

CONSTITUTION
OF
SAMOA UMBRELLA FOR NON-GOVERNMENTAL
ORGANISATIONS, INCORPORATED

- I THE NAME** of the Organisation shall be "SAMOA UMBRELLA FOR NON- GOVERNMENTAL ORGANISATIONS INCORPORATED"- **SUNGO** in acronym form.
- II THE PLACE OF OFFICE** of the Organisation shall be located **at Vaitele** or such other place as the Executive Council may from time to time determine.
- III THE VISION, MISSION, GOAL AND OBJECTIVES** of the Organisation shall be:

VISION:

Samoa has a competent and confident Civil Society sector that promotes sustainable development and improved quality of life for the people of Samoa.

MISSION:

"The Umbrella Organisation for Samoa NGO's providing information, **capacity building, research, opportunities**, and advocacy **for Civil Society in Samoa.**"

GOALS:

1. **Governance and Management**

SUNGO is recognised as a well governed and managed umbrella organisation leading the civil society sector through best practice

2. **Communication and Information**

SUNGO fosters a well informed civil society sector through providing effective communications and services

3.

4. **Institutional Strengthening**

SUNGO member organisations are empowered to effectively manage their organisations and services to their communities

5. **Policy and advocacy**

SUNGO member organisations needs and concerns are addressed at national level

6. **Research and Policy Advise**

SUNGO provides effective research and data collection to better inform civil society initiatives

IV MEMBERSHIP

1. Membership shall be confined to Non-Governmental Organisations and Civil Society Organisations(NGOs/CSOs) only upon satisfying the following conditions:
 - a) Must be a registered society, association or trust with the Ministry of Commerce Industry and Labour
 - a.(i) CBOs are exempt from 1.a
 - b) must not seek membership for pecuniary gain;
 - c) current and prospective members must be non partisan political;
 - d) must pay the annual subscription fixed under these rules
 - e) submit a formal written application, signed by office bearers, to be received by the National Secretary together with supporting documents such as a copy of the Constitution or in the absence of a constitution a letter submitting the rules that govern the management and operation of the new applicant and supported by at least 2 current financial members of the Organisation;
 - f) ***It complies with SUNGO's Code of Ethics annexed to this Constitution.***
 - g) ***Must have an MOA to further nurture and provide stewardship to a member organisation***
 - h) ***Not aligned to a political party; and***
 - i) any other reasonable condition(s) as imposed by the the SUNGO Executive Council.
2. A member Organisation may not transfer nor transmit to another member Organisation any right, privilege, and/or obligation by virtue of its membership.

3.

V RESIGNATION OF MEMBERS

A member NGO/CSO may:

Resign at any time by means of a written notice signed and endorsed by resolution of the Board through the President or an Executive Officer of such an NGO/CSO and delivered to the National Secretary.

VI EXPULSION OF MEMBERS

1. Subject to this rule, the Executive Council may suspend or expel a member NGO/CSO from the Organisation if, in the opinion of the Executive Council:
 - a. the member NGO/CSO has been found guilty of conduct detrimental to the interests of the Organisation as stipulated in the Code of Ethics Rules of the Organisation
 - b. contravention of objectives as set out in Roman numerals clause III above;
 - c. failure to pay dues under these Rules;
 - d. abuse, misuse and/or misrepresent the usage of the organisation's name, property and purpose and any other conduct detrimental to the Organisations reputation as prescribed by the Executive Council.
2. Representatives of Members to the Executive Council may be suspended or expelled from the Executive Council if in the opinion of the Executive Council the representative:
 - a. has been found guilty of conduct detrimental to the interests of the Organisation as stipulated in the Code of Ethics Rules:
 - b. contravention of objectives as set out in Roman numerals clause III above ;
 - c. abuse, misuse and/or misrepresent the usage of the Organisation's name, property and purpose and any other conduct detrimental to the Organisations reputation as prescribed by the Executive Council.

d.) Inappropriate behaviour or conduct whether criminal or otherwise that brings the organisations reputation into disrepute

e. if the organisation that the person represents ceases to exist.

