

# **THE CARIBBEAN EQUESTRIAN ASSOCIATION** **CONSTITUTION**

## **1.0 DEFINITIONS**

In this Constitution, the following terms have the following meanings:

“Association” means the Caribbean Equestrian Association.

“Member” means a member of the Association; and “Membership” means membership in the Association.

“National Federation” means the association of a country or territory in the Region, designated by the Olympic Association of that country or territory to govern equestrian sports of that country or territory.

“Officer” means the President, Vice-President, Secretary or Treasurer, and “Officers” means all of them.

“Region” shall mean the Caribbean region as determined by the Association from time to time and shall include, for the time being, Antigua, Bahamas, Barbados, Belize, Bermuda, Cayman Islands, Dominica, Dominican Republic, Grenada, Guyana, Haiti, Jamaica, St. Kitts, St. Lucia, St. Vincent, Suriname, Trinidad and Tobago and U.S. Virgin Islands.

Words importing the singular number only shall include the plural, word importing the masculine gender only shall include the feminine and neuter gender, words importing individuals shall include corporations and the converse of each of the foregoing shall also apply.

The headings are inserted for convenience only and shall not affect the construction of these Articles.

## **2.0 NAME**

The name of the Association is the Caribbean Equestrian Association

## **3.0 STATUS**

The Association is an amateur body.

## **4.0 OBJECTS**

The Association is established for the following purposes:

- 4.1 The encouragement of equestrian activities in the Region, especially show jumping, dressage, cross country or three day events, gymkhana and such other equestrian activities as may be appropriate.
- 4.2 The promotion of international or intra-Caribbean events and the selection of Regional teams as may be appropriate.
- 4.3 The organization and coordination of equestrian events in the Region.
- 4.4 Affiliation or membership, as appropriate, with international or regional equestrian or other sporting associations.
- 4.5 Promotion of training for equestrian officials operating within the Region.

## **5.0 MEMBERSHIP**

- 5.1 Membership in the Association is limited to the National Federations of countries in the Region.
- 5.2 Affiliations of other associations may be permitted, as appropriate, at the discretion of the Association.
- 5.3 Applications for Membership shall be made on the form prescribed by the Association and applicants shall be admitted to membership by majority vote of the Members of the Association.
- 5.4 The Secretary shall forthwith notify an applicant who has been elected to Membership of the Association.

## **6.0 SUBSCRIPTIONS**

- 6.1 The annual subscription of Members shall be paid by each Member to the Treasurer on the first day of January each year. Subscriptions shall be fixed from time to time by the Association.
- 6.2 Any Member who has not paid its subscription by the first day of January shall be requested by the Treasurer to pay same within fourteen (14) days, and if its subscription is not paid within sixty (60) days of said request, its name may be removed from the list of Members.
- 6.3 No Member shall in any year be entitled to exercise any rights or privileges of Membership until its subscription for that year and all arrears (if any) are paid.

## **7.0 CESSATION OF MEMBERSHIP**

- 7.1 A Member wishing to withdraw from the Association shall notify the Secretary in writing and such withdrawal shall have immediate effect, but the Member shall remain liable for its subscription for the then current year.
- 7.2 If, in the opinion of the Association, the conduct of any Member is injurious to the character or interests of the Association, or renders the Member unfit to remain a

Member of the Association, the Association may expel such Member, provided that the Member is given at least fourteen (14) days' notice of the meeting of the Association at which its expulsion is sought and such Member shall be entitled to submit, either orally or in writing representations to that meeting.

## **8.0 PRIVILEGES OF MEMBERSHIP**

8.1 All Members who have paid their subscriptions up-to-date are entitled to receive notice of, and, subject to these presents, to attend, to be heard and vote at all General Meetings of the Association.

8.2 Members shall have one vote each.

## **9.0 GENERAL MEETINGS**

9.1 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as may be determined by the President, after having consulted with the Vice-President and/or Secretary.

9.2 If at any time the President is unable or unwilling to convene a meeting of the Association in accordance with this Constitution, the Vice-President or another Officer of the Association may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the President.

9.3 Notices of any resolution or nomination to be proposed at the annual general meeting shall be deposited with the Secretary at least thirty (30) days prior to the meeting.

