

THE COLERIDGE AND PARRY SCHOOL ALUMNI ASSOCIATION RULES

Authority: These Rules were made by the Coleridge and Parry School Alumni Association pursuant to the Charity Trust Deed dated the 2nd day of April, 2015 for management of the affairs of the Association and with regard its mission:

- (i) To maintain and foster a better relationship between past students of the Coleridge and Parry School, the former Coleridge School and the former Parry School;
- (ii) To promote the welfare of the Coleridge and Parry School through constructive projects;
- (iii) To assist in the development of Barbados through utilization of various talents, skills and experience of past pupils; and
- (iv) To do such other things that are consistent with the foregoing

Citation: These Rules may be cited as The Coleridge and Parry School Alumni Association Rules, 2015.

DEFINITIONS

1. (a) "The Association" means Coleridge and Parry School Alumni Association.
- (b) "The Deed" means the Coleridge and Parry School Alumni Association Charity Trust Deed.
- (c) "The Executive Committee of the Association" means the elected officers and members of the Association.
- (d) "The Fund" means the financial resources and assets of Coleridge and Parry School Alumni Association.
- (e) "The Trustees" mean the Trustees of the Association.
- (f) "Schools" mean Coleridge and Parry School, the former Coleridge School and the former Parry School
- (g) A vacancy" means a vacancy that is not temporary

MEMBERSHIP

2. The Association shall consist of the following classes of members:
 - (a) **Full Member**
A Full member shall be admitted by the Executive Committee in such a manner as the Executive Committee determines if he satisfies the Executive Committee that he is a past student of any of the Schools.
 - (b) **Associate Member**
An Associate Member shall be an Associate Member in good financial standing who is a member of staff of the teaching or administrative staff of the Coleridge and Parry school.

(c) **Honorary Member**

An Honorary Member shall be a person who, by virtue of his or her contribution to the any of the schools, has been nominated for membership by the Committee and elected by the Association in general meeting. The number of such persons shall not exceed fifty (50) at any one time.

TRUSTEES

3. The number of Trustees shall not be less than three (3) and more than five (5) who shall appoint a Chairman from among themselves. Such persons must be past students of any of the Schools. If the number of Trustees shall fall below three (3), the remaining Trustees shall not, except for the purpose of filling any vacancy, act so long as the number is below the said minimum.
4. The role of the Trustees is to ensure that the Fund and all matters related thereto are administered in accordance with the Charitable Trust Deed and the Charities Act Chapter 243 of the Laws of Barbados.

RIGHTS AND PRIVILEGES

5. Except as otherwise provided by these Rules each member shall be entitled to all rights and privileges of the Association.
6. A Full Member in good financial standing may attend and participate in any general and special meeting of the Association, and shall have the right to vote and hold office.
7. An Associate Member or an Honorary Member may attend and participate in any general or special meeting of the Association, but shall not be entitled to vote or hold office.
8. All Members are entitled to receive an Annual Report of the management and affairs the Association at least one (1) month prior to the Annual General Meeting distributed via electronic mail. The Annual Report may also distributed at the Annual General Meeting.
9. Any Member whose subscription is in arrears shall not be entitled to any of the rights of a member and privileges of the Association.

SUBSCRIPTION FEES AND DONATIONS

10. A Full Member shall, upon admission to the Association, pay an annual subscription Fees, to be determined from time to time by the Association in general meeting.
11. An Associate Member shall, upon admission to the Association, pay an annual subscription Fee, to be determined from time to time by the Association in general meeting. Such entrance fee and annual subscription shall be 20% less than that required for full membership.
12. Subscription Fees shall be due and payable on by 1st day in July of in each year. The Subscription Fee for any calendar year of a newly admitted member shall be payable upon admission.
13. Any member may make donations to the association in kind or financially above and beyond the prescribed annual subscription fee.

