

GOVERNING DOCUMENT

MEPIE FOUNDATION

(Charitable Incorporated Organisation – CIO)

1. Name

The name of the charitable incorporated organisation is:

MEPIE FOUNDATION ("the Charity")

2. Registered Status

The Charity is a Charitable Incorporated Organisation (CIO) governed by this constitution and registered with the Charity Commission for England and Wales.

3. Objects (Charitable Purposes)

The objects of the Charity are:

To advance education, skills development, and technical training for the public benefit, particularly in underserved and developing communities, including but not limited to Cameroon, by:

- Establishing and supporting technical and vocational education initiatives
- Providing access to practical, technology-focused learning environments
- Supporting infrastructure, equipment, and training resources
- Promoting self-sufficiency, employability, and sustainable economic development

Initial flagship project: The Charity's first project is the ME Technical School in Yaounde, Cameroon, focused on practical technical education and skills development.

4. Powers

To further its objects, the Charity may:

- Raise funds and receive donations, grants, and sponsorship
- Purchase, lease, or use land, buildings, and equipment
- Employ staff or engage volunteers and contractors
- Enter into lawful agreements and partnerships
- Invest funds prudently in accordance with charity law
- Do anything lawful and necessary to further its charitable purposes

5. Trustees

5.1 Trusteeship

The Charity shall have no fewer than three trustees.

The initial trustees are:

- Marshall Epie
- Aruna Ramineni
- Fitzroy Shrowder

5.2 Standard Role of Trustees

Trustees collectively are responsible for:

- Acting only in the best interests of the Charity

- Ensuring the Charity carries out its purposes for public benefit
- Complying with charity law, financial regulations, and this constitution
- Managing resources responsibly and safeguarding assets
- Setting strategy and overseeing operations
- Ensuring proper financial controls and reporting
- Appointing and supervising staff or volunteers where applicable

Trustees are jointly and equally responsible. There are no "silent" trustees.

6. Trustee Meetings

6.1 Frequency

The trustees shall meet at least twice per year.

During the first few years, meeting every 6 months is acceptable and compliant.

Trustees may meet more frequently if required by project activity, funding, or risk.

👉 **Note:** Twice yearly is standard minimum. Quarterly is common but not mandatory.

6.2 Quorum

A quorum is two trustees or one-third of the total number, whichever is greater.

6.3 Decision-Making and Voting

Decisions should be made by consensus where possible.

Where a vote is required:

- Each trustee has one vote
- Decisions are passed by a simple majority
- In the event of a tie, the Chair has a casting vote

Meetings may be held in person or electronically.

7. Trustee Appointments and Stepping Down

7.1 Appointment of New Trustees

New trustees may be appointed by a majority decision of existing trustees.

All trustees must be eligible under charity law.

7.2 Resignation / Stepping Down

A trustee may step down by:

- Giving written notice to the Charity
- Resignation taking effect on receipt or a specified later date

A trustee automatically ceases to be a trustee if they:

- Become disqualified under charity law
- Are absent from trustee meetings for 12 months without good reason
- Act in a way that seriously damages the Charity or breaches trustee duties

7.3 Automatic Cessation of Trusteeship

A trustee shall automatically cease to hold office if they:

- a) die;
- b) become incapable by reason of mental or physical illness or injury of managing their own affairs;

- c) become disqualified from acting as a trustee under charity law; or
- d) are absent from trustee meetings for a continuous period of twelve months without good reason and without the consent of the other trustees.

8. Conflicts of Interest

- Trustees must declare any personal or financial interest in matters discussed
- A trustee with a conflict must not vote on the affected decision
- Conflicts must be recorded in the minutes

9. Financial Management

9.1 Bank Account

The Charity maintains a bank account with NatWest Bank

- All income and expenditure shall pass through this account
- At least two trustees shall be authorised signatories

9.2 Financial Controls

The trustees shall ensure:

- Accurate and up-to-date financial records are kept
- All spending is authorised and traceable
- Funds are used solely for charitable purposes

9.3 Transparency and Reporting

- Monthly bookkeeping entries will be maintained
- Financial summaries will be published transparently on the Charity's website
- Annual accounts will be prepared in line with Charity Commission requirements

10. Amendments to the Governing Document

This constitution may be amended by a two-thirds majority of trustees

Amendments must:

- Continue to support the Charity's objects
- Comply with charity law

Any required approvals from the Charity Commission will be obtained

11. Dissolution

If the Charity is dissolved:

All remaining assets must be transferred to:

- Another charity with similar charitable purposes
- Approved by the trustees and compliant with charity law

Trustees may not benefit personally from dissolution

12. Governing Law

This constitution is governed by the law of England and Wales.

13. Trustee Benefits and Payments

- a) Trustees shall not receive any payment for acting as trustees of the Charity.

- b) Trustees may be reimbursed for reasonable expenses properly incurred when acting on behalf of the Charity.
- c) Any trustee claiming expenses must provide appropriate supporting documentation.

14. Investments

The trustees may invest the funds of the Charity in any lawful manner, provided that:

- a) investments are made prudently and in the best interests of the Charity;
- b) the level of risk is reasonable; and
- c) investments support or do not conflict with the Charity's charitable purposes.

15. Land and Property

- a) The Charity may acquire, hold, lease, and dispose of land or property in furtherance of its charitable purposes.
- b) All decisions relating to land or property shall be made collectively by the trustees and recorded in the Charity's minutes.

Declaration

We, the initial trustees of MEPIE Foundation, adopt this governing document as the constitution of the Charity.

Signed:

Marshall Epie

Aruna Ramineni

Fitzroy Shrowder

Date: _____