

# **GUYANA COUNCIL OF ORGANISATIONS FOR PERSONS WITH DISABILITIES**

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# **GUYANA COUNCIL OF ORGANISATIONS FOR PERSONS WITH DISABILITIES C O N S T I T U T I O N**

## **ARTICLE 1: THE ORGANISATION**

### **1.1 NAME**

The name of this organization shall be **GUYANA COUNCIL OF ORGANISATIONS FOR PERSONS WITH DISABILITIES** and is herein after referred to as **The Council**. It is a non-profit, a non-governmental organisation operating under the laws of Guyana.

### **1.2 THE VISION STATEMENT**

To be the full representative of organisations that represent persons with disabilities, with authentic voice at the national and international levels, functioning in partnership basis with legislative support in a safe and comfortable environment.

### **1.3 THE MISSION STATEMENT**

To create a forum through which organisations representing persons with disabilities can support each other through advocacy, awareness raising, education, information, skill training and other means, in order to assist them to build their capacity and to achieve their full potential.

### **1.4 LOCATION (PLACE OF OFFICE)**

- (a) The registered office of this organisation is located at 51 Norton Street, Wortmanville, Georgetown, Guyana.
- (b) The location of the registered office shall not be changed except by resolution of a meeting of the Executive Committee.
- (c) In the event of any change in the situation of the registered office notice of such change shall be sent to the registrar within fourteen (14) days thereafter.

### **1.5 NON DISCRIMINATORY**

The Council shall be comprised of committed volunteers and will not discriminate against any such person on the grounds of race, creed, ethnic origin, political belief, religion, sex, gender, disability, HIV status, sexual orientation or age in:

- (a) admitting members;
- (b) providing information and/or services;
- (c) recruiting staff or

- (d) in any other aspect of The Council's activities

## **ARTICLE 2: AIMS AND OBJECTIVES**

2.1 The broad objectives of The Council are based on the concepts of Unification, Advocacy and Support, with each being formulated into separate specific objectives. **If activities organised in these three areas were implemented, persons with disabilities would have a much greater opportunity to achieve their full potential.**

### **2.2 SPECIFIC OBJECTIVES**

- To refer to other organisations that would be able to meet the needs of organisations that work for and with people with disabilities.
- To liaise with 'key resource persons' to support persons with disabilities.
- To offer support and training to 'key resource persons' to work with persons with disabilities.
- To develop innovative ways to support organisations that represent persons with disabilities to acquire assistive devices for their members.
- To produce simple information booklets on particular areas – e.g. how to get support from relevant agencies such as the National Insurance Scheme.
- To provide a forum type environment where organisations could meet to share ideas, discuss issues and look at ways to work together more effectively.
- To keep organisations informed about the work of The Council, and encourage them to join in at all possible opportunities.
- To work in a unified manner to campaign on issues about which persons with disabilities feel strongly.
- To be committed, to build on and sustain all activities of the International Day for Disabled Persons (IDDP)

## **ARTICLE 3: SUBSIDIARY POWERS**

3.1 The Council may, solely for the purpose of furthering its objectives:

- (a) accept gifts, grants, allowances and other benefits and, consistent with the objectives stated in Article 2, undertake and perform any services or conditions attached to their acceptance;
- (b) make appeals, advertise and conduct commercial and other types of business and any other lawful activities as may be appropriate, to raise funds for The Council or to make known its existence, purposes or work;
- (c) carry out any charitable work which may be lawfully undertaken by The Council to further its objectives;

(d) employ such persons as may be required for the purposes of The Council; and

(e) do all other lawful things which may be necessary to enable The Council to achieve its objectives.

## **ARTICLE 4: MEMBERSHIP (ORGANISATION MEMBERSHIP)**

### **4.1 ELIGIBILITY, RIGHTS AND DUTIES**

4.1.1 Members shall have other rights, duties and privileges as the Biennial General Meeting may decide from time to time and as prescribed by any regulations, unless otherwise stated in this Constitution.

4.1.2 Members shall retain these rights, duties and privileges as long as they remain in good standing.

4.1.3 Members shall continue to be members until they resign, or do not pay their subscription or until they are removed or suspended, unless the Executive Committee rules otherwise.