9.4 All general meetings other than annual general meetings shall be called extraordinary general meetings.

9.5 The President, after consultation with the Vice-President and/or Secretary, shall in each calendar year call at least one (1) extraordinary general meeting in addition to the annual general meeting. In addition, the President, after consultation with the Vice-President and/or Secretary, may call an extraordinary general meeting whenever he considers such course necessary and he shall call such a meeting upon the requisition in writing of at least three (3) Members entitled to attend and vote at a general meeting to consider such matters as shall be stated in the requisition. Should the Secretary neglect, for a period of twenty one (21) days, to send out notices of such a meeting, the requisitionists may themselves call the general meeting. A meeting convened under this article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the President.

9.6 At least thirty (30) days' notice of any general meeting, specifying the place the day and hour of the meeting and, in the case of special business, the nature of the business to be transacted, shall be given in manner hereinafter mentioned to such persons as are under these presents entitled to receive such notices from the Association.

- 9.7 A meeting of the Association may be deemed to have been duly called notwithstanding that it was called by shorter notice than that specified in the last preceding Article, if it so agreed-
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
  - (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per centum in nominal value of the shares giving that right.
- 9.8 The accidental omission to give notice of a meeting or to send any document to or the non-receipt of such notice or other document shall not invalidate the proceedings at that meeting.

## **10.0 PROCEEDINGS AT GENERAL MEETINGS**

- 10.1 The business of any annual general meeting shall be to receive and consider the accounts and balance sheet and the report of the President, Treasurer and auditors (if any), to elect the officers of the Association, and, should the Association so wish, to appoint auditors. All other business transacted at a general meeting, and all business transacted at an extraordinary general meeting shall be deemed special.
- 10.2 At all general meetings the chair shall be taken by the President and, in his absence, the Vice President. In the absence of both the President and the Vice President, the chair shall be taken by the Secretary and, in his absence, the Treasurer. If no Officer of the Association is present within fifteen (15) minutes after the time appointed for holding the meeting or is willing to act as chairman, the Members present shall choose one of their numbers to take the chair.
- 10.3 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, and for all purposes the quorum shall be three (3) members present in person or by proxy and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of or by Members, shall be dissolved. In any other case, it shall stand adjourned to such a day and to such place as may be appointed by the Chairman. At any such adjourned meeting, the Members present in person or by proxy and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 10.4 The Chairman, with the consent of the meeting, may adjourn a 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. 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. Save as aforesaid, it shall not be necessary to give any notice in respect of an adjourned meeting.
- 10.5 No person other than a Member duly registered shall be entitled to be present in person or by proxy, or to vote on any question at any general meeting (except for the casting vote of the Chairman referred to below in article 10.9.) An Officer shall, notwithstanding that

he is not a Member, be entitled to attend and speak at any general meeting of the Association.

- 10.6 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless before, or upon declaration of the result of, the show of hands, a ballot be demanded by the President or by at least two Members present in person or by proxy.
- 10.7 No objection to the admission or rejection of any voter shall be taken except at the meeting or adjourned meeting at which the vote in dispute is given or tendered and every vote not disallowed at the meeting shall be valid. The Chairman shall determine any such objection if made within due time, and such determination shall be final and conclusive.
- 10.8 Proxies or other evidence to the satisfaction of the Officers of the authority of the person claiming to exercise the right of a Member to vote shall be provided to the Secretary prior to the commencement of the meeting at which the right to vote is to be exercised, failing which the right to vote shall not be exercisable.
- 10.9 In case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall be entitled to a further casting vote.
- 10.10 The demand of a ballot shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a ballot has been demanded.
- 10.11 Any Member (or the representative or proxy of such Member) may participate in a meeting of the Association using such telephone or other communication equipment which permits all persons participating in the meeting to be able to speak with each other and to hear each other at the same time. Participation by such means shall be deemed to constitute presence of such Member at the meeting.

#### **11.0 VOTE OF MEMBERS**

- 11.1 Members present in person or by proxy shall be entitled to vote at General Meetings in manner hereinafter provided. No Member shall be entitled to vote at any general meeting either in person or by proxy unless all subscriptions presently payable by him in respect of Membership have been paid.
- 11.2 Each Member shall annually appoint a representative to all General Meetings of the Association. Each Member shall have one (1) vote at all General Meetings.
- 11.3 A resolution in writing signed by or on behalf of all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if it had been passed at a general meeting of the Association duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

