERMINATION OF SERVICE OF TRUSTEES

- Section 4.01 Each Director shall serve for a fixed period of two (2) years from the date of confirmation. Outgoing Trustees, however, can be re-appointed for up to three (3) consecutive terms.
- Section 4.02 The term of office of any member may be terminated before the expiration of the term of service due to the following cause/s, but shall not be limited to:
- a) When the Director fails to attend three (3) consecutive Board Meetings;
 - b) upon voluntary resignation of the Director;
 - c) When the status and qualification of the member, as stated in the constitution, has changed to the detriment of the representation in the board of Directors and/or to the detriment of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY;
 - d) When the Director runs for political office or becomes an executive of a political party;
 - e) Breach of confidentiality and/or misuse of their position on the Board for personal gain;
- Section 4.03 All terminations shall be duly recored in the minutes of the Board mettings.

ARTICLE V CONDUCT AND PERFORMANCE OF TRUSTEES

- Section 5.01 ***The principles of Conduct and Performance***
- The following are the three (3) principles that shall establish the code of behaviour for the Board of Trustees members:
- a) ***Duty of Care***
Directors shall exercise due diligence in the performance of their duty, show interest in and participate in responsibilities and proper decision making for the organization.
 - b) ***Duty of Loyalty***
Trustees shall place the interest of the organization above that of each individual Trustee or of any other entity. If a situation arises (by reason of family, business or cultral association) in which a trustee is unable to place

the interest of the Vanuatu Environmental Science Society above such other interest he / she must declare a conflict of interest and recuse him or herself from all associated decision-making.

d) ***Duty of Commitment***

Directors shall commit to uphold and exercise faithfulness to the organization's vision and aims.

Section 5.02 Subject to the provisions of the constitution and any other rules promulgated therein, the board of Directors shall be responsible for setting policies that will govern the sound management, development, and growth of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY consistent with its vision, aims, and operational objectives to become a sustainable society.

In addition to the duties customarily performed by the Board, it shall:

- a) Provide the appropriate and necessary direction in the formulation of strategies to efficiently and effectively carry out the VANUATU ENVIRONMENTAL SCIENCE SOCIETY operations;
- b) Recruit, hire and dismiss the Chief Executive Officer according to the stipulated process and procedures contained in the approved Office Policies and Procedures that is required to maintain the highest level of professionalism and performance of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY and to monitor and ensure the satisfactory performance of sub personnel;
- c) Monitor the performance of VANUATU ENVIRONMENTAL SCIENCE SOCIETY in accordance with the set operational and financial targets in order to achieve sustainability and financial self-sufficiency;
- d) Perform all and every function such as, but not limited to, advocacy, promotion, networking, fund sourcing, business and project development, etc. that will assist VANUATU ENVIRONMENTAL SCIENCE SOCIETY achieve its vision, aims and operational objectives.

ARTICLE VI OFFICERS OF THE BOARD

Section 6.01 The Board shall from amongst themselves elect the following Officers:

- a) **The Chairperson** shall preside over all meetings of the Board and shall lead the Board in the monitoring and checking of all operational policies and management matters of the organization. Additionally, she/he will perform all the customary duties and responsibilities attached to the Office of the Chairperson and/or any other functions which may be bestowed upon his/her office by a resolution of the board of Trustees.
- b) **The Vice-Chairperson** shall exercise all powers, authority, and duties of the Chairperson during his/her absence or in the event of official inability of the Chairperson to perform his/her function. In addition, the Vice-Chairperson shall perform other functions that may be assigned by the Chairperson with full concurrence of the Board.
- c) **The Corporate Secretary** shall serve as the secretary during the meetings of the Board and shall perform all customary functions and responsibilities attached to the position, and other functions which may be assigned by the Chairperson with full concurrence of the Board. The Board, by resolution, may appoint the Chief Executive Officer of VANUATU ENVIRONMENTAL SCIENCE SOCIETY as Assistant Corporate Secretary to perform administrative duties associated with the office of Corporate Secretary.
- d) **The Treasurer** shall be responsible for the integrity of the financial affairs of VANUATU ENVIRONMENTAL SCIENCE SOCIETY. He/she shall be the key resource in the development of organization's fiscal policies and strategies.

ARTICLE VII THE BOARD MEETINGS

Section 7.01 *Regular Meetings.* The Board shall have regular meetings held every 3 months.

Section 7.02 ***Special Meetings.*** The Board can be called to convene for a Special meeting upon the request of the CEO of VANUATU ENVIRONMENTAL SCIENCE SOCIETY, or the Board Chairperson, or any of the Directors subject to the following conditions and procedures:

- a) There is a valid reason/cause for a special meeting.
- b) The validity of which shall be justified on a memorandum of request to be submitted to the Board Chairperson;

- c) The Board Chairperson officially approves, the request for a Special Meeting and sets the schedule of such.

