



Draft Constitution

of

[the Old Harrisonian Society]

INTERPRETATION

1. (1) In these rules, unless the context otherwise requires:
"Charities Act" means the Charities Act Chapter 243 of the Laws of Barbados or any act or other legislation amending or replacing the same;
"Annual General Meeting" means the Annual General Meeting of the Society provided for by these rules;
"auditor" means the auditor or auditors of the Society appointed under rule 17;
"Council" means the Council of the Society constituted in accordance with these rules;
"general meeting" means a general meeting of the Society provided for by these rules;
"Officers" means the Officers of the Society elected or appointed under rule 12;
"President" or "Junior Vice President" means respectively the President or Junior Vice President of the Society elected or appointed under rule 12;
"register" means the register of members of the Society kept pursuant to rule 14(7);
"School" means Harrison College and includes the pupils, staff and Board of Management;
"Senior Vice President" means the Senior Vice President of the Society
"Secretary" means the Secretary of the Society elected or appointed under rule 12;
"Society" means [The Old Harrisonian Society] established by these rules;
"Treasurer" means the Treasurer of the Society elected or appointed under rule 12.
"Trustee Act" means the Trustee Act, Chapter 250 of the Laws of Barbados or any act or other legislation amending or replacing the same.

(2) For the purposes of these rules, words importing the singular include the plural and vice versa, words importing the masculine only include the feminine and words importing persons include corporations.

ESTABLISHMENT AND NAME OF SOCIETY

2. There is established a Society to be known as [The Old Harrisonian Society].

OBJECTS

3. The Society is established for charitable purposes only and subject thereto the objects of the Society shall be:
 - (a) to provide for the advancement of education at the School;
 - (b) to promote the welfare of the School in whatever manner the Society thinks fit;
 - (c) to foster friendly relationships and social intercourse between members of the Society and to provide a meeting place for past pupils of the School and for the members of the Society;
 - (d) to assist the School by the provision or improvement of facilities at the School;
 - (e) to assist the School by the provision of scholarships, bursaries, prizes and other awards;

- (f) to obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (g) to procure and provide such information as may be beneficial to the interests of the School;
- (h) to procure to be written and to print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents;
- (i) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
- (j) to invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by the Trustee Act;
- (k) to employ all such officers and servants as may be required for the purposes of the Society;
- (l) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

4. (1) There shall be 4 classes of membership namely:-
 - (a) Ordinary members, being individuals who are past pupils of the School or past or present members of the teaching staff of the School;
 - (b) Life members, being ordinary members who have paid the subscription prescribed for life membership by rule 6(3);
 - (c) Honorary life members, being ordinary members who have been elected to honorary life membership by the Society in recognition of their work for the School or the Society;
 - (d) Honorary members, being those individuals who accept election by the Society to such membership, upon the invitation of the Council, in recognition of their work for the School or the Society.
- (2) Application for ordinary membership shall be made to the Secretary upon such form as the Council prescribes and shall be supported by such evidence as may be required by the Council, such application shall also be accompanied by:
 - (a) the amount determined for entrance fee under rule 5; and
 - (b) the first annual subscription determined for that class of membership under rule 6(1).
- (3) An applicant becomes an ordinary member on being notified by the Secretary that the entrance fee and first annual subscription referred to in paragraph (2) of this rule have been received by the Society.
- (4) An ordinary member becomes a life member upon payment of the subscription prescribed by rule 6(3).
- (5) Every member shall, immediately upon acquiring membership:
 - (a) subject to rule 10(2), be entitled to all the benefits and privileges of membership; and
 - (b) be furnished with a copy of these rules which shall be binding on him.

(6) A member shall not be entitled to any of the rights and privileges of membership whilst his subscription is in arrear.

(7) Notwithstanding paragraphs (1) to (3) of this rule, a pupil in his final term at the School, upon application made upon a form prescribed by Council and without payment of an entrance fee or subscription, is eligible to become a member of the Society for one year from the date on which he leaves the School. An applicant becomes a member on being so notified by the Secretary, Such member hereinafter referred to as a school-leaving member shall be entitled to attend and speak but not vote at any general meeting of the Society.

(8) On the expiration of the said period of one year, a school-leaving member, upon payment of the first annual subscription shall be entitled to become an ordinary member.

ENTRANCE FEE

5. The entrance fee shall be such sum as the Council may from time to time determine.

SUBSCRIPTIONS

6. (1) The annual subscription payable by an ordinary member shall be determined from time to time by the Council.

