

2014-02-16

Guyana Amateur Basketball Coaching Association Constitution

TABLE OF CONTENTS

1.	NAME OF ASSOCIATION	6
2.	DEFINITIONS AND INTERPRETATION.....	6
3.	OBJECTS OF THE ASSOCIATION.....	9
4.	POWERS OF THE ASSOCIATION.....	11
5.	MEMBERS ®	11
6.	AFFILIATION ®	12
7.	REGISTER OF MEMBERS ®	13
8.	EFFECT OF MEMBERSHIP.....	14
9.	DISCONTINUANCE OF MEMBERSHIP.....	14
10.	DISCIPLINE ®	15
11.	SUBSCRIPTIONS AND FEES ®	16
12.	EXISTING EXECUTIVE.....	16
13.	POWERS OF THE EXECUTIVE.....	16
14.	COMPOSITION OF THE EXECUTIVE.....	17
15.	ELECTED EXECUTIVE ®	18
16.	APPOINTED EXECUTIVES.....	19

17.	VACANCIES ON THE EXECUTIVE.....	20
18.	MEETINGS OF THE EXECUTIVE.....	20
19.	EXECUTIVES	23
20.	DELEGATIONS ®.....	24
21.	SEAL.....	25
22.	ANNUAL GENERAL MEETING.....	25
23.	SPECIAL GENERAL MEETINGS.....	25
24.	NOTICE OF GENERAL MEETING.....	26
25.	BUSINESS.....	26
26.	NOTICES OF MOTION.....	26
27.	PROCEEDINGS AT GENERAL MEETINGS.....	27
28.	VOTING AT GENERAL MEETINGS.....	28
29.	PROXY VOTING ®.....	28
30.	STRATEGIC FORUM OF ASSOCIATION ®.....	29
31.	GRIEVANCE PROCEDURE ®.....	29
32.	RECORDS AND ACCOUNTS ®.....	30
33.	AUDITOR.....	30
34.	INCOME.....	31
35.	WINDING UP.....	31
36.	DISTRIBUTION OF PROPERTY ON WINDING UP.....	32
37.	ALTERATION OF CONSTITUTION	32
38.	REGULATIONS.....	32
39.	STATUS AND COMPLIANCE OF ASSOCIATION.....	32
40.	ASSOCIATION’S CONSTITUTION.....	34
41.	STATUS AND COMPLIANCE OF REGIONS AND CLUBS.....	34

42.	NOTICE	35
43.	PATRONS AND VICE PATRONS.....	35
44.	INDEMNITY.....	35

ASSOCIATIONS INCORPORATION 2014 (GBCA)

CONSTITUTION

Of

Guyana Basketball Coaching Association INCORPORATED

The name of the Association is Guyana Basketball Coaching Association Incorporated ("Association").

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

“GBCA” means the Associations Incorporation

“Affiliate Member” means an individual who is an, referee, coach or other official who is associated with the Association but who is not an Individual Member.

“Association” means Guyana Basketball Coaching incorporated.

“Board” means the body consisting of the executives.

“Club” means a Basketball club which is a Member, or is otherwise affiliated with the Association, either directly, or through a Region.

“Constitution” means this Constitution of the Association.

“Delegate” means the person(s) appointed from time to time to act for and on behalf of a Region or a Club and to represent the Region or Club at General Meetings.

“Federation” Means the Guyana Amateur Basketball Federation

The above May change given the membership structure in this constitution is based on Region and Club based membership. Thus each Region and Club is entitled to appoint a Delegate to represent it at

General Meetings of the Association. This may vary according to the Association's membership requirements.

"Executive" means a member of the top management and includes any person acting in that capacity from time to time appointed in accordance with this

"President" means the elected President of the Association for the time being appointed under this Constitution. Where the Association does not have a President, the Association secretary or Public Officer will, subject to confirmation by the Executive, assume the functions of the President under this Constitution.

The Financial year

"General Meeting" means the annual or any special general meeting of the Association.

As noted above the document seeks to embrace the whole of the Sport including the Federation.

"Individual Member" means a registered, financial member of a Club or a natural person who is otherwise recognized by the Association as an Individual Member.