THE EXECUTIVE COMMITTEE

14. (a) There shall be an Executive Committee in which shall be vested the executive functions of the Association.
- (b) (i) The Executive Committee shall consists of persons holding offices specified in Paragraph (c) of this Rules (the officers and 2 other members), and the immediate past President.
- (ii) The officers and members of the Executive Committee shall be elected in accordance with Rule 14 of these Rules and subject paragraph (b) (iii) of this Rule hold office until the date of Annual General Meeting after which they were elected, and shall be eligible for re-election.
- (iii) Notwithstanding paragraph (b) (ii) of this Rule and Rule 14 of these Rules the officers and members elected at the Annual General Meeting in the year 2015 shall hold office until the date of Annual General Meeting in the year 2017, but shall be eligible for re-election at that meeting.
- (iv) Subject to paragraph (b) (iii) of this Rule the term for holding office shall be 2 years to be established from the date of the Annual General Meeting in the year 2015.
- (c) The offices of the Association are as follows:
- (i) President
 - (ii) 1st Vice President
 - (iii) 2nd Vice President
 - (iv) Secretary
 - (v) Assistant Secretary
 - (vi) Treasurer
 - (vii) Assistant Treasurer
 - (viii) Public Relations Officer; and
 - (ix) two (2) floor members
- (d) The Immediate Past President may be an ex-officio member of the Committee.
- (e) The holder of an office in the Association or a member is not entitled to be paid any wage or salary for his services but shall be entitled to reimbursement by the Committee of expenses approved by the Committee. An officer or member of the Committee may be awarded an honorarium to be determined by the Association in general meeting.

ELECTIONS

15. The election of officers and members of the Executive Committee shall be elected as specified herein:

- (a) The officers and members of the Executive Committee shall be elected by members of the Association in general meeting.
- (b) There shall be a Committee known as the Elections and Nominations Committee ("The Elections Committee") which is charged with the responsibility for conducting the elections of officers and members of the Executive Committee and other matters related thereto. The Chairman and other members of the Elections Committee shall be appointed by the Executive Committee. In the absence of the Chairman, the Elections Committee may elect one of its members to chair the Elections Committee. The Elections Committee shall determine its own procedure.
- (c) An officer or member of the Executive Committee shall not be a member of the Elections Committee.
- (d) Any 2 members of the Association in good financial standing may nominate any other duly qualified member for election as an officer or member of the Executive Committee.
- (e) The names of members nominated for election and the names of their respective proposers and seconders may be submitted in writing (including electronic communication) to Chairman of the Committee at office of the Association at least 7 days before the date of Annual General Meeting at which the elections will be held. Members for election may be proposed and seconded orally at the time of election.
- (f) Nomination for election to an office or to membership of the Executive Committee subject to paragraph (e) of this Rule shall be accompanied by a note or memorandum signed by the person nominated indicating his consent thereto and willingness to serve.
- (g) A member of the Elections Committee who has been nominated for election as an officer or member of the Executive Committee under paragraph (f) of this Rule shall cease to be a member of the Elections Committee on the date of receipt of such nomination by the Chairman of the Elections Committee or on being nominated at the meeting of the election.
- (h) The names of members nominated for election to any office or membership of the Executive Committee and the names of their respective proposers and seconders may be communicated prior to the date of meeting of the election.
- (i) A member of the Association in good financial standing and present at the general meeting at which the elections are held shall be entitled to vote in respect of each office or other membership of the Executive Committee.
- (j) The election of the officers and members of the Executive Committee shall be by secret ballot.
- (k) If 2 or more candidates for office or membership of the Executive Committee obtain an equal number of votes, a secret ballot shall be taken in respect of those candidates and if they again obtain an equal number of votes the Chairman of the Elections Committee shall determine the election by lot.

- (l) An officer or member elected to the Executive Committee shall assume duties in connection with the affairs of the Association on the day immediately following his election.

VACANCIES

- 16. (a) A temporary vacancy occurs in any office or membership of the Executive Committee where the vacancy does not exceed 3 months.
 - (b) Where a temporary vacancy occurs in the membership of the Executive Committee (but not among the officers) it may be filled by the Executive Committee . The Executive Committee may appoint any member of the Association in good financial standing to fill such temporary vacancy.
 - (c) Where a temporary vacancy occurs in the officers of the Executive Committee, that vacancy may be filled by the Executive Committee from among the members of the Association in good financial standing.
 - (d) Where the Executive Committee is satisfied that a vacancy is not a temporary vacancy as defined by this Rule, it shall fill that vacancy but the member so appointed shall hold office only until the next following general meeting. The member elected at that meeting to fill that vacancy shall hold office for the remainder of the term which has not expired where applicable.
 - (e) Subject to paragraph (b) and (d) of this Rule a vacancy may occur where any member or officer of the Executive Committee fails to attend five (5) consecutive monthly meetings of the Executive Committee. In circumstances of such non-attendance, the Executive Committee shall be vested with power to exercise discretion for determination of a vacancy.

