

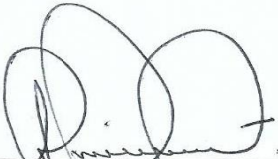


**CARIBBEAN FEDERATION OF POLICE WELFARE
ASSOCIATIONS
(CFPWA)**

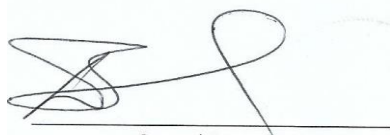
Constitution

Adopted by the CFPWA Member States (May 12, 2022)

Signed by



President



General Secretary

CFPWA CONSTITUTION

Table of Contents

Adopted by the CFPWA Member States (May 12, 2022)	1
CFPWA CONSTITUTION.....	2
CARIBBEAN FEDERATION OF POLICE WELFARE ASSOCIATIONS	4
CONSTITUTION	4
ARTICLE 1 – STRUCTURE	4
2. Effect of Constitution	4
3. Registered office	4
4. Incorporation	4
5. Defined terms and construction	4
ARTICLE 2 – VISION AND MISSION.....	5
ARTICLE 3 – PURPOSES AND POWERS.....	5
9. Guiding principles	5
10. Powers	6
11. Not-for-profit organisation	6
ARTICLE 4 – MEMBERSHIP	6
13. Eligibility for Ordinary Membership.....	7
14. Eligibility for Corporate Membership	7
15. Eligibility for Lifetime Membership.....	7
17. Member obligations.....	8
18. Member entitlements	9
20. Member liability	10
21. Register of Members	10
22. Access to the Register of Members.....	10
23. Access to other information by Members.....	10
24. Ceasing to be a Member	11
ARTICLE 5 – ANNUAL GENERAL MEETING/CONFERENCE & INTERCESSIONAL MEETING	12
26. Annual Conference.....	13
27. Intercessional Meetings	14
28. Special Conferences	14
29. Notice of Conferences.....	14
30. Conferences generally	15
31. Chairperson of Conferences	15
32. Decisions at Annual General Meetings / Conferences	15
ARTICLE 6 – GOVERNANCE	16
34. Committee composition and membership.....	16
35. Elections.....	17
36. Term.....	17
37. Grounds for removal from office	18
38. Functions and powers of the Executive Committee	18
39. Standing Committees:.....	19
40. Duties of Officers of the Executive	19
41. President	20
42. 1 st Vice President	20
43. 2 nd Vice President	20
44. General Secretary.....	20
45. Assistant General Secretary	21
46. Treasurer.....	21
47. Assistant Treasurer	21

48.	Public Relations Officer	21
49.	Protocal Officer.....	21
50.	Trustees	22
	ARTICLE 7 –FINANCIAL MATTERS	22
52.	Accounting records	22
53.	Audit.....	22
54.	Method of contracting	23
55.	Use of CFPWA’s name	23
	ARTICLE 8 – PROCEDURES FOR RESOLVING DISPUTES	23
57.	Complaints about a Member.....	24
58.	A Member’s grievance against the CFPWA or another Member	24
59.	Decision-makers.....	24
60.	Decisions	24
	ARTICLE 9 – ADMINISTRATION.....	24
61.	Amendments to Constitution	24
62.	Dissolution:	25
63.	Matters not provided for	25
	SCHEDULE 1: DEFINITION OR TERMS	26
	SCHEDULE 2: PROCEEDINGS OF THE EXECUTIVE COMMITTEE	28
2	Notice of meetings.....	28
3	Methods of holding meetings.....	28
4	Quorum	28
5	Adjournment.....	29
6	Chair	29
7	Voting on resolutions	29
8	Minutes	30
9	Duty to disclose conflicts of interest.....	30
10	Validity of proceedings	31
11	Committee may regulate other proceedings	31
	SCHEDULE 3: STANDING ORDERS	32
	SCHEDULE 4: RATIFICATION PROCEDURES	35

CARIBBEAN FEDERATION OF POLICE WELFARE ASSOCIATIONS
CONSTITUTION

ARTICLE 1 – STRUCTURE

1. Name

The name of the organization shall be the Caribbean Federation of Police Welfare Associations, which is hereinafter referred to as the "**CFPWA**".

2. Effect of Constitution

- 2.1 These rules may be cited as the Constitution of the Caribbean Federation of Police Welfare Associations (CFPWA).
- 2.2 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, Constitutions, Standing Orders or Laws of the Member State.
- 2.3 This Constitution is binding, in accordance with its terms, as between –
- (a) the CFPWA; and
 - (b) each Member.

3. Registered office

The registered address shall be situated in the Caribbean region where its membership is located and can be registered in multiple countries in the Caribbean for those who are members.

4. Incorporation

The CFPWA shall be incorporated as a non-profit organization and duly registered by the appropriate Government Agency where there is a duly recognized member state.

5. Defined terms and construction

- 5.1 **Defined terms:** words or expressions appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in schedule 1 (*Definition of Terms*).
- 5.2 **Construction:**
- (a) This Constitution and By-laws shall be given such interpretation and construction as would promote the clear objectives of the CFPWA and would best ensure the attainment of its purposes.
 - (b) In the event of any dispute over the interpretation of any part of this Constitution, the decision of the Executive Committee, after having consulted the minutes to the preparation of the Constitution, shall be final and binding.
 - (c) Nothing in this section is intended to oust the jurisdiction of the court.
- Schedule 1 also contains a list of rules for interpreting this Constitution.
- 5.3 **Conflicts:** if there are any conflicts or discrepancies between this Constitution and any Bylaw or Memorandum of Understanding, the rules of this Constitution take precedence.

ARTICLE 2 – VISION AND MISSION

6. Vision

“Creating synergies among the Caribbean Police Welfare Associations’ members and partners towards developing a professional organization, whilst pursuing equality for all Police Officers across the region.”

7. Mission

7.1 The Mission of the CFPWA is to be the principal regional organization for promoting and facilitating:

- (a) Collaboration and co-operation in the development of representation on behalf of its members.
- (b) To communicate with the ACCP, CARICOM, OECS and any other stakeholders on matters brought to the attention of its executive and make recommendations.

ARTICLE 3 – PURPOSES AND POWERS

8. AIMS AND OBJECTIVES

8.1 The CFPWA, in discharging its obligations, will strive to:

- (a) Develop and maintain a professional organization committed to the welfare of its members in the Region;
- (b) Promote, foster and encourage high professional and ethical standards in pursuit of representation of the members;
- (c) Assisting the ACCP in the development of new and existing policies where necessary.
- (d) Negotiate and secure support from organizations towards the objectives of the CFPWA.
- (e) Establish working relationships with other groups and individuals whose aims are compatible with those of the CFPWA.
- (f) To collect and disseminate information on all matters on the welfare of its members and exchange such information with other bodies having similar objectives.
- (g) Raise funds, invite and receive contributions subject to the condition that in raising the funds the CFPWA shall not undertake any substantial/ permanent trading activities and it shall conform to any relevant requirements of the law;
- (h) To promote, print and publish a magazine, to be known as the *CFPWA Magazine*, as the official organ of the CFPWA, and such other literature as may be considered conducive to promoting the purposes of the CFPWA; and
- (i) To take such action, consistent with the above purposes and this Constitution, as is considered desirable or advisable in furthering the interests of Members.