Section 7.03 **Quorum.** A majority of the members of the Board of Directors will constitute a quorum. Majority is defined as 50% plus one (1).

Section 7.04 **Compensation.** Board Members as such shall not receive any salaries for their services, but by resolution of the board of Trustees, a reasonable fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board dependent of the ability of the Society to pay such allowance.

ARTICLE VIII THE ANNUAL STAKEHOLDERS CONSULTATION

Section 8.01 An Annual Stakeholders Consultation shall be held every year.

Section 8.02 The Annual Stakeholders Consultation shall be the venue for the Board of Directors to present the condition of the organisation as at the close of the previous financial year, and the progress of operations in the current year to its stakeholders. The event shall also be the opportunity for the stakeholders to share their suggestions and opinions for development of the organisation.

Section 8.03 The following shall represent the different stakeholders in the Consultation:

a) Representatives from qualified scientists, preferably active in environmental management or conservation.

b) Representatives from government agencies involved in science, environmental management, conservation, knowledge management.

c) Other NGOs and community groups involved in environmental science or management or conservation

d) Aid Donor representatives who are currently or becoming active in environmental science, management or conservation.

f) Private sector entities involved with environmental science, management or conservation

Section 8.04 The VANUATU ENVIRONMENTAL SCIENCE SOCIETY Chief Executive Officer in conjunction with the Board shall be responsible for selecting the stakeholder representatives invited to the annual stakeholder consultation one (1) month prior to the holding of the Consultation. The Chief Executive Officer shall be responsible for the presentation at the stakeholder consultation and must seek approval from the board for the presentation prior to the stakeholder meeting.

ARTICLE IX THE OPERATIONAL AND OFFICE POLICIES

Section 9.01 ***The operational policies.*** The operational policies shall be the primary guidelines in the implementation of the operations of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY.

The Operational Policies and procedures shall be outlined and detailed in an Operations Manual to be duly approved by the Board.

Section 9.02 ***The Office Policies.*** The Office Policies refer to the guidelines to be observed in the proper operation and running of the office and support structures, within the organization of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY. These policies shall be those pertaining but not limited to accountability structure, office protocol, and internal controls including the management of scientific data and information. The Office policies shall be outlined and detailed in an Office Policies manual to be duly approved by the Board.

ARTICLE X PROVISION FOR AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Section 10.01 This Constitution and by-Laws may be amended as so deemed required by a two thirds majority vote of the Board of Directors.

Section 10.02 Notice for proposals to amend the Constitution and By-Laws shall be submitted to the Board three (3) months prior to the meeting to make the amendments.

Section 10.03 The amendments to the Constitution and By-laws shall be presented and approved in any valid board meeting.

Section 10.04 The amendments to the Constitution can only be approved by a two-thirds majority vote of the Board.

Section 10.05 The Constitution must be reviewed by the Board after a minimum of one (1) year upon initial approval and every two (2) years thereafter.

ARTICLE XI DISSOLUTION OF THE ORGANIZATION

Section 11.01 The organization, the VANUATU ENVIRONMENTAL SCIENCE SOCIETY can be dissolved upon the passage of a unanimous resolution for such, and duly approved by a full Board. In such event, a due diligence audit shall be commissioned to ascertain the true financial standing of the organization. In no case shall any of the Trustees, his/her kin or assigns, personally benefit from such dissolution.

Section 11.02 The organization shall also be dissolved if:

- a) it is declared bankrupt; or
- b) ordered by the Courts in accordance with relevant laws of Vanuatu

Section 11.03 Upon dissolution, all assets of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall be disposed of as directed by its Board.

ARTICLE XII APPROVAL OF THE CONSTITUTION

Section 12.01 The Constitution and By-Laws shall be the basic framework of the operations and existence of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY. It shall be approved after deliberation or a series of deliberations, prior to the First General Meeting of the Board of Trustees constituted herein.

Section 12.02 The Constitution and By-laws shall be approved by a unanimous decision of the board of Trustees herein constituted.

Section 12.03 Thereafter, approval of any revision or amendment to the existing Constitution shall be approved only in a valid Board Meeting and after following the provisions of Article X of this Constitution and By-Laws.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 13.01 **Annual Reports.** This particular report shall provide a regular yearly update on the VANUATU ENVIRONMENTAL SCIENCE SOCIETY Operations Performance Data and information to be reported on the Annual Report shall be directly utilised by the organisation to further its operations and shall be made available to external stakeholders.

Section 13.02 **Financial Year.** The financial year of the VANUATU ENVIRONMENTAL SCIENCE SOCIETY shall follow the normal calendar year that opens on the 1st January and closes on the 31st December.

ARTICLE XIV TRANSITORY PROVISIONS

Section 14.01 The term of office of the first elected Officers of the Board of Directors after the effectivity of this Constitution and By-Laws shall be for one (1) year to ensure smooth transition between Boards.