



Embargoed!



Embargoed! Constitution

The context of operation for Embargoed!

Name

The name of the organisation is Embargoed!

Mission Statement

Embargoed! is an independent human rights group campaigning for the immediate and unconditional end to all embargoes against Northern Cyprus. Following its launch in 2005, it continues to play an active role in raising awareness about the isolation of Northern Cyprus. This is conducted through lobbying world leaders and a wide range of institutions to restore fundamental political, economic and social rights to the people of Northern Cyprus.

People

It is a multi-ethnic group attracting a diverse range of people from various social and professional backgrounds who have joined forces to campaign against the isolation of Northern Cyprus. Isolation directly impacts its citizens and residents (temporary or permanent) and indirectly impacts the Turkish Cypriot diaspora and all those who have loved ones in Northern Cyprus. Together, Embargoed! members form a community of human rights activists committed to positive, peaceful actions to secure justice for Turkish Cypriots by restoring their fundamental rights. The organisation is a not-for-profit association none of whose members are paid.

Aims

The aims of Embargoed!, all in compliance with the law, rules and regulations, are:

to bring an immediate and unconditional end to all embargoes against Northern Cyprus and Turkish Cypriot people by:

- i) raising awareness and mobilising Turkish Cypriots and others to campaign for the immediate and unconditional end to all embargoes.
- ii) pushing the embargo issue higher up the international political agenda.
- iii) creating a momentum of action that results in the embargoes being challenged and ultimately removed by those bodies and organisations that currently enforce them; and to undertake any other activities which support the attainment or furtherance of the objectives.

Core Values and Methods

Human rights are everybody's right! Embargoed! believes that an embargo-free life is the fundamental right of every human being regardless of their political stance. Although the group does not advocate any specific political solution, Embargoed! does believe that helping the people of Northern Cyprus to secure their basic rights will pave the way for a fair and lasting political settlement in Cyprus, where both sides are free to make decisions about their future. The group uses all possible channels to mobilise non-violent action and support for its campaign to lobby governments, intergovernmental organisations, political groups and representatives, non-governmental organisations and community groups until they end the unjust isolation imposed on the people of Northern Cyprus. Embargoed! is politically non-aligned, which means it remains independent of all other groups and political parties. The organisation is open to working with all groups and individuals that share its peaceful aims to end the embargoes against Northern Cyprus and whose actions or political stance would not compromise the independence or integrity of Embargoed!

Note of Basic Information

1. **Name** The name of the organisation (hereinafter called "the Association") is Embargoed!
2. **Contact** Embargoed! can be contacted at: info@embargoed.org
3. **Address** The correspondence address of Embargoed! is listed in Annex 1.
4. **Administration** Subject to matters set out below, Embargoed! shall be administered as an unincorporated not-for-profit voluntary community group and managed by the members of the Executive Committee in accordance with this Constitution.
5. **Constitution supersedes** This Note of Basic Information and the Additional Procedural Matters (hereinafter referred to as the Constitution) supersedes the constitutions passed in 2005 and 2010.
6. **Financial year** The Association's financial year runs from 1 May to 30 April the following year.
7. **Income** The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association unless hereinafter provided.
8. **Accounts** The Executive Committee shall: keep true accounting records for the Association; prepare the annual statements of account for the Association; ensure any allocation of funds or property are made in accordance with the established objectives of the Association and not influenced by the preference of the donor; take reasonable steps to ensure the account only receives money or property that it is entitled to and from bona fide sources; operate the Association account on a not-for-profit basis.
9. **Voting Rights**
Each ordinary member and corporate member shall have the right of one vote each.

10. Insurance Public liability insurance may be taken out for particular events at the discretion of the Executive Committee.

11. Amendment of the Constitution

The Constitution or its parts can only be altered by a decision at an AGM or EGM by at least two-thirds of those attending where the quorum is met or in accordance with the law.

12. Winding up If upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property or assets the same shall be given or transferred to some other charity organisations registered in the UK or in the Turkish Republic of Northern Cyprus (TRNC), such beneficiary to be determined by the members of the final General Meeting.

Additional Procedural Matters

1. Executive Committee Powers

To meet the objectives of the Association the Executive Committee may:

- 1) raise funds
- 2) open bank accounts
- 3) take out insurance
- 4) pay for services
- 5) organise events and lobbying
- 6) work with other individuals and groups and exchange information.

These powers remain the preserve of the Executive Committee. Some powers may be delegated to other members at the discretion of the Executive Committee. The Association will always operate within the law.