9. Guiding principles

This Constitution is to be interpreted in accordance with the following guiding

principles:

- (a) the overriding consideration is enhancing the health, wealth and wellbeing of police and their families across the region; and
- (b) the principles set out in the Code of Good Faith.

10. Powers

Subject to this Constitution, the MOUs, any other enactment, the CFPWA has -

- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.

11. Not-for-profit organisation

11.1 The CFPWA must not be carried on for the financial gain of any Member. The assets and income of the CFPWA must be applied solely in furtherance of the CFPWA's purposes, no funds or property of the CFPWA may be paid or transferred, directly or indirectly, to any Member, or Officer, or to any person Associated with any Member or Officer, other than is stated.

11.2 The Association may make payment in good faith to a Member, an Officer, or a person Associated with a Member or an Officer:

- (a) by way of reasonable and proper remuneration for any goods supplied or services rendered to the CFPWA (including remuneration as an employee or consultant), provided that those goods or services advance the purposes of the CFPWA and the payment is reasonable and commensurate with payments that would be made between unrelated parties; and
- (b) by way of reimbursement for authorised out-of-pocket expenses reasonably and properly incurred by a Member or Officer in the course of performing duties or exercising powers as a Member or Officer of the CFPWA.

ARTICLE 4 – MEMBERSHIP

12. Classification:

12.1 Membership to the CFPWA shall be classified as Ordinary, Corporate, Lifetime and Honourary:

(a) Ordinary Membership:

Any Police Association or Federation in the Caribbean Region may be admitted to Ordinary Membership under this constitution.

(b) Corporate Membership:

Corporate Membership is reserved for Organizations who are engaged in, or have a pecuniary interest in, business and/or commercial activity and are committed to supporting the goals and objectives of this Federation. Corporate members shall not be eligible to hold office or to vote.

(c) **Lifetime Membership:**

Lifetime membership is reserved for Executive Members who have made sterling contributions toward the development of the CFPWA and continues to hold/show a vested interest in the CFPWA. Life members shall not be eligible to hold office or vote.

(d) **Honourary Membership:**

Honourary membership is reserved for individual who are not eligible to hold other membership and have made invaluable contribution to the development of the CFPWA and continues to hold/show a vested interest in the CFPWA. Honourary members shall not be eligible to hold office or vote.

13. Eligibility for Ordinary Membership

13.1 To be eligible to become an Ordinary Member of the CFPWA, an applicant must:

- (a) complete a Membership Form and forward it to the General Secretary;
- (b) expressly consent to become a Member;
- (c) pay any subscription fee due under rule 19 (*Membership Fees*); and
- (d) agree to be bounded by this Constitution, and any Bylaws;
- (e) become a signatory to any existing MOUs.

13.2 Upon satisfying the criteria in rule 13.1, an applicant becomes an Ordinary Member of the CFPWA, and the Secretariat shall ensure the applicant's details are promptly recorded in the Register of Members.

14. Eligibility for Corporate Membership

14.1 Corporate Membership of the may be granted upon the approval of the Executive Committee. Corporate Membership shall at all times be at the discretion of Executive Committee, provided that, to be eligible to become an Corporate Member of the CFPWA, an applicant must:

- (a) supply such further information to the General Secretary as may be required by the Committee, in the format specified by the Committee;
- (b) expressly consent to become a Member;
- (c) pay any subscription fee due under rule 19 (*Membership Fees*);
- (d) agree to be bound by this Constitution, and any Bylaws; and

14.2 The Secretary shall advise the applicant of whether the application has been accepted or declined.

14.3 Upon the applicant becoming a Corporate Member, the Secretariat shall ensure the applicant's details are promptly recorded in the Register of Members.

14.4 Corporate Members are entitled to benefits as laid out by the Committee, but shall not be allowed to vote in the Elections

15. Eligibility for Lifetime Membership

15.1 Elected Executive Members who have made sterling contribution to the development of the CFPWA and continues to hold/show a vested interest in the CFPWA is eligible to be nominated as a Lifetime Member.

- 15.2 A person who is eligible for election under rule 12.1(c), and who has consented to be a Member of the Association, may be nominated in writing for election to Lifetime Membership by a Member of the CFPWA. If the nomination is seconded by another Member of the CFPWA, an election will be held at AGM/Conference to vote on this nomination.
- 15.3 If the person is elected by majority vote at Conference, the person will become a Lifetime Member of the CFPWA and the Secretariat shall ensure that the Register of Members is updated accordingly.
- 15.4 A Lifetime Member shall not be eligible to hold office or to vote.

16. Honorary Life Members

- 16.1 **Criteria:** Honourary membership is reserved for individual who are not eligible to hold other membership and have made invaluable contribution to the development of the CFPWA and continues to hold/show a vested interest in the CFPWA.
- 16.2 A person who is eligible for election under rule 12.1(c), and who has consented to be a Member of the Association, may be nominated in writing for election to Honourary Membership by a Member of the CFPWA. If the nomination is seconded by another Member of the CFPWA, an election will be held at AGM/Conference to vote on this nomination.
- 16.3 If the person is elected by majority vote at Conference, the person will become a Honourary Member of the CFPWA and the Secretariat shall ensure that the Register of Members is updated accordingly.
- 16.4 A Honourary Member shall not be eligible to hold office or to vote.

17. Member obligations

In addition to any specific rights and obligations set out in this Constitution, all Members acknowledge and agree that:

- (a) this Constitution, and any Bylaws, constitute a contract between each Member and the Association, and they are bound by and shall comply with this Constitution and any Bylaws;
- (b) they shall pay any Membership Fees as determined in accordance with rule 19 (*Dues and Fees*); and
- (c) they shall conduct themselves at all times in a manner becoming of a Member of the CFPWA, including by:
 - (i) complying with any order or resolution duly carried in accordance with this Constitution;
 - (ii) not divulging or making known the CFPWA's correspondence or business to any person not entitled to know the same;
 - (iii) not engaging in conduct intended to bring the CFPWA into disrepute or financial loss; and
 - (iv) not acting in contravention of the interests of the CFPWA and its members.

18. Member entitlements

18.1 Subject to the provisions of this Constitution, Members are entitled to:

- (a) receive notice of, attend, speak and vote at Meetings and Conferences of the CFPWA, and take part in the election of Executive Committees;
- (b) receive direct liaison, communication and representation from the CFPWA in matters affecting a member;
- (c) minutes of the Annual General Meeting and Intercessional Meetings
- (d) financial Reports on the status of the CFPWA Bank Account/s
- (e) receive on publication a copy of CFPWA communications, such as monthly newsletters and a special Conference report;
- (f) receive any other general CFPWA communications;
- (g) be represented by the CFPWA in relation to any matter involving their collective interests;
- (h) nominate any member for Election to the Executive Committee;
- (i) nominate a person for election to become Honorary or Lifetime Membership under rule 16 (*Honorary or Lifetime Membership*); and

18.2 Membership of the CFPWA does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the CFPWA.

19. DUES AND FEES

19.1 Ordinary Members shall pay a membership fee to the CFPWA of such amount as may be fixed from time to time by Conference.