### **4.2 CATEGORIES OF MEMBERSHIP**

There shall be four (4) categories of Membership

#### **4.2.1 GENERAL MEMBERSHIP**

Any organisation representing the interests of persons with disabilities is entitled to membership and shall do so by naming one representative who shall be a full participating member. The representative shall meet the following criteria:

1. Shall be a member of the Executive Body of The Council (i.e. Chairperson, Vice-Chairperson, Secretary, Treasurer); and
2. Shall be committed to the Mission and Objectives of The Council.

The representatives of each member organisation are hereafter referred to as the **General Members**. Member organisations are required to inform The Council about any changes in the composition of its Executive Body (i.e. when organisational elections are conducted), **and shall allow for a three-month transition period between the outgoing and incoming representative to The Council**. The outgoing representative is expected to transfer all the relevant information to the incoming representative, including all reference materials and documents necessary for the latter to participate meaningfully in The Council's activities.

#### **4.2.2 ASSOCIATE MEMBER**

Persons who are interested in giving support to the work of The Council can be admitted into the category of Associate Membership. Such persons will be invited to all biennial and special meetings of The Council but shall have no right to vote, or to hold office.

#### **4.2.3 HONORARY MEMBERSHIP**

Honorary Membership of The Council (herein referred as “Honorary Member”) shall be conferred on anyone who the Executive Committee recommends to the general membership for their acceptance. Honorary Members shall be selected on the basis of their ability to provide technical, financial and other support to The Council and must be in good standing in the community. Honorary Members shall have the right to attend meetings, but shall not be entitled to vote or to hold office.

#### **4.2.4 CORPORATE MEMBERSHIP**

Organisations and companies that support the work of The Council can be admitted into the category of Corporate Membership. Such organisations will be invited to all biennial and special meetings of The Council but shall have no right to vote, or to hold office.

#### **4.2.5 SUBSCRIPTION**

##### **MEMBERSHIP DUES**

- (a) All member organisations, which have joined The Council out of their own accord, shall contribute initially, five thousand dollars (\$5,000) annually as membership dues. These monies shall be used for The Council's advocacy objectives and accounted for by the Executive Committee during Annual Monitoring Meetings.
- (b) The Executive Committee shall from time to time by regulation decide the amount each category of membership shall pay and shall submit this decision to the Biennial General Meeting of members for approval.
- (c) Membership subscription shall be paid upon a calendar year basis and are not refundable.

#### **4.3 REGISTRATION OF MEMBERS**

- (a) The Secretary shall keep or cause to be kept a register, to be called the “Register of Members”. It shall be so drawn up as to provide separately for each class of membership. There shall be entered in such register the names of all the members and their current financial status. The register of Members shall be updated at least annually.
- (b) Every member shall have the right to inspect the Register of Members at any mutually convenient time.

#### **4.4 DISCIPLINARY ACTIONS**

- 4.4.1 Any Executive Committee member who brings ill repute to The Council shall be answerable to a Disciplinary Committee. In the event that the Chairperson and other members of the Executive Committee are not executing their duties to the satisfaction of the General Membership, they can be removed from office at a Special General Meeting. This meeting must be called for by two thirds of the General Members for the sole purpose of assessing the performance of the relevant Executive Committee member(s). Also in this meeting, the Executive Committee member in question will have the right to defend him or herself, and reserves the right to be represented by an attorney.

#### **4.5 DISPUTES**

4.5.1 Disputes between The Council and any of the General Members or any one claiming through a member shall be settled democratically by the Executive Committee. A majority decision shall be made.

#### **4.6 RENEWAL OF MEMBERSHIP**

4.6.1 Any member whose membership was revoked will be eligible to apply in writing to the Executive Committee for renewal of membership after a period of not less than one (1) year following the revocation. Approval for renewal of membership shall not be automatic but will depend on the discretion of the Executive Committee.

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#### **4.7 AFFILIATION**

4.7.1 The Council, subject to the approval of its Biennial General Meeting shall also seek to establish and maintain affiliation with any other national or international organisation whose objectives are compatible with those of The Council.

### **ARTICLE 5: COMMITTEES**

#### **5.1 EXECUTIVE COMMITTEE**

The Council shall have an Executive Committee made up of nine (9) members. The members shall be elected by representatives of member organisations.

