CONSTITUTION

OF

"THE SCOFFIELD & MARGARET EVERSLEY FOUNDATION"

This document may be cited as the Constitution of "**THE SCOFFIELD & MARGARET EVERSLEY FOUNDATION**".

INTERPRETATION

In this deed:

"**the Trustees**" means and includes the Trustees or Trustee for the time being of this deed and "Trustee" means anyone of the Trustees.

"**the Charity**" means **THE SCOFFIELD & MARGARET EVERSLEY FOUNDATION**

Reference to "singular" "plural" "masculine" and "feminine" - Unless the context otherwise requires the singular includes the plural and the masculine includes the feminine and vice versa.

Clause headings are for reference only and shall not be taken into consideration in the interpretation of this deed.

1. **OBJECTIVES:**

To objectives of the charity are:

a) To facilitate the establishment of six- (6) Satellite Sunday School Ministries under the leadership of the Sunday School and Discipleship Ministries (S.D.M.I) Department of the Church of the Nazarene Barbados District. These satellite ministries are geared towards the reaching, support, and discipleship of persons in various communities across Barbados.

b) To facilitate the establishment and or expansion of FOUR (4) Compassionate Ministries Centres under the leadership of the Compassionate Ministries Department of the Church of the Nazarene Barbados District. These centres are designed to support the needs of those in the communities they serve and are particularly focused on providing assistance to those who are less fortunate and underprivileged. Each centre will coordinate programs and initiatives to provide support to those in need, including working with schools, religious and community organisations.

c) To offer technical, financial and personnel assistance to persons volunteering to be Ambassadors in the Church of the Nazarene's refocus campaign or the establishment of House Churches (cells).

d) To encourage the development of leadership potential in the church and community. The foundation will develop programs to identify, train, and equip leaders within the church and in the community to make significant contributions towards community and national development.

e) To assist with the infrastructural development in the church and community.

2. THE EXECUTIVE COMMITTEE

2.1 The Executive Committee of the Charity shall consist of each of the following who shall also be a Trustee of the Charity:

- Chairman
- Secretary
- Treasurer
- Public Relations Officer
- Trustees

2.2 The Chairman

The Chairman or his/her nominee shall preside at all meetings. He/She shall have the responsibility of overseeing the functions of the Charity. He/She shall also have the right to vote in any situation where a majority cannot be decided. It shall be the responsibility of the Chairman to call all General meetings.

2.3 The Secretary:

The Secretary shall:

a) Ensure that minutes of all meetings are recorded and distributed to all members.
b) Take responsibility for the maintenance of all organizational records.
c) Be responsible for all correspondence
d) Notify the members at least one month in advance of upcoming elections.
e) Prepare the agenda for all meetings of the Executive Committee and General Meetings.

2.4 The Treasurer:

The Treasurer shall be responsible for the management of financial affairs. It is also his/her duty to submit to the Executive Committee a monthly financial report; and prepare an annual budget,

2.5 The Public Relations Officer:

The Public Relations Officer shall be the liaison officer with all external parties and shall be responsible for all literature, press releases and publicity of the Charity. It is also his/her duty to uphold the image of the Charity.

2.6 Trustees:

The role of the Trustees is to oversee the management of the Charity. They are the body to which the Executive Committee reports.

2.7 Election & Office of the Executive Committee:

The Officers of the Executive Committee shall be determined by election, during the Annual General Meeting to be held in the month of January, at a date specified by the incumbent Executive Committee and the following shall apply:

a) The term of Office shall be for the period of one year only.

b) The same individual can hold an Office only for two consecutive terms, Elections however, can be sought for another post on the Executive Committee,

c) The Executive Committee shall meet at least once a month for the transaction of business.

d) Any member of the Executive Committee may resign his/her post in writing to the same two months in advance.

e) All members of the Executive Committee shall present and submit written reports at all Annual General Meetings.

