

BARBADOS
The reformed Constitution of the
COMBERMERE SCHOOL OLD SCHOLARS ASSOCIATION (CSOSA)
October 24, 2014

1. NAME

1.1. The Association shall be called the {Association's Name}.

2. INTERPRETATION

2.1. In these presents unless there be something in subject or content inconsistent herewith

2.2. "These Rules" shall mean the constitution of the Association of the time being in force.

2.3. "The Regulations" shall mean the regulations for the management of the Association.

2.4. {Association's Name} shall mean the "new name".

2.5. "Secretary" includes any person appointed to perform the duties of Secretary temporarily.

2.6. "Month" shall mean calendar month.

2.7. "Member" includes any person coming under any of the categories of membership under Paragraph 9.

2.8. "Writing" shall include print and electronic communication and anything in the nature of print or writing or electronic communication.

2.9. "Financial Year" shall mean any period whether more or less than a calendar year of which the accounts as submitted to the Association at the Annual General Meeting shall be made up.

2.10. "The Committee" or "The Executive" or "The Board of Directors", shall mean the Executive Committee.

2.11. "General Assembly" shall mean the total membership in good financial standing present at the properly convened business meeting of the Association.

2.12. "Business Meeting" shall include Annual General Meeting, Extra-ordinary General Meeting, Special Business Meeting, Executive Committee Meeting and meetings for Election of Officers.

2.13. "AGM" shall mean Annual General Meeting.

2.14. "The Anthem" shall mean the SCHOOL SONG for the time being of the Combermere School as Set out in Appendix (I) to this constitution.

2.15. "Membership Lists" shall mean the lists kept by the Secretary showing the different categories of Members of the Association namely:

2.15.1. Membership List (ML) for Members,

2.15.2. Associate Members List (AML),

2.15.3. Life Membership List (LML),

2.15.4. Honorary Membership List (HML) and

2.15.5. Honorary Life Membership List (HLML).

- 2.16. "Combermerian" shall mean any person eligible for membership as set out in Paragraph 9.1
- 2.17. "The School" shall mean the Combermere School.
- 2.18. "Student" shall mean a pupil for the time being of Combermere School.
- 2.19. Words importing the singular number shall include the plural number and vice versa.
- 2.20. Words importing the masculine gender shall include the female gender.
- 2.21. A "member in good standing" shall have the same meaning as that applicable to a financial member as hereinbefore defined.
- 2.22. "He", "Him" or "His" shall mean a person of any gender.

3. COLOURS

The colours of the Association shall be similar to those of the school (ultramarine and gold).

4. BENEVOLENT ORGANISATION

The Association was registered as Charity #48 on August 30th, 1985.

5. MOTTO

The motto of the Association shall be – "Religione Humanitate Industria."

6. PATRON

The Association shall have a patron who shall be the Principal for the time being of the School. The person so selected remains patron until he retires from the said office of Principal of Combermere School or until another Principal is duly appointed whichever is the latter. The Patron on selection automatically becomes an Honorary Life Member of the Association-

7. PURPOSES AND OBJECTIVES

7.1. PURPOSES

The Association is instituted for the following purposes:-

- 7.1.1. Social Goodwill To promote the social and cultural welfare of its members as well as the members of the community by striving at all times to improve the cultural, social and sporting activities of past and present students so that they may become progressive and useful members of society.
- 7.1.2. Sports To engage in such sports (including overseas tournaments) as may from time to time be approved by the Executive Committee and to provide and/or assist in providing facilities for same.

- 7.1.3. Education To award enabling scholarships for needy and worthy students to attend Combermere School; to supply financial or other assistance to past students who are granted Government or University Scholarships but are unable to accept because of the lack of requisite funds; and to supply educational material whenever possible to the Combermere School.
- 7.1.4. Awards To confer or bestow awards on anyone who has distinguished himself either as a student, teacher or otherwise or who has contributed to the upliftment in this Island or elsewhere the name of Combermere School of this Association and to make whatsoever presentation or presentations in respect thereof which the Committee may consider necessary and appropriate whether in the form of medals, trophies, tokens or otherwise as the Committee may deem fit and proper to show its appreciation therefore.
- 7.1.5. Member Development To actively seek to promote the professional & social development of financial members of the Association through partnerships, business agreements and events that promotes the Associations' purposes and or improves the reputation and financial health of the organisation.
- 7.1.6. Library To provide an exchange or meeting place with library reading rooms and halls and other accommodation for the comfort of the members and students in which the members and student may meet for recreation and the transaction of business, and to provide such library facilities for the use of members and students as may from time to time be required.
- 7.1.7. Benevolent Fund The gratuitous relief by means of primary or other assistance of necessitous persons who are Combermerians as defined in paragraph 9.1.
- 7.1.8. General To co-operate whenever possible with any other association having similar objectives to this Association in promoting and cultivating the spirit of good fellowship among all Combermerians and to render assistance whenever possible to the students in particular and the School in general.

