



# Trinidad and Tobago Veterinary Association Constitution

*2011*

This is the constitution of the Trinidad and Tobago Veterinary Association. It contains the rules and regulations for our members. The Association was incorporated as a non-profit organisation in July 2013.

# CONSTITUTION OF THE TRINIDAD AND TOBAGO VETERINARY ASSOCIATION

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## **PART 1. GENERAL PROVISIONS AND PURPOSES**

### **SECTION A. Name**

The name of the organization shall be the Trinidad and Tobago Veterinary Association (hereinafter referred to as 'the Association'), a not-for-profit organisation in the Republic of Trinidad and Tobago.

### **SECTION B. Purpose**

In addition to the purpose set forth in the Association's Parts, as may be amended, the objective shall be to advance the science, art and practice of veterinary medicine in all its aspects including relationships to agriculture, public health, conservation, the environment and the biological sciences. The Association's primary aims and objectives include but are not limited to the generality of the foregoing

1. By establishing maintaining and developing standards of knowledge and skill among veterinary surgeons, practitioners and (where appropriate) all such other persons who are engaged in any science or art allied or ancillary to veterinary medicine
2. By developing and publishing reports, surveys, position papers and comments on government regulations, legislation and judicial proceedings within its area of interest
3. By providing, through appropriate organisations or otherwise, for grants or scholarships or loans
  - a. To veterinary surgeons, veterinary students or allied veterinary medical health practitioners, who are citizens of Trinidad and Tobago for study or research in the field of veterinary medicine at the School of Veterinary Medicine of the University of the West Indies
  - b. To veterinary surgeons in other Caribbean countries, who are members in good standing in their Caribbean Veterinary Association or
  - c. If not, a veterinary surgeon or veterinary student, then must be recommended by veterinary surgeon, who is a member in good standing in his Veterinary Caribbean Association for study or research in the field of veterinary science in Trinidad and Tobago only

4. By maintaining and diffusing knowledge at all levels about the science, art and practice of veterinary surgery and medicine and about the care and treatment of animals in the form of information and education programmes directed at the general public
5. To promote and foster good relations, mutual understanding, fellowship and co-operation between its members and other persons or organisations involved with the practice of veterinary science or any other related field, whether in Trinidad and Tobago or elsewhere by
  - a. Promoting activities and stimulating professional and social interaction and providing opportunities for recreation and refreshment
  - b. Granting awards, certificates and prizes to individuals or organisations in Trinidad and Tobago for outstanding accomplishment or contributions to veterinary medicine or the care and treatment of animals
  - c. Establishing, improving and maintaining links with the School of Veterinary Medicine, the University of the West Indies and School of Science and Agriculture, University of the West Indies and the University of Trinidad and Tobago and other such tertiary level institutions, which may be involved in agriculture, public health or biological sciences
  - d. Arranging and providing for or participating in the holding of conventions, symposia, conferences, talks and meetings
  - e. Welcoming fellow veterinarians visiting Trinidad and Tobago from overseas and assisting in the provision of hospitality for them in this country
6. To advise and assist members of the Association with regard to any matter affecting their professional character or interests
7. To support and protect the status interests and honour of the veterinary profession in matters of professional ethics, where necessary, through the formulation of its own ethical rules and the revision of such rules, as may be appropriate, from time to time
8. To consider promote and support improvements in the law which appear to be conducive to the attainment of the objects of the Association, and to resist and oppose anything which appears detrimental to the interests of any of the members of the Association or touching the honour or



interests of the veterinary profession in Trinidad and Tobago by taking legal proceedings or otherwise

9. To conduct and assist in conducting arbitration, mediation and other proceedings for the settlement of disputes and difficulties, whether between members of the Association or between members of the Association and persons who are not members, and to appoint arbitrators and to receive and pay remuneration and other expenses in respect of any such proceedings

10. To liaise and collaborate with any institution or body (whether national or international) having similar interests as the association and, where appropriate, to seek affiliation or membership in such bodies

11. In furtherance of, and not in limitation of the general activities and purposes described above, it is expressly provided that the Association shall also have power

a. To enter into contracts, borrow money and give security for any such borrowing

b. To acquire property of any nature whatsoever by way of purchase, exchange, gift, bequest, devise, grant, donation, subscription and any other lawful method and to hold, manage and administer the same

c. To rent, sue, demise, grant, convey, mortgage, surrender, exchange, sell or otherwise deal with or dispose of any or all property from time to time vested in the Association

d. To participate in such sponsorship, endorsement, licensing and merchandising arrangements as may from time to time be decided

e. To engage such professional or other employees, servants and agents for the purposes of the Association and the benefit of its members, and to pay such professionals employees servants and agents reasonable remunerations salaries or wages

f. To acquire materials and equipment of all categories and to establish and maintain a reference library for efficient execution of its objectives; and

12. To do all such acts and things as are necessary or convenient to the attainment of its aims and objectives.

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**SECTION C. Mission**

The mission of the Association is to advance and promote the veterinary medical profession.

**SECTION D. Place of Business**

**The Principal Office**

1. The principal office of the Association shall be at such place in Trinidad as may be determined from time to time by the Executive Committee of the Association (hereinafter referred to as 'the Executive Committee')

**Additional offices**

2. The Association shall also have offices and places of business at such other places, within or outside the Republic of Trinidad and Tobago, as the Executive Committee may from time to time designate or the business of the Association may require as it is necessary

## **PART 2 .MEMBERSHIP**

### **SECTION A. Membership qualifications**

The membership of the Association may be granted to

1. Any individuals who meet the criteria set forth in the category of membership in the Association
2. Abides by these laws and ethical rules as written in the Constitution of the Association and other such policies, rules and regulations which may be adopted from time to time by the Association
3. Supports the aims, purposes, mission and objectives of the Association
4. Meets any additional criteria for each category of membership as the Executive Committee may require

### **SECTION B. Application**

#### **Membership Application form**

1. The Executive Committee shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association
2. Alternatively, the applicant, of whatever class, may apply in writing in a form approved by the Executive Committee.

The form of the application shall consist of

- a. The name, professional or other qualifications, and full address of the candidate
- b. The address of the place of business or school
- c. Country of citizenship
- d. Contact numbers (home, work and mobile telephone) and electronic mail address
- e. Professional information shall be provided, such as, but not limited to, membership in other organisations or publications in scientific journals
- f. Work experience shall also be included
- g. State the candidate's agreement, if elected, to abide by the rules and customs of the Association
- h. Be signed by the candidate and countersigned by his Proposer and Seconder. The Proposer and Seconder should both be financial, regular members of the Association for the last two (2) years.

- i. This rule is only applicable for those candidates, who wish to be considered for regular or voting membership
3. Be submitted to the Secretary, along with the designated fee, if any

**Election for membership**

4. Election of candidates for membership of the Association shall rest with the Executive Committee as soon as practicable after the receipt of an application or nomination for membership
5. The Executive Committee or its designee(s) shall review the applications of all candidates and determine, on the basis of criteria set forth in the Constitution and such other guidelines as the Executive Committee may prescribe, whether individual applicants meet the qualifications necessary for membership in the Association
6. Election, by the Executive Committee, shall be by simple majority of those present and voting for that purpose
  - a. This may be a show of hands or ballot, if requested, should the Executive Committee decide that such is necessary or advisable

**Notice of membership**

7. Candidates who are so qualified shall become members upon notice from the Association
8. Every candidate for the membership shall be informed in writing by the Secretary of the result of the application, but no reason need be given for the decision of the Executive Committee

**SECTION C. Membership categories**

The membership of the Association shall consist of five (5) categories.