3. The suspension or expulsion of a member NGO/CSO pursuant to sub-rule VI(1) of this Rule does not take effect:
 - a) Until the expiration of 14 days after the service on the member NGO/CSO of a notice under sub-rule 3 of this Rule; or
 - b) If the member NGO/CSO seeks a reconsideration in writing of the Executive Councils decision within 14 days from the date of receipt of its written decision.; or
 - c). If the member NGO/CSO is dissatisfied with the Organisations decision under (b) above, it may exercise a right to appeal within 21 days from the date of receipt of the written decision of the Executive Council to the Appeal's Tribunal.
4. Where the Executive Council suspends or expels a member from the Organisation, the National Secretary of the Organisation shall without undue delay, cause to be served on the member NGO/CSO in writing:
 - a) Stating that the Executive Council has expelled the member;
 - b) Specify the grounds for expulsion; and
 - c) Inform the member that if it so desires it may within 14 days from the date of service of the notice seek for a reconsideration of the Executive Councils decision to expel.
5. At an appeal convened for the purpose of this Rule-
 - a) The Executive Council may place before the Appeal Tribunal details of the grounds of the suspension or expulsion and the Executive Council's reason for the termination;

- b) The suspended or expelled member shall be given an opportunity to be heard;
 - c) The members of the Appeal Tribunal shall determine as a panel by consensus or by a majority vote the question whether the suspension or expulsion shall be lifted or confirmed.
6. If the determination from the appeal is in favour of lifting the suspension or expulsion, the suspension or expulsion shall be deemed to have been lifted and the expelled member NGO/CSO is entitled to continue its membership of the Umbrella Organisation.
7. If the determination from the appeal is in favour of the confirmation of suspension or expulsion, the suspension or expulsion shall be considered to have taken effect from the date of the notice of the Executive Council in Clause VI(3)(a) above and the expelled member ceases to be a member of the Umbrella Organisation.
8. In the event of an expulsion of a representative of a member NGO/CSO the National Secretary of the Organisation shall without undue delay, cause to be served on the member NGO/CSO in writing:
- a) Stating that the Executive Council has expelled the representative;
 - b) Specify the grounds for expulsion; and
 - c) Inform the member that if it so desires, it may within 14 days after the service of the notice request a reconsideration of the expulsion on behalf of its representative to a Special Executive Council Meeting;
9. The expulsion of a representative of a member NGO/CSO pursuant to sub-rule 10 of this Rule does not take effect:
- a) Until the expiration of 14 days after the service on the representative member of the NGO/CSO of a notice under sub- rule 10 of this Rule; or
 - a. If the representative member of the NGO/CSO seeks a reconsideration in writing of the Executive Councils

decision within 14 days from the date of receipt of its written decision.

11. (a) The decision of the Executive Council convened specifically for reconsideration of the expulsion of the representative of the member NGO/CSO shall be final and shall not be appealed to the Appeal Tribunal.
 - (a) If, at the Special Executive Council Meeting, a consensus or majority of the members present vote in favour of the expulsion, the expulsion takes effect and the expelled representative ceases to be a member of the Executive Council.
12. Notwithstanding a determination by the Special Executive Council to expel a representative of a member NGO/CSO, the Executive Council may without unreasonable delay consider a recommendation by the member for a representative to replace the expelled member.
13. The procedure for reconsideration shall be the same as stipulated in sub-rule 7 above..

VII AMENDMENTS

1. This Constitution may be amended as required by Special General Meeting of the Organisation.
2. Any amendment may be proposed by the Executive Council as resolved in its Executive meeting properly convened or by any member of the Organisation supported in writing by at least ten (10) financial members.
3. All proposed amendments shall be submitted in writing to the National Secretary at least 2 months before the date of the Special General Meeting.
4. The National Secretary shall publish a public notice not less than fourteen (14) days from the date of the Special General Meeting advising of the date, time, venue, agenda and the proposed amendments to the constitution.
5. Proposed amendments shall be presented by a member NGO/CSO or by elected officers of the Umbrella Organisation.
6. Annexures to the Constitution may be amended by consensus or majority vote of an Executive Council Meeting.