7.2. **OBJECTS**

The objects for which the Association is established are:-

- 7.2.1. To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association provided that the Association shall not hold more land than the law shall for the time being permit it to hold.
- 7.2.2. To construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association.

- 7.2.3. To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Association.
- 7.2.4. To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 7.2.5. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 7.2.6. To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- 7.2.7. To borrow and raise money in such a manner as the Association may think fit.
- 7.2.8. To invest any monies of the Association not immediately required for any of its objects in such manner as may from time to time be determined.
- 7.2.9. To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- 7.2.10. To subscribe to any local or other charities and to grant donations for any public purpose.
- 7.2.11. To establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of the Association.
- 7.2.12. To amalgamate with any association having objects altogether or in part similar to those of this Association.
- 7.2.13. To purchase otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any of one or more of the Associations with which the Association is authorized to amalgamate.
- 7.2.14. To transfer all or any part of the property, assets, including intellectual property, liabilities and engagements of this Association to any one or more of the Associations with which this Association is authorized to amalgamate.
- 7.2.15. The establishment of a Secretariat is allowed provided that has been approved by the Executive and the necessary resources for its operations are readily available to the Association.
- 7.2.16. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 7.3. Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if an object of the Association would make it a trade union.
- 7.4. Provided also that in case the Association shall take or hold property it shall not sell, mortgage, charge or lease the same without such authority or approval or consent as may be required by

law and as regards any such property the managers or trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglect and defaults and for the due administration of such property. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same such manner as allowed by law, having regard to such trusts.

8. AFFILIATION

The Association shall be affiliated to any national or other body approved by the Committee if in its opinion association with such body would be beneficial to the {Association's Name} PROVIDED ALWAYS that such national body is not a political organization or an organization with known political connection but provided nevertheless that nothing herein shall prevent any individual member of the {Association's Name} from seeking membership in such national body or organisation in his individual capacity.

9. MEMBERSHIP

9.1. General

9.1.1. The members of the Association shall be classified into four (4) distinct categories namely: (1) Members (2) Associate Members (3) Life Members (4) Honorary

9.1.2. All past pupils of the School shall be eligible for membership of the Association.

9.1.3. All past and present members of the School's teaching, clerical and other staff who have worked at the school for a minimum of 3 consecutive years, shall be eligible for membership of the Association.

9.2. Members

9.2.1. A Member of the Association are those eligible members as defined in paragraph 9.1 who has fully paid their annual subscription to the Association.

9.2.2. An Associate Member of the Association are those eligible members as defined in paragraph 9.1 who has NOT fully paid their annual subscription to the Association.

Associate members shall be entitled to attend all meetings of the Association to speak, but not vote or hold office. They may however, sit on Sub-Committees.

9.3. Honorary Members

The Executive Committee may from time to time elect any person or persons to honorary membership. Such person or persons are exempted from the normal mandatory entrance fee and subscriptions for members but may at their discretion subscribe voluntarily. Honorary members shall be entitled to all the privileges of the Association except that even though they may speak they cannot vote on any matters raised at meetings and they cannot hold office, but

may serve on Sub-Committees. Honorary Members are elected for an indefinite period at the discretion of the Executive Committee who may dismiss such members at pleasure.

9.4. Life members

9.4.1. Those persons who are currently life members, may continue to have the privileges associated with the title. However, the Association shall not offer life membership in the future.

9.4.2. A Life Member has all the privileges of a Member.

9.5. Honorary Life Member

The Executive Committee may bestow the title of “Honorary Life Member” on any Combermerian for distinguished services to the community as a whole and to the School or {Association’s Name} in particular. All former Principals together with all former Presidents of this Association shall be Honorary Life Members.

10. FINANCE

10.1. The Financial Year shall run from January 1st to December 31st.

10.2. The accounts of the association shall be done using the accrual method.

10.3. The Association is not limited to the use of local commercial banks, and is allowed to trade in, and hold accounts in credit unions, payment service providers, investment portfolios and other financial instruments and institutions provided that the use of these accounts, financial instruments and institutions are first vetted and approved by the Finance and Budgetary Committee and then approved by the Executive and is not in contravention of the laws of Barbados.

10.4. The Association can hold accounts in and trade in alternative forms of currencies inclusive of and not limited to, virtual and digital currencies provided that their use is first vetted and approved by the Finance and Budgetary Committee and is not in contravention of the laws of Barbados.

10.5. Subscriptions

10.5.1. The annual subscription of the Association shall from time to time be determined by the Executive, and may be waived at the discretion of the Executive.

10.5.2. Annual subscriptions for members shall become due and payable on the 1st day of January of each year.

10.5.3. Subscriptions paid during the year, for the current year, shall not be prorated and must be paid in full.

10.5.4. Life Members of the Association will not be required to pay any further subscriptions to the Association, but nothing herein shall prevent any such members from paying subscriptions voluntarily.