The document seeks to capture as Members of the Association all individual persons who are members of the Clubs and/or Regional Associations, which would normally be the members of this Guyana Amateur Basketball Federation.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in Guyana.

"Life Member" means an individual appointed as a Life Member of the Association under clause 5.2.

"Member" means a member for the time being of the Association under clause 5.

"GBCA" means [Guyana Basketball Coaches Association].

"Objects" means the objects of the Association in clause 2.

"Public Officer" means the person appointed to be the public officer of the Association in accordance with the Constitution.

Clause 19.2 of this constitution sets out that the Public Officer Duties will be assumed by the President. Where the Association does not have a President, another Executive of the Association should perform the role of Public Officer. The Public Officer is the conduit for information flow between the Association and the federation, therefore it is important that the Public Officer is an executive and informed about the Association's activities. Further, as the Public Officer has numerous responsibilities, it is important

that they are an executive and therefore owe a duty to act in the best interests of the Association.

Connector

“Region” means Basketball regional associations, [Linden, Berbice Georgetown and Essequibo] which is a Member, or is otherwise affiliated with the Association.

“Register” means a register of Members kept and maintained in accordance with clause 7.

“Regulations” mean any Regulations made by the Executive under clause 38.

The term “Region” may be better described as “District” in which the Sport is play in Guyana.

“Seal” means the common seal of the Association (if any).

“Special Resolution” means a special resolution defined in the Constitution.

“Sport” means the sport of Basketball.

1.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

1.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be

severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

1.4 **The Constitution**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Constitution.

2. **OBJECTS OF THE ASSOCIATION**

The objects of the Association are important and must be carefully considered. The objects of the Association are its reasons for existence and although this can be simply stated as “promotion and encouragement of the Sport” the changes in regulatory and commercial, as well as sporting, landscapes require a 21st century sporting body to have broad objects.

The Association is established solely for the Objects. The Objects of the Association are to:

(a) Participate as a member of Guyana Amateur Basketball Federation so Basketball can be conducted, encouraged, promoted, advanced and administered in Guyana;

The purpose of object (a) is to recognize the “sporting authority” which follows from being part of an FIBA recognized sport. To be part of the “authorized sport” an organization must be part of or affiliated with the Federation, National and International bodies.

(b) Conduct, encourage, promote, advance and administer Basketball throughout Guyana;

(c) Ensure the maintenance and enhancement of the Association, Federation, the Members and Basketball, its standards, quality and reputation for the benefit of the Members and Basketball;

(d) At all times promote mutual trust and confidence between the Association, Federation and the Members in pursuit of these Objects;

(e) At all times act on behalf of, and in the interest of, the Members and Basketball Coaching association in Guyana;

(f) Promote the economic and community service success, strength and stability of the Association, the Members and Basketball in Guyana;

(g) Affiliate and otherwise liaise with Federation and adopt its rule and policy framework to further these Objects and Basketball Coaching;

(h) Use and protect the Intellectual Property;

(i) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;

- (j) Strive for Government, commercial and public recognition of the Association as the controlling body for Basketball Coaching in Guyana;
- (k) abide by, promulgate, enforce and secure uniformity in the application of, the rules of Basketball as may be determined from time to time by FIBA or national Federation and as may be necessary for the management and control of Basketball and related activities in Guyana;
- (l) Advance the operations and activities of the Association throughout Guyana;
- (m) further develop Basketball into an organized institution and with these Objects in view, to foster, regulate, organize and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (n) Review and/or determine any matters relating to Basketball which may arise, or be referred to it, by any Member;
- (o) Recognize any penalty imposed by any Member;
- (p) Act as arbiter (as required) on all matters pertaining to the conduct of Basketball in Guyana, including disciplinary matters;
- (q) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Basketball in Guyana;
- (r) adopt and implement such policies as may be developed by Federation, including (as relevant and applicable) member protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Basketball;
- (s) Represent the interests of its Members and of Basketball generally in any appropriate forum in Guyana;
- (t) Have regard to the public interest in its operations;

Generally, rules made in the “public interest” are less susceptible to challenge, therefore, this object reminds Association members of the moral obligation to be mindful of the community when operating the association.