VIII MEETINGS

1. Annual General Meeting

- a) The Umbrella Organisation shall hold an Annual General Meeting each year;
- b) The Annual General Meeting shall be in the month of October or on a date as the Executive Council may determine following the close of the financial year of the Umbrella Organisation but no later than the last day of September in any given financial year;
- c) The Annual General Meeting shall be an addition to any other Special General Meeting that may be held in the same year;
- d) The Annual General Meeting shall be specified as such in the Notice convening it;
- e) The ordinary business of the Annual General Meeting shall be –
 - i) To record Minutes of the meeting and to confirm minutes of the preceding Annual General Meeting and of any general meeting held since that meeting;
 - ii) To receive from the Executive Council, Auditor, and Staff of the Umbrella Organisation reports upon the transaction of the Umbrella Organisation during the last preceding financial year;
 - iii) To elect the officers of the Umbrella Organisation and Council members;
 - iv) To approve plan of action and annual budget;
- f) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- g) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

2. Special General Meeting

- a) The Executive Council may convene a Special General Meeting of the Umbrella Organisation as needed on a date agreed upon by the Executive Council.
- b) The Executive Council shall on the requisition in writing of not less than one-half (1/2) of the members, convene a Special General Meeting of the Umbrella Organisation.
- c) A request for a Special General Meeting under (b) above shall state the objects of the meeting and be signed by the requisitionists and deposited at the Office of the Umbrella Organisation and may consist of several documents in the like form, each signed by one or more of the requisitionists, and be distributed to each member NGO/CSO.

3. Notices of General Meetings

- a) The National Secretary of the Umbrella Organisation shall, at least 14 days before the date fixed for holding a general meeting of the Umbrella Organisation, caused to be inserted in at least one newspaper published in Samoa, as well as over Broadcasting Services, an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business of be transacted thereat.
- b) The National Secretary of the Umbrella Organisation shall send written notices together with all relevant documents to member NGOs/CSOs, not least than 14 days prior to the Meeting.
- c) It shall be the member NGOs/CBOs responsibility to inform its member(s) of any General Meeting, and it shall also be its responsibility to copy and distribute meeting materials to its member(s).
- d)**

4. Business and Quorum at General Meeting

- a) All business that is transacted at a Special General Meeting and all business that is transacted at the AGM with the exception of that specially referred to in this Rule as being the ordinary business of the AGM, shall be deemed to be special business.

- b) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the Meeting is considering that item.
- c) One-half (1/2) of the NGOs/CSOs members (being members entitled under these Rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- d) If, within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case, it shall stand adjourned to another appointed day, time and place agreed upon by those members present. If at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the business of the meeting shall be considered and decisions deferred for endorsement by the next fully constituted meeting.

5. President to preside at General Meeting

- a) The President shall preside at all meetings of the Umbrella Organisation.
- b) In the event the President is absent, the Vice President may preside.
- c) If both the President and the Vice President are absent from a general meeting the members present shall elect one of their members to preside as Chairperson thereat.
- d) In the event the President absents herself/himself from three consecutive meetings without notifying the Executive Council prior, the chair is effectively constituted as vacant unless the Executive Council by its own discretion considers otherwise on reasonable grounds in the interest of the Organisation

6. Adjournment of General Meeting

- a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the Meeting, adjourn the

meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- b) Where a meeting is adjourned for 14 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- c) Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7. Determination of Question Arising at General Meeting

A question at the general meeting of the Umbrella Organisation shall be determined by a show of hands and unless before on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Umbrella Organisation is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

IX VOTES

- 1. Upon any question arising at a general meeting of the Umbrella Organisation, each member NGO/CSO has one vote only.
- 2. The President or her/his representative from a member NGO/CSO shall cast one vote on behalf of the member Organisation.
- 3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second casting vote.