- (a) Membership fee becomes due at the First (1st) day of May every year.
- (b) Payment of a membership fee in the sum of US\$500.00 annually, either through WIRE Transfer, Direct Deposit or Cash to the Treasurer or his/her designate at Conference.
- (c) Conference and Intercessional Meetings shall require a registration fee of US\$200.00 per MEMBER STATE(S); this is to be given the host country to offset the cost of hosting.

19.2 **Means of payment of fees:** fees payable under rule 19.1 shall be payable First day of May every year to the account of the CFPWA, by electronic wire transfer, cheque, or cash at the AGM/Conferences of the CFPWA.

19.3 **Other fees:** Conference may determine other fees or payments, such as entrance fees, that are payable by Members, or any particular category of Members, to the CFPWA from time to time.

19.4 **Exemptions:** the Committee may, in its complete discretion, on application by a Member:

- (a) waive all or some of the fees payable under rule 19.1, and/or other fee payable under rule 19.1 (b), by a Member who has been impacted by natural disaster in the said year of the conference, or by a Member who otherwise requires and is deserving of temporary relief, for such period as the Committee considers appropriate:

19.5 **Consequences of non-payment:** any Member failing to pay Membership fee within after the commencement of AGM/Conference, shall be considered unfinancial and shall (without being released from the obligation of payment) not be entitled to the entitlements listed in rule 18 (*Member entitlements*) until all the arrears are paid.

20. Member liability

20.1 Subject to this rule 17, a Member is not liable for an obligation of the CFPWA by reason only of being a Member.

20.2 The liability of a Member to the CFPWA is limited to the amount of any unpaid Membership Fee, and any other sums payable under this Constitution.

20.3 Nothing in this rule 17 affects the liability of a Member to CFPWA under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

21. Register of Members

21.1 **Register:** the Committee must ensure a Register of Members is maintained, recording:

- (a) each Member's:
 - (i) name;
 - (ii) postal address;
 - (iii) email address; and
 - (iv) telephone number;
- (b) the category of Membership to which the Member belongs;
- (c) the date on which the Member's Membership commenced; and
- (d) any other required information.

21.2 **Changes:** if a Member's name or contact details change, then the Member must give notice of the change to the CFPWA as soon as reasonably practicable after the change occurring with supporting documents. The Committee must then ensure the Register of Members is updated accordingly as soon as practicable.

22. Access to the Register of Members

22.1 **Access by Officers:** an Officer of the CFPWA may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

22.2 **Access by Members:** a Member may make a request to the General Secretary for access to the Register of Members. The General Secretary will provide the access requested unless the General Secretary considers on reasonable grounds that the request should be declined.

23. Access to other information by Members

23.1 A Member may at any time make a written request to the Committee through the General Secretary for information held by the CFPWA.

23.2 The request must specify the information sought in sufficient detail to enable

it to be identified.

- 23.3 If the request relates to a copy of this Constitution or any Bylaws, the Association shall, within a reasonable period after receiving the request, and without charge, provide the requested information to the Member, in hard copy written form, or electronic form, as determined by the Committee.
- 23.4 If the request relates to the minutes of, or the Annual Report or the financial statements of the CFPWA that were presented at, an Annual Conference, the CFPWA shall, within a reasonable period after receiving the request and without charge, provide the requested information to the Member, provided that such reports and financial statements do not appear in the *CFPWA News Letter*.
- 23.5 The books and accounts of the CFPWA shall be open to the inspection of any financial Member at any reasonable time.
- 23.6 If the request relates to any other information, the CFPWA must, within a reasonable time after receiving a request, -
- (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the CFPWA (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.

24. Ceasing to be a Member

- 24.1 **Default in payments:** a Member that is considered unfinancial under rule 19.5 (*Consequences of non-payment*) for default in payment of any Membership Fee, is liable to have their membership terminated if such arrears remain unpaid 3 months after the date the amount became due, or such later date as the Committee may determine. Before such termination can occur, the Committee must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a due date, being a date not less than seven (7) days from the date of the demand. If payment is not received by the said due date, the Committee may terminate the Membership by giving written notice of such termination to the Member concerned. Written notice to a Member is effective if given to the Member's postal or email address as recorded on the Register of Members.
- 24.2 **Termination for cause:** if a Member refuses or neglects to comply with this Constitution, or any Bylaws, or engages in any conduct which, in the Committee's opinion, is unbecoming of a Member, prejudicial to the interests of the CFPWA, or may otherwise bring the CFPWA into disrepute, the Committee may terminate the Member's membership if, after a grievance or complaints procedure under ARTICLE 8 (*Procedures for resolving disputes*) has been undertaken, the Committee considers that termination is appropriate. The termination takes immediate effect. The Committee shall ensure the Register of Members is amended accordingly.

24.3 **Suspension:**

- (a) A member of any classification being summoned by the Executive Committee may be suspended from the benefits and privileges of membership for a cause, by a four-fifths majority vote of the Executive.
- (b) Where a member is suspended, that member's suspension shall be effective only when the member has been served with written notice of suspension, whether it be through registered mail, electronic mail (e-mail) or in person and that notice shall be considered served.
- (c) Where the suspension is applied to the individual member, the organization that the member represents may nominate another person to be its representative on the CFPWA, the person doesn't need to be an executive member of that association or federation, but rather a member of the association or federation.
- (d) A member who has been suspended under this section may appeal to the membership at a general meeting.
- (e) The suspended association has the right to appeal to the general membership through its senior executive member at the annual general meeting or intercessional sitting.
- (f) An appeal board should be established from the membership of the AGM or Intercessional Meeting to entertain the appeal and make recommendations to the executive

24.4 **Appeal to Conference:** any Member whose membership is terminated under rule 24.1 (*Default in payments*) or rule 24.2 (*Termination for cause*) may appeal the decision to Conference. Any such appeal shall be allowed if a Special Resolution is passed in favour of such appeal.

24.5 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated, following reapplication in accordance with this ARTICLE 4 (*Membership*), if the reapplication is approved by Special Resolution.

24.6 **Consequences of termination of Membership:** Where any Member ceases, for whatever reason, to be a Member of the Association:

- (a) the Register of Members shall be updated accordingly;
- (b) all benefits and privileges of Membership shall cease from the date of termination; but
- (c) Membership Fees and other amounts due up to the date of termination shall remain due and payable.