**Regular or voting members**

1. Regular or voting membership shall be open to any veterinary surgeon, within the meaning and definition of the Veterinary Surgeon's Registration Act of the Republic of Trinidad and Tobago (Chapter 67:04), who is normally resident or domiciled in Trinidad and Tobago
2. Has met the membership and application requirements, as specified in Part 2, Sections A and B
3. A member in good standing

4. Endorsed by at least two (2) voting members of the Association
5. A graduating student, who has been certified to be a member of good standing in the Student Chapter of the Association for at least 2 years
6. Regular members shall be entitled to
  - a. Attend all General Meetings of the Association
  - b. Speak and vote at all general meetings of the Association. Each regular member shall have one (1) vote in for any issue or office by show of hands or secret ballot
  - c. Hold any office in the Association
  - d. Use and enjoy any facilities provided by the Association for the benefit of its members
  - e. Nominate candidates for membership to the Association
  - f. No member of the Association shall have the right to vote without limitation, on amendment of the Association's constitution, the merger or dissolution of the association or its Articles of Incorporation
  - g. Nothing in this Part 2, Section C, shall affect the rights of the members of the Executive Committee or any of the Association's entities, such as sub-committees or councils

#### **Affiliate Members**

7. Affiliate membership shall be open to Para-veterinary personnel and to any individual, company, institution, society, or body, who or which, whilst not eligible for regular membership
  - a. Has objectives or interests similar to those of the Association
  - b. Is actively and lawfully engaged in the care and treatment of animals or any science or art allied or ancillary to veterinary medicine
8. Any veterinarian, who is a regular, financial member of their home country's Veterinary Association and normally resident or domiciled outside of the Republic of Trinidad and Tobago
9. Affiliate members shall be entitled
  - a. To attend and speak at all general meetings of the Association

- b. To become members of any sub-committees or council within the Association
  - c. To such other privileges as may be conferred upon them by the Executive Committee
10. Affiliate members shall not be qualified to
- a. Nominate candidates for membership
  - b. Act as a member of the Executive Committee or as a representative or officer of the Association, except where he may be a member of a sub-committee
  - c. Vote at general meetings of the Association

#### **Student Members**

11. Persons who are full time students at
- a. The Veterinary Hospital at the Eric Williams Medical Sciences Authority, The School of Veterinary Medicine, Faculty of Medical Sciences, the University of the West Indies
  - b. A veterinary school listed in the World directory of veterinary schools
  - c. A veterinary school recognized by the Trinidad and Tobago Veterinary Surgeon's Registration Board, but not holders of a doctorate or equivalent degrees shall be eligible for student membership
12. Student members shall be entitled
- a. To pay subscriptions at a reduced rate
  - b. To attend and speak at all general meetings of the Association
  - c. To become members of any sub-committee or council
  - d. To such other privileges and benefits as may be conferred upon them by the Executive Committee
13. Student members shall not be qualified to
- a. Nominate candidates for membership
  - b. Act as a member of the Executive Committee or as a representative or officer of the Association, except where he may be a member of a sub-committee
  - c. Vote at general meeting of the Association

#### **Honorary Members**

14. Any regular member of the Association may nominate honorary members for any reason of
- a. Having performed valuable service to the Association

- b. Exceptional and meritorious contributions to the art and science of veterinary surgery and medicine
  - c. Being distinguished for their exceptional knowledge or expertise in the fields of animal nutrition, animal welfare, business, clinical medicine, conservation, environmental protection, marine and freshwater animals, veterinary law, veterinary surgery or wildlife
  - d. Such other reason as the Executive Committee may deem sufficient
15. The election and tenure of honorary members shall be on such terms and conditions and for such period or periods as the Executive Committee may from time to time think fit
16. Honorary members shall be relieved of liability to pay subscription fees for the duration of their honorary membership
17. Honorary members shall be entitled to
- a. Attend and speak at all meetings of the Association
  - b. Use and enjoy the facilities provided by the Association for the benefit of its members
  - c. To become members of any sub-committee or council
  - d. Such other privileges as may be conferred upon them by the Executive Committee
18. Honorary members shall not be permitted to
- a. Vote at any general meetings of the Association
  - b. Nominate candidates for membership to the Association
  - c. Act as a member of the Executive Committee or as a representative or officer of the Association, except that he may be a member of a sub-committee or council

#### **Temporary or Visiting Members**

19. A foreign or non-resident veterinarian visiting Trinidad and Tobago, for no longer than twelve (12) months, for the purpose of
- a. Practicing specialized veterinary medicine
  - b. Working as a consultant
  - c. Teaching or researching veterinary medicine or any related ancillary or supportive field at the University of the West Indies School or the University of the Trinidad and Tobago or other bona fide animal

clinic or hospital may be elected a temporary member of the Association

20. In ruling upon applications for temporary membership, the Executive Committee shall consider the following factors

- d. The main object of the candidate's visit
- e. The status if the candidate and particulars of his professional experience and qualifications
- f. Period of stay
- g. The country's requirements at the time

21. All proposals and communications with respect to temporary membership shall be submitted to the Secretary of the Association in writing, using the alternative form prescribed in Part 2, Section B (2)

#### **Rejection of Candidates for membership**

22. No rejected candidate can be again proposed until three (3) months have passed from the date when that nomination or application was refused or rejected

23. The rejected candidate shall at the end of the three (3) month period use the prescribed form or application in writing to the Secretary of the Association for consideration for membership. The designated fee shall once more be due at this time

#### **Executive committee discretion**

24. Notwithstanding Section C above, the Executive Committee may in its discretion nominate and elect any person or organisation as an honorary, affiliate and or temporary member on such terms and conditions and for such period as it thinks fit

### **SECTION D. Disciplinary Action and Termination of Membership**

#### **Disciplinary Grounds**

1. The Association, through the Executive Committee, shall have the power to discipline a member for any of the following reasons, but is not limited to, these reasons
  - a. Failure to comply with the Constitution, Bye-laws, regulations, the Ethical rules and standards or any other rules or regulations of the Association



- b. Conviction of any crime or a crime related to, or arising out of, the practice of veterinary medicine or involving moral turpitude
- c. Suspension, revocation, or forfeiture by the Veterinary Surgeon Registration Board
- d. Immoral, dishonourable, or unprofessional conduct considered to be prejudicial to the best interests of, or inconsistent with, the purposes of the Association
- e. The conduct of the individual brings disgrace upon the Veterinary Profession

### **Procedures**

- 2. Discipline may include, but not limited to, censure, suspension, probation and expulsion
- 3. Disciplinary action may be taken provided that a statement of charges shall have been sent to the last recorded address of the member at least fifteen (15) days before the final action is taken
  - a. The statement shall include a notice of date, time and meeting place at which the charges shall be considered
  - b. A member shall be entitled to know the nature of the charge or complaint
    - 1. A member shall be entitled to know the identity of his accuser(s)
    - 2. A member shall not be made to answer an anonymous complaint
- 4. The member shall have the opportunity to appear, in person, with or without legal counsel, before the Association takes action
- 5. The member shall have the right to present any defence
- 6. Notwithstanding the foregoing, if the member has been convicted in a court of law of a crime and has not contested the facts, then the member may be expelled from the Association without a hearing
- 7. All disciplinary matters shall be conducted according to the rules and regulations of the Discipline and Ethics Sub-committee, which shall be approved by the Executive Committee
- 8. An appeal shall lie to the Executive Committee from any decision of the Disciplinary and Ethics Sub-committee or any persons to whom the powers of the Disciplinary and Ethics Sub-committee have been delegated, as a result of disciplinary proceedings brought against a public member

9. A member may be suspended pending the outcome of any investigation or proceedings arising out of a complaint
10. In the matter of anonymous complaints and charges, the Discipline and Ethics Sub-committee shall still have a duty to investigate such matters but will respect the rights of the member as provided for in Part 2, Section D (3.b.2)
11. All complaints or charges must be written and signed by the complaint(s); otherwise, it shall be considered frivolous or unjustified
  - a. In this regard, electronic forms of mail are not acceptable
12. These procedures may be amended at the discretion of the Executive Committee

#### **Automatic Termination of Membership**

13. A person shall automatically cease to be a member of the Association where
  - a. One has been adjudged by the Veterinary Surgeons Registration Board to be guilty of infamous or disgraceful conduct in any professional respect
  - b. One's name has been erased from the Register of Veterinary Surgeons pursuant to Section II of the Veterinary Surgeons Registration Act 67:04
  - c. One has been convicted, without contest, in the courts of law
- a. Any member expelled from the Association shall forfeit all right to or claim upon the Association, its property and funds
- b. Expelled members shall not be eligible for re-election into the membership

#### **Authority of the Discipline and Ethics Sub-Committee**

16. The Discipline and Ethics Sub-committee shall the power to
  - a. Hold preliminary investigations with respect to any complaint against a member with a view to
    1. Determine the facts of the matter(s)
    2. Furnish the Executive Committee with a report, signed by the Chairman
    3. Make recommendations to the Executive Committee
    4. Investigations shall be concluded within three (3) months, except where an extension has been granted by the Executive Committee

b. To hold enquires and make findings with respect to any case involving allegations of disgraceful professional conduct

1. Give an opinion and make recommendations to the Executive Committee

2. To furnish a report to the Executive Committee signed by the Chairman

3. Investigations shall be concluded within three (3) months, except where an extension has been granted by the Executive Committee

c. To provide guidance for members, where appropriate, non-members also, as to what constitutes unethical behaviour and disgraceful conduct