X TAKING A POLL

If at a meeting on any question a poll is demanded it shall be taken at that meeting in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be a resolution of the meeting on that question.

XI WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

XII AFFAIRS OF THE UMBRELLA ORGANISATION

1. The affairs of the Umbrella Organisation shall be governed by the Executive Council constituted as provided in Rule XIII. Day to day management, implementation of policy and activities shall be managed by Staff of the Organisation under the supervision of the Chief Executive Officer
2. The Executive Council:
 - a) Shall govern and represent the business and affairs of the Umbrella Organisation in the best interest of its members;
 - b) May, subject to these Rules, exercise all such powers and functions as may be exercised by the Umbrella Organisation, other than those powers and functions that are required by these Rules to be exercised by the general meetings of members of the Umbrella Organisation; and
 - c) Subject to these Rules, has power to perform all such acts that appear to the Executive Council to be essential for the proper governance of the business and affairs of the Umbrella Organisation.
 - d) Shall approve the representation by SUNGO on National, International and Regional Organisations/Affiliates/Boards.
 - e) SUNGO may affiliate with National, International and Regional Organisations/Affiliate/Boards as a conduit to SUNGO's membership.
3. The Executive Council shall appoint a Chief Executive Officer to manage and operate the administrative affairs of the Organisation subject to and responsible to the direction of the Executive Council.

XIII THE EXECUTIVE COUNCIL

1. The Executive Council shall consist of Eleven (11) Representatives and 3 reserve board members elected from different member NGOs/CSOs. Nominees to the Executive Council must be present at the AGM to be eligible for election.
2. Nominations for election to the Executive Council must be submitted to the National Secretary through the Secretariat one week (seven days) prior to the published date of the AGM.
3. Individuals authorised to represent member NGOs only can be nominated. Nominations must be signed by the President of the nominating NGO/CSO and must be co signed by the nominee. If a person is nominated by an NGO other than the NGO they are nominated to represent a letter from the NGO that person represents must also be submitted accepting the nomination.
 - a) Where the organisation which the Council members represents ceases to exist or is no longer a financial member of SUNGO, or where the member is no longer associated with the member organisation, then the member is expected to resign their position, unless it is the will of the council that they continue until the next Annual General Meeting
4.
 - a). Each Council member shall, subject to these Rules, hold office until the AGM next after the date of her/ his election, but is eligible for re-election.
 - b) The Immediate past-president is a mandatory member of the newly elected board until the next AGM.
5. The Executive Council shall act in accordance with the Terms of Reference for the Executive Council as detailed in the separate document "the Terms of Reference of the Executive Council."
5. No Council member shall be a staff member of the Organisation.

XIV OFFICERS OF THE UMBRELLA ORGANISATION

1. Officers of the Umbrella Organisation are opened to both women and men who represent a member NGO/CSO on the Executive Council that have been financially registered and active members for six months.
2. Officers of the Umbrella Organisation shall be as follows:
 - National President
 - National Vice President
 - National Secretary
 - National Treasurer
3. Each officer of the Samoa Umbrella Organisation for Non-Governmental Organisation shall hold office for two (2) years, and is eligible for re-election after completing their term at the AGM.
4. No officer may be re-elected to the same office for more than two (2) consecutive terms.
5. In the event of a vacancy in any office mentioned in sub-rule 1 of this Rule, the Executive Council may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and include the conclusion of the AGM next.
6. In the event of election at a mid term AGM to a vacant office the member so elected may continue in office up to and including the conclusion of the AGM next. The said member may be eligible for re-election.
7. No Organisation/Civil Society may hold two office positions or Executive Council memberships at any one time.
8. Terms of Reference for Officers are defined in the Terms of Reference for the Executive Council (Annex 1 – Governing Process Policies).
9. Nominees to the Executive Council must be present at the AGM to be eligible for election.

