



JUST

SOLUTIONS

Constitution

JUST SOLUTIONS

Private Members' Association

P R E A M B L E

We, the sovereign men and women, conscious of our duties and responsibilities towards each other and humanity at large, do hereby promulgate this Constitution as a declaration of our community and safe, supportive, free-of-bad-faith group in a manner consistent with the nobility of our lives.

Article One - Association Name and Address

The name of this association shall be JUST SOLUTIONS, Private Members' Association (JUST SOLUTIONS-PMA), hereinafter referred to as the Association.

Its office shall be at: 2a The Quadrant, Epsom, Surrey, England, [KT17 4RH]

Article Two – Core Basis of Our Association, Our Vision and Our Core Values

Core Basis of Our Association

Our Association is founded by a team offering their equitable time and efforts to support other men and women to build a flourishing future in the private realm.

We are a Private Members' Association, otherwise known as a PMA, similar to a club, society, or charity, operating in the private realm, for the benefit of each of our members.

Our Association is an unincorporated association administered by elected trustees and Executive Committee Members.

Funds raised through members' donations play a vital role in the growth and strength of our PMA.

Members are invited to select community projects which donations would be allocated to.

Our vision

We strive to establish a Private Society of sovereign women and men united in the common goal of acquiring the highest levels of self-awareness, independence, who deal equitably amongst each other and humanity at large, through an ongoing education and self-development journey.

The Vision shall be fulfilled through the objectives stated in Article Three.

Our Core Values

Equity is at the heart of our core values.

In line with Equity, we are honest and transparent men and women, acting in good faith and with clean hands.

He who seeks equity must do equity - in other words, to achieve equity and receive honourable recompense, we must behave honourably.

In line with our core values, intentional harm of any kind will not be tolerated.

We invite our members to read and accept our Constitutional Values which form the basic foundation of our Association.

A member's membership may be revoked upon failure to uphold our Constitutional Values.

Article Three - The Objectives

The Association strives to facilitate:

The creation of a private, independent society, living within equitable values, acting with clear conscience, and respect toward others and fully capable of managing its own affairs:

1. The creation of an educated society, fully empowered with its private status.
2. The establishment of a protective society which assists and supports its members in all agreed-upon communal endeavours, including those involving community infrastructure, education, asset protection, food security, the supply of natural healthcare, and financial independence.
3. Education in the matters of privacy, law, finance and asset protection.
4. The provision of mentorship in relation to point 3.

Article Four - Membership

Membership is upon approval of a request on our website www.justsolutionspma.com
Each Member shall meet the qualifications stated in Article Five.

The Executive Committee must receive a request [application] for membership submitted in writing and which includes the following information:

1. The name, email address, and telephone number
2. Confirmation that the new member understands, is supportive of the Association's Constitution and consents to be bound by its rules upon and after admission to the membership
3. Confirmation of the new member's consent for the processing of their data in accordance with the GDPR and Data Protection Act of 2018

Article Five - Eligibility

In order to become a member of the Association the new member must:

1. Be at least 18 years of age
2. Have the intention to research, study and perform due diligence
3. Value and treat other members with respect at all times and in case of any conflict or disagreement to seek solution through private process following principles of equity
4. Have declared intent to uphold the Association's Constitutional Values

Perks of the Association are not accessible to non-members.

All private offerings, such as live streaming, webinars, courses, documents and other member perks, awarded to members are donation-based.

Article Six – Membership Life & Termination

Membership to the Association is free.

A member may terminate their membership, at any time, by providing written notice via mail or email, to the Secretary.

Upon notification, the Secretary will remove that member from the Members' Register which will immediately end the membership.

The termination of membership does not automate refunds or rebates nor remove liability for amounts owed to the Association.

Membership is automatically continued each year unless:

1. The member requests termination of their membership as above
2. The member acts in breach of the Association Constitution
3. Any member who is in serious or persistent breach of the Constitution, or who otherwise acts in a way which in the opinion of the Executive Committee is seriously or persistently inappropriate for a member of this Association, may be disciplined as set out in the Disciplinary Regulations in the Annex.