#### **Overdue fees**

17. Members who default on payment of fees, subscriptions or assessments for more than three (3) months or otherwise becomes ineligible for membership shall be automatically terminated, according to the rules and regulations the Executive Committee shall establish unless

a. The member applies, in writing within the three (3) month seeking and extension of no more than two (2) months

b. The Executive Committee shall have the power to grant an extension as it sees fit

#### **Observance of rules**

18. No member shall be absolved from the observance or effect of the rules and regulations of the Association upon the allegation of not being acquainted with or not having received a copy of them

19. The failure on the part of any member to comply with any rule, regulation or bye-law of the Association may, at the discretion of the Executive Committee, render that member liable to disciplinary action

### **SECTION E. Reinstatement of Members**

Members who have resigned or terminated for non-payment of fees may be reinstated to their prior membership category upon payment of delinquent fees before the end of the subsequent calendar year for which the fees were payable

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## Part 3. ADMINISTRATIVE PROVISIONS

### SECTION A. The Executive Committee

#### Authority and Responsibility

1. The Executive Committee of the Association shall manage the affairs of the Association, which shall be referred to hereafter as the "Executive Committee"
2. The Executive Committee shall be free to act and govern itself as it thinks fit, subject always to the overriding power and authority, which is vested in a General Meeting of the Association
3. For the avoidance of doubt, it is hereby expressly declared, that in exercising its functions and responsibilities, the Executive Committee shall have power to
  - a. Appoint sub-committees and councils and to co-opt any members of the Association thereto, and to delegate its powers as it may deem appropriate. Unless specifically mandated otherwise, sub-committees and councils shall be advisory only
  - b. Engage such professional or other employees, workers or agents on behalf of the Association as may be necessary, and upon such terms and remuneration as it deems fit. The Executive Committee may also lawfully terminate any such engagement at its discretion
  - c. Formulate and adopt its own rules and regulations pertaining to all matters relating to the management of the Association and the conduct of its affairs not expressly provided for in these rules.
    - i. Such rules and regulations shall come into effect at such time as may be notified to the members of the Association, provided that the Executive Committee may in its discretion, waive any rule or regulation as it may deem fit
  - d. Enter contract for the purposes of the Association on behalf of all members of the Association
  - e. Do all such things as may be incidental or conducive to the attainment of aims and objectives of the Association, including, but not limited to
    - i. Initiating and coordinating policies and procedures to ensure that efficient management

and continued development of the Association in all its aspects

- ii. Fund-raising
- iii. Disseminating information and distribution of educational materials
- iv. Safeguarding the interests of the members of the Association
- v. Liaising and or entering into arrangements with any person or organisation on behalf of the members
- vi. Advising and assisting members on ethical problems and with respect to matters that arise in practice or other veterinary matters

4. All members of the Association shall be required to uphold and obey Association rules regulations and by-laws as the Executive Committee may make in the exercise of its powers herein under

#### **Indemnity and Honorarium**

- 5. The members of the Executive Committee shall be
  - a. Indemnified by the members of the Association
  - b. Entitled to an indemnity out of the assets of the Association for all expenses and other liabilities properly incurred by them in the management of the affairs of the Association
  - c. An honorarium of not more than 1% or the net profits in a fiscal year that shall be equally divided and paid to the members of the Executive Committee for their service to the Association
  - d. Regular members by a simple majority shall approve the honorarium to be distributed
  - e. The honorarium is to be paid no more than thirty (30) days following an Annual General Meeting

#### **SECTION B. Composition of the Executive Committee**

- 1. The Executive Committee shall consist of seven (7) members who are as follows: President, President-Elect Immediate Past-President, Secretary, Public Relations Officer, Treasurer, and one ordinary board member
- 2. The duties and functions of the Executive Committee officers are given in Part 4

### **SECTION C. Qualification**

1. Individuals who have been regular members of the Association for at least three (3) consecutive years immediately preceding the election shall be eligible to serve on the Executive Committee, save that for the post of President-Elect, where a member must be a voting member for at least five (5) consecutive years immediately preceding the election.
  2. The candidate is a Trinidad and Tobago national. In this context, 'national' means a citizen or resident of the Republic of Trinidad and Tobago and a person who is resident of or domiciled in Trinidad and Tobago by virtue of Section 5 (i) of the Immigration Act
3. The candidate's nomination was duly proposed and seconded by regular members in good standing
4. Nominations shall be in writing and must be submitted to the Secretary at least fourteen (14) days before the date fixed for elections. Alternatively, the form prescribed by the Executive Committee may be used
5. The candidate shall have expressed a willingness to serve
6. No slates of candidates are permitted to contest any election to the Executive Committee or any of the Standing or ad-hoc committees or councils
7. Individuals who are regular, affiliate, student or honorary members for at least two (2) consecutive years immediately preceding the election shall be eligible to serve on any sub-committee or council

### **SECTION D. Tenure of Office for Executive Committee**

#### **Period of office**

1. Executive Committee members shall be elected to hold office for a period of 2 years or until their successors have been duly elected or the provision provided of in Part 4, Section I (6) comes into force
2. In this context, a year shall mean the interval between one Annual General Meeting and the next following Annual General Meeting

#### **Tenure**

3. There shall be no limitation on the number of terms an individual may serve as an officer, except that having once

served as President, a person is ineligible for election as President-Elect for two (2) years

4. An officer shall serve until the end of his term of office or until the election and qualification of the officer's successor or until the officer's removal, disqualification, incapacitation, resignation, termination or death

## **SECTION E. Executive Committee Meetings**

### **Executive Committee Meetings**

1. The Executive Committee shall meet at least once a month to consider the affairs of the Association and conduct such business as may be necessary

2. The time, date and place shall be determined by the members of the Executive Committee

3. The President or any two (2) members of the Executive Committee may call Further or Special Meetings of the Committee at any time if they consider it to be in the interest of the Association

4. The notice of any special meeting shall state the time, date and place of the meeting in writing or orally

a. The notice shall be given at least five (5) days prior to the date of such a meeting

b. Attendance of an Executive committee member at the special meeting shall constitute a waiver notice of such a meeting except where the member has attended to express objections to the transaction of any business because the meeting was not lawfully called

c. The Secretary shall give all members of the Executive Committee at least (two) 2 days' notice of a meeting. The notice may be oral or in writing, including but not limited to electronic means

5. All officers have power to vote

6. Decisions of the Executive Committee shall be made by a simple majority, the President (or the acting chairman of that meeting), has a casting or additional vote in the event of an equality of votes

7. The act of a majority of the Executive Committee members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of greater numbers is required by law, the Articles of Incorporation or the Constitution

8. Action can also be taken by written consent on any matter, which requires a vote by the Executive Committee
- a. The matter must be in writing and set forth the action to be taken and all members of the Executive Committee must sign in order for the matter to be considered acted upon
  - b. Any action to be taken by the Executive Committee may be taken without a meeting if all the officers consent to the action in writing, said consents to be filed with the records of the meetings of the Executive Committee

### **Quorum**

9. The quorum for a meeting of the Executive Committee shall be four (4) members whenever there is any duly called meeting
10. The President or his proxy must be one of the four (4) members
11. If at any regular meeting of the Executive Committee a quorum is not present thirty (30) minutes after the time fixed for the commencement of the meeting, such meeting shall stand adjourned to a day not later than seven (7) calendar days from the date of the aborted meeting

### **Roles and functions at meetings**

12. In the event that both the President and the President-Elect are absent at a meeting of the Executive Committee, the officers present shall, elect a chairman for that meeting only
13. If the Secretary and the Public Relations Officer are absent, the meeting shall appoint one of its members to take the minutes
14. If authorised by the President, any or all officers may participate in a meeting of the Executive Committee by means of conference telephone, electronically or similar communications equipment enabling all officers participating in the meeting to communicate with one another
- a. Participation in a meeting pursuant to this clause shall constitute presence in person at such meeting
15. An officer shall not be permitted to vote by proxy



**SECTION F. Filling vacancies**  
**Vacancies**

1. If a vacancy arises in the Executive Committee it shall be filled in one of the following ways
  - a. Where it arises less than four (4) months after the member took office, by a by-election
  - b. Where it arises four (4) months or more after the member took office, by the appointment by the Executive Committee of a person qualified for election to the office
  - c. Retiring officers shall be eligible for election in a by-election, except where duly barred

**SECTION G. Resignation and Removal of Officers**

**Resignation**

1. Any Officer may resign at any time
  - a. Such resignation shall be made in writing to the President or Secretary of the Association and shall take effect at the time specified therein. If no time is specified, at the time of its receipt

**Removal**

2. Any Officer may be removed from office with or without assigning cause by an affirmative two-thirds majority vote of all the regular members qualified to vote and present in person or by written proxy at an Annual or Special meeting of the Membership
3. Any Officer who shall fail to attend three (3) consecutive meetings of the Executive Committee, without its consent or an excuse that is considered acceptable by majority of the Executive Committee, shall automatically cease to be an Officer of the Association
4. An officer shall automatically be removed from office if
  - a. His name has been erased from the Register of Veterinary Surgeons pursuant to Section 2 of the Veterinary Surgeons Registration Act Chapter 67:04
  - b. He becomes bankrupt or is adjudged insolvent
  - c. He is held to be of unsound mind
5. No refunds of dues shall be made on resignation or removal
6. No honorarium shall be due or shall be paid

## **PART 4. OFFICERS**

### **SECTION A. Officers**

The officers of the Association shall be as mentioned in Part 3, Section B.