ARTICLE 5 – ANNUAL GENERAL MEETING/CONFERENCE & INTERCESSIONAL MEETING

25. AGM/Conference and Intercessional Meeting

25.1 AGM/Conference is the supreme decision making body of the CFPWA, however;

- (a) it cannot revoke appointments of the President;

- (b) it cannot remove the Elected Executive Committee or
- 25.2 The decision of any AGM/Conference is final and binding on all Members of the CFPWA.
- 25.3 Conference may revoke or vary any policy or decision of the Executive Committee, however, there must be reasonable grounds to do so;
- (a) the decision/policy is not in the best interest of the members
 - (b) the decision/policy will cause the CFPWA to be brought into disrepute or lose money.

26. Annual Conference

- 26.1 An Annual Conference of the CFPWA must be held every year.
- 26.2 Subject to rule 25.1, the Annual General Meeting / Conference shall be held in the drawn Member State in May each year or on such date and in such location as the Executive Committee shall determine.
- 26.3 The Committee must ensure that minutes of the Annual General Meeting / Conference are taken, and are made available to any Member on request.
- 26.4 The business of each Annual General Meeting / Conference includes:
- (a) Receive the report of the President on the activities and operations of the CFPWA,
 - (b) Receive the report and review the minutes presented by the General Secretary,
 - (c) Receive and approve the report and financial statement presented by the /Treasurer,
 - (d) Review and approve the budget presented by the Executive Committee.
 - (e) Receive the report of the Secretariat on its activities and operations,
 - (f) Consider applications for membership,
 - (g) Consider and determine appeals.
 - (h) Elect officers,
 - (i) Appoint an Auditor
 - (j) Deliberate on resolutions,
 - (k) Facilitate receipt of documents/presentations from individuals, organizations, institutions and agencies in furtherance of the objectives of the CFPWA,
 - (l) Select a venue for subsequent Annual General Meeting and Intercessional,
 - (m) Discuss any other business of the CFPWA.
- 26.5 The Annual General Meeting / Conference shall have power to determine the policy of the CFPWA on all motions or remits received on all matters affecting the CFPWA or any Member.

27. Intercessional Meetings

- 27.1 An Annual Intercessional of the CFPWA must be held
- 27.2 Subject to rule 25.1, the Annual General Meeting / Conference shall be held in the drawn Member State in November each year or on such date and in such location as the Executive Committee shall determine.
- 27.3 The Committee must ensure that minutes of the Intercessional Meeting are taken, and are made available to any Member on request.
- 27.4 The business of each Intercessional Meeting includes:
- (a) Receive updates on matters which have been mandated by the Annual General Meeting.
 - (b) Deal with matters of urgency and other business which require the attention of the majority of the membership.
 - (c) To address applications for new members that are submitted after the Annual General Meeting.
 - (d) motions to be considered; and
 - (e) any general business.

28. Special Conferences

- 28.1 The Committee may call a Special Conference at any time, at such time and place as it may determine.
- 28.2 The Committee must call a Special General Meeting if the Committee receives a written request (which must state the purpose for which the Special Conference is requested, including any proposed motion(s) signed by not less than 2/3 of the membership.
- 28.3 A Special Conference shall be convened, at such time and place as the Committee shall determine, as soon as practicable and by no later than 28 days after receipt by the Committee of a valid written request under rule 27.2.
- 28.4 The business to be dealt with at a Special Conference is limited to the matters stated in the valid written request and/or the notice of such meeting.
- 28.5 The Secretariat must ensure that minutes of each Special Conference are taken.

29. Notice of Conferences

- 29.1 The General Secretary must ensure that written notice of a Conference is given to the Commissioner of Police of Members States and the Chairpersons at least 4 weeks prior to the date fixed for the General Meeting / Conference.
- 29.2 The notice of the Conference must:
- (a) specify the place, date and time of the General Meeting/Conference;
 - (b) specify the general nature of the business to be transacted at the General Meeting / Conference;
- 29.3 For an Annual General Meeting / Conference, the notice of meeting must also be accompanied by:
- (a) a copy of the Annual Report; and

- (b) the financial statements of the Association for the most recently-completed accounting period.

29.4 The General Secretary must ensure a draft agenda for each Annual General Meeting / Conference is forwarded to each Member at least fourteen (14) clear days prior to the date of the Annual General Meeting / Conference.

29.5 In case of emergency, any Annual or Special Conference may be postponed with the consent of a majority of the Membership.

30. Conferences generally

30.1 The quorum for a Conference is 2/3 of all eligible Members.

30.2 No business may be conducted at any Annual General Meeting / Conference unless a quorum is present. If a quorum is not present within half an hour of the appointed time the Conference shall be dissolved.

30.3 A Conference may be held by a number of Delegates constituting a quorum:

- (a) being assembled together at the place and time appointed for the Annual General Meeting/ Conference; or
- (b) participating in the Conference by Teleconference Meeting; or
- (c) by a combination of the methods described in paragraphs (a) and (b).

31. Chairperson of Conferences

31.1 The President of the CFPWA, or in the President's absence the Vice President, shall be acting chairperson of each Conference until an election is held at the Conference for the position of chairperson of that Conference.

31.2 The chairperson of a Conference is responsible for the general and orderly conduct of the Conference and for the procedures to be adopted at the Conference.

31.3 The chairperson of a Conference at which a quorum is present may, with the consent of the majority of members present, adjourn the Conference from time to time and place to place. However, no business may be transacted at the adjourned Conference other than the business left unfinished at the Conference at which the adjournment took place.

32. Decisions at Annual General Meetings / Conferences

32.1 All questions before a Conference shall, if possible, be decided by consensus.

32.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question, if moved by one Member and seconded by another Member, shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution.

32.3 The Conference shall decide any matter referred to it by the Committee. It is compulsory for each Member to exercise a vote on any matter referred to Conference by the Committee, or by any Member.

ARTICLE 6 – GOVERNANCE

33. Administration

33.1 The administration of the affairs of the CFPWA shall be conducted by and vested in:

- (i) AGM/Conference;
- (ii) Executive Committee;
- (iii) Member state;

33.2 No member of Conference, Committee, or a Member State shall take individual action with regard to the affairs of the CFPWA without the authority of Conference, Executive Committee, or the Member State, as the case may be.

33.3 No information on CFPWA matters shall be divulged to any media by any Member without the prior consent of the President or General Secretary.

34. Committee composition and membership

34.1 Executive Committee:

(a) The Federation shall be managed by an Executive Committee consisting of the following:-

- (i) President
- (ii) 1st Vice President
- (iii) 2nd Vice President
- (iv) General Secretary
- (v) Assistant Secretary
- (vi) Treasurer
- (vii) Assistant Treasurer
- (viii) Public Relations Officer
- (ix) 2 Trustees
- (x) Protocol Officer

(b) The executive committee shall be the governing body of the CFPWA.

(c) The term of office for the executive shall be staggered as follows:

(i) Trustees and General Secretary and Assistant General Secretary serve for a term of three (3) years. All other positions on the board shall serve for a term of two (2) years.

(ii) The tenure of the Executive official begins on June 1 in the said year of the Elections.

(d) The Executive Committee shall be empowered to establish sub-committees and appoint persons to assist in discharging its responsibilities. Such sub-committees and all such persons must act under the terms of reference given by the Executive Committee.