The Executive Committee shall have the control of the running of The Council, and shall meet regularly, at least on a monthly basis, to transact the business of The Council.

The Committee shall comprise:

- 1 Chairperson
- 1 Vice Chairperson
- 1 Treasurer
- 1 Secretary
- 1 Assistant Secretary
- 1 Public Relations Officer
- 3 Other Members

#### **QUORUM**

The quorum of the Committee is any five (5) of the above. However for the meeting to be properly constituted all nine (9) members need to be informed of the meeting.

#### **5.2 ELECTION OF MEMBERS TO THE EXECUTIVE COMMITTEE**

5.2.1 The Executive Committee will be elected biennially by the Council Members during the month of May.

5.2.2 The Chairperson shall be a person with a disability. All Executive Committee members shall be eligible for re-election for up to 3 consecutive terms. All the members of The Council are invited to participate in the election for the Executive Committee.

### **5.3 ELIGIBILITY FOR ELECTION TO THE EXECUTIVE COMMITTEE AND TO ANY COMMITTEE**

5.3.1 Only paid-up members with the right to vote who are in good standing shall be eligible to serve on the Executive Committee and on any sub Committees.

### **5.4 FINANCE/AUDIT COMMITTEE**

5.4.1 The Finance/Audit Committee will coordinate the Executive Committee's financial oversight responsibilities by recommending policy to the Executive Committee, interpreting it for the members, and monitoring its implementation. The Finance/Audit Committee also provides oversight for the financial audit and must ensure that the Executive Committee has an independent audit of its financial statements annually. Receive the Audit Report and any other reports relating to the audit or to the asset; and periodically report the Auditor's findings and recommendations to the Executive Committee.

### **5.5 ACTION COMMITTEES**

#### **(a) Fundraising**

The Fundraising Committee will:

- Advise the Executive Committee on fundraising goals and priorities that support the financial plan of council, and obtain fiscal and other support for them;
- Develop relationships between The Council and Donors and other stakeholders and obtain fiscal and other support from them for the programmes and activities of The Council.
- Develop a co-ordinated fundraising plan that encompasses the activities and goals of the finance committee
- Develop a recognition programme for individuals who contribute cash, in-kind and other gifts to The Council

#### **(b) Media Relations**

- To continually increase awareness on disability issues and the Council
- To nurture fruitful relationships with media operatives

#### **(c) Project Management**

- To design, implement and monitor externally funded projects of the council.
- To develop relevant training programs for Council members.

#### **(c) Special Event Committee**

- To organize advocacy, capacity building and networking activities.

## **ARTICLE 6: COUNCIL MEETINGS**

### **6.1 ANNUAL MONITORING MEETING**

The Annual Monitoring Meeting (AMM) will be held each year in the month May. Discussions and planning will cover the period of May to April of every year.



Twenty-one days' notice of the Annual Monitoring Meeting will be given to each of the member organization specifying the business to be transacted.

The agenda of the AMM shall comprise the following:

- Chairperson's report
- Secretary's report
- Audit report
- Sub-committees report
- Adoption of plan of action
- Any other business

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## **6.2 STATUTORY MEETINGS**

Statutory meetings for the General Members shall be held every quarter starting September 2009. Irregular attendance shall be reported to the member organisation for appropriate corrective measures to be taken within the relevant organisation. If the member organisation fails to respond in an appropriate manner The Council reserves the right to take necessary action agreed upon by the General Members.

## **6.3 SPECIAL GENERAL MEETING**

A Special General Meeting, shall be held whenever the Committee thinks it expedient or whenever two-thirds of the General Members demand in writing to the Secretary. Eight days notice shall be given stating the purpose for which the meeting is being called. One-fifth of the General Members present shall form the quorum.

# **ARTICLE 7: BIENNIAL GENERAL MEETING**

## **7.1 COMPOSITION**

7.1.1 The Biennial General Meeting of Members shall be composed only of:

- (a) Representatives of those organisations that have paid up their subscriptions, are in good standing and which have the right to vote; and
- (b) members of the Executive Committee

## **7.2 CHAIRPERSON**

The Chairperson of The Council shall be the Chairperson at the Biennial General Meeting. In the absence of Chairperson, the Vice-Chairperson shall take the chair.