XV VACANCY OF OFFICE

1. For the purpose of these Rules, the office of an officer of the Umbrella Organisation or of an Executive Council member becomes vacant:
 - a) Upon the death of an officer;
 - b) Upon the dissolution of a member NGO/CSO;
 - c) Upon becoming of unsound mind;
 - d) Upon resigning office, written under her/his hand addressed to the Executive Council;
 - e) Upon advice from her/his Officers-in-Charge of relevant NGO/SCO that the said Officer is no longer a member;
 - f) Upon her/his failure, without leave granted by the Executive Council, to attend three meetings of the Executive Council.
 - g) Upon her/his expulsion as a Representative on the Executive Council.
 - h) And pursuant to Rules V and VI above

XVI MEETING OF EXECUTIVE COUNCIL

1. The Executive Council shall meet once in every month at such place and at such times as the Executive Council may determine.
2. Special Meetings of the Executive Council may be convened by the President, or any three (3) of its members. Minutes of the Special Meeting must be tabled at the next full monthly meeting.
3. Notice shall be given to members of the Executive Council of any special meetings, specifying the general business to be transacted and no other business shall be transacted at such a meeting.

4. Any one-half (1/2) of the members of the Executive Council constitute a quorum for the transaction of the business of a meeting of the Executive Council.
5. If within one hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to an appointed day, time and place agreed upon by members present. If there are agenda items that are of an urgent nature an emergency decision can be made by the President and at least **one office bearer** and any **two other Council members** present **provided all efforts were made to contact every council member**. Minutes of meeting must be ratified at the next fully constituted meeting.
6. At meetings of the Executive Council:
 - a) The President or in her/his absence the Vice President; or
 - b. If both the President and Vice President are absent, any one of the remaining members present shall preside;
 - c. Questions arising in the meeting of the Executive Council, shall be determined on a show of hands, or, if requested by a member, by a poll taken in such manner as the person presiding at the meeting may determine;
 - d. Each member present at a meeting of the Executive Council (including the person presiding at the meeting) is entitled to one vote, and in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote;
 - e. Each member of the Executive Council shall be notified at a reasonable time at least two weeks before the date of the Executive Council meeting; (Annex 1- Governing Process Policies)
 - f) The Executive Council shall abide by the Terms of Reference for the Executive Council. (ANNEX 1 – Governing Process Policies).

7. In consultation with the Executive Council, the President, shall manage and monitor the performance of the CEO.

XVII DISCLOSURE OF INTEREST IN CONTRACTS OR ARRANGEMENTS.

Members of the Executive Council shall abide by the "SUNGO Conflict of Interest Guidelines" (Annex 2 – Conflict of Interest Guidelines)

XVIII STANDING COMMITTEE AND AD HOC COMMITTEES

1. From time to time, the Executive Council may appoint ad hoc committees as required and shall prescribe the powers and functions thereof.
2. The Executive Council may co-opt as members to ad hoc committees, such persons as it thinks fit, whether or not those persons are members of the Umbrella Organisation, but a person so co-opt is not entitled to vote.
3. The Chair of the Ad Hoc Committee is responsible for calling meetings of the Committee and providing Minutes to the Secretariat.

XIX THE APPEAL TRIBUNAL

1. At a General Meeting, the Organisation may nominate and elect five (5) from its financial members not being Executive Council members based on their qualifications, know-how and experience to preside on appeals in relation to membership, suspensions and expulsions.
2. A minimum of three (3) shall sit at any one matter subject to any perceived conflict of interest.
3. The term shall be to the end of the financial year from the last preceding AGM upon which they were appointed.
4. In the event of a vacancy, the Executive Council may nominate and appoint another financial member to continue the term of the outgoing appeal tribunal member for the remaining period of the term.