34.2 **Qualification for membership of Committee:** subject to rule 34.3 (*Disqualification from membership of Committee*) and rule 33 (*Elections*), a

natural person is eligible to be nominated for election as a member of the Committee if they are an Ordinary Member of the CFPWA.

34.3 **Disqualification from membership of Committee:** the following persons are not eligible for election, appointment, or to remain in office as a Chairman:

- (a) a person who is not a Member of their Association/Federation;
- (b) a person who is a member of an association or federation that is not an ordinary member.

35. Elections

35.1 Nomination for members of the Committee will be open in the month of March of the election year and remain open until the Election Day.

35.2 Each member states will have 2 votes for each position of member state's choice.

36. Term

36.1 Members of the Committee shall hold office for a period of two (2) & three (3) years term and shall be eligible for re-election. However, no Executive Member shall serve more than two (2) consecutive terms in said position

- (a) Officers with two (2) years terms
 - (i) President
 - (ii) 1st Vice President
 - (iii) 2nd Vice President
 - (iv) Treasurer
 - (v) Assistant Treasurer
 - (vi) Public Relations Officer
 - (vii) Protocol Officer
- (b) Officers with three (3) years terms
 - (i) General Secretary
 - (ii) Assistant Secretary
 - (iii) 2 Trustees

36.2 The period in office will commence on the 1st June and will end on the 31st May two (2) years later.

36.3 A Vacancy in the Committee arises if, prior to the expiration of their term of office, an Executive Member:

- (a) resigns from office, by notice in writing signed by that person and delivered to the General Secretary who will after consultation with the Executive will accept or reject the same;
- (b) dies;
- (c) applies to the Committee in writing for a leave of absence, which application is accepted by the Committee by resolution for a specified

period;

- (d) fails to attend 3 consecutive Committee meetings, without leave of absence for sufficient cause approved by the Committee; or
- (e) is removed from office under rule 37 (*Grounds for removal from office*).

36.4 Subject to rule 34.1 (*Executive Members*) and rule 36 (*Term*), if a Vacancy arises under rule 34.1, the Vacancy shall be filled in the same manner as provided for the initial election of the member to the position

36.5 The term of office of any Committee Member filling a Vacancy in accordance with this rule 34.1 shall be for the unexpired portion of the applicable term of office left vacant only.

37. Grounds for removal from office

37.1 The CFPWA may, by Ordinary Resolution, remove any Committee Member, before the expiration of their term of office, if that Member is found, to have breached any of the duties in rule 40 (*Duties of Officers*) or contravenes 36.3 (d).

37.2 Brings the CFPWA into disrepute

37.3 Is found guilty in a court of law for any crime

38. Functions and powers of the Executive Committee

38.1 Uphold the provisions of the Constitution and By-laws of the CFPWA and to honour MOUs.

- (a) Uphold the provisions of the Constitution and By-laws of the CFPWA and to honour MOUs.
- (b) Define and establish the strategic direction and priorities of the CFPWA.
- (c) Guide and oversee the management and operations of the Secretariat.
- (d) Approve and monitor the income and expenditure of the CFPWA.
- (e) Prepare and present the CFPWA's budget for approval at the Annual General Meeting.
- (f) Present the Financial Statement to the Annual General Meeting.
- (g) Recommend the auditors to be approved at the Annual General Meeting. An audit is required bi-annually unless decided otherwise by the Annual General Meeting.
- (h) Determine and approve the CFPWA's relationship with any individual, organization, institution or agency.
- (i) Approve the employment, conditions of service and termination of Secretariat staff.
- (j) Review and recommend the membership dues for approval at the Annual General meeting as is necessary.
- (k) Recommend applications for membership for approval by the Annual General Meeting.
- (l) Carry out any other function as required by the executive committee or mandated by the Annual General Meeting.

39. Standing Committees:

- (a) The CFPWA at the General Meeting shall establish Standing Committees to focus on specific matters relating to the CFPWA's business.
- (b) The CFPWA at the General Meeting shall appoint the President of each Standing Committee and specify its terms of reference.
- (c) The core functions of Standing Committees shall be to:
 - (i) Appoint a Vice-Chairman,
 - (ii) Determine and document the committee's specific objectives,
 - (iii) Address matters relating to their remit as directed at the General Meeting.
 - (iv) Collect and forward to the Secretariat any information or advice relating to their area of focus, for the information of the Executive,
 - (v) Maintain an interest in developments relating to their area of focus,
 - (vi) Hold meetings as and when approved by the executive committee to conduct their business.
 - (vii) Submit written reports on their activities to the Executive for the information of the Annual General Meeting and or Intercessional Meeting,
 - (viii) All requests for Finances must be submitted in writing to the executive committee.

40. Duties of Officers of the Executive

40.1 The duties of each Officer of the CFPWA include to:

- (a) act at all times in good faith and in what the Officer believes to be the best interests of the CFPWA;
- (b) exercise the powers of the Officer for proper purposes;
- (c) not act, or agree to the CFPWA acting, in a manner that contravenes this Constitution or any Bylaws;
- (d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, nor cause or allow, the activities of the CFPWA to be carried on in a manner likely to create a substantial risk or serious loss to the CFPWA's members;
- (f) not agree to the CFPWA incurring any obligation unless approved by the Executive Committee;
- (g) disclose any conflict of interest
- (h) not disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
- (i) as agreed by the Committee for the purposes of the CFPWA;

41. President

41.1 The President shall be the principal officer of the CFPWA. His primary duties shall be to:

- (a) Summons in consultation with the other members of the executive committee and preside over executive and membership meetings.
- (b) Manage the conduct of all meetings over which he presides.
- (c) Maintain control over debates and discussions.
- (d) Perform such other duties as appertaining to his office.
- (e) Attend meetings of the executive committee and general meetings of the CFPWA.

42. 1st Vice President

42.1 Shall The Vice President shall:

- (a) Assist the President in the execution of his duties.
- (b) In the event of the absence, incapacitation or resignation of the President, the 1st Vice President shall assume the duties of the President.
- (c) Perform any other duties as determined by the President from time to time.
- (d) (d) Attend all Executive and General Meetings

43. 2nd Vice President

43.1 The 1st Vice President shall:

- (a) Chair sub-committees as directed by the Executive.
- (b) Carry out any other duties as directed by the president.
- (c) Attend all Executive and General Meetings

44. General Secretary

44.1 The General Secretary shall be responsible to the Executive Committee for all correspondence of the CFPWA. He/she shall:

- (a) Attend all Executive and General Meetings and keep a proper record of the proceedings,
- (b) Prepare and distribute minutes and agenda no later than 4 weeks before the date of the Annual General Meeting. Also, prepare and distribute minutes and the agenda of other meetings no later than 1 week from the date of the meeting
- (c) Shall be responsible for the general management of the secretariat.

45. Assistant General Secretary

45.1 The Assistant General Secretary shall:

- (a) Serve in the absence of the General Secretary
- (b) Assist the General Secretary in the discharge of his/her duties.