- (u) Do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (v) Promote the health and safety of Members and all other participants in Basketball in Guyana;
- (w) Seek and obtain improved facilities for the enjoyment of Basketball in Guyana; and
- (x) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under by the Guyana Amateur Basketball Federation.

4. **MEMBERS**®

The members of the Association and their rights and responsibilities are set out under this clause. The member categories and their respective rights and responsibilities may of course vary. Under this constitution the Federation, Other Sub Association and Clubs are the voting Members whilst Life Members, Individual Members and Executives are also Members and are bound by the Constitution but with no voting rights to life members at General Meetings of the Association. Also the Executive can create new categories of Members such as corporate members but any new category cannot be granted voting rights unless approved by the General Meeting. To grant voting rights is effectively a change in the Constitution and thus must be submitted to a General Meeting.

4.1 **Categories of Members**

The Members of the Association shall consist of:

- (a) Federation, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Federation at General Meetings;
- (b) Clubs, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;
- (c) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- (d) Individual Members, Affiliate Members shall have the right to be present at General meetings but shall have no rights, to debate or to vote at General Meetings; and
- (e) Such new or other categories of Members as may be established by the Executive. Any new category of Member established by the Executive cannot be granted voting rights without the approval of the Association in General Meeting.

4.2 **Life Members**

- (a) The Executive may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association or Basketball, where such service is deemed to have assisted the advancement of Basketball in Guyana, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership (subject to clause 5.2(c)) on the recommendation of the Executive must be a Special Resolution.

- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

5. **AFFILIATION**®

The Affiliation process for Regions and Clubs is very important as it should be seen that Regions and Cubs are joining and rejoining the Association each year. The process can be varied to suit the Association's requirements.

5.1 **Regions and Clubs**

- (a) To be, or remain, eligible for membership, a Club must be affiliated with GABF or in the process of affiliated. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Region or Club is not Affiliated, the secretary of any such unaffiliated Region or Club shall be deemed to be the Member (on behalf of the unincorporated entity), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Region or Club as incorporated Members, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Region or Club shall be resolved by the Executive in its sole discretion.
- (d) Failure to Affiliate within the period stated in clause 6.1(a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unaffiliated club shall not be entitled to re-apply for membership until it becomes affiliated.

5.2 **Application for Affiliation**

An application for affiliation must be:

- (a) in writing on the form prescribed from time to time by the Executive (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) Accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) Accompanied by the appropriate fee (if any).

5.3 **Discretion to Accept or Reject Application**

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in clauses 6.1 and 6.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

- (b) Where the Association accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The President shall amend the Register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

5.4 **Re-Affiliation**

- (a) Regions and Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Regulations from time to time.
- (b) Upon re-affiliation a Region or a Club must lodge with the Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association. Each Region and Club must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the GABF constitution.

5.5 **Deemed Membership**

- (a) All members which or who are, prior to the approval of this Constitution, members of the Association, shall be deemed Members from the time of approval of this Constitution.
- (b) Regions and Clubs shall provide the Association with such details as is reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution.
- (c) Any members of the Association prior to approval of this Constitution, who are not deemed Members under clause 6.5(a) shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

6. **REGISTER OF MEMBERS** ®

6.1 Association to keep Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) The full name, address, category of membership and date of entry to membership of each Region and Club; and
- (b) The full name, residential address and date of entry to membership of each Member and Life Member; and
- (c) Where applicable, the date of termination of membership of any Region or Club.

Regions, Clubs, Executive and Life Members shall provide notice of any change and required details to the Association within one month of such change.

6.2 **Inspection of Register**

Having regard to the constitution, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member or Executive, shall be available for inspection (but not copying) by Members, upon reasonable request.

6.3 **Use of Register**

Subject to the Constitution, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Executive considers appropriate.

7. **EFFECT OF MEMBERSHIP**

This clause reconfirms the requirements of the fact that the Constitution is a contract between the Association and its members.

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and the GBCA constitution and regulations;
- (b) They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Executive or other entity with delegated authority;
- (c) By submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association and GBCA;
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Basketball in Guyana; and
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.

8. **DISCONTINUANCE OF MEMBERSHIP**

8.1 **Notice of Resignation**

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one months notice in writing to the Association of such resignation or withdrawal.
- (b) A Region or a Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Region or Club. A copy of the relevant minutes of the Region or Club meeting showing that the Special Resolution has been passed by the Region or Club must be provided to the Association.

