



## **1981 Statutes**

### **Article N°1**

The Association of British Subjects in Uruguay, hitherto known as "The British Society in Uruguay", shall retain the same title with constituted domicile in the city of Montevideo, Uruguay.

### **Article N°2**

The objectives of the Society will be:

- i) To maintain British ideals amongst permanent and temporary British residents in Uruguay and members of the British Community, and to strengthen the ties binding them to the United Kingdom.
- ii) To foster good relations between them and the people of Uruguay.
- iii) To organize celebrations as may be deemed necessary and appropriate according to each occasion.
- iv) To maintain an adequate Benevolent Fund and establish the conditions of its operation, for the purpose of assisting British subjects permanently or temporarily resident in Uruguay and members of the British Community in Uruguay who may require assistance; the Executive Committee will decide whether a person requiring assistance is a member of the British Community.
- v) To continue the administration of the old people's home known as the Sir Winston Churchill Home and establish the conditions for its operation.
- vi) To act in the best interests of the British Community in any matters not specifically falling within the scope of Her Majesty's diplomatic or consular representatives and/or the Cámara de Comercio Uruguayo-Británica, and to cooperate with and assist either of said representations or Chamber should this be requested.

Notwithstanding any of the foregoing objectives, nothing shall be interpreted as being limitative of the scope of activities of the Society, excepting only those cases that are expressly forbidden or limited by these Statutes.

### **Article N°3**

The Capital Fund of the Society is constituted by:

- a) The assets already existing as shown on the Balance Sheet approved by the Annual General Meeting on 21 December 1978.
- b) Income from subscriptions.
- c) Income from donations.

### **Article N°4**

Membership is open to both sexes and is composed of the following categories: Honorary, Active, Associate and Junior.

### **Article N°5**

Honorary Members are those upon whom this distinction has been conferred in recognition of outstanding services rendered to the Society. Honorary Membership may only be conferred by recommendation of the Executive Committee, submitted to a General Meeting and approved by not less than two-thirds of the voting Members present. Honorary Members shall enjoy all the privileges of Active Members, including the right to vote and serve on the Committee.

## **Article N°6**

Active Members are those who figure on the register as "Subscribing Members" at the date of the approval of these Statutes and those British subjects permanently or temporarily resident in Uruguay and other persons who are members of the British Community in Uruguay in the opinion of the Executive Committee, who are accepted in the future after complying with the requirements laid down in these Statutes.

## **Article N°7**

Associate Members are those who do not fulfil the conditions of Active Membership, but who at the discretion of the Executive Committee are actively associated with the activities of the British Community or are married to an Active Member.

## **Article N°8**

Junior Members are those who fulfil any of the conditions laid down in Article 6 for Active Members or in Article 7 for Associate Members, but who are under 18 years of age.

## **Article N°9**

Candidates for admission to membership must fill out an application form provided for that purpose, which must be signed by two members who must be either Honorary or Active.

## **Article N°10**

The Committee shall vote on the admission of members by means of white and black balls, two black balls being sufficient to reject the applicant, who may not be submitted again for admission during the succeeding twelve months.

## **Article N°11**

All Members shall have equal rights in the Society with the following exceptions:

- a) That of serving on the Committee shall be limited to Honorary and Active Members who are 21 years of age or over and who have been Members of the Society for more than 12 months.
- b) That of voting shall be limited to Honorary and Active Members who have been Members of the Society for more than 6 months.

In order to exercise the rights mentioned in a) and b), a Member must also be up to date in the payment of his subscriptions.

## **Article N°12**

Members wishing to terminate their Membership should notify the Honorary Secretary in writing.

## **Article N°13**

The privileges of Membership shall be lost automatically by any member who is three years in arrears in his subscription.

## **Article N°14**

A Member may be suspended for any period until the following Annual General Meeting by the votes of two-thirds of all the Members of the Council. The suspension must be submitted to the following Annual General Meeting as a separate item on the Agenda and the suspended Member must be notified in writing of the Meeting at which he shall be entitled to appear and defend his case. The suspended Member must leave the Meeting before a vote is taken.

## **Article N°15**

A Member who has been suspended in accordance with Article 14 shall have a period of 15

days to appeal to the Council against the decision. The Council must then consider the appeal and if in a period of 15 days it does not resolve upon the matter the suspension shall be considered confirmed.

#### **Article N°16**

The supreme authority of the Society is vested in the General Meeting which therefore is empowered to dispose and administrate all the assets of the Society without any limitations of any sort. The General Meeting may also resolve the dissolution of the Society and establish the manner of its liquidation.

#### **Article N°17**

General Meetings shall be Annual (Ordinary) or Extraordinary and their decisions shall be binding on all Members whether present or not.

#### **Article N°18**

All General Meetings must be convened by the Executive Committee by a notice which shall state the business to be transacted. The notice shall be sent to all members and published for one day in one daily newspaper in Montevideo at least three days before the date of the meeting.

#### **Article N°19**

The quorum required at all General Meetings is 20% of all the Members qualified to vote according to Article 11 b). If a quorum is not obtained at the time announced, thirty minutes shall be allowed to elapse, at which time the Meeting may legally transact business with whatever number is present.