(2) All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of June in each year.

(3) The subscription payable for life membership shall be a single sum equal to twenty times the annual subscription for the time being payable by an ordinary member under paragraph (1) of this rule.

(4) An honorary life member and an honorary member shall be under no obligation to pay any subscription or to make any donation to the funds of the Society.

CESSATION OF MEMBERSHIP

7. (1) Any member may withdraw from membership by giving 14 days notice to the Council in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15th day of July in any year he shall not be liable to pay his subscription for that year.

(2) If any member (who is liable to pay an annual subscription) fails to pay the same within six months after the same becomes due, the Council may order his name to be struck off the register whereupon he shall cease to be a member of the Society.

(3) If any member refuses or neglects to comply with the provisions of these rules or conducts himself in a way which in the opinion of the Council is or may be injurious to the Society or the School, the Council may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by Council) he may forthwith be expelled by the Council after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members voting at a specially convened meeting of the Council.

(4) An individual to whom paragraph (3) of this rule has been applied shall not thereafter be entitled to membership of the Society unless he is reinstated by the Society by a resolution for this purpose passed at a general meeting by a majority of not less than two-thirds of the members voting at that meeting.

(5) Subject to paragraph (1) of this rule, a member resigning under that paragraph or whose name is struck off the register pursuant to paragraph (2) or who is expelled under paragraph (3) of this rule shall nevertheless remain liable for all monies then due from him to the Society.

GENERAL MEETINGS

8. (1) The Annual General Meeting of the Society shall be held during the month of October in each calendar year at such time and at such place in Barbados as the Council may determine and shall specify the meeting as such in notices calling it provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding meeting and that so long as the Society holds its first Annual General Meeting within 18 months it need not hold it in the year of its formation,

(2) Notice of any resolution to be proposed at the Annual General Meeting shall be deposited with the Secretary on or before the 31st day of August preceding the meeting and the Council shall give notice to the members of any such resolution.

(3) All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

(4) (a) The Council may call extraordinary general meetings whenever it considers such a course necessary.

(b) Ten or more members entitled to vote at a general meeting may at any time by a requisition in writing require the Council to call an extraordinary general meeting to consider such matters as shall be stated in the requisition.

(c) Every requisition to the Council for calling an extraordinary general meeting shall be sent to the Secretary and the Council shall call such a meeting not later than 21 days from the receipt of the requisition.

(d) If the Council does not call such extraordinary general meeting within the time specified for it to do so, any 10 of the members who signed the requisition may send to the Secretary notice specifying a day and time for holding such extraordinary general meeting and the Secretary shall forthwith call such meeting accordingly.

(5) Twenty-one days' notice at least of any general meeting specifying the place, the day and hour of the meeting and, in the case of special business, the general nature of the business to be transacted, shall be given in the manner hereinafter mentioned to such persons (including the auditor) as are under these rules entitled to receive such notices from the Society.

(6) The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any person entitled to receive such notice or document shall not invalidate any resolutions passed or proceedings had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. (1) All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an Annual General Meeting shall be deemed special with the exception of the following:—

(a) the consideration of the accounts, balance sheet and report of the auditor:

(b) the President's Report;

(c) the election of Officers;

(d) the election of the members of the Council; and

(e) the appointment of and fixing of the remuneration of the auditor.

(2) At a general meeting the chair shall be taken by the President or in his absence the Senior Vice President; in the absence of both the President and the Senior Vice President the chair shall be taken by the Junior Vice President. If the President, the Senior Vice President and the Junior Vice President are not present within fifteen minutes after the time appointed for holding the meeting, or if present, are unwilling to preside at the meeting, the members present shall choose one of their number to take the chair.

(3) (a) At any general meeting 15 members personally present and entitled to vote shall form a quorum.

(b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of or by members, shall be dissolved. In any other case, it shall stand adjourned to such day and to such place as may be appointed by the chairman.

(c) At any such adjourned meeting, the members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at a meeting from which the adjournment took place.

(4) The chairman may, with the consent of the meeting, adjourn any general 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.

(5) Unless otherwise provided for by these rules, at any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands.

(6) A declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive and an entry to that effect in the minute book shall be conclusive evidence thereof.

(7) In the case of an equality of votes, the chairman of the meeting shall have and exercise a second or casting vote.