## **7.3 THE HOLDING OF THE BIENNIAL GENERAL MEETING**

7.3.1 The Biennial General Meeting of The Council shall take place by the end of May of the given year.

#### **7.4 NOTICE OF BIENNIAL GENERAL MEETING**

7.4.1 The Secretary shall give not less than twenty-one (21) clear days notice in writing of the intention to hold a Biennial General Meeting. Such notice shall be sent to the registered address to each Member of The Council. It may be advertised in a local newspaper or any other media and shall set out the date, time, place and agenda of the Meeting.

#### **7.5 AGENDA**

7.5.1 The agenda at the Biennial General Meeting shall include:

- (a) receiving annual and other reports and proposals for action from the Executive Committee;
- (b) receiving an audited financial report with the report and management letter of the External Auditors attached in accordance with Article 5.4.1;
- (c) receiving from the Executive Committee a report on the past and projected activities of the Council;
- (d) electing the Executive Committee;
- (e) considering motions and resolutions that are submitted in writing over the signatures of at least two (2) members of The Council, provided that notice of the motion shall have been given to the Secretary of The Council at least seven (7) days prior to the Biennial General Meeting;
- (f) considering any other business that needs to come before the meeting in accordance with the powers and duties of the Biennial General Meetings of Members.

#### **7.6 QUORUM**

7.6.1 The presence in person of one-third of those members in good standing and with the right to vote, or as may be required by local legislation, shall be considered a quorum for the transaction of business at the Biennial General Meeting.

7.6.2 No business shall be transacted at any Biennial General Meeting unless a quorum of one-third of the members entitled to attend and vote is present at the time of the meeting.

#### **7.7 ELECTIONS OF MEMBERS TO THE EXECUTIVE COMMITTEE**

7.7.1 Nominations for members of the Committee may be submitted to the Secretary at least 48 hours before the time at which the meeting is due to start, or may be made from the floor at the Biennial General Meeting.

7.7.2 All those members who nominate persons to serve on the Committee must provide, in their absence proof of their willingness to serve.

## **7.8 DUTIES OF THE EXECUTIVE COMMITTEE**

Subject to the powers and directions of the General Members of The Council, the Executive Committee shall have:

- I) The power and control over the property and affairs of The Council
- II) The Executive Committee shall also have the following powers:
  - To expand the funds of The Council in such manner as they shall consider most beneficial for the purpose of The Council.
  - To enter into contracts of behalf of The Council
  - To acquire sponsorship for The Council
  - To acquire on the name of The Council any fixed assets for the use of The Council.
  - Generally to do all the things necessary or expedient, for the due conduct of the affairs of The Council not otherwise provided for.
  - The Executive Committee may from time to time make, vary and establish sub-committees

## **ARTICLE 8: EXECUTIVE COMMITTEE**

### **8.1 THE CHAIRPERSON**

- 8.1.1 The Chairperson shall perform all the duties pertaining to that office, as may be determined by regulation, including that of presiding over all meetings of the Executive Committee, Annual Monitoring Meeting and the Biennial General Meeting.

The Chairperson shall:

- Be the head of the Executive Committee, and shall be accountable for the management of all projects and activities of The Council;
- Make the final decision on any matters that come up for discussion at the level of the Executive Committee. However, his decision can be overruled by a two thirds majority vote of the Executive Committee members;
- Encourage the full participation of all members of the Committee in The Council's activities.

### **8.2 THE VICE CHAIRPERSON**

- 8.2.1 The Vice-Chairperson shall act in the absence or inability of the Chairperson and shall exercise the powers of the Chairperson and shall perform such other duties as shall from time to time, be imposed upon him/her by the Executive Committee. Should both the Chairperson and Vice-Chairperson be absent or unable to act then the performance of their duties and the exercise of their powers shall be delegated to a person appointed by the Executive Committee.

### **8.3 THE SECRETARY**

- 8.3.1 The Secretary shall attend meetings of the Committee and all meetings of the general membership. He/she shall act as the clerk thereof and record all notes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given, notice of all meetings of the general membership and of the Committee and shall perform such

other duties as may be prescribed by the Committee and/or the Chairperson under whose supervision he/she shall be. The Secretary shall be the custodian of the stamp of The Council.