3 POWERS:

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

a) 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;

b) 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;

c) subject to any consents required by law, to sell, lease or otherwise dispose of all or any part of the property comprised in the trust fund;

d) 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;

e) 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;

f) appoint and constitute such advisory or management committees as the Trustees may think fit and to make rules regulating inter alia the duties, functions, powers, procedure, composition, management or otherwise relating to any such committee;

g) 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 salaries to staff members, except the same be employed on a volunteer basis;

h) invest the money of the charity not immediately required for the said objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

i) cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects;

j) establish where necessary other groups or organizations for the attainment of the objects;

3.2. To make rules, where necessary, regarding:

a) the administration of the trust fund;

b) the day-to-day administration of the Foundation.

c) the award of grants and other forms of financial assistance and the persons to whom such should be given;

d) any matter relating to Patrons, including but not limited to, meetings and contributions and any other matter which in the discretion of the Trustees should be regulated by rules.

3.3 to do all such other lawful things as are necessary for the achievement of the objects.

4. PATRONAGE:

4.1 Patronage of the Charity shall be open to:

a. Individuals (over the age of eighteen years) who are interested in furthering the work of the Charity, and/or

b. Any body corporate or unincorporated association which is interested in furthering the Charity's work (called in this constitution a 'member organization').

4.2 Each member organization shall notify the name of the representative appointed by it and of any alternative to the Secretary. If the representative or alternate resigns from or otherwise leaves the patron organization, he or she shall forthwith cease to be the representative of the patron organization.

4.3 The Trustees shall have the right:

a) to approve or reject applications for patronage; and

b) for good and sufficient reason to terminate the patronage of any individual or organisation provided that the individual patron concerned or the individual representing such

organization (as the case may be shall have the right to be heard by the Trustees before a final decision is made.

5. APPOINTMENT OF TRUSTEES:

5.1 The First Trustees shall be those named in the Application for Registration delivered to the Registrar pursuant to the Charities Act Chapter 243 of the Laws of Barbados namely:

a. Dr. Samuel Danielson Elcock
b. Marva Veronica Britton
c. Dr. Errol Sebastian Bolden
d. Cynthia Yvonne Barrett
e. Cheryl Patricia Forde
f. Ryan Ian Miller
g. Merina Jeanelle Taylor
h. Rosalind Cecelia Wilson
i. Dwayne Lamar Roach

5.2 There shall be a minimum of three Trustees. The above-mentioned First Trustees shall, in the first instance, hold office for 2 years.

5.3 Every new Trustee shall be appointed by a resolution of the Trustees passed at a meeting of the Trustees and whenever a Trustee is appointed a memorandum of his appointment shall be prepared and signed by the persons present at such meeting.

5.4 Every new Trustee shall before acting in the trust of this deed sign a declaration of acceptance and of willingness to act in the trust declared in this deed.

5.5 Every new Trustee shall be appointed for a term of one year. A retiring Trustee shall be eligible for reappointment. In such a case the retiring Trustee shall not be entitled to vote in favour of his or her own appointment. So long as there shall be fewer than three 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.

5.6 In selecting persons to be appointed as Trustees, the Trustees shall take into account the benefits of appointing a person who through residence, occupation, employment or otherwise has special knowledge of the area of benefit or who is otherwise 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.

5.7 If a Trustee is to be appointed to replace a Trustee who is leaving office he or she may be appointed not more than three months before the other Trustee leaves office but shall not take office until the other Trustee has left office.

6. ELIGIBILITY FOR TRUSTEESHIP:

6.1 No person shall be appointed as a Trustee unless he or she has attained the age of eighteen years.

6.2 No person shall be entitled to act as a Trustee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and willingness to act as a Trustee of and for the Charity.

7. DETERMINATION OF TRUSTEESHIP:

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

7.1 is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act Chapter 243 of the Laws of Barbados (or any statutory re-enactment or modification of that provision);

7.2 becomes incapable by reason of mental disorder, 8 or injury of managing and administering his or her own affairs;

7.3 is absent without the reasonable excuse and/or the permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that his or her office be vacated; or

7.4 notifies to the Trustees a wish to resign at least three months prior to the date the proposed resignation is to take effect.