### **SECTION B. President**

The President (hereinafter called the "President") shall be the Chief Executive Officer of the Association and shall preside at all meetings of the membership, the Executive Committee and at all Special Meetings, conferences or functions held by the Association. Among other duties, included, but not limited to, the President shall

1. Be responsible for the proper conduct of all such meetings and shall sign the Minutes of each meeting when they are approved
2. Unless otherwise instructed by the general membership, be an ex-officio member (with right to vote) on all sub-committees and councils of the Association
3. Upon authorization by the Executive Committee, be empowered to enter into contracts in the name of the Association
4. Have a casting or additional vote in the event of equality of votes at any meeting of the Association or the Executive Committee
5. Have the power to co-opt members to advise the Executive Committee and any other sub-committees or councils of the Association
6. Shall supervise all business affairs of the Association subject to the direction and control of the Executive Board by communicating with the Secretary and the President-Elect
7. Have such other duties and authority as usually pertain to the office of the Chief Executive and as may be confirmed by the members of the Association
8. The President shall succeed to the office of the Immediate Past President upon expiration of the President's term of office

### **SECTION B. President-Elect**

The President Elect (hereinafter called the "President-Elect") shall assist the President. Among other duties, included but not limited to, the President-Elect shall

1. At the request of the President or, in the event of the President's absence or disability or death, the President-Elect shall perform the duties and exercise the powers of the President
2. To the extent authorized by law, the President-Elect shall have such other powers as the Executive Committee may determine and shall perform such other duties as may be assigned to him from time to time by the President, with the approval of the Executive Committee
3. At the end of the President's term or upon the President's resignation or incapacitation or death, the President-Elect shall succeed to the office of President, without the further election to that office
4. Chair Discipline and Ethics Committees

### **SECTION C. Secretary**

The Secretary (hereinafter called the "Secretary", who is the essential link between the Executive Committee and the members of the Association) shall perform all duties incident to the office of Secretary, subject to the supervision of the President. Among other duties, included but not limited to, the Secretary shall

1. The Secretary shall also perform other duties as may be assigned to him from time to time by the Executive Committee
2. Be responsible for the minutes of the Annual General Meeting, Special Meetings, and meetings of the Executive Committee
3. Receive from the Chairman of each standing and ad-hoc sub-committee or council, a written record of the proceedings thereof
4. Have charge of such books documents and papers as the Executive Committee may determine, and generally act as the custodian of the Association's records
5. Keep faithful and up to date separate listings showing the names, current home, work and electronic addresses and professional or other qualifications of all members and officers of the Association
  - a. These logs shall be open for inspection and copying to the extent required by law
6. Receive, register and respond to all applications for membership to the Association
7. Conduct the correspondence of the Association and sign or be co-signatory (in the name and on behalf of the

Association) any documents contracts or agreements when authorized or ordered by the Executive Committee

8. In consultation with the President, prepare the agenda and be responsible for General Meetings of the Association as well as Executive Committee meetings

9. Be an ex-officio member of all sub-committees, but without power to vote

10. Acts the link to the external or foreign Veterinary or other organisations to which the Association may be a member

11. Have such other powers and duties as may conferred upon him by the membership of the Association or by the President, with the approval of the Executive Committee

12. Upon the termination of his office as Secretary (for whatever reason), promptly and faithfully deliver all books documents papers and records of the Association to the succeeding Secretary

a. In the event that no successor has been elected or appointed, then to the President of the Association

#### **SECTION D. Public Relations Officer**

The Public Relations Officer (hereinafter called the "Public Relations Officer") shall assist the Secretary and shall perform the duties of the Secretary in his absence. Among other duties, included but not limited to, the Public Relations Officer shall

1. The Public Relations Officer shall have such other duties and authority as may be conferred upon him by the members of the Association or by the President with the approval of the Executive Committee

2. Be responsible for speaking to the media, electronic or print, about any issue or matter affecting the Association under the direction of the Executive Committee

3. Chair the Education and External Relations Council sub-committees

#### **SECTION E. Treasurer**

The Treasurer (hereinafter called the "Treasurer") shall, in general, perform the entire duties incident to the office of Treasurer, subject to the control of the Executive Committee. Without prejudice to the generality of the foregoing, but not limited to, the Treasurer shall

1. Keep full and accurate account of all money and obligations received and paid or incurred on account of the Association
2. These accounts shall be open by appointment to inspection by any financial member or officer of the Association at all reasonable times when so requested or required
3. Have charge of the funds and security of the Association, subject to such controls and regulations as may be imposed by the Executive Committee
4. Collect all fees, subscriptions and money due to the Association and his receipt shall be a sufficient discharge therefore
5. Deposit all money, cheques and bank notes collected on behalf of the Association to the credit of the Association at such bank(s) as the Executive Committee may designate
6. Cheques drawn on the Association's account shall be signed by the Treasurer and countersigned by another executive member. The order of signatures shall be the President, the President-Elect, Secretary and the Public Relations Officer
7. Make payments as authorised by the Executive Committee
8. Submit estimates of expenditure for approval
9. Make comments on the viability of projects
10. Present a full and accurate report and statement concerning the finances of the Association at the Annual General Meeting of the Association
11. Obtain an annual certified audit of the Association's books by a duly qualified, independent and reputable accountant or firm of accountants, appointed from time to time by the members in an Annual General Meeting.
  - a. The certified audit shall be presented to the membership at the Annual General Meeting for approval
12. Chair the Finance and Fund-raising sub-committee
13. Manage the Benevolence Fund
14. Have such other duties and authority as may be confirmed upon him by the membership of the Association or by the President with the approval of the Executive Committee
15. The Treasurer may act through a designee selected and supervised by him

16. Upon termination of his office as Treasurer (for whatever reason), promptly and faithfully deliver all books documents papers and records of the Association to the succeeding Treasurer

- a. If no successor has been elected or appointed then to the President of the Association

#### **SECTION F. Immediate Past President**

The Immediate Past President (hereinafter called the "Immediate Past-President") shall, in general, perform the entire duties incident to the office of Immediate Past President, subject to the control of the Executive Committee. Without prejudice to the generality of the foregoing, including but not limited to, the Immediate Past President shall

1. Have such duties as may be assigned by the President or the Executive Board
2. Has the right to vote on the Executive Committee
3. Chair the Animal Welfare, Environment and Public Health Council

#### **SECTION G. Ordinary Committee Member**

The Ordinary Committee Member (hereinafter called the "Ordinary Committee Member") shall, in general, perform the entire duties incident to the office of Ordinary Committee Member, subject to the control of the Executive Committee. Without prejudice to the generality of the foregoing, including but not limited to, the Ordinary Committee Member shall

1. Have such duties as may be assigned by the President or the Executive Board
2. Has the right to vote on the Executive Committee
3. Chairs the Law Review Council

#### **SECTION H. Chairmanship**

1. All officers of the Executive Committee, save for that of the President and Secretary are chairmen of a sub-committee or council
2. In the event that the Executive Officer is unwilling or unable to fulfil the role of Chairman, then
  - a. A new chairman is selected from among the sub-committee or council members
  - b. An election may be held, within thirty (30) days, to fill the position left vacant by the Officer

- c. If no-one is elected into the post, then volunteers are sort to fill the post of member of the sub-committee or council
  - d. The Executive Committee reserves the right to appoint members to fill any vacancies which may arise
3. The Executive Officer, who is unwilling or unable to serve as Chairman, shall indicate in writing (electronic communication is unacceptable), his reasons to the President, through the Secretary