2. Membership

- 1) Membership of the Association is open to anyone over the age of 16 who is interested in assisting the organisation to meet its aims, willing to abide by its rules, and agrees to pay the subscription agreed by the Executive Committee.
- 2) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.
- 3) A member is not entitled to vote at any meeting unless their membership subscription has been paid. The Executive Committee will set the annual membership fee yearly and notify members 60 days before the change takes effect.
- 4) Every individual member and each member organisation (if any) shall have one vote at General Meetings.
- 5) Membership may be terminated for good reason by the Executive Committee but the member has a right to be heard by the Executive Committee before a final decision is made.
- 6) Each member organisation (if any) shall appoint a representative to attend meetings of the Association and notify the Association's Secretary of that person's name.

3. Executive Committee Procedures

- 1) The Association shall be administered by an Executive Committee of the Officers elected at the Association's Annual General Meeting (AGM).
- 2) The Officers of the Executive Committee shall be: the Chairperson, the Treasurer and the Secretary.
- 3) The Officers may appoint up to two other members to the Executive Committee to fill additional roles deemed helpful in running the Association.
- 4) The Executive Committee shall meet face-to-face or online at least six times a year.
- 5) The Chairperson, or nominated deputy, shall chair all meetings of the Association.
- 6) The quorum for Executive Committee meetings shall be two members.
- 7) Voting at Executive Committee meetings shall be by show of hands, including electronic forms of this method. If there is a tied vote then the Chairperson shall have a second vote.
- 8) The Executive Committee may by a two-thirds majority vote and for a good and proper reason remove any Committee member. That person has the right to be heard before a final decision is made.

4. Executive Committee: Term of Office

The Executive Committee members voted in at an AGM or EGM will serve for a period of one year. The minimum age for eligibility to serve on the Executive Committee is 18 years. All Executive Committee members must retire from office during the following AGM. However, every Executive Committee member can stand for re-election for the same or a new position, and, if voted in, be re-appointed for another one-year term. There are no limits on the number of such terms. The proceedings of the Executive Committee shall not be invalidated by any vacancy in their number or by any defect in the appointment or qualification of a member.

5. Duties of the Officers and Members

The duties of the Chairperson are to:

- 1) chair meetings of the Executive Committee and the Association
- 2) represent the Group at functions and meetings that the Association has been invited to
- 3) act as spokesperson for the Group when necessary.

The duties of the Secretary are to:

- 1) take and keep minutes of meetings
- 2) prepare the agenda for meetings of the Executive Committee and the Association in consultation with the Chairperson
- 3) maintain the membership list
- 4) deal with correspondence
- 5) collect and circulate any relevant information within the Association.

The duties of the Treasurer are to:

- 1) supervise the financial affairs of the Association
- 2) keep proper accounts that show all monies collected and paid out by the Association.

The duties of every Member are to:

be bound: a) to further, to the best of his/her ability and judgement, the purposes, interests and influence of the Association b) to observe the provisions of the Constitution of the Association c) to pay, at the times and in the manners prescribed, such fees, subscription and other dues as shall be defined by the Constitution.

6. Finance

- 1) Money obtained by the Association shall be used only for the Association
- 2) Bank accounts opened for the Association shall be in the name of the Association.
- 3) Cheques issued shall be signed by the Treasurer.

7. Annual General Meeting

- 1) The Association shall hold an Annual General Meeting (AGM) in the month of May
- 2) All members shall be given at least 56 days' notice of the AGM and shall be entitled to attend and vote.
- 3) The business of the AGM shall include:
 - a report from the Secretary on the minutes of the last General Meeting
 - a report from the Chairperson on the Association's activities over the year
 - a report from the Treasurer on the finances of the Association
 - the election of a new Executive Committee and
 - consideration of any other business.

8. Annual General Meeting – Detailed Planning and Conduct

The Secretary will notify all members about the AGM date and, at the same time, ask for nominations for the posts of the Executive Committee (EC). Each such nomination must be proposed by one member and seconded by another in writing, then submitted to the Secretary 42 days before the AGM. Both must be known by the applicant personally. Nominees shall stand for only one EC position. All members standing for election can submit a manifesto containing up to 350 words in support of their application. Nominees must attend EC meetings if elected. By a two-thirds-majority vote the EC may bar from standing any member who could have a conflict of interest through affiliation to another group or organisation.

The Secretary will issue a reminder notice to all members about the AGM date 28 days in advance, together with details of the nominees and their manifestos. Members unable to attend the AGM will be sent details of how to vote by electronic ballot. The ballot for EC appointments shall take place by means of a ballot paper showing the names of all candidates for the available positions. Each member shall only have one vote. The election of officers of the EC will be made by simple majority of all legitimate votes cast. Any ballot paper found by the Returning Officer to be spoilt, illegible, or which does not conform to the instructions given for its proper casting, will be deemed illegitimate. The candidate with the most votes for each of the EC positions will be elected. In the event of a tie, the outgoing Chairperson has the casting vote.