- (c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations.
- (d) Upon the Association receiving notice of resignation of membership given under clauses 9.1(a) and (b), an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

8.2 Discontinuance for breach

- (a) Membership of the Association may be discontinued by the Executive upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Association or any duly authorized committee.
- (b) Membership shall not be discontinued by the Executive under clause 9.2(a) without the Executive first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Executive view to adequately explain the breach, that Member's membership shall be discontinued under clause 9.2(a) by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 9.3 as soon as practicable.

8.3 Discontinuance for failure to re-affiliate

Membership of the Association may be discontinued by the Executive if a Region or Club has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this clause 9.3 as soon as practicable.

8.4 Member to Re-Apply

A Member whose membership has been discontinued under clauses 9.2 or 9.3:

- (a) Must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) May be re-admitted at the discretion of the Executive.

8.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Region or Club

ceases to be a Member it shall also forfeit all representation rights on the executive and at General Meetings.

8.6 **Delegate Position Lapses**

The position of Delegate shall lapse immediately on cessation of membership of a Region or a Club.

8.7 Membership may be reinstated

Membership which has been discontinued under this clause 9 may be reinstated at the discretion of the Executive, with such conditions as it deems appropriate.

8.8 **Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

9. **DISCIPLINE** ®

(a) Where the Executive is advised or considers that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the GBCA constitution or regulations or any resolution or determination of the Executive or any duly authorized committee; or

(ii) Acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association, GBCA and/or Basketball; or

(iii) brought the Association, GABF, any other Member or Basketball into disrepute;

the Executive may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

(b) The Executive may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but subject always to the Constitution.

10. **SUBSCRIPTIONS AND FEES** ®

The fees of the association are the sole province of the Executive NOT the membership. Should the members seek to interfere or assume responsibility for the setting of fees and/or budgets they risk potential liability.

The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Executive.

11. **EXISTING EXECUTIVE**

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Executives shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of President (or similar title) immediately prior to approval of this Constitution shall continue in that position following such approval, subject to any contractual arrangements.

12. **POWERS OF THE EXECUTIVES**

The Executive's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Association, remains viable and effective in the present and for the future.

The Executive's role includes determining the Association's strategic direction, core values and ethical framework, as well as key objectives and performance measures.

A key critical component of this role is the executive's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

Subject to the Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Executive. In particular, the Executive as the governing body for coaching Basketball in Guyana shall be responsible for acting on National and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Guyana.

13. **COMPOSITION OF THE EXECUTIVES**

13.1 **Composition of the Executive**

The Executive shall comprise:

- (a) seven (7) elected Executives;

Who must all be Individual Members and who shall be elected under clause 14.3; and

- (b) Up to two (2) appointed Executive;

Who need not be Individual Members and who may be appointed by the Executive elected under clause 15.

An Executive cannot also be Delegate.

This constitution provides that an Executive cannot also be a Delegate. This is to prevent any actual conflict of interest.

13.2 Election and Appointment of Executive

The process for electing and appointing Executives is not entrenched in the Constitution. It is set out in the Regulations and can be by such process as the Association may determine is appropriate for it.

- (a) The elected Executive shall be elected under clause 15.
- (b) The appointed Executive may be appointed under clause 16.

13.3 Portfolios

The Executive may allocate portfolios and/or titles to Office Bearers.

14. ELECTED EXECUTIVES[®]

14.1 Nominations

- (c) Nominations for elected Executive positions shall be called for forty-eight (48) days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided, qualifications and job descriptions shall be as determined by the Executive from time to time.
- (d) Nominees for elected Executive positions must declare any position they hold in a Region or a Club including as an officer (howsoever described including as a Delegate) or as a full time employee.

14.2 Form of Nomination[®]

Nominations must be:

- (a) In writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) Signed by an authorized representative from two (2) Regions and/or Clubs;
- (d) Certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which she is nominated; and
- (e) Delivered to the Association not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

14.3 Elections[®]

The election process should be set out in regulations and again should be the process which the Association considers is best for it.