46. Treasurer

46.1 The Treasurer shall:

- (a) Be responsible for the management of all funds of the CFPWA.
- (b) He shall keep a proper record of the financial affairs of the Federation.
- (c) Prepare and submit a financial report quarterly to the Executive committee and ensure that the budget is prepared for presentation to the general membership at the Annual General Meeting.
- (d) Attend all Executive and General Meetings

47. Assistant Treasurer

47.1 The Assistant Treasurer shall:

- (a) Serve in the absence of the Treasurer
- (b) Assist the Treasurer in the discharge of his/her duties.

48. Public Relations Officer

- (a) Shall be responsible for writing and producing presentations and press releases on matters related to the CFPWA.
- (b) Shall be the bridge between the CFPWA's members, the public, the press, and related organisations on matters of the CFPWA.
- (c) Shall be responsible for organising and promoting the CFPWA's events, activities and agenda.
- (d) Maintain and update social media contents as well as post in the CFPWA forums
- (e) Perform any responsibility or function which he is mandated by the General Secretary so to do.

49. Protocol Officer

- (a) Prevent etiquette breaches or embarrassing cultural blunders.
- (b) Research and maintain reliable sources of political, economic and social trends of global cultures.
- (c) Develop strategy goals, objectives and programs for the team.
- (d) Coordinate with host and facilitate dignitaries with their itinerary
- (e) Identify security risks and create safety plans.
- (f) Assist the General Secretary to plan meetings, foreign and domestic visits, ceremonies and special events.

50. Trustees

- (a) Act as a fiduciary
- (b) Identify and invest assets when necessary based on the recommendation of the Committee.
- (c) Be a signatory to the CFPWA account.

ARTICLE 7 –FINANCIAL MATTERS

51. Control and management of finances

51.1 The Committee is responsible for all funds of the CFPWA

51.2 **Receipts:** the Treasurer shall ensure all funds received by or on behalf of the CFPWA are promptly deposited into the CFPWA's bank account.

51.3 **Bank account:** the CFPWA's bank account(s) shall be kept at a trading bank within the Caribbean bearing the name of the CFPWA.

51.4 **Payments:** all payments by or on behalf of the CFPWA must be properly authorised before payment, by any 2 of the following:

- (i) Treasurer:
- (ii) Any of the trustees
- (iii) In the absence of the Treasurer the President can sign.

The Treasurer shall ensure that all payments are properly paid once authorised.

51.5 All moneys retained by the CFPWA in its general fund shall be vested in the CFPWA for its general purposes. All expenses in connection with the general management of the CFPWA shall be paid (subject to the provisions of the Rules) out of the general fund.

52. Accounting records

52.1 The Committee must ensure:

- (a) that proper accounting and other records are maintained on behalf of the CFPWA at all times; and
- (b) the safekeeping of all financial records of the CFPWA.

52.2 The Treasurer shall furnish a report on the state of the finances of the CFPWA to the Committee when so required.

52.3 The Committee must ensure that properly-prepared financial statements for the preceding Financial Year, signed on behalf of the Committee by two (2) members of the Executive Committee, and duly audited if Conference has resolved to appoint an Auditor for that Financial Year, are presented to and made available for inspection at each Annual Conference. The Committee must also ensure that a copy of these financial statements is provided to the Members as soon as possible in each year.

53. Audit

53.1 If the financial statements of the CFPWA are required by law to be audited or reviewed, or if the Conference resolves that the CFPWA's financial statements are to be audited or reviewed, an Auditor shall be employed by

Executive Committee to audit or review, as the case may be, the financial statements of the CFPWA for the relevant year.

53.2 The Auditor so employed shall at all reasonable times have access to the financial records of the CFPWA, and shall be entitled to any information required relating to them, or to any matter deemed necessary or desirable for audit purposes.

53.3 For the avoidance of doubt, no Member or Executive Committee may at the same time be employed as an Auditor.

54. Method of contracting

54.1 The CFPWA may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the CFPWA in writing signed under the name of the CFPWA by –
 - (i) Two (2) or more Executive Members of the Association; or
 - (ii) The President, and a nominated member of the CFPWA, acting with the authority and on behalf of the CFPWA, and whose signatures must be witnessed;
 - (iii) an attorney appointed by the CFPWA, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the CFPWA in writing by a nominated member of the CFPWA and President or an elected member of the Executive Committee, acting with the authority and on behalf of the CFPWA;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the CFPWA in writing or orally by a person acting under the CFPWA's express or implied authority.

54.2 Any document requiring to be executed on behalf of any Committee shall, unless otherwise provided by this Constitution, be signed by the President and the General Secretary of the Committee, acting with the authority and on behalf of that Committee.

55. Use of CFPWA's name

The CFPWA must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the CFPWA; and
- (b) every document issued or signed by, or on behalf of, the CFPWA that evidences or creates a legal obligation of the CFPWA.

ARTICLE 8 – PROCEDURES FOR RESOLVING DISPUTES

56. Guiding principles

56.1 All parties to a complaint or grievance shall endeavour to resolve the matter informally and in the spirit of the following principles:

- (a) **fairness:** the process should be fair to all parties;
- (b) **accountability:** the process should determine accountability, provide outcomes and give reasons for decisions;
- (c) **values:** Committee and Members will support, promote and act out the values of the CFPWA, and abide by the policies.

56.2 In the event that informal discussions cannot resolve the issue, the procedures in this ARTICLE 8 shall apply.

57. Complaints about a Member

57.1 Any person may make a complaint about the conduct of a Member.

57.2 Complaints about the conduct of a Member must be made in writing, lodged with the General Secretary, and contain sufficient detail to identify the complainant, the subject matter, and the nature of the complaint.

58. A Member's grievance against the CFPWA or another Member

58.1 A Member may raise with the Committee an allegation of damage (caused by the CFPWA, or a Member) to a Member's rights or interests (as a Member) or to Members' rights and interests generally.

58.2 An oral hearing of the grievance will be held if the Committee decides that, for serious or complex cases, after taking into account the potential consequences for a Member if a grievance is upheld or not upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.

58.3 The Member will be heard before the grievance is resolved or any outcome is determined.

59. Decision-makers

A person may not act as a decision-maker in relation to a complaint or grievance if two (2) or more Executive Members, or a complaints committee, consider that there are reasonable grounds to believe that the person may not:

- (a) be impartial; or
- (b) be able to consider the matter without a prejudice.

60. Decisions

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including:

- (a) that no further action needs to be taken;
- (b) requiring a Member to take specified corrective action;
- (c) the publication of any corrective letter or statement; or
- (d) termination under rule 24.3 (*Termination for cause*) or removal under rule 37 (*Grounds for removal from office*).

ARTICLE 9 – ADMINISTRATION

61. Amendments to Constitution

61.1 The Constitution and By-laws of the CFPWA may be amended by a resolution

presented through the Executive at the Annual General Meeting or a special meeting convened for the purpose.

61.2 A written notice of any proposed amendment must be submitted to the Executive at least one (1) month before the date of the meeting.