### **SECTION I. Elections**

#### **Qualification**

1. All qualifications for election to office are listed in Part 3, Section C
2. Any of these may be waived on the advice of the Executive Committee, with the approval of the membership of the Association

#### **Time and Date of elections**

3. Elections shall be held on a fixed term basis
4. Elections shall normally be held during the month of October every other year, at the Annual General Meeting, by 31<sup>st</sup> October for latest
5. If an election cannot be held by that date for whatever reason, the election must be held by 30<sup>th</sup> November of the same year
6. If the election is still not held by the 30<sup>th</sup> November, then the President-Elect assumes office of President and all other Members of the Executive Committee have their appointments terminated
7. The past President assumes office of Immediate Past President upon termination of his office as President
8. The new President must then determine a time, date and place of meeting no later than 15<sup>th</sup> February of the following year
9. No honorariums shall be paid until the Annual General Meeting shall approve such payments
10. Elections shall take place at a time, date and meeting place that shall be determined by the Executive Committee, if held before 30<sup>th</sup> November
11. The term of office shall run, regardless of when an election is held, from 15<sup>th</sup> November of the year the election was due to be held to the biennial year, when an election is due

#### **Nominations**

12. Shall proceed in accordance with Part 3, Section C,
13. Nominations shall be in writing and must be submitted to the Secretary at least fourteen (14) days before the date fixed for elections
14. Alternatively, the form prescribed by the Executive Committee may be used
15. A person may, at the same election, be a candidate for two or more of the offices of the President-Elect, Secretary, Public Relations Officer, Treasurer and Ordinary Member of the Executive Committee

#### **Order of Elections**

16. The election of the offices of the Executive Committee shall be determined in the following order
- a. President-Elect
  - b. Secretary
  - c. Public Relations Officer
  - d. Treasurer
  - e. Ordinary Committee Member
  - f. Elections for Sub-committees and Councils

#### **Candidates drawing equal votes**

17. In the event of an equality of votes between candidates, the Chairman of the election meeting shall have a casting or additional vote

#### **New Term commencement**

18. The new term for the Executive Committee and all other sub-committees or councils starts 15<sup>th</sup> November to allow the old executive to hand over any documentation to the incoming executive
19. In the event, that elections did not occur on the fixed date then, the new term starts immediately upon election to office

#### **Standing Sub-Committees and Council elections**

20. Every year the under mentioned standing sub-committees and councils shall be elected at the Annual General Meeting of the Association, except for the Sub-committees and Council, which have exemptions granted in the Constitution's rules and regulations



21. Qualification for these committees and councils shall be as stated in Part 3, Section C (7)
22. At the end of that term all sub-committee officers shall go out of office, except for the chairman, who shall serve for two (2) years
23. The officers shall be eligible for re-election
24. Elections are carried out by nominations from the floor of the Annual General Meeting or nominations can be done in writing, with the nominee indicating their willingness to serve
25. Voting shall be done either will a simple show of hands or by secret ballot
26. The elections to the sub-committees or councils shall be done in the following order
  - a. Discipline and Ethics Sub-Committee - Four members
  - b. Finance and Fund-Raising Sub-Committee - Four members
  - c. Publications and Education Sub-Committee - Five members
  - d. External Relations Council - One member
  - e. Law Review Council - Four members
  - f. Animal Welfare, Environment and Public Health Council - Four members
27. Any individual, at the same election, may be nominated and if elected serve on more than one sub-committee or council but no greater than three (3)
28. This rule does not apply to members of the Executive Committee who may serve on all sub-committees and councils simultaneously
29. The President and the Secretary are ex-officio members of all sub-committees and councils
  - a. The President shall have voting rights on all sub-committees and councils
  - b. The Secretary shall have no voting rights on all sub-committees and councils
30. In the event, that no-one is elected to serve on the sub-committees or councils, Part 4, Section I (31) then is then applicable
31. Any individual may volunteer to serve on any sub-committee or council, once approval is granted at a General Meeting

32. The Executive Committee shall have the right to co-opt any member to serve on any sub-committee or council for a period to be determined by the Executive Committee

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## **PART 5. STANDING SUB-COMMITTEES AND COUNCILS**

### **SECTION A. Discipline and Ethics Sub-committee Composition and Quorum**

1. The Discipline and Ethics sub-committee shall consist of five (5) elected members, including the Chairman
2. The President-Elect shall chair this committee, unless otherwise indicated in Part 4, Section H (2)
3. Three (3) members shall constitute a quorum

### **Responsibility and Functions**

4. The functions of this sub-committee shall include but not limited to
  - a. Serving as the preliminary investigative and recommending body with the obligation of looking into all complaints and situations that might involve disciplinary action being taken against a regular member
  - b. Ensuring the maintenance of proper levels of professional conduct
  - c. Providing guidance regarding the ethical implications of any scheme or course of action which may be under consideration
  - d. Formulating and recommending ethical guidelines and rulings as to professional conduct
  - e. These should be contemporary and appropriate to the local situation
    - i. Guidelines should also be revised periodically and kept under constant scrutiny in the intervening periods
  - f. To conduct and assist in arbitration, mediation and other such proceedings between members and between members and non-members
  - g. The Executive Committee may from time to time confer other functions and responsibilities on the sub-committee

### **SECTION B. Finance and Fund-Raising Sub-committee Composition and Quorum**

1. The Finance and Fund-raising sub-committee shall consist of five (5) elected members

2. The Treasurer shall chair the committee unless otherwise indicated in Part 4, Section H (2)
3. Three members shall constitute a quorum

#### **Function and Responsibility**

The functions of this sub-committee include but are not limited to the following

4. Making comments on the financial viability of projects
5. Organising planning and initiating fund raising events
6. Exploring the possibilities and making recommendations to the Executive Committee about commercial opportunities in the form of sponsorship, endorsement, merchandising and licensing arrangements
7. Participating in charitable activities
8. The Executive Committee may from time to time confer other functions and responsibilities on the sub-committee

### **SECTION C. Publications and Education Sub-committee**

#### **Composition and Quorum**

1. The Publications and Education sub-committee shall consist of five (5) elected members
2. The Public Relations Officer shall chair the sub-committee unless otherwise indicated in Part 4, Section H (2)
3. Three (3) members shall constitute a quorum

#### **Functions and Responsibilities**

The functions of this sub-committee include, but are not limited to

4. Organising conventions, seminars, conferences, lectures and meetings in accordance with the directions of the Executive Committee
5. Developing producing and or publishing reports, journals, books, position papers, surveys and circulars for members and non-members
6. Using their best endeavours to stimulate further education in veterinary science and medicine
7. Arousing and maintaining goodwill and public interest in the activities of the Association
8. The Executive Committee may from time to time confer other functions and responsibilities on the sub-committee

**SECTION D. External Relations Council**

**Composition**

1. This council shall consist of two (2) elected members, of which the Public Relations Officer is one

**Functions and Responsibilities**

2. Veterinary Services at Mt. Hope
  - a. The Public Relations Officer shall serve as the Association's official representative on the Board of Directors at the Eric Williams Medical Sciences Authority pursuant to Section 5 of the Eric Williams Medical Sciences Complex Authority Act 1989
  - b. The other member is the alternate to the Public Relations Officer and will assume duties on this sub-committee when the Public Relations Officer is unavailable
  - c. The functions of this sub-committee include
    - i. Faithfully representing and safe guarding the Association's interests and position at the Eric Williams Medical Sciences Complex Authority
    - ii. Using all good faith efforts to establish improve and maintain channels of communication between the Association and all other committees, persons, interest groups, faculties, or organisations functioning at the Authority
    - iii. Consolidating and facilitating working arrangements with the Authority
    - iv. Faithfully and promptly submitting written reports (together with copies of all correspondence and relevant documentation) pertaining to the sub-committee's work at the Authority, together with its recommendations, if any to the Secretary of the Association
    - v. As far as practicable, the Association's nominee to the Authority should continue in that position for a period of at least three (3) years
3. The members of this sub-committee shall serve on any external board or committee as directed by the Executive Committee

4. The Executive Committee may from time to time confer other functions and responsibilities on the council

#### **Minutes**

5. A copy of the minutes of every meeting attended shall be sent, via mail or electronically to the Secretary of the Executive Board, within fifteen (15) days meeting

6. The Public Relations Officer shall present an annual report to the Executive Committee as per Part 5, Section H

7. This Sub-committee is hereby exempted from the presentation of annual reports to the General membership

#### **Vacancies**

8. Except as otherwise provided herein, vacancies in membership a standing council shall be filled by appointments made in the same manner as the original appointments to that council