9. Withdrawal of an Officer

Should an Officer of the EC have to withdraw their services for any reason, the EC may appoint a co-opted member through a unanimous vote at a special meeting of the EC.

In addition to the circumstances in which the office of an EC member becomes vacant: a) under the law; or b) where specified in this Constitution; the office held by an EC member becomes vacant if the said member: c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; d) resigns by notice in writing to the Association; e) is absent without the consent of the EC from three continuous EC meetings; f) takes up another role or position outside of the Association that creates a conflict of interest; g) dies; or h) ceases to be a member of the Association.

10. Extraordinary General Meeting

An Extraordinary General Meeting (EGM) may be called by the Executive Committee or by any 5 members to discuss an urgent matter. In either case, the Secretary will give 28 days' notice in writing to advise all members about the date and business. Extraordinary general meetings must be held within 2 months following the request. All members shall be entitled to attend and vote.

11. Quorum for the AGM and an EGM

The quorum shall be 5 members. If a quorum were not achieved, the meeting would be postponed and all members notified in writing. The next meeting shall be held two weeks later and those present shall represent the quorum.

12. Visitors

Visitors can only be allowed to attend meetings of the Association with the prior express consent of the Executive Committee.

13. Member Remuneration and Expenses

All members, including the Executive Committee, are expected to operate on a voluntary basis, with only their expenses covered. All expenses must be proper and, where possible, identified and expressly approved by the Chairperson and the Treasurer in advance. This is to ensure they can be covered by existing funds of the Association. Expenses can only be paid if accompanied by a valid receipt or invoice, and the Treasurer must ensure that each expense payment is properly documented. The Association is able to function because of the voluntary services its members and other agents freely provide. However, where an important project is to be undertaken which will require significant work over and above the voluntary work of a member, a modest project management and/or service fee, to be set by unanimous vote of the Executive Committee, can be paid to the said member to compensate them for their additional time. Such remuneration paid may not reflect market value.

14. Members and Suppliers Contracts to the Association

For information on this rarely used topic please consult the 2010 version of the Constitution. Clause 18 in its Articles of Association will remain the definitive practice for Embargoed!

15. Internal Disputes and Complaints

The Executive Committee shall ensure that a mechanism is established for resolving disputes within membership, which may include: a) the appointment of an independent person to arbitrate or mediate in the dispute; b) a process to bring the parties together to resolve the dispute at an early stage; c) a process to ensure that all parties receive a full and fair opportunity of presenting their case; d) referral of the matter to a Community Justice Centre or similar body.

The Executive Committee shall also ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances by volunteers or employees of the Association.

16. Indemnity

Every member of the Executive Committee or any other committee of the Association and every officer and employee of the Association shall be entitled to be indemnified out of the assets of the Association, that is the money it holds in its bank and nothing else, against all losses and liabilities incurred by them in relation to the execution of their office, provided that nothing in this clause shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part.

17. Dissolution

The members of the Association may, at a General Meeting and by a majority of 67 per cent of those attending where the quorum is met or in accordance with the law, resolve that on the grounds of achieving its goals, expenses or otherwise, it is necessary or advisable to dissolve the Association. If such a decision is made, the members of the final meeting shall have the power to dispose of any remaining property and assets of the Association in accordance with Clause 12 of the section entitled Note of Basic Information. Any resolution for the dissolution of the Association must be received by the Secretary at least 21 days before the meeting where the resolution is to be discussed.

This Constitution was adopted at the Annual General Meeting of the Association on 12th May 2024

Signed by/ Email confirmation received by:

Chairperson	Azize Solmaz
Secretary	Nejla Clements
Treasurer	Taşkın İsmet



Embargoed!



Annex I to the Embargoed! Constitution

Correspondence address of Embargoed!

For correspondence, the address of Embargoed! is:

info@embargoed.org

If and where necessary (ie for the opening of a Community Bank Account with the chosen bank) the physical address of one of the current Executive Committee will be used. This in no way suggests that Embargoed! has or is registered at a physical address. Both the bank itself and the address are to be used are to be advised following discussion regarding Community Bank facilities with the chosen entity.

The correspondence address stated in this document may be updated at any time, as required, by a simple majority of the Embargoed! Executive Committee, and without reference to an EGM or AGM of the Association.

The purpose is so that if a named officer of Embargoed! moves address or is replaced during the current financial year, then it would not be necessary to call an EGM to amend the Constitution solely for the purposes of updating the correspondence address.

This document, 'Annex 1 to the Embargoed! Constitution', was adopted alongside the Embargoed! Constitution at the Annual General Meeting of the Association on 12th May 2024

Signed by/ Email confirmation received by:

Chairperson	Azize Solmaz
Secretary	Nejla Clements
Treasurer	Taşkın İsmet

<https://www.embargoed.org/>