(8) Meetings of this Society shall be governed by ROBERT'S RULE OF ORDER, as revised from time to time.

VOTES OF MEMBERS

10. (1) Subject to rule 4(6) and (7) paragraph (2) of this rule, at a general meeting, each member shall be entitled to one vote.

(2) An honorary member referred to in sub-paragraph (d) of rule 4(1) shall not be entitled to speak or vote at any general meeting.

(3) (a) Any member entitled to vote at a general meeting may be represented and vote by proxy evidenced by a proxy form supplied by the Society for this purpose.

(b) Proxy forms will include the name, address and signature of the member giving the proxy and the date on which the proxy was given and may include items being voted on and provision for the member to indicate their choice on each item.

(c) Proxy forms will be distributed to members entitled to vote at a general meeting together with notice of the general meeting. Proxy forms will also be published on the website of the Society at least 21 days prior to the date on which the vote is scheduled to take place.

(d) Duly completed proxy forms must be returned to the Secretary by electronic mail, facsimile or any other electronic means, by hand or by post, no later than 7 days prior to the day before the date on which the vote is scheduled to take place.

(e) The proxy shall only be effective for the meeting specified in the proxy form.

(f) The member who has duly completed and returned a proxy form in accordance with sub-paragraph (d) of this rule may revoke the proxy at any time prior to the scheduled vote by instrument in writing delivered to the Secretary.

(g) Votes made by proxy shall not be counted as presence by the member giving the proxy for quorum purposes.

OFFICERS & COUNCIL

11. (1) The Officers shall consist of a President, a Senior Vice President who shall be the Headmaster of the School ex-officio, a Junior Vice President, a Treasurer and a Secretary who shall be ordinary members of the Society in good standing.

(2) The Council shall consist of:-

(a) The Officers, ex-officio;

(b) Four other ordinary members of the Society; and

(c) Supernumerary members appointed by the Council pursuant to rule 12(4) hereof.

ELECTIONS & FILLING OF VACANCIES

12. (1) In this rule, "the Council members" refers to the members of the Council, except the Senior Vice President and the supernumerary members referred to in rule 11(2)(c).

(2) The Council members shall be elected at the Annual General Meeting in each year and shall retire annually but shall be eligible for re-election.

(3) The procedure for the election of the Council members shall be as follows:

(a) There shall be a period known as the nomination period from the 1st day of August until the 31st day of August preceding the Annual General Meeting during which nominations of the candidates to fill vacancies for the positions of the Council members will be invited and accepted.

(b) The Secretary shall not later than 7 days prior to the 1st day of August preceding the Annual General Meeting give notice to such persons referred to in rule 8(5) of the nomination period and this notice shall invite nominations in writing of the candidates to fill vacancies for the positions of the Council members.

(b) Each nomination shall be made with the consent of the candidate and shall be signed by at least 2 members entitled to vote at a general meeting and shall be delivered to the Secretary not later than the 31st day of August preceding the Annual General Meeting.

(c) The Secretary shall give notice of the names of those duly nominated together with the notice of the Annual General Meeting given in accordance with rule 8(5) and also by posting the same conspicuously at the headquarters of the Society or by publishing the same to the website of the Society.

(d) If in the interim between the delivery of the nomination to the Secretary and the Annual General Meeting at which the election shall take place any nominee is unable for any

reason to serve in the office to which he was nominated and for which office there was no other nominee, then nominations may be made from the floor at the Annual General Meeting.

(e) The members of the Council shall be elected individually by way of motion except where there are more nominees standing to be elected than there are vacancies to be filled, in which case the election shall be by ballot.

(4) The Council, in its absolute discretion, may appoint any member of the Society to be a supernumerary member of the Council for any period, not exceeding the Council's term of office. Such member shall not be entitled to vote at meetings of the Council.

(5) If any member of the Council fails to attend 4 consecutive meetings of the Council he shall, unless the Council otherwise determines, be deemed to have retired as such member of the Council.

(6) The office of a member of the Council shall become vacant:-

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;

(b) If he becomes of unsound mind;

(c) If he ceases to be a member of the Society by reason of his death or in accordance with the provisions of rule 7;

(d) If by notice in writing to the Society he resigns his office;

(e) If he is removed from office by a resolution duly passed by the Society.

(7) (a) In the case of a vacancy in any of the offices, the Council shall appoint a member of the Council to fill the vacancy for the unexpired term.