- (a) If the number of nominations received for the executive is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Executive, or if a person is not approved by the majority of Members under clause 15.3(a), the positions will be deemed casual vacancies under clause 17.1.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Executive.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Executive from time to time.

14.4 Term of Appointment for Elected Executives

The Executives' terms are for 2 years although this can be changed.

- (a) Executives elected under this clause 15 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Executives, elected Executives shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Four (4) elected Executives shall retire in each odd year and four (4) elected Executive shall retire in each even year until, after two (2) years the eight (8) original elected Executives have retired after which those elected Executive (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under clause 15.4(b) to ensure rotational terms shall be determined by the Executive. If the Executive cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Executive for a period of four (4) consecutive full terms shall be eligible for election as an elected Executive until the next Annual General Meeting following the date of conclusion of his last term as an elected Executive.

Under this Constitution an Executive can only serve four, two year terms but again this can be changed.

15. **APPOINTED EXECUTIVES**

Appointed Executives need not be appointed. The principle behind them is to provide to the Elected Executives with additional skills that may facilitate or assist the Association with a particular issue over time. For example, an Association may require marketing or lobbying skills. It can then approach and invite an appropriately skilled person to join the Executive as an Appointed Executive.

15.1 **Appointment of Executive**

The elected Executive may appoint up to two (2) appointed Executives.

15.2 **Qualifications for Appointed Executives**

The appointed Executives may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Association composition. They do not need to be Individual Members but must be natural persons. Appointed Executives cannot also be a Delegate.

15.3 **Term of Appointment for Appointed Executives**

(a) Appointed Executives may be appointed by the elected Executives under this Constitution for a term of two (2) years, which shall commence from the first Executive meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting following.

(b) Appointed Executives may be appointed to ensure rotational terms that coincide with the elected Executives' rotational terms.

(c) Any adjustment to the term of appointed Executives appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Executive.

(d) Following the adoption of this Constitution, no person who has served as an appointed Executive for a period of four (4) consecutive full terms shall be eligible for appointment as an appointed Executive until the next Annual General Meeting following the date of conclusion of his last term as an appointed Executive.

16. **VACANCIES ON THE EXECUTIVE**

16.1 **Casual Vacancies**

Any casual vacancy occurring in the position of Executive may be filled by the remaining Executive from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Executive's term under this Constitution.

16.2 **Grounds for Termination of Executive**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

(a) Dies;

- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns her office in writing to the Association;
- (e) is absent without the consent of the Executive from meetings of the Association held during a period of six (6) months;
- (f) holds any office of employment with the Association;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (h) In the opinion of the Executive (but subject always to this Constitution):
- (i) Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association;
or
- (i) Has brought the Association into disrepute;
- (i) Is removed by Special Resolution; or

16.3 Executive May Act

In the event of a casual vacancy or vacancies in the office of a Executive or Executives, the remaining Executives may act but, if the number of remaining Executives is not sufficient to constitute a quorum at a meeting of the Executive, they may act only for the purpose of increasing the number of Executive to a number sufficient to constitute such a quorum.

17.1 Executive to Meet

The Executive shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Executive may at any time convene a meeting of the executive within a reasonable time.

17.2 Decisions of Executive

Subject to this Constitution, questions arising at any meeting of the executives shall be decided by a majority of votes and a determination of a majority of Executives shall for all purposes be deemed a determination of the Executive. All Executives shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited.'

17.3 Resolutions not in Meeting

This clause provides for electronic meetings of the Executive.

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Executives for the time being present in Guyana shall be as valid and effectual as if it had been passed at a meeting of Executives duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Executives.
- (b) Without limiting the power of the Executives to regulate its meetings as it thinks fit, a meeting of the Executive may be held where one (1) or more of the Executives is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Executives entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive or this Constitution and such notice specifies that Executives are not required to be present in person;
 - (iii) if a failure in communications prevents clause 18.3(b)(i) from being satisfied by that number of executives which constitutes a quorum, and none of such Executives are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until clause 18.3(b)(i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Executives is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Executive is there present and if no Executive is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

17.4 Quorum

The quorum for a Executives meeting can be varied. It should be, at least, more than $\frac{1}{2}$ of the Executives in office. For example, if there are 6 Executives the quorum should be 4. If there are 7 Executive the quorum should also be 4. If there are 10 executives the quorum should be 6 and so on.