8. MEETINGS:

8.1 The first meeting of the Trustees shall be called by the Chairman or if no meeting has been called within three months after the date of registration of the Charity as a charity, by any two of its Trustees. Subsequent meetings shall be arranged by the Trustees at their meetings or may be called at any time by the Chairman or any two Trustees upon not less than seven days' notice being given to the other Trustees.

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

8.3 A special meeting may be called at any time by the Chairman or any two Trustees upon not less than ten days' notice being given to the other Trustees of the matters to be discussed, but if the matters include an appointment of a Trustee or a proposal to amend any of the trusts of this deed or the winding up of the Charity then upon not less than twenty-one days' notice being so given. A special meeting may be called to take place immediately after or before an ordinary meeting.

8.4 There shall be a quorum when at least two-thirds of the number of Trustees for the time being or three Trustees, whichever is the greater, are present at a meeting.

8.5 Every matter shall be determined by a majority of votes of the Trustees present and voting on the question. The Chairman 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 give more than one vote.

8.6 The Trustees shall keep minutes, in books kept for the purpose, of the proceedings at their meetings and meetings of committees; of all appointments of officers and the names of Trustees present at each meeting.

8.7 The Chairman of the Trustees shall preside as chairman of the meeting, but if the Chairman is not present within fifteen minutes after the time appointed for the holding of the meeting, the Trustees present may elect one of their number to be the chairman of the meeting.

8.8 The Secretary or in his or her absence a Trustee appointed by the Trustees present shall keep a full record of proceedings at every meeting of the Trustees or any committee of or appointed by the Trustees.

8.9 Any resolution of the Trustees may be rescinded or varied from time to time by the Trustees.

9 MANAGEMENT

9.1 The Trustees shall have the management and control of the affairs of the Charity.

9.2 When a vacancy arises in the office of Chairman, Secretary or Treasurer the Trustees shall elect one of their numbers to be Chairman, Secretary and/or Treasurer as the case may be and may also elect any other Trustee to hold such other office as the Trustees decide.

9.3 The Trustees may at anytime appoint or make provision for the appointment of any persons (including all or any of the Trustees) as a committee for the purpose of discharging such functions in connection with the affairs of the Charity or otherwise in relation to the execution of the trusts of this deed and in such manner and subject to such rules as the Trustees may make, delegate to one or more of the Trustees or to any such committee any of the trusts or powers vested in or exercisable by the Trustees under this deed, 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.

10. ACCOUNTS:

10.1 The Trustees shall comply with their obligations under the Charities Act Cap 243 (or any statutory re-enactment or modification of that Act) with regard to:

a) the keeping of accounting records for the Charity;

b) the preparation of annual statements of account for the Charity;

c) the auditing or independent examination of the statements of account of the Charity; and

d) the transmission of the statements of account of the Charity to the Registrar.

10.2 The Trustees shall comply with their obligations under the Charities Act Chapter 243 of the Laws of Barbados (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Registrar.

11. BANKING:

The funds of the Charity including all donations contributions and bequests shall be paid into a bank account operated by the Trustees in the name of the Charity as the Trustees shall from time to time decide.

All cheques and orders for payment of money from any such account must be signed by two (2) or more Trustees.

12 TRUSTEES NOT TO BE PERSONALLY INTERESTED:

12.1 Subject to clause 12.2, no Trustee shall take hold or acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) and no Trustee shall receive remuneration or be interested in the supply of work or goods at the expense of the Charity provided nevertheless that a Trustee may be reimbursed any reasonable and proper expense incurred by him in carrying out his duties including travelling or other expense incurred by him as Trustee.

12.2 Any Trustee who is a solicitor, accountant or 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 a 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 instruction or remuneration or that of his or her firm is under discussion.