10.5.5. The Executive should seek to make payment of subscriptions a priority and to make the payment of the subscriptions as convenient as possible to members and associate members by marketing and facilitating payment at events and meetings organised by the Association.

10.6. Defaulting Members

10.6.1. Any member whose subscriptions remain unpaid for three (3) months after the due date (paragraph 10.5.2) shall forfeit all privileges of membership. However, the accidental participation of such a member shall not invalidate any decision reached or resolution passed at any such meeting.

2.15.1. Membership privileges shall only be restored after the payment of all arrears. If however, a period of six (6) months has elapsed and the member's still remains unpaid, such member shall have his name removed from the membership list.

10.7. Accounts

10.7.1. True and correct accounts shall be kept by the Treasurer of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the assets and liabilities of the Association, and subject to any reasonable restriction as to the time and the manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the members.

10.7.2. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet and the accompanying statement of income and expenditure ascertained by the approved auditors chosen at the Annual General Meeting or Meeting of Election of Officers.

10.8. Income and Expenditure

10.8.1. The income and property of the Association wherever derived shall be applied solely towards the promotion of the aims and objects of the Association as set forth in this constitution; and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association on return for any services actually rendered to the Association nor to prevent the payment of interest at a rate not exceeding eight per cent (8%) per annum on money lent or reasonable and proper rent for premises demised or lent by any member to the Association.

10.8.2. No Officer of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the ~~council~~ Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Association PROVIDED that the provision past aforesaid shall not apply to any repayment to gas, electric, lighting, water, cable or telephone company of which a member shall not be bound to account for any share of profits he may receive in respect of such payment.

10.8.3. All monies or income received by the Association must be deposited to an approved association financial account.

10.9. Profit Distribution

10.9.1. At a minimum, 10% of all profits generated by the Association MUST be donated to the Trust Fund and a further 10% of all profits generated MUST be donated to a non-Combermerian Charity or cause fund.

10.9.2. At a minimum, 20% of profits must be donated to the school to purchase equipment needed to have a direct impact on the students in the class room and will provide the much needed tools and skills needed to compete in this changing educational environment.

10.9.3. Within the first week of the month of March the accumulated totals of these profits for the year thus far, must be handed over to their respective destinations.

10.9.4. In both cases this handover must be done at assembly and should be broadcasted to the internal membership channel of the organisation and every effort should be made to have it covered by the national media.

10.10. Bankers and Financial Institutions

The money of the Association shall be deposited in a bank, credit union or other financial institution designated by The Executive.

11. HEADQUARTERS

The Headquarters of the Association shall be sited at the School, Waterford in the parish of Saint Michael in this Island or any other place the Committee may consider necessary.

12. MEETINGS

12.1. The President or in his absence the Vice President shall preside at all general meetings and if neither the President or the Vice Presidents are present or are unable or unwilling to act the members present shall choose one of their number to be Chairman of such meeting.

12.2. The Executive Committee shall regulate its own procedure and fix its own time of meetings.

12.3. An Executive Committee meeting must be held within seven (7) days of the AGM or meeting of Election of Officers.

12.4. Special Business Meetings

The Executive by a simple majority vote shall instruct the Secretary to call a Special Business Meeting, if it is deemed necessary. A minimum of forty-eight (48) hours' notice shall be given, for any such meeting. The matter to be discussed must be stated, and no other matter shall be discussed. No less than twenty (20) financial members shall constitute a quorum.

12.5. Extra-Ordinary/Emergency General Meetings

Extra-ordinary General Meetings of the CSOSA may be convened whenever necessary to discuss any important business of the CSOSA. Any ten (10) members in good standing may in writing call upon the Secretary or President to summon members to a meeting of the general assembly.

12.6. Annual General Meetings

The Annual General Meeting shall be held after the end of every financial year and not being more than fifteen (15) months after the holding of the last Annual General Meeting.

12.6.1. Where the AGM has not been held on or before the time provided under paragraph 12.6 of this rule any then (10) financial members may themselves constitute a meeting of the Association and elect from their number a temporary Chairman and Secretary for the purpose of arranging for the holding of the AGM in accordance with the provisions of this rule provided that notice of their intent is sent to the Executive email address at least seven (7) days prior to the notice of the meeting being advertised or published.

12.6.2. At least seven (7) days clear notice of the AGM specifying the date, place and time, shall be given advertisement in a daily newspaper in this Island and advertised using the organisation email list and other social media portal.

12.6.3. The Agenda of Business at the AGM shall be set by the Executive and shall include:

- a Prayer,
- Singing of the Anthem of the Association as written in Appendix I to this constitution,
- a President Report,
- a Financial Report for the previous Financial Year,
- a Principal's Report and
- Elections of the Executive.

- 12.7. The Standing Orders in the Appendix II of this document, and the current edition of Robert's Rules of Order shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.