At meetings of the Executives the number of Executives whose presence is required to constitute a quorum is six (6).

17.5 **Notice of Board Meetings**

Unless all Executives agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Executive shall be given to each Executive. The agenda shall be forwarded to each executive no less than four (4) days prior to such meeting.

17.6 **Chairperson/President**

The Executive shall appoint a chairperson from amongst its number. The chairperson shall be the nominal head of the Association and will act as chair of any Executive meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at an Executive meeting the remaining Executives shall appoint another Executive to preside as chair for that meeting only.

The Chairperson/President can be any Executive that the Executive regards as sufficiently skilled to undertake the role. Traditionally, many clubs have allocated the role of Chairperson to a position, such as the President. This is not required and it is the decision of the Association how this will be handled.

17.7 **Executives' Interests**

An Executive is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Executive. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Executive is in any way interested will be void unless approved by the Executives.

17.8 **Conflict of Interest[®]**

An Executive shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Executive, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Executive votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Executive to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executives, or if this is not possible, the matter shall be adjourned or deferred.

17.9 Disclosure of Interests

- (a) The nature of the interest of such Executive must be declared by the Executive at the meeting of the executive at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If an Executive becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Executives held after the Executive becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

17.10 General Disclosure

A general notice that an Executive is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 18.9 as regards such Executive and the said transactions. After such general notice it is not necessary for such Executive to give a special notice relating to any particular transaction with that firm or company.

17.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Executive in accordance with clauses 18.8, 18.9 and/or 18.10 must be recorded in the minutes of the relevant meeting.

18. PRESIDENT

This will vary between Associations as some Associations will not have an Executive Director. The definition of "Executive Director" deals with this situation and passes the responsibilities of the Executive Director to the Secretary.

18.1 Appointment of President

A President may be appointed by the Executives for such term and on such conditions as the Executives thinks fit.

18.2 President to act as Secretary and Public Officer

The President shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

18.3 Specific Duties

The duties of the Executive Director will be set out not only in the Constitution but also in any employment contract that he or she may have with the Association.

The President shall:

- (a) as far as practicable attend all Executive meetings and all General Meetings;
- (b) prepare the agenda for all executive and General Meetings;
- (c) record and prepare minutes of the proceedings of all executive meetings and General meetings, and shall use his best endeavors to distribute those minutes to Regions and Clubs promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Association.

18.4 Executive Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Executive, the President has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the President or the executive which would have been valid if that resolution had not been passed.

18.5 President may employ

The President may in consultation with the executive, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the president determines.

19. **DELEGATIONS**®

The delegations clause recognizes that the Executive has to delegate functions and tasks to special committees. In sport these are common, for example, rules and technical committee, selection committee and judicial committee. This clause sets out how such delegations should be made and how they operate.

19.1 Executives may Delegate Functions

The Executive may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Executive determines from time to time. In exercising its power under this clause the executive must take into account executive stakeholder involvement

19.2 Delegation by Instrument

The Executive may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Executive by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

19.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive under clause 18 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive with details of all material decisions and shall provide any other reports, minutes and information as the executive may require from time to time.

19.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

19.6 Revocation of Delegation

The Executive may by instrument in writing; at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

20. **SEAL**

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorization of the Executive, and every use of the Seal shall be recorded in the minute books of the Associations. The affixing of the Seal must be witnessed by two (2) Executives, unless the Executive determines otherwise.

The Association should consider establishing a Register for the use of the Seal in addition to the inclusion of a recording in the Executive Minutes of the seal use.

21. **ANNUAL GENERAL MEETING**

- (a) An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

22. **SPECIAL GENERAL MEETINGS**

22.1 Special General Meetings May be Held

The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

22.2 Requisition of Special General Meetings

- (a) The President shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.

The number or percentage of Members who can requisition a Special General Meeting can vary.

- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the President does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive.

23. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Region, Club and Life Member or other Member entitled to receive notice at the address appearing in the Register kept by the Association. The Treasurer, President and Executive shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote; and
 - (iii) forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in clause 42.