#### **12.0 OFFICERS**

- 12.1 The Officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected for terms of two (2) years each and shall retire at the annual general meeting held in every even year but be eligible for re-election to that office. Officers may, but need not, be a representative or proxy of a Member.
- 12.2 An Officer who has held the office occupied by him for three (3) consecutive terms shall not be eligible for re-election as such for a period of one (1) term.
- 12.3 In the case of any casual vacancy in the post of any of the Officers, the Secretary (or failing him the President) shall as soon as practicable convene an extraordinary general meeting for the election of some person to fill such a casual vacancy until the next annual general meeting and the President may appoint some other person to do the duties of the office so vacated until holding of such meeting.
- 12.4 The post of an Officer shall become vacant:
- (a) If by notice in writing to the Association he resigns his office, or he is otherwise deemed to have retired; or
  - (b) If he is removed from office by a resolution duly passed by the Association in the general meeting.
- 12.5 The Association may by ordinary resolution appoint another person to fill a casual vacancy in the post of an Officer. The person so appointed shall be treated for the purpose of determining the time at which he is to retire as if he had become an Officer on the day on which the Officer in whose place he is appointed was last appointed an Officer.
- 12.6 Candidates for election as Officers shall be proposed and seconded by Members entitled to vote at General Meetings.
- 12.7 Nominations for the posts of Officers of the Association to be elected shall be received at the general meeting at which the election is proposed to be held, Provided always that the proposer and seconder shall provide evidence of the willingness of the person nominated to serve in the capacity in which he shall be nominated.
- 12.8 If there are more candidates for election than vacancies a vote by hands or ballot shall be taken. If the numbers of candidates for election are equal to or less than the number of vacancies to be filled all candidates shall be deemed elected.

### **13.0 COMMITTEES**

- 13.1 The Association may from time to time appoint such committees and sub-committee as it may deem necessary or desirable and may delegate to such committees such powers and duties as it sees fit. Such committees and subcommittees shall consist of such persons as the Association may think fit. The Officers of the Association shall be ex-officio members of such committees and sub-committees.

### **14.0 MINUTES**

- 14.1 The Secretary shall cause minutes to be made in books provided for the purpose:

- (a) Of the election and or appointment of all Officers;
- (b) Of the Members present at each meeting of the Association;
- (c) Of the persons present at each meeting of any committee of the Association;
- (d) Of all resolutions and proceedings at all meetings of the Association, of the Officers, and of any committee.

## **15.0 ASSOCIATION FUNDS**

15.1 The funds of the Association shall be kept by the Treasurer under the supervision of and in such place and manner as shall be determined by the Association. The Treasurer shall have power to expend the Association's funds in accordance with directives of the Association.

## **16.0 ACCOUNTS**

16.1 The Treasurer shall cause proper books of account to be kept in respect to:

- (a) all income and expenditure; and
- (b) the assets and liabilities of the Association.

16.2 Proper books shall be deemed not to have been kept if the books of account do not give a true and fair view of the state of affairs of the Association and explain its transactions.

16.3 The Treasurer shall cause to be prepared and printed every year a Statement of Income and Expenditure and a Balance Sheet, which shall be submitted to the Association at the next annual general meeting. If the Association has appointed auditors, the Treasurer shall ensure that the Statement of Expenditure and Balance Sheet shall have been audited.

## **17.0 ASSOCIATION PROPERTY**

17.1 The property of the Association shall vest in such persons, not less than two (2) in number, as shall be determined by the Association, who shall hold such property in trust for the Association.

## **18.0 AMENDMENTS AND ALTERATIONS**

18.1 Notice of any alteration or addition to this Constitution intends to be proposed by a Member of the Association shall be given to the Secretary in writing at least forty-five (45) days before any extraordinary general meeting or annual general meeting at which the same is to be brought and full particulars of any proposed alteration or addition shall be set out in the notice convening the meeting.

18.2 All such proposed alterations or additions and any amendments to them which may be proposed and seconded shall be put to the vote of the meetings.

## **19.0 NOTICES**

- 19.1 A notice or other document may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter or by international air courier addressed to such a Member at his registered address as appearing in the Register of Members or by fax or by e-mail, but the accidental omission to give such notice or other document to or the non-receipt of such notice or document by any such Member shall not invalidate any meeting or resolution passed or election connected therewith. Any notice or other document if served personally shall be deemed to have been served at the time of delivery, if served by post or international air courier or fax or e-mail shall be deemed to have been served at the time of dispatch. In proving service by mail or international air courier it shall be sufficient to prove that the notice was properly addressed, stamped and posted. In proving service by fax or e-mail, the sender shall be required to show evidence of receipt by the Member, or a duly constituted officer of the Member, to whom notice was given.