The Secretary shall also:

- Keep minutes filed of the proceeding of each meeting of the Executive Committee;
- Keep an updated list of all official members in the country;
- Carry on all the correspondence of the Committee;
- Keep all the documents and relevant records of The Council's affairs and projects;
- Be responsible for keeping the inventory, and protecting The Council's fixed assets.

#### **8.4 THE TREASURER**

8.4.1 The Treasurer shall be determined by regulation and shall include responsibility for ensuring the safekeeping of all funds and assets and that all funds are expended on the purposes for which intended and duly accounted for.

The Treasurer shall also:

- Provide a quarterly financial report to the Committee
- Keep an account in the name of The Council at the Bank approved by the Executive Committee;
- Keep and maintain proper books of accounts;
- Manage project funds and complete financial reports for submission to external donors.

#### **8.5 THE ASSISTANT SECRETARY**

8.5.1 In the absence of the Secretary, the Assistant Secretary shall perform his or her duties.

#### **8.6 DUTIES OF THE GENERAL MEMBERS**

The General Members shall:

- Actively support The Council in its various activities such as project implementation, advocacy, awareness raising and other activities stipulated by The Council;
- Ensure that all relevant information pertaining to The Council's activities are relayed back to the member organisation.

#### **8.7 CONFLICT OF INTERESTS**

8.7.1 Based on the Objectives stated in Article 2.1, The Council is interested in furthering the manufacture, distribution, promotion, or sale of any materials, products or services in which persons with disabilities or their close relatives have either direct or indirect financial interests. Therefore, The Council intends to make purchases from business organisations owned by such persons. However, approval for such purchases will be based on a competitive process.

8.7.2 No member shall accept any gift or payment from a provider, or potential provider, of goods or services to The Council.

- 8.7.3 Spouses and relatives (grandparents and parents, brothers and sisters, sons and daughters, grandsons and granddaughters and in-laws) of volunteers/members and staff shall not be appointed to any position within the organisation or to consultancies, except, with the approval of the Executive Committee
- 8.7.4 A member elected to the Executive Committee shall state any interests that he or she has which could give rise to a conflict when exercising his or her duties as a member of that body. Those interests that are regarded as relevant and material in this connection are set out in the regulations along with the procedures for recording such interests.
- 8.7.5 Each member of the Executive Committee and the most senior staff members of The Council shall sign an annual conflict of interest declaration.

## **8.8 PAYMENT OF MEMBERS**

- 8.8.1 Other than reimbursement of expenses incurred in the performance of The Council's business, members volunteering their services shall not receive any payment for those services except to the extent allowed by The Council and the specific donor. In this latter case it should be called an "honorarium".
- 8.8.2 No individual or volunteer shall be granted a loan from the funds of The Council.

## **ARTICLE 9: FINANCIAL MATTERS**

### **9.1 FINANCE**

The income of The Council shall be derived from sponsorships, grants, aid, fundraising activities, business activities and donations.

The financial year of The Council shall be from 1 January of each year to 31 December of the same year.

The Council shall ensure that:

- (a) the management of its finances and financial accounting follow generally accepted international accounting and auditing principles;
- (b) it is in compliance with its national financial policies and those of its donors; and
- (c) it conforms to such other financial conditions as donors may require.

### **9.2 SIGNATURE TO ACCOUNTS**

- 9.2.1 Signatures to The Council accounts shall be any two of the following persons Chairperson, Secretary or Treasurer.
- 9.2.2 All monies received by or on behalf of The Council, shall in the first instance, be paid to such bank accounts as The Council shall from time to time open and operate on behalf of The Council.
- 9.2.3 Full and proper accounts shall be kept in respect of all transactions, involving the receipt and expenditure of money and the acquisition of property.

### **9.3 APPOINTMENT OF EXTERNAL AUDITORS**

- 9.3.1 The Annual Monitoring Meeting shall appoint the External Auditors annually. The appointment shall be subject to any conditions laid down by The Council's donors or local law.
- 9.3.2 A person shall not be qualified for appointment as Auditor of The Council unless he/she is a Chartered Accountant or any other person approved by The Council at its Annual Monitoring Meeting (AMM).
- 9.3.3 None of the following persons shall be qualified for appointment as Auditor of The Council
- (a) a member of The Council;
  - (b) a person who is a partner of, or in the employment of a Member of The Council.