(b) In the case of a vacancy in any position other than in any of the offices on the Council, the Council may appoint an ordinary member in good standing to fill the vacancy for the unexpired term.

POWERS OF THE COUNCIL

13. (1) The management of the affairs of the Society shall be vested in the Council, who, in addition to the powers and authorities by these rules or otherwise expressly conferred upon them may in respect of the affairs of the Society exercise all such powers and do all such things as may conduce to the furtherance of the objects of the Society including all such powers and things as may be exercised or done by the Society and are not by these rules expressly directed or required to be exercised or done by the Society in a general meeting.

(2) The continuing members of the Council may act notwithstanding any vacancies in their body but in case the number of the members thereof shall at any time be reduced below five the Council shall be at liberty to act only for the purpose of filling up vacancies among the members or convening a general meeting.

(3) The Council may make such by-laws and regulations as it thinks fit regulating the affairs of the Society. Such by-laws and regulations shall be binding on all members of the Society provided that they are not inconsistent with these rules.

COMMITTEES

14. (1) The President may appoint and give special instructions to special committees and sub-committees with the approval of the Council as they are deemed necessary including but not limited to the following committees (in respect of which general duties are provided):

(a) Membership Committee

Encourages 100% attendance at meetings by the use of personal contacts, calls, letters etc. Informs students and members of the Society on the organization of the School, its function in society, history and accomplishments, the Constitution of the Society, the role and duties of the Council, meetings, activities, income and expenditure and how subscriptions are collected. Gives new members a thorough indoctrination.

(b) Finance Committee

Prepares annual budgets for the Society. Manages and monitors the various accounts of the Society.

(c) Public Relations Committee

Keeps public and members of the Society informed regarding all phases of the Society, including producing the Council's official publication. Furnishes the news media with information relating to the Society's activities, meetings and projects. Manages the website of the Society.

(d) Heritage Committee

Formulates and implements proposals and plans for the continued monitoring and management of all forms of data relating to the living history of the School including archiving articles and mementos. Liaises with the management of the School to ensure the above.

(2) The Council may delegate to such special committees and sub-committees such of the powers and duties of the Council (including the power to appoint sub-committees, the power to appoint additional members thereof, the power to regulate their procedure and the power to delegate such powers and duties) as it thinks fit.

(3) Such special committees and sub-committees shall consist of such member or members of the Society as the Council thinks fit.

(4) The Officers may be ex-officio members of such special committees and subcommittees with the exception of the President who shall be ex officio a member of any such special committee or sub-committee.

(5) Every special committee or sub-committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the Council.

PROCEEDINGS OF THE COUNCIL

15. (1) The Council may meet for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the notice (if any) which is to be given of any such meeting.

(2) Four members of the Council shall form a quorum, provided that at least one of the members present is an officer of the Society.

(3) Questions arising at any meeting of the Council shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have and exercise a second or casting vote.

(4) Any 3 members of the Council, by notice in writing addressed to the Secretary stating as far as practicable the business to be transacted, may require the Secretary to convene a meeting of the Council.

(5) The meetings and proceedings of any committee or sub-committee shall be governed by the provisions contained in this rule for regulating the meetings and proceedings of the Council so far as the

same are applicable thereto and are not superseded by any regulation, by-law or resolution made by the Council.

(6) All acts done by any meeting of the Council or any committee or sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of all or any of the members of the Council or of such committee or sub-committee, be as valid as if every member had been duly appointed.

(7) The Council shall cause minute books to be kept of the proceedings at general meetings, at meetings of the Council and of any committee or sub-committee, and shall cause entries to be made therein of all resolutions put to the vote and the result of the voting. Any such minutes signed by the person presiding as chairman at the meeting shall be conclusive evidence of the due passing of any resolution and an entry that a resolution was carried unanimously or by a particular majority shall be sufficient evidence of that fact.

(8) The Council shall cause a register of the members of the Society to be kept and the following particulars to be entered therein:-

- (a) the names, addresses, telephone numbers and occupations, if any, of the members;
- (b) the date on which each person was entered in the register as a member; and
- (c) the date on which any person ceased to be a member.

(9) The register of members shall be prima facie evidence of any matter required to be entered therein.

ACCOUNTS

16. (1) The Council shall cause true accounts to be kept of the receipts and expenditure of the Society and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the Society.

(2) At the Annual General Meeting in every year the Council shall lay before the meeting an Income and Expenditure Account and Balance Sheet made up to the preceding 31st May and audited as required by the Charities Act.