All rights and interests in the Association and its assets instantly cease upon termination of membership by resignation, expulsion, or death.

Article Seven - Officers

1. Trustees hold offices of Chair, Secretary, and/or Treasurer and are elected for three [3] years in a General Meeting.
2. There is no limit as to the number of appointments of each trustee.
3. Executive Committee Officers, who oversee the Association's day-to-day running, are also elected for a period of three [3] years.
4. A trustee/officer may serve a maximum of three consecutive terms as an officer/trustee or member of the executive committee and may serve a maximum of four terms in any one position.

Article Eight – Trustees

Trustee Duties & Responsibilities

Chairman- Chairs Executive Committee meetings and General Meetings.

Secretary - Maintains all books and records of the Association, including the Members' Register and recording minutes at Executive Committee meetings and General Meetings

Treasurer – Maintains a record of the Association's financial affairs, submitting annual accounts and financial report to the Executive Committee for presentation to the membership at the Annual General Meeting.

A trustee may hold 2 office roles at the same time.

Trustees Fiduciary Roles

The trustees oversee the Association goals and objectives, within the boundaries of clearly set constitutional values governing the membership and running of the Association.

These rules are governed by contract law which apply to unincorporated organisations, in turn forming a contract between the members and the Association.

1. All property of the Association including money is to be held in trust and used by the trustees for the benefit of the Association.
2. Trustees shall hold and use the Association's property in accordance with all lawful directions of the Executive Committee.
3. Trustees shall at all times act equitably and in a respectful manner toward each other, other Executive Committee Officers, members, and third parties. A breach of trust shall lead to removal of a trustee guilty of inequitable behavior, in compliance with disciplinary procedures regulated in the Annex.
4. Should at any time a trustee feel aggrieved the grievance procedure is to be followed in accordance the procedures regulated in the Annex.

Article Nine - Executive Committee

The Executive Committee consists of the following members:

1. The Association's officers/trustees.
2. Five additional Association members, chosen for a maximum of a year.

3. The Executive Committee may co-opt up to five more Association members at any given time for a maximum of a year.

Every Association member must be given access to the minutes of the Executive Committee meetings upon request.

Executive Committee Roles and Duties

The Executive Committee Officers –

1. Manage and direct the Association's daily operations.
2. Create and present a written annual report on the Association and its operations to the annual general meeting, along with the annual accounts and the treasurer's financial report.
3. Establish subcommittees, to which it may assign functions and authority on the terms it deems appropriate and which must contain at least one member of the Executive Committee.

Article Ten - Annual General Meeting

The Secretary must convene an annual general meeting of all members, which must be held in April (or as soon as feasible after, if April is not practicable).

The notice must include the date, time, and location of the meeting, as well as the items to be discussed.

During the meeting:

1. The Treasurer presents and summarises the Association's annual accounts for the most recent fiscal year and a budget for the current fiscal year for approval by the members (if they so choose,)
2. A discussion of the annual report of the Executive Committee is shared,
3. Officers, executive committee members, and auditors may be elected; and
4. The resolutions listed in the meeting are announcement.

The Secretary is required to call a "Special General Meeting" on at least 14 days' written notice by post or email to all members, stating the date, time, and location of the meeting as well as the matters to be raised.

This can be done at any time by the Executive Committee or any two members by a joint written notice request by post or email.

For both the Annual General Meeting and any Special General Meeting at least three people must be present.

Minutes of the general meetings must be recorded and made available to members upon request.

Article Eleven - Accounts and Independent Audit

The Association financial year runs to the 31 March.

An income and expenditure account must be made for that year and the balance sheet struck at that date.

An external accountancy firm will be selected by the Executive Committee, or two [2] association members will be chosen by the Executive Committee, as Auditors for one-year periods to audit the annual accounts.