13. QUORUM

13.1. General Meetings

The Quorum for General Meetings properly convened shall be twenty (20) members inclusive of at least five (5) Executive Committee Members of the {Association's Name} (which must include either the Secretary or Assistant Secretary and the President or Vice President).

13.2. Executive Meetings

The Quorum for Executive Committee meetings shall be seven (7) including the President or the Vice Presidents and the Secretary or Assistant Secretary. However if the Secretaries are not present, the President or Vice President can appoint a temporary Secretary for that meeting.

- 13.3. If a meeting properly convened or summoned as hereinbefore provided is postponed twice for a lack of quorum it MUST be held on the third occasion when so convened or summoned irrespective of the fact that there is no quorum as hereinbefore provided and the persons present at the third or subsequent meeting shall constitute the quorum. Otherwise no meeting requiring a quorum shall be held unless there is a quorum.

14. NOTICE

- 14.1. A notice may be served by the Association upon any member either PERSONALLY or by sending it through the POST in prepaid letter addressed to such member at his registered or last known place of abode in this Island or via email to the members email address as registered in the Associations official database.
- 14.2. Any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted or emailed and that the postage was prepaid.
- 14.3. Notice of every Annual General Meeting shall be given in a manner hereinbefore authorized to every member except those members who have not supplied to the Association's Secretary an address within this Island or have not registered an email address for the giving of Notices to them.
- 14.4. The accidental or inadvertent omission to give notice of a meeting to or the no-receipt of any such notice to any of the members shall not invalidate any resolution passed or decision reached at any such meeting.

- 14.5. Unless otherwise set out in this constitution advance notice shall be given at least forty-eight (48) hours before the date of a General Meeting and at least seven (7) days before the annual General Meeting, Meeting of Election of Officers Extraordinary General Meeting.

15. THE EXECUTIVE COMMITTEES

15.1. Executive Committee

The Executive Committee should comprise of no more than sixteen (16) members, made up of six (6) Officers, four (4) alumni representatives, four (4) committee members, a member of the teaching staff and the Principal of the school.

The members who were elected or appointed shall serve for the following period of time on the Executive Committee before facing the voting process again as follows:

15.1.1. The seven (7) officers shall serve for one year with no officer serving no more than two consecutive years in the same position.

15.1.2. The four (4) alumni representatives shall each serve for a period of one year.

15.1.3. The four (4) committee members shall each serve for a period of two (2) consecutive years. Only two (2) Committee Members shall be elected each year.

15.1.4. The teachers' representative shall serve for one year, with no teacher serving for more than two consecutive years.

15.1.5. The School Principal shall automatically be a non-voting member of the Executive Committee.

15.2. The Committee shall have absolute control and management of over all the affairs and property of the Association and shall exercise all powers of the Association as they shall think fit except as otherwise provided by this constitution.

15.3. The Committee shall have the following special powers and duties:

15.3.1. to act in its discretion in the case of any matters in which Constituent is silent.

15.3.2. to take any steps to prevent infringement of the rules of the Association.

15.3.3. to delegate any of its duties to a sub-committee or sub-committees of the Association.

15.4. Sub-Committees

Sub-Committees may be selected at Business Meetings or meetings of the Executive Committee.

One person may constitute a Committee. Any person or persons selected to serve on a Sub-Committee may be dismissed in the same manner in which he was appointed.

16. OFFICERS

16.1. General

The officers of the Association shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary Treasurer and Public Relations Officer. No Officer shall delegate any of their duties except as provided in this constitution.

16.2. President

16.2.1. The President shall give assent in writing when necessary to all matters agreed upon by majority vote either in the Executive Committee or the General Assembly. His opinion shall be sought on all important matters affecting the Association and he must be consulted before any decision is taken on any matter by or on behalf of the {Association's Name} by an officer or member of the Association. He shall preside at General Meetings and Meetings of the Executive Committee and shall have a casting vote only.

16.2.2. He shall present at the AGM an Annual Report covering the business and activities of the Association during the year.

16.2.3. The President may with the approval of the Executive Committee assume the duties of the officer if in his opinion the functions of that officer are not being properly carried out or would be more conveniently carried out by another officer.

16.3. Vice President

16.3.1. The Vice President shall assist the President whenever required to do so and shall assume the duties of the President in his absence or inability or unwillingness to act.

16.3.2. The Vice President shall also be designated as the Chair of the Projects & Programs Committee if it is constituted.

16.4. Secretary

The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of membership, attendance and correspondence to the Association, in the form and manner prescribed by the Board of Directors. The Secretary shall also prepare and file all reports required by law for a charitable organisation such as {Association's Name} and generally perform such duties as are ordinarily incumbent upon a Secretary.