### **SECTION E. Law Review Council**

#### **Composition and Quorum**

1. The Law Review Council shall consist of five (5) elected members, which includes the chairman

2. Three (3) members shall constitute a quorum

3. The chair of the Council shall be the Ordinary Committee Member unless otherwise indicated in Part 4, Section H (2)

#### **Functions and Responsibilities**

The functions of this council include but are not limited to

4. Identifying areas pertaining to the veterinary profession that are in need of legislative reform

5. Taking steps towards expediting the incorporation of the Association by Act of Parliament

a. This cause shall cease to be relevant once this goal has been achieved

6. Liaising and consulting with the Law Commission, Government Ministers, and all other persons who can assist in expediting appropriate law reform

7. Lobbying the Government and other bodies interested in laws pertaining to veterinary medicine, practice and science, welfare, wildlife, and the environment

8. Review and recommend changes that may be required to the Association's own Constitution, laws, rules and regulations

9. The members of this council shall serve on any external board or committee regarding law or legal matters, as directed by the Executive Committee

10. The Executive Committee may from time to time confer other functions and responsibilities on the council

## **SECTION F. Animal Welfare, Environment and Public Health Council**

### **Composition and Quorum**

1. The Animal Welfare, Environment and Public Health Council shall consist of five (5) elected members, which includes the Chairman

2. Three (3) members shall constitute a quorum

3. The chairman of the Council shall be the Immediate Past President unless otherwise indicated in Part 4, Section H (2)

### **Functions and Responsibilities**

The functions of this Council include but are not limited to

4. Identifying areas pertaining to the veterinary profession that are in need of legislative reform as regards animal welfare and conservation of wildlife in all forms

a. This information is forwarded through the President, to the Law Review Chairman for action

5. Liaising and consulting with the animal welfare, wildlife conservation, environmental groups and organisations, bona-fide breeding associations or societies, kennel clubs and all other persons who are involved in animal welfare, conservation and the environment

6. Liaise and consult with Government ministers and other public officials on matters regarding animal welfare, the environment, wildlife and public health, from a veterinary standpoint

7. Identify and study problems associated with production, processing and distribution of foods of animal origin, including wildlife for food, as they related to assurance of an adequate supply of such food that is clean, sound, wholesome and free from adulteration

8. Recommend and encourage programmes that will ensure participation by veterinary surgeons in protecting consumer

interest and will contribute to a continued market for livestock and livestock products

9. Distribute and collect information regarding zoonoses and exotic disease

10. Encourage greater participation by veterinary surgeons in the fields of public health, conservation medicine and preventative medicine, with special emphasis on agriculture

11. Recommend and support programmes designed to prevent, control and eradicate animal diseases, with the participation of veterinary surgeons

12. Recommend and encourage programmes specifically designed to ensure welfare of all classes of Equidae

13. The members of this council may serve on any board or committee regarding animal welfare, conservation, the environment or public health, as directed by the Executive Committee

14. The Executive Committee may from time to time confer other functions and responsibilities on the sub-committee

## **SECTION G. Additional Sub-committees and Councils**

### **Additional Standing Sub-committees and Councils**

1. Additional sub-committees and councils may be established by the Executive Committee to support the purposes of the Association
2. The action shall set forth such a council's or sub-committee's composition and responsibilities

### **Ad-hoc sub-committees and councils**

3. The Executive Committee shall establish ad hoc sub-committees or councils as and when needed. These shall serve at the pleasure of the Executive Committee
4. Ad hoc sub-committees or councils shall be advisory only unless the Executive Committee has delegated specific powers and authority to them
5. Qualifications for service on an ad-hoc committee or council shall be the same as for Standing Sub-committees and Councils except where otherwise waived by the Executive Committee
6. The Chairman of each ad hoc sub-committee or council shall report their proceedings, recommendations and activities, in



the form of a written report to the President, through the Secretary and shall conduct their business in accordance with the directions of the Executive Committee

7. Every ad hoc sub-committee or council shall keep minutes of each of its meetings and these shall be submitted to the Secretary, within fifteen (15) days of a duly called meeting
8. No report recommendation or other action of any ad hoc sub-committee or council shall be considered as the action of the Association unless and until the same has been expressly approved or authorised by the Executive Committee
9. Actions or recommendations are not so considered unless signed by the President and Chairman of the Ad-hoc sub-committee or council after duly being noted in Part 5, Section G (6)
10. Ad-hoc sub-committees or councils shall further follow the relevant rules set forth under Part 5, Sections H and I

#### **SECTION H. Annual Reports**

1. An annual report on all activities of the Executive Committee shall be prepared by the President or his designee and signed by the President and the Secretary
2. An annual report shall be presented to the General membership, by the President, at an Annual General Meeting held by 31<sup>st</sup> October in a calendar year
3. An annual report on all activities of all Sub-committees and Councils shall be due by 30<sup>th</sup> September of a calendar year
  - a. The report shall be signed by the Chairman and Secretary of the Standing Sub-committee or Council and the President of the Association
4. The report shall be presented to the General Membership by the Chairman or his designee at the Annual General meeting in October, or when so designated by the Executive Committee
5. Reasons for failure to produce an annual report of a Standing sub-committee or Council shall be made in written to the President, through the Secretary of the Association
6. Extensions up to fifteen (15) days may be granted by the Executive Committee upon receipt of a request by the Chairman
7. Upon failure to produce an annual report, it shall be assumed by the Executive Committee that the Standing Sub-committee or Council is non-functional

- a. The Executive Committee may then take steps to terminate the office of the members of the sub-committee or council
  - b. Steps taken by the Executive Committee may include, but are not limited to
    - i. Removal of the Chairman
    - ii. Selection of a new Chairman
    - iii. New elections for Council or Sub-committee members
    - iv. Investigating the Sub-committee or Council
  - c. The Chairman of the committee or council shall be informed in writing of possible action to be taken against the Sub-committee or Council
8. All typed-written Annual reports are to be sent to the Secretary of the Association by the date as per Part 5, Section H (3)
9. All annual reports shall be made available for any member to view at any time

## **SECTION I. Meetings of Sub-Committees and Councils**

### **Meetings**

1. The Subcommittee or Council may meet in person or by conference call upon the request of the Chairman or the majority of the Sub-committee or Council
2. The act of a majority of the Sub-committee or Council members present at a duly called meeting at which a quorum is present shall be the act of the Sub-committee or Council
3. Action can also be taken by written consent on any matter, which requires a vote by the Subcommittee or Council
  - a. The matter must be in writing and set forth the action to be taken and all members of the Sub-committee or Council must sign in order for the matter to be considered acted
4. All actions take are not considered to be actions of the Association unless approved by the Executive Committee and signed by the President and Chairman of the Sub-committee or Council

**Minutes**

5. A copy of the minutes of every meeting must be typed and sent, via mail or electronically to the Secretary of the Executive Board, within fifteen (15) days of a duly called meeting

**Vacancies**

6. Except as otherwise provided herein, vacancies in membership a standing Sub-committee or Council shall be filled by appointments made in the same manner as the original appointments to that Sub-committee or Council

## **Part 6. MEETINGS OF THE MEMBERSHIP**

### **SECTION A. Supreme Authority**

The supreme authority of the Association is vested in a General Meeting of the Association.