Article Twelve - Consultancy & Employment

1. The Association may collaborate with consultants and external parties if necessary to fulfill the objectives and on terms decided by the Executive Committee. Such collaboration shall not in any circumstances give a raise to employment law obligation, including claim for wages or salaries.
2. Any contracts of employment that may become necessary, shall be made by Trustees, and shall state that Trustees are the employers on behalf of the Association for the time being.
3. The two [2] Executive Committee Officers, preferably Trustees, may enter contracts as agent (hereinafter: Agent) for the Association. Such contracts at all times shall

not involve property and/or financial commitments beyond a value agreed by the Executive Committee.

Article Thirteen - Indemnity & Limited Liability

Full indemnity out of the Association funds is given to:

1. Agent who is acting on behalf of the Association against all payments and other liabilities properly incurred by them.
2. Executive Committee Officers against all payments and other liabilities properly incurred by them in the exercise of their duties or powers for the Association.
3. The liability of Agent, or Executive Committee Officers entering any contract for the Association and the liability of any members on whose behalf the contract is made is limited to the assets of the Association.
4. The limit of each member's indemnity given to Agent or Executive Committee Officers in any calendar year in relation to any contracts entered by them for the Association is a sum equal to one year's membership subscription.

Article Fourteen - Amendments & Dissolution

1. The Constitution and the Annex may be amended by a resolution of the Executive Committee, according to the special procedure regulated in the Annex.
2. The Association may be dissolved by a resolution of the Executive Committee, according to the special procedure regulated in the Annex. The resolution takes effect immediately, unless a specified date given, in any case not more than 2 weeks later.



Annex

JUST SOLUTIONS

Private Members' Association

Article 1. Members.

The members of the Association shall be sovereign men and women whose names have been entered into the register of the Association. Membership in the Association shall be through a sign up on the website www.justsolutionspma.com and fulfillment of the eligibility in Article Five of the Constitution.

Article 2. Rights And Obligations.

Obligations - a member of the Association, to be considered in good standing, shall:

1. Cover any payments due in relation to any perks obtained through the Association and provided to them by third parties and;
2. Comply with the Vision and Objectives regulated in Article Two and Three of the Constitution; and
3. Comply with such other obligations as may be imposed by the Executive Committee Officers in compliance with the established Constitution and procedures.

Rights - a member in good standing is entitled to:

1. Participate in all activities and functions of the Association;
2. Vote and be voted upon;
3. Access to free membership and perks through donations provided by the Association and external parties;
4. Receive the JUST SOLUTIONS-PMA Newsletter and other such publications intended for general circulation;
5. Enjoy perks as may be gifted and granted to members from time to time.

Article 3. Annual And Other General Meetings.

Section 1. The Association must hold an annual general meeting within twelve months of the date of the adoption of this Constitution.

Section 2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

Section 3. All general meetings other than annual general meetings shall be called special general meetings.

Section 4. The trustees may call a special general meeting at any time.

Section 5. The trustees must call a special general meeting if requested to do so in writing by at least ten [10] members or one tenth [1/10] of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight [28] days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

Section 6. The minimum period of notice required to hold any general meeting of the Association is fourteen [14] clear days from the date on which the notice is deemed to have been given.

1. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote, at any times not shorter than three [3] days.
2. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
3. The notice must be given to all the members.

Section 7. No business shall be transacted at any general meeting unless a quorum is present. A quorum is ten [10] members entitled to vote upon the business to be conducted at the meeting; or one tenth [1/10] of the total membership at the time, whichever is the greater.

Section 8. If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

1. The trustees must re-convene the meeting and must give at least seven [7] clear days' notice of the re-convened meeting stating the date time and place of the meeting.
2. If no quorum is present at the re-convened meeting within fifteen [15] minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

Section 9. General meetings shall be chaired by the person who has been elected as Chair. In lack of elected person, trustees shall appoint a chair from the members present.

Section 10. The members present at a meeting may resolve that the meeting shall be adjourned.

1. The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless otherwise agreed at the meeting.
2. If a meeting is adjourned by a resolution of the members for more than seven [7] days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

Article 4. Votes.