QUORUM AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 17. At a meeting of the Executive Committee 6 members thereof shall form a quorum.
- 18. Subject to the terms of the Deed the Executive Committee may:
 - (a) Exercise all such powers and do all things as may be exercised or done by the Association except such as are by the Deed or these Rules required to be exercised or done by Association in general meeting or by the Settlor or Trustees; and
 - (b) from time to time make determinations with respect to:
 - (i) dates, times and procedure of meetings of the Executive Committee;
 - (ii) the employment of staff and terms and conditions of such employment; and
 - (iii) Meetings with the Trustees.
- 19. Subject to Rule 19 of these Rules the Executive Committee may from time to time delegate any of its powers to a committee or committees consisting 1 or more members of the Association or such other persons as it thinks fit to appoint and may revoke any such appointment.
- 20. Notwithstanding Rule 18 the Executive Committee may not delegate any of its powers under Rule 17.

21. A committee appointed under Rule 18 shall comply with all directions given to it by the Executive Committee.

22. The Executive Committee shall not:

- (a) purchase, lease or otherwise acquire, or
- (b) sell, exchange or otherwise dispose of any property except under the authority of a resolution passed by 2/3 majority of the members of the Executive Committee.

FUNCTIONS OF OFFICERS

23. (a) THE PRESIDENT shall:

- (i) be responsible for the integrity of the Association;
- (ii) chair meetings of the Executive Committee and general meetings of the Association;
- (iii) provide leadership to the Association and ensure that the responsibilities of the Executive Committee are carried out; and
- (iv) be a signatory to all agreements and legal documents on behalf of the Association.

(b) THE 1ST VICE PRESIDENT shall subject to Rule 15 (d) of these Rules act as President in the event that the President is unable to perform the functions and duties of President.

(c) THE 2ND VICE PRESIDENT shall subject to Rule 15 (d) of these Rules and section (b) of this Rule act as President in the event that the 1st Vice President is unable to perform the functions and duties of President.

(d) THE SECRETARY shall:

- (i) receive and respond to correspondence on behalf of the Executive Committee;
- (ii) give notice of general meetings of the Association and meetings of the Executive Committee;
- (iii) be responsible for recording minutes of meetings of the Association and meetings of the Executive Committee;
- (iv) be a signatory to all agreements and legal documents on behalf of the Association.

(e) THE ASSISTANT SECRETARY shall subject to Rule 15 (d) of these Rules act as Secretary in event that the Secretary is unable to perform the functions and duties of Secretary.

(f) THE TREASURER shall:

- (i) be responsible on behalf of the Executive Committee for the financial management of the Association;

- (ii) be responsible for the financial operations of the Association;
 - (iii) approve the draft financial statements of accounts; and
 - (iv) be responsible for the collection and management of members' fees.
- (g) THE ASSISTANT TREASURER shall subject to Rule 15 (d) of these Rules act as Treasurer in event that the Treasurer is unable to perform the functions and duties of Treasurer.
- (h) PUBLIC RELATIONS OFFICER shall be responsible for the public relations of the Association including acting as liaison with the Community and Public on behalf of the Association.

RESIGNATIONS

24. Any officer or member of the Executive Committee may resign his office at any time. Such resignation shall be submitted in writing to the President, and shall not be effective until one (1) month after the date submitted.

TERMINATION OF MEMBERSHIP

25. Any member may terminate membership in writing to the President, and such termination shall be communicated to the Executive Committee and thereafter to the Members in general meeting.

MEETINGS

Annual General Meetings

26. The Annual General Meeting of the Association shall be held no later than during the month of October in every calendar year and notice in writing of such a meeting shall be given to each member not less than 14 days before that meeting.
27. (a) The business to be transacted at the Annual General Meeting shall include:
- (i) Confirmation of the Minutes of the preceding Annual General Meeting and any Extraordinary General Meeting held prior to the date of the Annual General Meeting;
 - (ii) the consideration of matters arising from the confirmation of minutes;
 - (iii) the consideration of the Annual Report including the receipt of the statement of revenue and expenditure, balance sheet and the auditor's report as required by Rule 8 of these Rules;
 - (iv) appointment of auditors;
 - (v) consideration of any motions duly notified in accordance with paragraph (b) of this Rule;
 - (vi) election of officers and members of the Executive Committee; and
 - (vii) general business.
- (c) Any member who desires to have a motion considered at the Annual General Meeting other (than a motion to adjourn the Meeting) shall submit the motion in writing duly seconded, to the Secretary no later than 21 days before the date of the Meeting. The Secretary shall place such motion on the Agenda for the Meeting.