Although proxy voting has been provided for in this template, it is optional and does not need to be provided for under the Act. See also clause 29.

Should you choose to allow Proxy Voting we recommend that you adopt the following clause as 24(c)(iii) "forms of authority in blank for proxy votes". If you do not allow proxy voting clause 24(c)(iii) should be deleted and the "and" after 24(c)(ii) should be removed and inserted after 24(c)(ii).

24. **BUSINESS**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the President and Treasurer, the election of Executive under this Constitution and the appointment of the Office Bearers.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 25(a) shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

Note that "Other business" or "General business" should not be included in the agenda of the Annual General Meeting or a Special General Meeting.

25. **NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the President not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

26. **PROCEEDINGS AT GENERAL MEETINGS**

26.1 **Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be fifty percent of the executive.

Again the quorum for a General Meeting can be varied. The number or percentage of Members required must be realistic so that a meeting can proceed.

26.2 **Chairperson to preside**

The chairperson of the Executive shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside the Delegates present shall appoint another Executive to preside as chairperson for that meeting only.

26.3 Adjournment of Meeting

(a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Except as provided in clause 27.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

26.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(a) the chairperson; or

(b) a simple majority of Delegates on behalf of their Members.

26.5 Recording of Determinations

Unless a poll is demanded under clause 27.4, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

26.6 Where Poll Demanded

If a poll is duly demanded under clause 27.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

27. VOTING AT GENERAL MEETINGS

Voting at General Meetings will depend upon which Members have voting rights. It may vary where Members have different rights or for example where a Member is unfinancial.

27.1 Members Entitled to Vote

Each Region and Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the Region or Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in clause 5.1. The President and Executive shall have no right to vote at General Meetings.

27.2 Chairperson May Exercise Casting Vote

The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited.'

Where voting at General Meetings is equal the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

27.3 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Executive. If the executive so determines, the postal ballot shall be conducted under the procedures set by the executive from time to time.

28. PROXY VOTING ®

Should you choose to allow proxy voting we recommend that you adopt clause 29(a) and (b).

If you choose not to allow proxy voting, remove clause 29(a) and (b).

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Executive from time to time, has been duly completed and executed and is lodged with the president at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

29. STRATEGIC FORUM OF ASSOCIATION ®

The Strategic Forum as its name suggests has been included as an additional forum for key Association stakeholders to meet on an annual basis to discuss and review the strategic direction of the Association. It is not a formal General Meeting of the Association.

29.1 Strategic Forums

The Association shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- (a) Inform the Federation of significant membership issues;
- (b) Assist the association to design or review the Association's strategic plan and direction;
- (c) Discuss state-wide issues;
- (d) Provide feedback to the association on the results of its governance decisions in practice at Member level.

29.2 Attendees at Strategic Forums

The following persons may attend strategic for the Association:

- (a) up to two (2) representatives from each Region; and
- (b) one (1) representative from each Club;
- (c) the executives; and
- (d) such other persons the Executive considers should be invited.

30. GRIEVANCE PROCEDURE ®

(a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

- (i) another Member; or
- (ii) the Association.

(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

(c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to for resolution to an independent tribunal established by the executive in accordance with the procedures determined by the executive from time to time.

(d) The Executive may prescribe additional grievance procedures in Regulations consistent with this Rule 31.

31. RECORDS AND ACCOUNTS ®

31.1 Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive and shall produce these as appropriate at each Executive or General Meeting.

31.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the President.

31.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

31.4 Executive to Submit Accounts

The Executive shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

31.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

31.6 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the executive, the Treasurer's report and every other document required under the Act (if any).

31.7 **Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorized Executives or in such other manner as the executive determines.

32. **TREASURER**

(a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an treasurer ,auditor or auditors at the conclusion of each Financial Year.

33. INCOME

33.1 Income and property of the Association shall be derived from such sources as the Executive determines from time to time.

33.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

33.3 Except as prescribed in this Constitution or the Act:

- (a) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

33.4 Nothing in clauses 34.2 or 34.3 shall prevent payment in good faith of or to any Member for:

- (a) Any services actually rendered to the Association whether as an employee, Executive or otherwise;
- (b) Goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) Any out-of-pocket expenses incurred by the Member on behalf of the Association;

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34. WINDING UP

(a) Subject to this Constitution the Association may be wound up in accordance with the Act.