1. Each member shall have one vote but if there is an equality of votes the chair of the meeting shall have a casting vote in addition to any other vote he or she may have.
2. A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
3. At all General Meetings, Executive Committee meetings, and meetings of any subcommittee, resolutions and other decisions are passed and made if approved by a majority of the members present and voting at the time the vote is taken.
4. The Chair has the discretion to permit voting by show of hands, ballot, or show of hands and ballot.
5. Proxy votes are permitted with written notification from the member to the Secretary prior to the meeting specifying the name of the member to cast the proxy vote on their behalf.

Article 5. Executive Committee.

The Association and its property shall be managed and administered by an Executive Committee comprising the officers elected in accordance with this Constitution. An officer should be a member of the Association. Three [3] of the officers become trustees appointed for a three [3] year term.

Article 6. Trustees.

Section 1. The trustees shall manage the running of the Association and have the following powers in order to further the objectives (but not for any other purpose):

1. to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
4. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed;
5. to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the objects;
6. to acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the objects;
7. to set aside income as a reserve against future expenditure;
8. to obtain and pay for such goods and services as are necessary for the benefit of members;
9. to open and operate such bank and other accounts as the trustees consider necessary;
10. to do all such other lawful and equitable things as are necessary for the achievement of the objects.

Section 2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

Article 7. Disqualification & Removal of Trustees.

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

1. ceases to be a member of the Association;
2. in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than two [2] months;
3. resigns as a trustee by notice to the Association; or
4. is absent without the permission of the Executive Committee from all their meetings held within a period of four [4] consecutive months and the other trustees resolve that his or her office be vacated.

Article 8. Meetings And Procedures of Executive Committee.

Section 1. The Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution.

Section 2. Any officer may call a meeting of the Executive Committee.

Section 3. The Chair must call a meeting of the Executive Committee if requested to do so by an officer.

Section 4. Questions arising at a meeting must be decided by a majority of votes.

Section 5. In the case of an equality of votes, the chair shall have a second or casting vote.

Section 6. No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.

Section 7. The quorum shall be two [2] or the number nearest to one-third [1/3] of the total number of officers, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee.

Section 8. A resolution in writing signed by all the officers entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall be

as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

Article 9. General And Special Procedures

Section 1. The decisions shall be made through the general procedure unless the special procedure is required in this Constitution.

Section 2. The general procedure shall be conducted in compliance with Article 8 of this Annex and its Sections 4, 6 and 7.

Section 3. Where the Constitution requires a special procedure, a proposal to change may be submitted by at least fifteen [15] members or the Executive Committee. Any decisions shall be made by a majority of at least two-thirds [2/3] of votes in the presence of at least eighty [80] percent of the officers. Alternatively, the vote shall be binding if decided by an absolute majority of votes in the presence of at least half of the members named on the members list at the time of the vote.

Article 10. Grievances or Disciplinary Actions

Any member repeatedly or seriously conducting themselves in violation of the Constitution or in a way that the Executive Committee deems seriously or repeatedly inappropriate for a member of this Association, may be subject to disciplinary action as outlined in the Disciplinary Regulations are available on request.

Should any member feel subject to or experience an aggrievance by actions instigated by the Association or its members, the Association may investigate and resolve the matter in accordance with the Grievance Regulations available on request.

Article 11. Notices

Any notice necessary or permitted under these Rules to be given to any member is deemed to have been duly served if:

1. delivered by email to the member's registered email address (in which case, it is regarded received by the member 2 hours after sending); or
2. presented to them directly; or

Any notification necessary or permitted to be made to the Secretary by any member according to these Rules shall be deemed to have been duly given if delivered by mail or email to the Secretary at the postal address, email address, or most recent address disclosed to Members by the Secretary. It becomes contractually binding once it arrives at that address or by email.

Article 12. Final Words

We hope you join our Association which has been founded upon good intentions.

We advise you to attend one of our regular Webinars where you can meet the Association Trustees and the Executive Committee members and make enquiries about the Association.

If you have any questions, you can also email our administrative team at admin@justsolutionspma.com

Please note: Plain and simple English is used throughout all written and verbal communications with the association's members, along with plain and straightforward accounting.