### **SECTION B. Annual General Meeting** **Annual General Meeting**

1. An Annual General Meeting shall be held in October each year on or before the 31<sup>st</sup> October in any calendar year
2. The time and place of the Annual General Meeting shall be established by a majority vote of the Executive Committee
3. In the event that the meeting is not or cannot be held at the designated time and place, the President shall re-schedule the Annual General Meeting to a date not later than 30<sup>th</sup> November, but not sooner than seven (7) days, from the date of the aborted meeting
4. If Part 6, Section B (3), cannot come into effect then Part 4, Section I (6 to 11) shall come into effect

#### **Quorum**

5. The quorum of the Annual General Meeting shall be fifty per cent (50%) of the regular, voting members in good standing in person or by written proxy
6. This quorum shall conduct any business at a duly called meeting
7. If less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice. The provisions made in Part 6, Section B (3) shall take effect

#### **Purpose of the Annual General Meeting**

The Annual General Meeting of the Association shall be held to transact the following business

8. To receive and consider reports from the Executive Committee on the activities of the Association during the previous year
9. To receive and consider reports from the Standing Sub-committees and Councils on their activities during the previous year
10. To receive and consider the accounts of the Association for the previous year. This shall include a report from the Treasurer as to the Association's financial position and, if

approved, the adoption of the Auditor's report on the accounts

11. To remove and elect the Auditor or confirm that the incumbent remain in office
12. To elect the Officers of the Association and members of the various Standing Sub-committees and Councils
13. Provisions are made for these elections in Parts 3 and 4
14. To discuss the proposed future activities of the Association
15. To transact any other business of which due notice has been given provided that a member, with the leave of the Chair, may raise any topic for discussion
16. To approve an honorarium, of not more than 1%, for the Executive Committee for the last fiscal year

#### **The Agenda**

17. The agenda for the meeting shall be circulated at least fourteen (14) days prior to the meeting
18. So far as is reasonably possible, no other business shall be transacted at an Annual General Meeting

### **SECTION C. Quarterly General Meetings**

#### **Quarterly General Meetings**

1. In addition to the Annual General Meeting, members shall also meet at least once each quarter
2. Should that day fall on a public holiday, the meeting shall be held not less than seven (7) day hence
3. The Secretary shall remind members of these meetings at least two (2) weeks in advance by mail, including electronic methods or orally
4. The Executive Committee shall determine the time and place of the quarterly meetings

#### **Quorum**

5. The presence in person or by proxy of ten per cent (10%) of the regular members in good standing shall be necessary and sufficient to constitute a quorum
6. In the event there are insufficient regular members to constitute a quorum at a quarterly general meeting, the meeting shall stand adjourned to a date within one (1) calendar month from the aborted meeting, without any further notice

**Purpose of a Quarterly Meeting**

7. To receive and consider reports from the Executive Committee on the activities of the Association during the previous quarter
8. To discuss the proposed future activities of the Association
9. To transact any business, to participate in lectures, discussions, debates or any such matter for which the Executive Committee has given due notice
10. To transact any other business of any member, provided that a member, with the leave of the Chair, may raise any topic for discussion

**SECTION D. Special General Meetings**

**Special General Meetings**

1. Special General Meetings of the Association may be called at any time
  - a. By the Executive Committee
  - b. By the Treasurer, with or without the support of Executive Committee, to place before the members the financial position of the Association
  - c. On a requisition, in writing, signed by not less than six (6) regular members, in good standing, stating the purposes for which the meeting is required and the resolutions proposed
  - d. Requisitions of this nature shall be served on the President, the President-Elect or the Secretary of the Association
2. Executive Committee
  - a. A special general meeting called by the Executive Committee shall generally be summoned by mail at least fourteen (14) days in advance
  - b. This period may be abridged in the discretion of the President, if in his opinion the urgency of the business to be discussed so requires
3. Treasurer or Six regular members
  - a. In the case where the Treasurer or six (6) or more regular members have requisitioned a Special General Meeting, the Executive Committee shall convene such meeting within thirty (30) days of receipt of the requisition
  - b. Should the Executive Committee fail to convene the special general meeting within the said (30) thirty-days, the requisitioning members shall then be at liberty to convene such general meeting within (60)

sixty-days of the service of the said requisition in writing

#### **Agenda**

4. In every case where a special general meeting shall be called
  - a. The purposes for which the meeting is required
  - b. The resolutions proposed must be stated
  - c. The order of items on the agenda shall be strictly adhered to unless the meeting agrees to the contrary

#### **Quorum**

5. The quorum for Special General Meetings shall be thirty-three (33%) per cent or one-third (1/3) of the total number of regular members in good standing
6. In the event there are insufficient regular members in attendance to constitute a quorum, the meeting shall stand adjourned to a date not later than fourteen (14) calendar days
7. If at the adjourned meeting members are still unable to constitute a quorum, the Secretary shall use his best endeavours to inform the entire membership by memorandum on the matters in question, and members shall be free to submit their views and or votes
  - a. These votes or views must be in written form and sent to the Secretary of the Association
  - b. Votes or view may be submitted electronically
  - c. Such views and or votes shall be recorded in the Association's records
  - d. At the next meeting of the Association the views or votes expressed shall be made available to the membership and, as far as possible or practicable, the various matters ventilated and resolved

### **SECTION E. Procedure and Conduct at General Meetings**

#### **Notice of General Meetings**

1. Written notice stating the date time and place of any general meeting of the membership, including the Annual General Meeting, as well as the purposes for which said meeting is called, shall be sent by mail to each member at least fourteen (14) days before the meeting
2. The fourteen (14) days requirement, with respect to notice, may be abridged in the discretion of the President, if in his opinion the urgency of the business to be discussed so requires

3. In the situation where the period of notice is going to be abridged or there appears to be a problem with sending notices through the mail, the Secretary shall use his best endeavours to contact and inform the members by other means
4. The fact that a particular member has not received his notice shall not invalidate the meeting

#### **Procedure and conduct at membership meetings**

5. At any general meeting of the Association every member in good standing shall be entitled to be present and to speak
6. Failure to pay dues, subscriptions and fees may result in suspension of voting privileges or the ability to take part in any debate or proceedings of the Association during the period of delinquency
7. Only, regular members in good standing shall be entitled to vote at membership meetings
8. Such members shall have one vote for every question raised and a simple majority shall pass resolutions
9. In the case of equality of voting, the Chair shall have a casting or additional vote
10. Voting may be by written, special proxy provided it, (or notice thereof), is received by the Secretary at least forty-eight (48) hours prior to the scheduled meeting
  - a. Proxies must be written in clear and unambiguous language, including the date and signature
  - b. No proxy shall be valid for more than three (3) months from date of its execution unless otherwise expressly stated therein
  - c. Any proxy shall be revocable unless otherwise stated therein
11. The Secretary, or in his absence the Public Relations Officer, shall take minutes at all membership meetings
12. Members shall be permitted to speak once they have been acknowledged by the Chair

#### **SECTION F. Manner of Acting**

The act of a majority or more of the voting or regular members present at a duly called meeting, at which a quorum is present shall be the act of the members, unless the act of greater number is required by law, the Articles of Incorporation or by the Constitution



## **Part 7. FINANCIAL MATTERS**

### **SECTION A. Finance**

#### **Finance**

1. The funds of the Association shall consist of membership subscriptions, together with any grants, contributions, bequests and other forms of income, which the Association may receive
2. All money payable to the Association shall be received by the Treasurer and deposited in a bank account(s) in the name of the Association
3. No sum shall be drawn from that account(s) except by cheque signed by the Treasurer and counter-signed by another Executive Committee member, as provided for in Part 4, Section E (6)
4. The income and property of the Association shall be applied only in furtherance of the objectives of the Association and no part thereof shall be paid by way of bonus dividend or profit to any members of the Association unless the general membership has given an express mandate to that effect or save as set out in Part 3, Section A (5.c) and Part 7, Section A (5)
5. The Executive Committee shall have power to authorise payment to a ceiling of \$5,000.00 TT on the Association bank account(s) as required for the conduct and operation of the Association's business

#### **Executive Committee authority**

6. Among other things, the Executive Committee shall have discretion to
  - a. Appropriate funds to assist members in good standing to attend conferences, workshops or other activities
  - b. Members seeking financial assistance shall apply in writing to either the Secretary at least (60) sixty-days in advance
  - c. Authorise the payment of remuneration and expenses to any officer member or employee of the Association and to any other person or persons for services rendered to the Association
  - d. Provided that payments in excess of \$ 5,000.00 TT or which do not fall within the objectives of the Association, shall require the approval of the General Membership

- e. All financial transactions shall be recorded in a proper set of books kept by the Treasurer

**Fees and member accounts**

7. The amount of any entrance fees or subscriptions payable by members shall be determined from time to time by the general membership at an Annual General Meeting of the Association
8. Annual subscriptions shall be payable on election and thereafter without demand on 31<sup>st</sup> January in every year
9. Subscriptions shall be paid to the Treasurer, who shall provide a receipt
10. Any member whose annual subscription remains unpaid on the 1<sup>st</sup> March shall automatically cease to be a member in good standing
11. Delinquent members who have ceased to be members in good standing by virtue of being in arrears with their subscriptions shall be reinstated upon settlement of the outstanding dues together with a penalty payment valued at fifty (50) per cent of the outstanding dues
12. The Executive Committee may terminate the membership of any member whose subscription is two (2) years in arrears
13. Reinstatement and any fees due shall be in the discretion of the Executive Committee
14. Any member wishing to withdraw from the Association shall give notice, in writing, to the Secretary before 1<sup>st</sup> February of the succeeding year or that member will be held liable for the appropriate subscription
15. If any member who had withdrawn from the Association wishes to be re-admitted, that ex-member shall apply under Part 2, Sections A and B and, if elected, shall be re-admitted as a member upon payment of appropriate fees and charges if any
16. The Secretary or Treasurer will arrange every year, on instructions from the Executive Committee, to remind or advise members as to the amount of entrance fees and subscriptions for all classes of members