Extraordinary General Meeting

28. An Extraordinary General Meeting of the Association shall be held when the Executive Committee determines that such meeting is desirable or necessary or whenever the Executive Committee receives a written requisition for holding such a meeting signed by at least 50 members of the Association or 6 members of the Executive Committee.
29. Upon receipt of a requisition for an Extraordinary General Meeting under Rule 27 of these Rules the Executive Committee shall convene an Extraordinary General Meeting not earlier than 21 days nor later than 30 days after the date on which the requisition is received by the Executive Committee.
30. (a) A requisition for an Extraordinary General Meeting shall contain a detailed statement of the business to be considered at that meeting.
 - (b) Subject to paragraph (c) of this Rule, the Association shall not consider at the meeting any other business other than that set out in the requisition.
 - (c) The Executive Committee may, in its sole discretion, include more than 1 item on the Agenda When it determines that it is expedient to do so, or whenever it receives more that 1 requisition for such a meeting.

PROCEDURES

31. (a) A member in good financial standing is entitled to receive an official notice of a general meeting.
 - (b) The Secretary shall give no less that 14 days notice of a general meeting (exclusive of the day on which the notice is served but inclusive of the day for which notice is given) to such persons as are under these Rules, entitled to receive such notice.
 - (c) A notice under this Rule shall specify:
 - (i) the place, date and time of the meeting; and
 - (ii) in case of special business, the nature of that business.
 - (d) Failure to give notice of a meeting or the non-receipt of notice of a meeting shall not invalidate the proceedings of the meeting.
32. (a) Business shall not be transacted at a general meeting where there is no quorum.
 - (b) Except as otherwise provided by paragraph (c)(ii) of this Rule, 25 members present shall form a quorum.
 - (c) If 1 hour and 30 minutes from the time fixed for the commencement of a general meeting there is no quorum:
 - (i) the meeting, if convened upon a requisition of members of the Association, shall be dissolved; and

- (ii) in any other case the meeting shall stand adjourned to the same day of the following week at the same time and place unless otherwise fixed and if at the adjourned meeting there is no quorum within 1 hour and 30 minutes from the time fixed for commencement of the meeting, the members present, being not less than 15 shall form a quorum. In the absence of such quorum the meeting shall be dissolved.
- (d) Subject to paragraphs (e) and (f) of this Rule, the President shall preside as Chairman at general meetings of the Association.
- (e) If the President is absent from any general meeting then the Vice President if present shall preside.
- (f) If neither the President nor Vice President is present at a general meeting, the members of the Association who are present shall elect a member of Executive Committee to be Chairman of the meeting. If no member of the Executive Committee is present the members of the Association present shall elect 1 of their number as Chairman of the meeting.
- (g) (i) The Chairman may adjourn a general meeting from time to time and from place to place as directed by the members of the Association at the general meeting.
 - (ii) No business other than that left unfinished when the adjournment was taken shall be conducted on the date fixed.
- (h) Where a general meeting has been adjourned for more than 28 days or less, notice of the date, time and place of the adjourned meeting shall be given in the same manner as for the original meeting.
- (i) Subject to paragraph (j) of this Rule a resolution put to the vote at a general meeting shall be decided on a show of hands.
- (j) If the majority of members present and entitled to vote at a general meeting demand a secret ballot, either before or on the declaration by the Chairman of the result of such vote, then a secret ballot must be conducted at that meeting. The result of such a ballot shall be declared to be the resolution of that meeting.
- (k) Unless a secret ballot is demanded under paragraph (j) of this Rule, a declaration by the Chairman that a resolution has been carried, either unanimously or by a majority, or lost upon a show of hands shall be entered in the book of the proceedings of the Association. Such declaration and entry shall be conclusive evidence of the fact without proof of the number of the votes recorded for or against the resolution.
- (l) Where there is equality in the number of votes either upon a show of hands or upon secret ballot, the Chairman of the general meeting in question shall have and shall exercise a casting vote. In the case of an equality of votes, whether on a show of hands or a secret ballot, the Chairman of the meeting at which the show of hands takes place or the secret ballot is demanded, shall have a second or casting vote, except for the election of officers or members in accordance with Rule 14 (a) of these Rules.
- (m) A motion to adjourn a general meeting shall be considered forthwith.