13. REPAIR AND INSURANCE:

The Trustees shall keep in repair and insure to their full value against fire and other usual risks all the assets of the Charity and shall also insure suitably where necessary in respect of public liability and employers' liability.

14 **AMENDMENT OF TRUST DEED:**

14.1 The Trustees may amend the provisions of this deed, provided that:

a) no amendment may be made to clause: 1 (Objects) unless it appears to the Trustees that the objects can no longer provide a suitable and effective method of using the trust fund;

b) no amendment may be made to clause 12 hereof (Trustees not to be personally interested) or this clause; and

c) no amendment may be made which has the effect of the Charity ceasing to be a charity at law.

14.2 Any amendment shall be made by deed under the authority of a resolution passed at a special meeting of the Trustees.

14.3 The Trustees should promptly send to the Registrar a copy of any amendment made under this clause.

15. **TRUSTEE INDEMNITY:**

In the execution of the trust and powers of this deed no Trustee shall be liable for any loss to the Charity arising by reason of any mistake or omission made in good faith by him or any other Trustee or any other matter other than willful and individual fraud wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.

16. **WINDING UP:**

16.1 The winding up of the Charity may be resolved by a two-thirds majority of the Trustees at special meeting convened for that purpose, in accordance with clause 8.3 hereof.

16.2 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Trustees of the Charity but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and properly among its or their trustees.

16.3 The institution or institutions shall be determined by the Trustees at or before the time of winding up or dissolution and shall be registered as a charity or charities under the provisions of the Charities Act Chapter 243 of the Laws of Barbados.

16.4 Any property acquired by the Charity will be vested in the Charity and held by the Trustees on behalf of the Charity.

17. DATE OF ESTABLISHMENT:

This Charity is established on the 1st day of January, 2015[redacted]

Dr. Samuel Danielson Elcock

Marva Veronica Britton

Dr. Errol Sebastian Bolden

Cynthia Yvonne Barrett

Cheryl Patricia Forde

Ryan Ian Miller

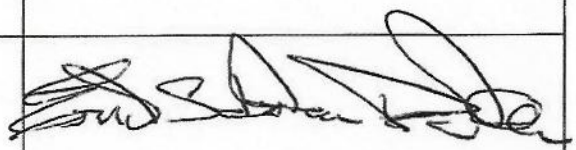
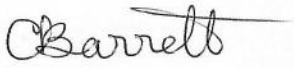
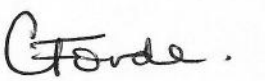
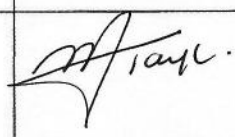
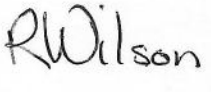
Merina Jeanelle Taylor

Rosalind Cecelia Wilson

Dwayne Lamar Roach

SIGNATURES OF THE FIRST TRUSTEES:

We, the persons whose names and addresses are written below, declare our acceptance and willingness to act in the trust declared in this Constitution of the "**THE SCOFFIELD & MARGARET EVERSLEY FOUNDATION**":

NAME	ADDRESS	SIGNATURE
Dr. Samuel Elcock	Carters Road, St. John, Barbados	
Marva Veronica Britton	Durants Village, Holders Hill, St. James, Barbados	
Dr. Errol Sebastian Bolden	Lot 47, Lodge Crescent, St. Michael, Barbados	
Cynthia Yvonne Barrett	#1050, 2nd Avenue Kingsland Heights, Kingsland, Christ Church, Barbados	
Cheryl Patricia Forde	31 Oxnards Crescent, St. James, Barbados	
Ryan Ian Miller	35 Wanstead Heights, Cave Hill, St. Michael, Barbados	
Merina Jeanelle Taylor	Promenade Road, Tudor Bridge, St. Michael, Barbados	
Rosalind Cecelia Wilson	Rock Hall, St. Thomas, Barbados	
Dwayne Lamar Roach	"Daleville", Black Rock Main Road, St. Michael, Barbados	