(b) The liability of the Members of the Association is limited.

(c) Every Member undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

35. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution

ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

36. REGULATIONS

The Regulations are the key “delegated legislation” of the Association, (sometimes referred to as By-Laws). These are key rule and policy documents, which can address a whole range of issues for an Association. These include disciplinary regulations, election procedures, policies including member protection and anti-doping (subject to SSO and NSO requirements), financial management and particular sporting matters.

36.1 Executive to Formulate Regulations

The Executive may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Basketball coaching in Guyana as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution.

36.2 Regulations Binding

All Regulations are binding on the Association and all Members.

36.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

36.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Executive and prepared and issued by the President. Regions and Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. The matters in the Bulletins are binding on all Members.

37. STATUS AND COMPLIANCE OF ASSOCIATION

This section entrenches and strengthens the relationship between the Association and the Federation.

37.1 Recognition of Association

The Association is a member of Federation and is recognized by Federations as the controlling authority for Coaching Basketball in Guyana and subject to compliance with this Constitution and the Federation constitution shall continue to be so recognized and shall administer Basketball Coaching in Guyana accordance with the Objects.

37.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) Be or remain incorporated in Guyana;
- (b) Apply its property and capacity solely in pursuit of the Objects and Basketball;
- (c) Do all that is reasonably necessary to enable the Objects to be achieved;
- (d) Act in good faith and loyalty to ensure the maintenance and enhancement of Basketball, its standards, quality and reputation for the benefit of the Members and Basketball;
- (e) At all times act in the interests of the Members and Basketball;
- (f) Not resign, disaffiliate or otherwise seek to withdraw from Executive without approval by Special Resolution; and
- (g) Abide by the Coaching constitution and the rules of Basketball.

37.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Basketball are to be conducted, promoted, encouraged, advanced and administered throughout Guyana and;
- (b) To ensure the maintenance and enhancement of Basketball, its standards, quality and reputation for the benefit of the Members and Basketball;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Basketball and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of Basketball and the Members;
- (f) that should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

38. **ASSOCIATION'S CONSTITUTION**

38.1 Constitution of the Association

This Constitution will clearly reflect the objects of Association and will conform to the Association constitution, subject always to the Act.

38.2 **Operation of GBCA constitution**

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to the Federation constitution subject always to the Act.
- (b) The Association shall provide to Federation a copy of this Constitution and all amendments to this document. The Association acknowledges and agrees that the Federation has power to veto any provision in its Constitution which, in Federation's opinion, is contrary to the objects of Federation.

38.3 **Register**

The Association shall maintain, in a form acceptable to Federation but otherwise in accordance with the Act, a Register of all Regions and Clubs and if appropriate all Individual Members.

39. STATUS AND COMPLIANCE OF REGIONS AND CLUBS

39.1 **Compliance**

Regions and Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in Guyana;
- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Region or Club's annual general meeting;
- (d) recognise the Association as the authority for Coaching Basketball in Guyana and as the national authority for coaching basketball;
- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Association from time to time; and
- (f) Have regard to the Objects in any matter of the Region or Club pertaining to Basketball.

39.2 Region and Club Constitutions

- (a) The constituent documents of Regions and Clubs will clearly reflect the Objects and will conform to this Constitution.

(b) Regions and Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.

(c) Regions and Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Regions and Clubs acknowledge and agree that the Association has power to veto any provision in a Region or Club constitution which, in the Association's opinion, is contrary to the Objects.

(d) The constituent documents of each Region and Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for Coaching Basketball Guyana and Federation the national authority for Basketball in Guyana.

39.3 Register

Regions and Clubs shall maintain, in a form acceptable to the Association, a register of all Members of the Region or Club. Each Region and Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the register to the Association.

40. NOTICE

(a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

41. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Executive a chief Patron and such number of Patrons as it considers necessary, subject to approval of that person or persons.

42. INDEMNITY

- (a) Every Executive and member of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as President or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Executives and members against all damages and losses (including legal costs) for which any such executive or member may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (ii) in the case of a Executive, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (iii) In the case of a member, performed or made in the course of, and within the scope of their employment by the Association.