(3) The President shall present at every Annual General Meeting a report on the state and condition of the Society and the progress of its work.

(4) It shall be the duty of every officer and servant of the Society to give to the auditor or auditors of the Society such information and explanation as may be required by him or them.

(5) The Society shall not be entitled, to make any gift or other payment for the personal benefit of any member of the Society; provided that nothing herein shall prevent the payment of remuneration to any member or employee of the Society in return for services actually rendered to the Society.

TRUSTEES

17. (1) There shall not be less than 2 or more than 4 trustees of the Society. The first trustees shall be appointed by the Council and are authorised to apply to the Registrar of the Supreme Court for their incorporation as a Board under the Charities Act.

(2) The property of the Society (other than cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Council from time to time directs by resolution (of which an entry in the minute book shall be conclusive evidence).

(3) The trustees shall be indemnified against risk and expense out of the property of the Society. The trustees shall hold office until death or resignation or until removed from office by a resolution of the Council who may, for any reason which may seem sufficient to a majority of them voting at the meeting, remove any trustee or trustees from the office of trustee.

(4) Where, by reason of any death, resignation or removal, it appears necessary to the Council that a new trustee or trustees should be appointed, or, if the Council deems it expedient to appoint an additional trustee or additional trustees, the Council shall by resolution nominate the person or persons to be appointed the new trustee or trustees. For the purposes of giving effect to such nomination, the President is hereby nominated as the person to appoint new trustees of the Society within the meaning of section 38 of the Trustee Act and he shall by deed duly appoint the person or persons so nominated by the Council as the new trustee or trustees of the Society and the provisions of the Trustee Act shall apply to any such appointment.

(5) Any statement of fact in any such deed of appointment in favour of a person dealing bona fide and for value with the Society or the Council shall be conclusive evidence of the fact so stated.

APPOINTMENT OF AUDITOR

18. (1) The Society at each Annual General Meeting shall appoint an auditor or auditors of the Society to hold office until the next Annual General Meeting. A member of the Council shall not be eligible to be appointed an auditor.

(2) A person other than a retiring auditor shall not be eligible to be appointed auditor at an Annual General Meeting unless notice of an intention to nominate that person to the office of auditor has been given to the Secretary on or before the 15th day of September preceding that meeting.

(3) The first auditor shall be appointed by the Council who shall also fill any casual vacancy in the office of auditor.

(4) The remuneration of the auditor shall be fixed by the Society in general meeting, except that the remuneration of the first auditor and any auditor appointed to fill a casual vacancy shall be fixed by the Council.

NOTICES

19. (1) Any notice given to a member of the Society under these rules shall be in writing and shall be sent by post and shall be deemed to have been delivered forty-eight hours after the time of posting the same.

(2) Any such notice may be also be given by facsimile, electronic mail or other electronic means or by publishing to the website of the Society and shall be deemed to have been delivered twenty-four hours after the time that the of sending or publishing the same electronically.

(3) Every member shall from time to time notify the Secretary of an address either postal or electronic which shall be his registered address and unless and until he has so notified his registered address he shall not be entitled to receive notice of meetings of the Society in this manner.

INDEMNITY

20. Every officer of the Society and every other member of the Council including members of every committee or sub-committee of the Council shall be indemnified by the Society against all costs, expenses and losses for which he may become liable by reason of any act or thing done by him in the proper discharge of his office or duty.

DISSOLUTION

21. If upon the dissolution of the Society there remains after the discharge of all liabilities any income or property whatsoever, the same shall not be paid to or distributed among the members of the Society but

shall be given and transferred to some organisation or association, being a charity registered under the Charities Act, having aims and objects similar to those of the Society and which shall prohibit the distribution of its income or property among its members to an extent at least as great as is imposed on the Society by these rules. Such organisation or association shall be determined by the members of the Society at or before the time of dissolution.

ALTERATION OF RULES

22. (1) These rules or any of them (other than rules 3, 16(5) and 21) may from time to time (subject to the provisions of the Charities Act) be altered at any general meeting of the Society at which a quorum is present, by the affirmative vote of two-thirds of the members voting at that meeting, provided that the Council has previously considered the merits of the amendments.

(2) No amendment shall be put to the vote unless written notice stating the proposed amendment shall have been given to the members of the Society at least 21 days prior to the meeting at which the vote on the proposed amendment is to be taken.