16.5. Treasurer

The Treasurer shall:

16.5.1. receive all monies on behalf of the Association, be fully responsible for their safe-keeping and deposit same in such bank as directed by the Executive within five (5) days of receipt thereof;

16.5.2. keep in hand, no more than petty cash level set by the Executive Committee;

16.5.3. keep accurate financial accounts and pay such debts of the Association as the executive shall direct;

- 16.5.4. submit to the Executive a monthly report on the Association's current financial position;
 - 16.5.5. prepare a Financial Statement at the end of each financial year, and submit all receipts, books and other records of financial transactions to the appointed Auditor for auditing;
 - 16.5.6. present to the Biennial General Meeting such audited financial statements;
 - 16.5.7. through the Secretary, notify all defaulting members of their arrears of subscription after a lapse of three (3) months;
 - 16.5.8. be a member of the Fundraising Sub-Committee;
 - 16.5.9. be the Chairperson of the Finance and Budgetary Sub-Committee;
 - 16.5.10. on ceasing to hold office, surrender to the President or any other person appointed by the Executive, all monies, books and other records in his possession that remains the property of the Association within four days.
- 16.6. Assistant Secretary Treasurer
- The Assistant Secretary-Treasurer shall:
- 16.6.1. Assist the Secretary and the Treasurer with all record keeping and financial matters;
 - 16.6.2. Deputize in the absence, for whatever reason, of the Secretary and/or the Treasurer;
 - 16.6.3. Subject to the approval of the President, present Minutes at the appropriate meetings of the Association.
- 16.7. Public Relations Officer
- The Public Relations Officer shall be responsible for:
- 16.7.1. Promoting all activities of the Association.
 - 16.7.2. Implementing programmes and strategies to enhance the Association's internal and external relationships and reputation
 - 16.7.3. The Public Relations Officer shall with the assistance of the Principal of the School keep an up-to-date list of all students who would be likely to graduate from School at the end of each School year and MUST with the cooperation of the Principal of the School on the last day in the pen-ultimate week of the third term or during {Association's Name}'s WEEK arrange a lecture discussion with all the pupils of the School enlightening them on the objectives, activities planned and achievements of the Association and exhorting them to become members on graduating.
 - 16.7.4. Maintaining the good image of the Association.
 - 16.7.5. The Public Relations Officer must also be a member of the Membership committee.
- 16.8. The President, Secretary, Treasurer and Public Relations Officer shall be assigned a personalized email address within the combermereschool.com domain that they must use for all communication of the organisation.

- 16.9. Members of the Executive Committee personal email address shall be added to the group email of the Executive Committee.

17. ELECTION OF OFFICERS

There shall be six (6) officers of the Executive Committee, the President, the Vice President, the Secretary, the Treasurer, the Assistant Secretary Treasurer and the Public Relations Officer.

- 17.1. The Executive Committee by a majority vote shall appoint an elections committee of not less than five (5) members, with no more than two being board members at least thirty five days (35) prior to election day.
- 17.2. No elections committee member shall be allowed to run for an elected position in the upcoming elections.
- 17.3. Notice of the appointment of the Elections Committee, together with the names of the committee members and a contact email address for the Elections Committee shall be broadcasted to the general membership via email and all of the Associations' social media channels requesting nominations in the prescribed format in Appendix III, within 2 days of the committees' establishment.
- 17.4. Nominations shall be close 14 days after the first request for nominations was broadcasted to the general membership.
- 17.5. The Elections Committee shall then compile a comprehensive list of nominees comprising of all nominations received from Members.
- 17.6. The Committee will then vet all potential nominees to ensure that they were properly nominated and seconded by members of the Association, that the nominee is a member of the Association, and that he understand clearly the role and commitment required for the position he has been nominated for and that he will accept the role and responsibilities of the position if elected.
- 17.7. This preliminary vetted list of nominees along with their profiles and picture, shall be broadcasted to the members via email and the Associations' social media channels within 5 days of the closing of nominations.
- 17.8. If a person is nominated and does not see their name on the preliminary vetted list, he or she shall have three days from the time the preliminary list is first broadcasted to inform the Executive Committee via their email address, to have the situation resolved.
 - 17.8.1. The Executive Committee must address this issue within five days, and their ruling is final and beyond contestation.
- 17.9. The final list of vetted Nominees along with their profiles and picture, shall be broadcasted to the members via email and the associations' social media channels immediately after the contestation period is over.

- 17.10. Elections should be completed no earlier than last day of March and no later than fifteen (15) months after the holding of the last elections.
- 17.11. On Election Day nominations will NOT be accepted from the floor for officers of the Executive Committee.
- 17.12. Separate and private balloting shall be conducted for each office. Where there is only one nominee for an office, the Presiding Officer shall request a unanimous ballot by show of hands for the nominee. A majority of the votes cast shall be required to be elected.
- 17.13. Only Members shall be eligible to hold office or vote.
- 17.14. Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.
- 17.15. Electronic voting can be approved by the Executive provided that its process is codified in the Bylaws.
- 17.16. All newly elected officers shall assume the responsibilities of their respective offices immediately on the conclusion of the election process.
- 17.17. The Secretary shall report the results of all elections and appointments of officers to Members and Associate Membership within 2 days of the elections or appointment.