ACCOUNTS, AUDIT AND REPORTS

33. The financial year of the Association commences on the 1st day of July and ends on the 30th day of June of the following year.
34. (a) The Executive Committee shall cause true accounts to be kept of the financial affairs of the Association. The accounts kept in accordance with this paragraph shall be kept at such place or places as the Executive Committee determines and shall be open to inspection by the Trustees at such times as are required by the Trustees.
- (b) At least once in every year, the accounts of the Association shall be audited by auditors appointed in accordance with paragraph (c) of this Rule.
- (c) At each general meeting the Association shall:
- (i) appoint from among persons who are members of the Institute of Chartered Accountants of Barbados 1 or more auditors (in this Rule referred to as "the auditors") to serve until the next Annual General Meeting; and
 - (ii) authorize the Executive Committee to determine the remuneration for such service.
- (e) A member of the Executive Committee shall not be eligible for appointment as the auditor of the Association.
- (e) The Executive Committee may fill any vacancy that may occur in the office of auditor before the next Annual General Meeting.
- (f) The auditors have the right of access at any time to the books, accounts and vouchers of the Association and may require from the Executive Committee and Officers of the Association such information and explanations as may be necessary for the performance of their duties.
- (i) During their tenure of office the auditors shall report to the Association on the accounts examined by them and on every balance sheet laid before the Association in general meeting. Such report shall state:
- (i) whether or not they have obtained all the information or explanations required; and
 - (iv) whether in their opinion the balance sheet referred to in the report is properly drawn up and so as to exhibit a true and correct view of the state of the Association's financial affairs according to the best of their information and the explanations given to them as shown by the books of the Association .

FINANCIAL STATEMENTS AND REPORTS

35. (a) The Executive Committee shall cause to be prepared and laid before the Association in general meeting:
- (i) a statement of the revenue and expenditure of the Association during the preceding financial year and a balance sheet, both duly audited in accordance with Rule 33 of these Rules; and
 - (ii) . a full report of the activities and affairs of the Association.

- (b) A copy of every statement and report prepared in accordance with paragraph (a) of this Rule shall be sent to all members of the Association entitled to receive notices of general meetings of the Association, not less than 14 days before the date of the meeting at which they are to be laid.

NOTICES

- 36. (a) A notice shall be served by the Association on any member thereof:
 - (j) personally; or
 - (ii) by post to his or her registered address as shown by the books of the Association, or via electronic mail.

- (b) A copy of every notice convening a general meeting of the Association or a Special Meeting of Members shall be published via online or the medium of the Association as determined by the Executive Committee from the date of such notice, and such notice shall be deemed to have been duly given on the 1st day on which the copy thereof is so published.

SEAL

- 37. (a) The seal of the Association shall be affixed to any instrument only by the authority of a resolution of the Executive Committee and may be so affixed only by the Secretary or such other person as the Board may appoint for the purpose and in the presence of at least 2 members of the Executive Committee.

- (b) The members of the Executive Committee and the Secretary or other person appointed by the Executive Committee in whose presence the seal of the Association is affixed to an instrument in accordance with this Rule shall sign that instrument.

RULES AND AMENDMENTS

- 38. (a) A member of the Association is entitled, free of charge, to one copy of these Rules and By-laws and Regulations made in accordance with or pursuant to these Rules.

- (b) These Rules may be amended or repealed by resolution at a general meeting of the Association by a majority of at least 2/3 of the members present, entitled to vote and voting thereon.

- (c) One month's notice of a resolution mentioned in paragraph (b) of this rule shall be given in writing to the Secretary of the Association who shall place the same on the agenda for the meeting.

INTERPRETATION

- 38. Executive Committee is the sole authority for the interpretation of these Rules and Bylaws and Regulations made thereunder and the decision of the Executive Committee, on any question of interpretation or on any matter affecting the Association and not provided for by these Rules, is final and binding until it is over-ruled at a subsequent meeting of the Executive Committee or at a general meeting of the Association.

39. These Rules made by the Association passed at the extraordinary general meeting held on the 27th day of February, 2015 are in effect until such time as duly replaced or repealed or amended.

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Coleridge and Parry School Alumni Association (CAPSAA)
Registered Charity No. 1156