5. Current presiding appeal tribunal members may be re-elected to a maximum of two consecutive terms

XIX THEMATIC GROUPS

1. The Executive Council may establish Thematic Groups on issues or areas of common interest to members.
2. Thematic Groups comprises of all SUNGO members working in common theme areas of service/interest. These members may advise the Executive Council on relevant strategy, policy and issues that may require civil society input or development of a civil society position.
3. Thematic Groups may offer advice to Government through the Executive Council or become advisory panels to Government with approval of the Executive Council.
4. Thematic Groups are to be convened by a member Organisation appointed by the Executive Council, they do not have fixed membership but all interested member Organisations are eligible to join a Theme group.
5. Thematic Groups may co-opt members with expertise in the area of the Theme Group whether or not those persons are members of the Umbrella Organisation.

XX ANNUAL SUBSCRIPTIONS

1. Until otherwise fixed pursuant to sub-rule 2 of this Rule, the annual subscription payable by member NGOs/CSOs shall be the sum of Samoan, one hundred (\$100.00) tala, or as decided upon from time to time. Community Based Organisations annual subscriptions shall be \$50 Tala/annum
2. No member NGO shall be elected to office unless dues have been paid.
3. The annual subscription of a member NGO/CSO is due and payable annually on February each year following its anniversary of their joining SUNGO.

XXI NOTICES

A notice may be served by or on behalf of the Umbrella Organisation upon any member NGO/CSO personally or at a reasonable time at least two weeks before the date of the meeting.

XXII DISPUTES

Subject to this Rule, a dispute between members NGO/CSO of the Umbrella Organisation in its capacity as member of the Umbrella Organisation shall be determined by SUNGO Arbitration Committee with the provision of the Arbitration Act 1976.

XXIII INCOME AND PROPERTY OF THE ORGANISATION

The income and property of the Umbrella Organisation, however derived, shall be applied solely to the promotion of the object and purposes of the Umbrella Organisation and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member NGO/CSO.

1. The Executive Council shall not:

- a) Pay any remuneration by way of salary, fees, or allowances to its member(s) at the expense of the Umbrella Organisation;
- b) Pay to the Executive Council member(s) or any such person(s) any remuneration or other benefit in money or money's worth (other than the repayment of approved out of pocket expenses).
- c) Nothing in the provisions of this Rule prevents the payment in good faith to a Servant or member of the Umbrella Organisation:
 - i. Remuneration in return for service(s) actually rendered to the Organisation by a member NGO/CSO for goods supplied in the ordinary course of business.
 - ii. Payment of sitting fees to the members of the Executive Council
 - iii. Employment and payment of staff of the Organization.

- iv. Nothing in the provisions above prevent payments in good faith to servants or members NGOs/CSOs.

- d) Nothing in these rules prevents the Umbrella Organisation from Co-ordinating the disbursement of Grant Funds of Members or Non Members & individuals according to the provisions of each Grant.

XXIV BANKING AND FINANCE

All transactions shall be governed by the Financial Policies of the Organisation.

XXV AUDIT OF ACCOUNT

- 1. Once in each financial year of the Umbrella Organisation, the accounts shall be examined by the Auditor appointed at the AGM.

- 2. The Auditor shall certify as to the correctness of the accounts of the Umbrella Organisation, and shall report thereon to the members present at the AGM.

- 3. In her/his report and in certifying the accounts, the Auditor shall state:
 - a) Whether she/he has obtained the information required by her/him;

 - b) Whether in her/his opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Umbrella Organisation to the information at her/his disposal and the explanations given to her/him and as shown by the books of the Umbrella Organisation.

XXVI DISPOSITION OF PROPERTY

- 1. In the event of the Organisation being wound up, the Organisation remains solely liable to contribute its property and assets for the costs, charges and expenses of the winding up and for the adjustments of the rights of the members.

2. Any assets remaining after clearance of debts shall be transferred to another not for profit Organisation with similar goals and objectives.