18. ELECTION OF NON-OFFICERS

The nine (9) elected non-officers of the Executive Committee shall comprise of four (4) alumni representatives, two each from four alumni associations of the school, four (4) committee members and a teaching staff representative.

- 18.1. At a duly authorized Election Meeting, the general membership shall vote for:
 - 18.1.1. Four (4) alumni associations to join the Executive Committee. The successful alumni association shall each have one representatives on the Executive Committee who shall each serve for a period of one year on the Executive Committee.
 - 18.1.2. Two (2) committee members who shall serve for a period of two consecutive years on the Executive Committee.
- 18.2. The teachers' representative, shall be a member of the teaching staff of the school who have worked at the school for a minimum of 3 consecutive years, and has been chosen by the teachers to represent them on the Executive Committee.
- 18.3. On Election Day nominations will be accepted from the floor for the four alumni associations and the two committee members.
- 18.4. Separate and private balloting shall be conducted for each position. Where there is only one nominee for a position, the Presiding Officer shall request a unanimous ballot by show of hands for the nominee. A majority of the votes cast shall be required to be elected.

- 18.5. Only Members shall be eligible to hold office or vote.
- 18.6. Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.
- 18.7. Electronic voting can be approved by the Executive provided that its process is codified in the Bylaws.
- 18.8. All newly elected non-officers shall assume the responsibilities of their respective offices immediately on the conclusion of the election process.
- 18.9. The Secretary shall report the results of all elections and appointments of officers to Members and Associate Membership within 2 days of the elections or appointment.

19. STANDING SUB-COMMITTEES

- 19.1. The Executive shall establish the following Sub-committees and their Chairperson except in the case of the Disciplinary Committee. The Chairperson shall then select the members of his committee.

- 19.1.1. Fundraising

- 19.1.2. Finance and Budgetary

- 19.1.3. Membership

- 19.1.4. Combermere Week

- 19.1.5. Projects and Programmes

- 19.1.6. Disciplinary

- 19.2. Duties Of The Sub-Committees

The duties of the Sub-Committees are as follows:

- 19.3. Fundraising

- 19.3.1. The Fundraising Sub-Committee shall:

- 19.3.2. consist of at least five (5) persons, including the Treasurer and be chaired by a person selected from among its members.

- 19.3.3. be responsible for planning and implementing the fundraising activities of the Association;

- 19.3.4. submit to the Executive for approval, all such plans and recommendations.

- 19.4. Finance And Budgetary

- 19.4.1. The Finance and Budgetary Sub-Committee shall;

- 19.4.2. consist of at least five (5) persons including the Treasurer who shall chair the committee

- 19.4.3. the chairperson shall determine the structure of the committee taking into account the requirements of the paragraph above;

- 19.4.4. ensure that the financial health and reputation of the Association is maintained at all times;
 - 19.4.5. assist other sub-committees with the proper preparation of budgets, for submission to the Executive for approval.
- 19.5. Membership
- 19.5.1. The Membership Sub-Committee shall:
 - 19.5.2. consist of at least five (5) persons, including the Public Relations Officer who shall chair the committee
 - 19.5.3. the chairperson shall determine the structure of the committee taking into account the requirements of the paragraph above;
 - 19.5.4. be responsible for membership retention and growth, and at all times ensure their involvement and active participation in all plans, projects and activities of the Association.
- 19.6. Combermere Week
- The Combermere Week Sub-Committee shall:
- 19.6.1. consist of at least five (5) persons, including the President who shall be the committee chairperson. The President can choose to nominate an organisation or a person to Chair this committee but his nominee must be approved by the Executive Committee.
 - 19.6.2. be responsible for planning and execution of all events related to Combermere Week, except those overseen by another sub-committee.
 - 19.6.3. Plan the event to take place during the last week of October.
- 19.7. Projects And Programmes
- The Projects and Programmes Sub-Committee shall:
- 19.7.1. consist of at least five (5) persons, including the Vice President who shall chair the committee
 - 19.7.2. the chairperson shall determine the structure of the committee taking into account the requirements of the paragraph above;
 - 19.7.3. be responsible for planning and execution of all projects and programmes of the Association, except those overseen by another sub-committee.
- 19.8. Disciplinary
- The Disciplinary Sub-Committee shall:
- 19.8.1. consist of at least five (5) persons including the Principal and at least two members of the Executive Committee selected by the Executive and at least two other non-Executive Committee members;

- 19.8.2. be chaired by the Principal or his nominee and if neither are available a person appointed by the Executive who shall determine the structure of the committee taking into account the requirements of the paragraph above;
- 19.8.3. hear and determine all reported matters related to discipline;
- 19.8.4. make recommendations to the Executive on the admonition, suspension or expulsion of any member found in breach of any established principals.

20. AD-HOC SUB-COMMITTEES

The Executive Committee shall have the power to establish Ad-hoc Sub-Committees.