61.3 The Executive shall circulate any proposed amendments it receives, to the membership at least fourteen (14) days before the meeting.

61.4 An amendment shall become part of this Constitution and By-laws if passed by two-thirds of the membership present and voting.

62. Dissolution:

62.1 In the event of the winding-up or dissolution of the CFPWA, where there remains, after the payment of all debts and liabilities of the CFPWA, any property whatsoever, the same shall be distributed equally among the member states of the CFPWA.

63. Matters not provided for

63.1 If any matter arises which, in the opinion of the Executive Committee, is not provided for in this Constitution, then the same may be determined by the Committee in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of Conference.

SCHEDULE 1: DEFINITION OR TERMS

1 Defined terms

"CFPWA" means the Caribbean Federation of Police Welfare Associations.

"CARICOM" means Caribbean Communities

"ACCP" means Association of Caribbean Commissioners of Police

"Caribbean Region" refers to the area in and around the Caribbean Sea and includes any area contiguous thereto, also states approved by the executive and any jurisdiction recognized by CARICOM, ACCP and CFPWA.

"Member" means an Association or Federation or Similar Representative body that has been duly elected and recognized by the statutory provision of the said Country and registered as a member state of the CFPWA.

"Executive" means the Executive Committee comprising officers elected by the Annual General Meeting / Conference in accordance with the Constitution and By-laws.

"Executive Officer" means any officer elected to the position of President, Vice President, 1st Vice President, General Secretary, Assistant General Secretary, Treasurer, Assistant Treasurer, Public Relations Officer, Trustees and Protocol Officer.

"Association Executive Police Officer" means any officer as determined by the member state.

"Observatory Status" refers to any Police Welfare Association and or Police Federation within the Caribbean region that is not a member of the CFPWA but seek to associate itself with the CFPWA. They can attend the meeting, debate topics/discussions but are unable to table motion and do not have any voting rights.

Annual Conference means an annual general meeting of Delegates convened under rule 25 (25. AGM/Conference and Intercessional Meeting);

Annual Report means the report prepared each year by the President on the affairs of the Association and the proceedings of the Executive Committee during the most recently-completed accounting period, and dealing generally with the position of the Association and any other matters prescribed by the;

Auditor has the meaning given to the term "qualified auditor";

Committee means the committee established under rule 34 (*Committee composition and membership*) to manage the operation and affairs of the Association;

Bylaw means a bylaw of the CFPWA

Code of Good Faith means the code of good faith for employment relationships in relation to the provision of services by Police;

Committee means the Elected Executive Committee;

Conference means a general meeting of Members, represented by Delegates, whether it be an Annual Conference or a Special Conference;

Constitution means this constitution, as it may be altered from time to time in

accordance with its term;

Financial Year means any year or other accounting period ending on a Balance Date;

Member means a member of the Association as specified in ARTICLE 4 (*Membership*), whether they be an Ordinary Member, Corporate Member, an Honorary and Lifetime Member;

Membership Fee means any subscription or other fee payable by a Member to the Association as specified in rule 19 (*Dues and Fees*);

Membership Form means the application for membership form used by the Association from time to time for the collection of information from persons seeking to be Members of the Association for the applicable category of Membership;

Registered Office has the meaning given to that term by ARTICLE 1 (3) (*Registered Office*);

Rules means the rules of this Constitution;

Vacancy means a vacancy in the office of the Executive Committee as provided for by rule 36 (*Term*);

SCHEDULE 2: PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1 Meetings

- 1.1 The Committee shall meet as often as President consider expedient for the efficient and proper conduct of the affairs of the CFPWA, provided that they meet at least once every month.
- 1.2 A meeting may be called at any time if two (2) Executive Members request it.
- 1.3 Each Executive Member present at a meeting of the Executive Committee is entitled to one vote.

2 Notice of meetings

- 2.1 At least five (5) days' notice of any Committee meeting shall be communicated by email or other electronic forms, or otherwise in writing, to all Executive Members. However, all of the Executive Committee may agree to shorten or waive the period of notice depending on the urgency.
- 2.2 The notice of meeting shall include the date, time and place of the meeting and an indication of the matters to be discussed.
- 2.3 No notice is necessary for the resumption of an adjourned meeting. However, an Executive who was not present at the meeting adjourned must be notified of the time and place of the reconvened meeting.
- 2.4 The General Secretary shall use reasonable endeavours to ensure all notices of meeting have been correctly sent. The failure of any Executive to receive a notice of a meeting of the Committee shall not invalidate such meeting or its proceedings.

3 Methods of holding meetings

- 3.1 A meeting of the Executive Committee may be held by a number of Executive Members who constitute a quorum:
 - (a) being assembled together at the place, date and time appointed for the meeting; or
 - (b) participating in the meeting by Teleconference Meeting; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- 3.2 In the case of a meeting conducted under rule 3.1(b) or (c) of this schedule:
 - (a) at the start of the meeting, each participant must acknowledge his/her presence to all the others taking part; and
 - (b) an Executive Member must not disconnect their means of communication without the prior consent of the chairperson of the meeting.
- 3.3 An Executive Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the chairperson of the meeting to leave the meeting.

4 Quorum

- 4.1 A quorum for a meeting of the Committee shall be Six (6) Executive Members in office and eligible to vote at the time of the meeting.

- 4.2 An Executive Member who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of an Executive Member, shall not be treated as an Executive Member for the purposes of rule 4.1 of this schedule.
- 4.3 At any meeting of the Committee, no business shall be transacted unless a quorum is present.

5 Adjournment

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place.
- 5.2 The chairperson may adjourn any meeting on the adoption of a resolution for its adjournment.

6 Chair

- 6.1 The President, or if absent the 1st Vice President, shall chair all meetings of the Committee.
- 6.2 If the offices of the President and or 1st Vice President are vacant, or if, at a meeting of the Committee, neither the President and or 1st Vice President are not present within 5 minutes after the time appointed for the meeting; of the Executive Members present the General Secretary will chair the proceeding.
- 6.3 The chairperson of a meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

7 Voting on resolutions

- 7.1 All questions before the Executive Committee shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Committee. Subject to this schedule, the method of voting shall be decided by the Committee. Different methods may be adopted for different motions. If the voting is tied, and the chairperson of the meeting does not use the casting vote available under rule 6.3 of this schedule, the motion shall be lost.
- 7.3 An Executive Member is present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless they expressly dissent from or vote against the resolution at the meeting.
- 7.4 A written resolution signed by all of the Executive Members then entitled to receive notice of a meeting of the Committee is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Such a resolution may consist of several duplicated documents, each signed by one or more of the Executive Members, and may be provided by electronic communication through which each Executive Member expressly

refers to the resolution and records their specific position on the resolution.

- 7.5 A resolution of the Committee may be rescinded or varied by the Committee in the same manner as it was passed.

8 Minutes

- 8.1 The Committee must ensure that minutes are kept of proceedings of the Committee. The minutes shall record, for each and every meeting of the Committee:

- (a) the names of those present;
- (b) all decisions taken;
- (c) all appointments of chairperson or other officers; and
- (d) any other matters discussed at the meeting.