**Fiscal Year**

The Executive Committee shall determine the fiscal year of the Association

**Borrowing**

17. The Executive Committee, subject to the approval of the membership, may borrow money on behalf of the Association for the purposes of the Association from time to time at

their own discretion for the general upkeep of the Association

18. Any personal expenditure, which falls outside the objectives of the Association, shall require the sanction of the general membership
19. When so borrowing, the Executive Committee shall have power to raise, in any way, any sums of money and to raise and secure the repayment of any such loan in whatever manner and on such terms and conditions as they think fit, in particular, by mortgage of or charge upon or by the issue of debentures charged upon all or any part of the property of the Association
20. The Executive Committee shall have no power to pledge the personal liability of any member of the Association for the repayment of any sums so borrowed
21. The Trustees of the Association shall, at the discretion of the Executive Committee, make such dispositions of the Association's property or any part thereof, and enter into and execute such agreements and instruments in relation thereto as the Executive Committee may deem proper for giving security for such money and the interest payable thereon

#### **Conflicts of interest**

22. No contract or transaction between the Association and one or more of its officers, or between the Association and any other organisation of which one or more of the Association's officers has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason or just because the particular officer is present at or participates in the meeting of the Executive Committee or subcommittee thereof that authorises approves or ratifies the contract or transaction if
  - a. The material facts as to the interested officer's relationship or interest in the contract or transaction are disclosed in the Minutes of the meeting, or are well known to the Executive Committee or the sub-committee or council that authorises, approves or ratifies the contract or transaction
  - b. The Executive Committee in good faith authorises approves or ratifies the contract or transaction by an affirmative majority vote of the disinterested officers, even though the disinterested officers be less than a quorum

- c. The interested officer does not participate in any vote relating to the contract or transaction with himself or with the organization in which he has a financial interest

#### **Debts**

23. No member shall without the written authority of the Executive Committee incur any debt or liability in the name of the Association

#### **Payments**

24. No member shall, save and except for professional services rendered at the specific request of the Executive Committee, receive any profit, salary or emolument from the funds or transactions of the Association

#### **Auditor**

25. The Auditor of the Association shall be appointed annually at the Annual General Meeting
26. A duly qualified, independent and reputable accountant or firm of accountants shall hold the office of Auditor
27. The Auditor shall be required to audit the accounts of the Association for the year and to prepare a report for the Annual General Meeting
28. Should the office of Auditor fall vacant at any time, the Executive Committee shall have power to elect new auditors for the continuation of that term of office
29. The Treasurer shall be responsible for giving all required documents to the Auditor for all audits

## **Part 8. Trustees and Property of the Association**

### **SECTION A. Trustees and property Trustees and Property of the Association**

1. Apart from cash at the bank, all property of the Association (including land and investments) shall be vested in not less than two (2) and not more than four (4) Trustees
2. The Trustees shall hold the property upon trust for the members of the Association in accordance with the directions of the Executive Committee
3. The Trustees shall deal with the property as directed by resolution of the Executive Committee and entry in the Minutes of the Association shall be conclusive evidence of such a resolution

#### **Election**

4. The Trustees shall be elected at a General Meeting of the Association and shall hold office for five (5) years or resignation or removal by a resolution passed at a General Meeting
5. Trustees shall be eligible for re-election
6. Two members shall be eligible for election every five (5) years, if the number of trustees is greater than two
7. If there are two (2) Trustees, then one member is eligible for election every five (5) years
8. On the death, incapacitation, resignation or removal from office of a Trustee, the Executive Committee shall take steps to secure the appointment, by the Association, of a new trustee in his place as soon as possible thereafter, take all lawful and practical steps to procure the vesting of all Association property in the names of the Trustees as constituted after the said appointment

#### **Authority**

9. The trustees shall have power to sell, pledge, lease, mortgage or otherwise alienate any Association property in compliance with the directions of the Executive Committee
10. No purchaser, lessee or mortgagee, or other successor in title shall be concerned to enquire whether any such direction has been given by the Executive Committee
11. The Trustees shall, on the direction of the Executive Committee, represent the Association in any litigation

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12. The Trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties once a year, upon receipt of bills to the Treasurer, who shall reimburse within thirty (30) days of a General Meeting
  13. The voting membership must approved the expenditure lump sum to be so paid

## **Part 9. Miscellaneous**

### **SECTION A. Alteration of Rules**

#### **Alteration of Rules and Regulations**

1. No alteration or amendment of these rules may be made, except at an Annual or Special General Meeting, called for the purpose
2. A resolution must be passed by a majority of at least two-thirds of those financial, regular members present for alterations or amendments to be made
3. These changes must be entered as amendments to the rules or regulations
4. All amendments shall be place in Part 10, Section A

### **SECTION B. Complaints and Suggestions**

1. All complaints and or suggestions concerning the affairs of the Association shall be addressed in writing to the Secretary, who shall cause such matters to be considered and, if necessary, investigated at the next Executive Committee meeting
2. Electronic methods shall not acceptable for complaints
3. Both electronic and written mail shall be acceptable for suggestions
4. The Secretary shall as soon as possible thereafter furnish a reply to the signatory of the initial correspondence

### **SECTION C. Use of the Associations Facilities**

#### **Use of Association Facilities**

1. All members and their guests making use of the Association's facilities or equipment provided in connexion therewith, do so at their own risk
2. Neither the Executive Committee nor the owners of the Association property shall be held responsible for any loss damage or injury occasioned to or sustained by such members or guests and arising out of their use thereof or presence therein

#### **Damage, destruction or loss of Association property**

3. Each member shall be personally responsible for the cost; replacement or repair of any Association property that is destroyed damaged or lost by that member or member's guest
4. Use of Association's premises or facilities shall be at discretion of Executive Committee

5. The use of the Association's premises or facilities for non-association activities shall be at the sole discretion of the Executive Committee

#### **SECTION D. Interpretation of Rules and Regulations**

Questions as to meaning and interpretation of these rules, the regulations or byelaws shall be referred to the Executive Committee, whose decision thereon shall be final and binding on all concerned

#### **SECTION E. Documents and Records**

1. All property, documents and records belonging to the Association and held by members of the Executive Committee during their term shall (if such officers are not re-elected at the Annual General Meeting) be returned to the incumbent President by 15<sup>th</sup> November of the Annual General Meeting
2. This clause also applies to any officer who resigns, relinquishes or is removed from his post
3. The President shall distribute all documents to the relevant officers as they assume their post
4. The Chairman shall hold documents and records of each sub-committee or council. After the election of members of the sub-committee or council, these documents are to be returned to the incumbent President, who will distribute them to the respective Chairman of each sub-committee or council

#### **SECTION F. Appointments and Engagements**

1. Appointments and engagements, on behalf of the Association, shall be dealt with by the Executive Committee
2. No member shall purport to appoint or hire any company, institution, body or person (including the member) for any job, performance, lecture or class offered by another body or person on behalf of the Association, without the expressed written approval or direction of the Executive Committee

#### **SECTION G. Matters not covered by these rules**

All matters, not covered by the foregoing rules and regulations, shall be decided upon by Executive Committee, whose decision shall be subject to the authority of the Annual or Special General Meeting of the Association, shall be binding on the Association



**SECTION H. Dissolution**

1. The Association shall not be dissolved, except with the consent of not less than three-fifths of all the voting or regular members of the Association for the time being resident in the Republic of Trinidad and Tobago, expressed either in person or by written proxy at an Annual or Special General Meeting convened for that purpose
2. Following upon such resolution, the Trustees shall take immediate steps to convert into money, all the property of the Association whatsoever, with power however, to postpone or delay the conversion of any particular property as so directed by the General Meeting
3. Out of the proceeds of such conversion, the Trustees shall discharge all debts and liabilities of the Association, including all expenses incidental to the said conversion.
4. The remaining funds shall be disposed of in such manner as may be decided upon by a General Meeting

**SECTION I. Commencement of the Constitution**

These rules shall come into effect on the **24th day of February 2011.**

**Certified True Copy:**

**CURTIS PADILLA**

**President**

**MICHELLE MELLOWES**

**Secretary**

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**Part 10. Appendices**

**SECTION A**

**Amendments**

There are no amendments at this time