21. SECRETARIAT

Should a Secretariat be established in accordance to paragraph 7.2.15:

- 21.1. The Secretariat of the Association shall be headquartered at the School, Waterford in the parish of Saint Michael in this island or any other place the Executive may deemed necessary.
- 21.2. The Secretariat shall be established to carry out the diverse day-to-day work of the Association in part by:
 - 21.2.1. administering the programmes and policies laid down by the Executive;
 - 21.2.2. collecting and maintaining all physical and electronic records of the Association;
 - 21.2.3. being a central point of contact for the Association;
 - 21.2.4. doing all such other lawful things as are incidental or conducive to the attainment of the above objects.
 - 21.2.5. provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if an object of the Association would make it a trade union.
 - 21.2.6. Provided also that in case the Association shall take or hold property it shall not sell, mortgage, charge or lease the same without such authority or approval or consent as may be required by law and as regards any such property the managers or trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglect and defaults and for the due administration of such property. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same such manner as allowed by law, having regard to such trusts.

22. DISCIPLINE

- 22.1. All complaints must be reported to the Executive Committee via written letter addressed to the {Associations' Name}, Combermere School, Waterford, St. Michael or via the Executive email address.
- 22.2. The Executive shall deliberate on the contents of the complaint via round robin or a virtual conference meeting or at the next meeting of the Executive to determine if the person(s) that is the subject of the complaint should be forwarded to the Chairperson of the Disciplinary Sub-Committee for his committee to review;
- 22.3. Members being considered for disciplinary action shall be so notified in writing, or via his email address registered with the Association with the reason for such action;
- 22.4. Any such member shall have the right to be heard before the Disciplinary Sub-Committee, and to have a representative present;
- 22.5. If a member who is the subject of a disciplinary investigation, fails to respond to the notice within fourteen (14) days, the Executive reserves the right to take any action it deems fit.
- 22.6. The basis for impeachment of an Executive Committee member shall be malfeasance, misfeasance and or nonfeasance. Examples include missing three (3) or more consecutive meetings without a reasonable excuse as stated in paragraph 26.1, failing to perform job duties, exceeding his authority without justification, gross abused of his office, found to have acted in such a manner as to either bring the name of the Association and or the School into disrepute or to hinder the achievement of the objectives of the Association.
- 22.7. A motion for impeachment can be brought before the Executive Committee at any regularly scheduled meeting. A 2/3 vote of the Executive Committee is needed to impeach any member of the Executive. After the vote, the impeached member will be notified of the decision and have 5 working days to appeal the decision to the Executive Committee. If the impeached is unable to provide valid reasons to their behavior within those 5 days, they will be removed from office.

23. RIGHT OF APPEAL

An appeal against any recommendation of the Disciplinary Sub-Committee shall be made within fourteen (14) days to the Executive, whose decision shall be final and binding.

24. BYLAWS

The Executive Committee, by vote of at least 11 members of the committee, shall have the power to adopt, change, or amend bylaws as it deems necessary provided that the changes or amendments are not inconsistent with this Constitution or any applicable law.

25. STANDING ORDERS AND REGULATIONS

- 25.1. There shall be standing orders relating to the conduct or meetings of the Association and the Executive Committee shall have power to make such standing orders as it thinks fit.
- 25.2. The current standing orders are listed in the Appendix II of this document.
- 25.3. The Executive Committee may make such regulations relating to the constitution as it may think fit.
- 25.4. The Constitution is however the supreme law of the Association and subject to the provisions herein contained. If any standing order or regulation is inconsistent therewith, this constitution shall prevail and the standing order or regulation shall to the extent of the inconsistency be void and of no effect whatsoever

26. VACANCIES

- 26.1. Any member of the Executive, who is absent from three (3) consecutive meetings without a reasonable excuse, shall be deemed to have vacated that post.
- 26.2. Any vacancy which arises on the Executive during the period shall be temporarily filled until the next Annual General Meeting of the Association.

27. TRUSTEES

- 27.1. There shall be four (4) Trustees of the Association, who shall be the President, Secretary, Treasurer and one (1) other member selected by the Executive. No Trustee shall hold any salaried office under the Association.
- 27.2. There shall be four (4) signatories to the Association's bank accounts, who shall be the President, Secretary, Treasurer and one (1) other member selected by the Executive, any two (2) of whom can sign at any time on behalf of the Association. For all withdrawals from the Association's accounts, one of the two (2) signatories must be the Treasurer or in the absence of the Treasurer the President, and in the absence of both the Treasurer and the President, the other two signatories may sign together only with the permission of a majority vote of the Executive.
- 27.3. All freehold and leasehold property, stocks, funds, shares and other securities, the property of the Association shall be vested in the Trustees but shall be subject to the control of the Executive. No property or part thereof of the Association shall be sold, assigned, transferred, conveyed or otherwise disposed of without the prior authority of the general membership.