- 8.2 A minute of a Committee meeting that has been proposed and seconded as correct at the next succeeding Committee meeting shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Committee unless they are shown to be inaccurate.

- 8.3 Decisions recorded in the minutes shall be read in conjunction with this Constitution and are binding on all persons interested in the Association.

9 Duty to disclose conflicts of interest

- 9.1 As soon as an Executive Member becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a matter relating to the CFPWA, they must disclose all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified), to the Committee.

- 9.2 For the purposes of this Constitution, a person is *Interested* in a Matter if the person:

- (a) may derive a financial benefit from the Matter;
- (b) is the parent, child, or spouse of a person who may derive a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates;
- (d) is a partner, director, officer, executive member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- (e) is under investigation for a criminal or serious misconduct allegation;
- (f) is otherwise directly or indirectly interested in the Matter;

- 9.3 After considering the views of the other Executive Member, the chairperson may rule that the affected Executive Member is not conflicted in relation to a disclosure, where no conflict in fact exists.

- 9.4 If the Executive Member is determined to have a conflict of Interest in the Matter, all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) must be recorded in the Interests Register.

- 9.5 An Executive Member who is directly or indirectly involved in any allegation,

investigation or inquiry shall report the circumstances to the President. An Executive Member who is under investigation for a criminal or serious misconduct allegation is required to step aside from Committee's activities.

10 Validity of proceedings

10.1 All acts done by any meeting of the Committee, a subcommittee of the Executive Committee, or by any person acting as Executive Member shall, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified.

11 Committee may regulate other proceedings

Except as otherwise set out in this Constitution, the Committee may regulate its own procedures.

SCHEDULE 3: STANDING ORDERS

1. When a quorum is not present within half an hour after the time fixed for any meeting, or an adjournment thereof, the meeting shall lapse, and the member or members present shall not have power to transact any business, except to record attendance.
2. No member shall be allowed to leave the meeting without the consent of the chairperson.
3. At every meeting the first business shall be the reading of the minutes of the previous meeting, and no discussion shall be permitted thereon, except as to their accuracy as a record of proceedings, and if the minutes are deemed accurate, they shall be confirmed, and the chairperson shall sign them.
4. After reading the minutes the order of the business shall be as follows, or as near thereto as practicable, but the order of business may, whenever it is considered advisable, be altered by special resolution:
 - (a) Matters/business arising out of the minutes;
 - (b) correspondence, consideration of and ordering thereon;
 - (c) financial officer or treasurer to declare the bank balance;
 - (d) the passing of accounts;
 - (e) reports on Committees;
 - (f) tabled for discussion;
 - (g) special business;
 - (h) notices of motion.
5. Except for the ratification of Collective Agreements and variations, voting shall be by a show of hands or aye/nay, and it shall be compulsory for all members present to vote on the question before the meeting. Voting for the ratification of Collective Agreements and variations shall be as prescribed in the Constitution.
6. Any member may call for a division, where the names of members voting for and against the motion respectively shall be recorded.
7. Any question decided by vote cannot be further discussed at the same sitting, unless otherwise agreed on by the members present.
8. Every notice of motion shall be in writing, signed and dated by the mover and seconder.
9. No motion shall be proceeded with in the absence of the member who gave notice of same, unless such member shall have deputed some other member to move the motion, or shall have otherwise specially signified a desire for the motion to be proceeded with, notwithstanding such member's absence.
10. A motion may be withdrawn by the mover, with the permission of the seconder. No motion may be discussed until it has been seconded.

11. No amendment shall be received which is a direct negative to a motion, or which does not preserve the substance of such motion, except always notices of motion for alteration of the Constitution, which may be dealt with in the usual manner.
12. No second or subsequent amendment, whether upon an original proposition or upon an amendment, shall be considered until the previous amendment has been disposed of.
13. If any words of an original question be rejected, the proposed insertion of other words shall form the next question, after which any further amendment to insert other words may be moved.
14. If an amendment be negative, then the second amendment may be moved to the question to which the first-mentioned amendment relates, but only one amendment shall be submitted for discussion at one time.
15. If a debate on any motion, or on any matter tabled for discussion, moved and seconded, be interrupted by the number of members present falling below a quorum, such debate may, on notice of motion, be resumed at the point where it was so interrupted.
16. When the chairperson is called upon to decide a point of order, the chairperson shall state the rule which is deemed applicable but shall not discuss it and the chairperson's decision shall be final.
17. Every member wishing to speak shall first gain the chairperson's attention by signalling who will then call on the member to speak. The member must confine themselves to the question under consideration, avoiding personalities and unbecoming language. No member while speaking shall impeach the motives of a fellow member or treat another member disrespectfully. Any departure from this rule shall be deemed a violation of order and shall render an offending member liable to censure.
18. Every member when addressing the chairperson shall be limited to 5 minutes, except the mover of a motion, who shall not exceed 10 minutes.
19. No member shall speak twice to the same motion (except by way of explanation) but the mover of any motion shall at the end of the debate upon it have the right of reply (not exceeding 10 minutes).
20. A member moving a motion shall be held to have spoken thereon, but a member merely seconding a motion shall not be held to have spoken upon it.
21. If two or more members wish to speak at the same time the chairperson shall decide which is entitled to priority.
22. At special or adjourned meetings, special or adjourned business only shall be dealt with, but any special or adjourned meeting may be turned into an ordinary meeting by special resolution when ordinary business may be dealt with.
23. A book shall be kept wherein shall be recorded all rulings of the chairperson, who shall refer to such book for any previous decisions, and shall, so far as possible, rule in accordance with them.
24. In any case where these Standing Orders apply but are silent on a particular

matter, the Standing Orders of House of Assembly / Parliament shall be adopted.

25. The names of the members present shall be recorded in the minutes of each meeting.
26. The names of the proposer and seconder of every resolution shall be entered in the minutes, and if the mover and seconder of a motion or amendment which has not been carried shall wish the same to be entered on the minutes it shall be so entered.
27. Any member acting contrary to any of these Standing Orders shall be called to order, and should that member persist, they may be fined as determined by the Committee but not exceeding US\$50 or suspended from taking any further part in the business of that sitting as for a period to be determined by the Committee.
28. Two thirds of the members present may suspend, for a single sitting, any of the foregoing Standing Orders.
29. Matters of a confidential or sensitive nature, such as an application for legal assistance, shall not be discussed at a meeting unless the meeting has first determined, by resolution that the meeting shall move "into committee". Only elected Members and other interested parties on the invitation or with the agreement of the meeting may attend "in committee" discussions. Minutes of "in committee" discussions shall record only the time of moving into and moving out of "committee".

SCHEDULE 4: RATIFICATION PROCEDURES

1. A new Collective Agreement will be ratified and accepted by the CFPWA and the Members States.
2. The Committee shall ensure that this document is circulated with members for their suggestion and input
3. Members shall make every endeavour to appreciate the Constitution