#### **Article N°20**

At all General Meetings resolutions shall be taken by public voting, except in the election of the Executive Committee which shall always be by secret ballot, unless the majority of those present desire a secret vote to be taken on any other subject. Except in cases specially provided for in the Statutes, all resolutions shall be taken by a majority of votes, the President having a casting vote.

#### **Article N°21**

The date of commencement of the financial year shall be fixed by the Annual General Meeting.

#### **Article N°22**

The Annual General Meeting will be held within 120 days of the closing of the financial year, with the following agenda:

- a) To receive the report and audited statement of accounts for the previous financial year, as adopted by the Council.
- b) To elect a President and an Executive Committee.
- c) To select British institutions that shall be invited to form the Council.
- d) To fix the subscriptions for Active, Associate and Junior Members.
- e) To fix the date on which the present financial year will be closed.
- f) To elect the Chairman of the Sir Winston Churchill Home and Benevolent Funds.
- g) To elect auditors.
- h) General business.

#### **Article N°23**

An Extraordinary General Meeting may be called:

- a) When the Council considers it convenient to do so.
- b) When twenty Honorary and/or Active Members request it in writing, giving reasons, in which case the Executive Committee shall convene the Meeting within thirty days.

#### **Article N°24**

No business other than that for which the Meeting was convened may be transacted at an Extraordinary General Meeting.

#### **Article N°25**

The Society shall be managed by a Council constituted by:

- a) The Head of HBM's diplomatic mission in Uruguay, who shall be the Honorary President.
- b) The President elected at the Annual General Meeting.
- c) The four members of the Executive Committee elected at the Annual General Meeting.
- d) One delegate from each of the institutions selected at the Annual General Meeting.

#### **Article N°26**

It is the duty of the outgoing Honorary Secretary to notify the institutions selected at the Annual General Meeting in writing inviting them to name their delegate on the Council. This notice should be sent not later than seven days after the meeting. Failure to appoint a representative within 21 days counting from the date of the Annual General Meeting shall be understood as a refusal to integrate the Council.

#### **Article N°27**

At the first meeting of the Council, to be held not more than thirty days after the Annual General Meeting, the Council shall elect from amongst the Executive Committee a Vice-President, an Honorary Secretary and an Honorary Treasurer.

#### **Article N°28**

The Executive Committee shall be constituted by the President, Vice-President, Honorary Secretary, Honorary Treasurer and one other Member, all of whom shall be elected at the Annual General Meeting.

#### **Article N°29**

The President's term of office is two years; he may be re-elected for an additional consecutive term. The four members of the Executive Committee elected at the Annual General Meeting will serve for two consecutive years. After four consecutive years on the Executive Committee, the President as well as the other members may not be re-elected until twelve months have elapsed.

#### **Article N°30**

In the case of resignation, death, incapacity or absence of the President, the Vice-President shall replace him. In the event of resignation, death or incapacity of any member of the Executive Committee other than the President, the Executive Committee shall co-opt a member of the Society who fulfils the conditions specified in Article 11 to fill the vacancy.

#### **Article N°31**

The President or Acting President of the Society together with the Honorary Secretary or the Honorary Treasurer shall represent the Society in all dealings with other persons or entities and shall be fully qualified to do everything required for the conduct of the affairs of the Society according to the provisions of the Statutes.

**Article N°32**

The Honorary Secretary will keep records of all General Meetings and also of Council and Executive Committee meetings. He will also maintain an up-to-date list of Members and will be responsible for all the records pertinent to the affairs of the Society.

**Article N°33**

The Honorary Treasurer will keep records of all receipts and disbursements and will prepare and submit to audit a Balance Sheet and Statement of Income and Expenditure for adoption by the Council and presentation at the Annual General Meeting.

**Article N°34**

All funds of the Society shall be deposited in a bank or banks designated by the Executive Committee. Cheques will be signed by two office holders of the Executive Committee, one of whom shall be the Honorary Treasurer or Acting Honorary Treasurer.

**Article N°35**

The Council shall meet not less than once every three months to consider, approve or otherwise decide upon the conduct of affairs by the Executive Committee. At all Council meetings five Members shall constitute a quorum.

**Article N°36**

The Executive Committee shall meet at least once a month. Three Members shall constitute a quorum.

**Article N°37**

The Executive Committee is invested with ample faculties to administer and dispose of the social assets of the Society excepting only the sale or mortgage of real estate, which is the competency of the General Meeting.

**Article N°38**

The Society may open branches in any part of Uruguay on conditions to be established by the Council and to be ratified by an Annual General Meeting.

**Article N°39**

The bye-laws of the Sir Winston Churchill Home and Benevolent Funds may only be altered on the recommendation of the Council submitted to a General Meeting. The subject must be specifically included as an item on the agenda and requires the approval of two-thirds of the voting Members present at the Meeting.

**Article N°40**

The present Statutes may not be altered except by the vote of two-thirds of the voting Members present at an Extraordinary General Meeting convened for that purpose.

**Article N°41**

Notwithstanding the terms of Article 29, at the first Annual General Meeting to be held after the approval of these Statutes by the Extraordinary General Meeting convened for that purpose, two of the four members of the Executive Committee elected at said Annual General Meeting shall occupy their offices for one year only, albeit after this year they may be re-elected for a single period of two years.