28. LIMITED LIABILITIES

The members of the Executive and any other officers of the association and their executors and administrators respectively shall be indemnified out of the assets of the Association, from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or

may incur or sustain by reason of any act done or omitted in or about the execution of their duties in the respective offices, except such (if any) as they shall incur through their own willful neglect or default. No such officer shall be answerable for the acts, receipts, neglects or defaults of any other officer or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any monies or effects belonging to the Association may be lodged or deposited for safety, or for any insufficiency or deficiency or any security upon which any monies of the Association shall be invested, or for any loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his/her office unless the same shall happen through the willful neglect or default of such officer.

29. **DISSOLUTION**

If upon the dissolution of the Association there remains after the satisfaction of all the debts and liabilities any income or property whatsoever the same shall not be paid to or distributed among the member of the Association but shall be given or transferred to some other institution or association being a registered benevolent organization having aims and objects similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of paragraph 10.8 hereof, such institution society or association to be determined by the members of the Association at or before the time of dissolution and if and so far as affect cannot be given to the aforesaid provisions then to some other similar charitable object or objects selected by the President and/or the Vice Presidents.

30. **AMENDMENT**

- 30.1. Amendments to this Constitution can only be made at a Special Business Meeting called for that purpose.
- 30.2. Any member who is desirous of submitting amendments to this Constitution shall give notice of such intention via email to the Secretary or to the Constitutional Reform Committee.
- 30.3. The Secretary, Public Relations Officer or the Constitutional Reform Committee shall send a copy of the proposed amendments to member via the Associations' email database. Such proposed amendments shall be discussed and voted upon at the Special Business Meeting.
- 30.4. Amendments shall be approved by no less than a two-thirds majority of financial members present and voting.

APPENDICES

APPENDIX I

THE ANTHEM OF THE ASSOCIATION

Lives are in the making here
Hearts are in the waking here
Mighty undertaking here
Up and on, up and on.
We are arming for the fight
Pressing on with all our might
Plumbing wings for higher flight
Up and on, up and on.

Chorus

Up then! Truest fame lies in high endeavour
Play the game, keep the flame burning brightly ever (repeat)

Fair before us lies the way
Time for work and time for play
Fill the measure while we may
Up and on, up and on.
Life and time will not delay
Time is running fast away
Life is now – today, today
Up and on, up and on.

Foes in plenty we shall meet
Hearts courageous scorn defeat
So we press with eager feet
Up and on, up and on.
Ever upward to the fight
Ever upward to the light
Even true to God and Right
Up and on, up and on.

APPENDIX II

STANDING ORDERS

1. (a) A member to stand when addressing the Chair.
(b) Speeches to be clear and relevant to the subject before the meeting.
2. A member shall only address the meeting when called upon by the Chairman to do so, after which he shall immediately take his seat.
3. No member shall address the meeting except through the Chairman.
4. A member may not speak twice on the same subject except;
(a) the Mover of a Motion – who has the right to reply
(b) He rises to object or to explain (with the permission of the Chair).
5. The Mover of a Procedural Motion – (Adjournment laid on the table, Motion to postpone) have no right of reply.
6. No speeches to be made after the “Question” has been put and carried or negative.
7. A member rising on a “Point of Order” to state the point clearly and concisely. (A “Point of Order” must have relevance to the “Standing Order”).
8. A member should not “call” another member “to order” but may draw the attention of the Chair to a “breach of order”.
9. A “Question” should not be put to the vote if a member desires to speak on it or move an amendment to it – except, that a “Procedural Motion, “The Previous Question”, “Proceed to the next Business” or “the Closure”. That the Question be ‘NOW PUT’, may be moved at any time.
10. Only one amendment should be before the amendment to it fails.
11. When a motion is withdrawn, any amendment to it fails.
12. The Chairman to have the right to “casting vote”.
13. If there is equality of voting on an amendment, and if the Chairman does not exercise his casting vote, the amendment is lost.
14. Provision to be made for protection of the Chairman from vilification (personal abuse).
15. No member shall impute improper motives against another member.
16. Any point of contention that is not resolved by the paragraphs in the standing orders above, shall be resolved using the current edition of Robert's Rules of Order.

APPENDIX III

NOMINATIONS FORM

Dear Member,

Please fill out the form below and submit it to the nominations committee via email address xxxx@CombermereSchool.com on or before the {Date} to nominate a member of the Association for an officer's position in the upcoming election.

Please note that the person being nominated, the seconder and yourself subscription dues for the current year must be paid in full before the date above.

You may nominate the same person for more than one position, but you must submit a separate form for each nomination.

- Name of person you are nominating: _____
- Nominee d.o.b: _____ Tel: _____
- Office/Position for Nominee: _____
- Name of Proposer (your name): _____
- Proposer d.o.b: _____ Tel: _____
- Name of Secunder: _____
- Secunder d.o.b: _____ Tel: _____

Thank you for your contribution.

Sincerely,
The {Association's Name}

Jane Doe
{Year} Nominations Committee Chairman