### **9.4 DUTIES OF EXTERNAL AUDITORS:**

- a. The Auditors' report shall be read before The Council at the Annual Monitoring Meeting and shall be open to inspection by any member.
- b. Every auditor of The Council shall have a right of access at all times to the books and accounts and vouchers of The Council and shall be entitled to require from the officers of The Council such information and explanation as he/she thinks necessary for the performance the duties of the Auditors.
- c. The Auditors of The Council shall be entitled to attend any general meeting of The Council and to receive all notices or any other communications relating to any general meeting which any member of The Council is entitled to receive and to be heard at any general meeting which they attend or any part of the business of the meeting which concerns them as Auditors.

### **9.5 LOCATION OF RECORDS:**

- 9.5.1 The books of account and records shall be kept at the headquarters' office or at such other place or places as the Executive Committee shall decide and shall always be available to any member of the Executive Committee who wishes to examine them.

### **9.5.2 ANNUAL RETURNS**

- a) Every year before the first day of May, the Secretary of The Council shall send to the Registrar a general statement (to be called "Annual Returns") of the receipts and expenditure, funds and effects of The Council and the statement shall show respectively the expenditure in respect of the several objects of The Council, and shall be made out to the thirty-first day of December, then last inclusively.
- b) The Executive Committee shall gratuitously supply every member or person interested in the funds of The Council on this application, either a copy of the last Annual Return or of a Balance Sheet or other document dully audited, containing the same particulars of The Council as are contained in the "Annual Returns".

### **9.5.3 INSPECTION OF BOOKS**

- a) The Executive Committee shall cause the books of The Council to be available for inspection by any General Member or persons having an interest in the funds of The Council, or at any place where the books are kept and it shall be the duty of the Secretary to produce same accordingly.
- b) It shall be the duty of the Executive Committee to keep a copy of the last Quinquennial valuation together with any special report of the auditors, always hung in a conspicuous place at the registered office of The Council.

### **9.5.4 TRUSTEES**

There shall be three (3) trustees in whom all the property of The Council shall be vested. Trustees shall be allowed to inspect all assets put into their care.

The trustees shall be nominated by the Executive Committee and forwarded to the Biennial General Meeting where the nominees shall be formally elected by The Council. The trustees shall have police clearance certifying that they have had no previous convictions.

The trustees shall continue in office until death, resignation, or bankruptcy, or until a Special General Meeting called for that purpose shall appoint other or others in their place.

In the event of any one of the Trustees dying, resigning, or becoming incapable to act, he/she shall be replaced by another, to be appointed at the next Biennial General Meeting, and thereupon all the property vested in the Trustee so retiring or becoming incapable to act shall be vested in the new Trustee. The Trustees shall have the right to be present, to speak and to vote, at all Special and Biennial General Meetings.

## **ARTICLE 10: AMENDMENT OF THE CONSTITUTION**

### **10.1 AMENDMENT TO THE CONSTITUTION**

- 10.1.1 The Constitution may be amended by a resolution passed by a two thirds majority of those present and voting at any general meeting provided that notice of the meeting in writing, stating the terms of the resolution to be proposed. The notice shall have been sent to all members of The Council not less than fourteen days before the date of the meeting. The amendment shall not be valid until appropriately registered.

## **ARTICLE 11: DISSOLUTION**

### **11.1 DISSOLUTION**

- 11.1.1 The decision for the dissolution of The Council shall be approved by two-thirds of the General Members.
- 11.1.2 There is a resolution of dissolution of The Council that needs to be passed before the dissolution is final. The members shall be given at least 3 months notice whereby a detailed agenda shall be part of the said notice.

11.1.3 In the event of the resolution of dissolution of the society being by over 2/3 majority of the General Members, all the proceeds of The Council shall be passed to any organisation having similar objectives as those of The Council, in accordance with the laws of dissolution operating in Guyana.

## **ARTICLE 12: SEAL**

### 12.1 SEAL

12.1.1 The Council shall have one Seal in the form of a rubber stamp with the name of The Council embossed thereon. The Seal shall be affixed to all correspondence and documents of The Council. The Seal must be kept in the custody and possession of the Secretary.

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## **SIGNATURES OF SEVEN (7) OFFICERS**