

# QUEEN'S COLLEGE OF GUYANA ALUMNI ASSOCIATION (TORONTO)

## CONSTITUTION

### ARTICLE 1 – NAME

Section 1: The name of the Association shall be the **Queen's College of Guyana Alumni Association (Toronto)** hereinafter referred to as **“the Association”**

### ARTICLE 11 – PURPOSE

Section 1: The purpose of the Association shall be to bring together alumni as well as former members of the academic, non-academic staff and friends of Queen's College of Guyana, hereinafter referred to as **“the College”** in order to provide various forms of assistance to it, including the organizing of fund raising activities for the benefit of the College and any charitable purpose connected therewith.

Section 2: The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used solely to promote its objectives.

### ARTICLE 111 – MEMBERSHIP

Section 1: Membership of the Association is open to all alumni, former members of the academic and non-academic staff and friends of the College.

Section 2: Admission of alumni, former members of the academic and non-academic staff and friends of the college to membership of the Association shall be by payment of the annual subscription at the time of admission.

Section 3: The membership categories of the Association are as follows:  
Full Member, Honourary Member, Associate Member, Student Member and Honourary Life Member:

**FULL MEMBER:** All privileges of membership in the Association are available to alumni, academic, non-academic staff, including eligibility to cast **one (1)** vote at all meetings of members of the Association, and to be members of any committee of the Association.

**HONOURARY MEMBER:** Honourary membership may be conferred upon a person who has retired from active employment and who has made an outstanding contribution to the College or the Association. All privileges of membership in the Association are available including

eligibility to cast **one (1)** vote at all meetings of the association and to be a member of any committee of the association.

**ASSOCIATE MEMBER:** Associate Membership may be conferred on a friend of the Association. All privileges of membership of the Association are available except the right to vote at any meeting of members of the Association or to be a member of the Executive Committee of the Association.

**STUDENT MEMBER:** Student membership may be conferred on an alumnus pursuing postsecondary studies at university and college/cgep. A student member may maintain such status for a maximum of **two (2)** years after graduation.

**HONOURARY LIFE MEMBER:** Honourary Life Membership may be conferred upon a member of good standing who has made an outstanding contribution to the Association. Nomination for an Honourary Life Membership may be made by a member and approved by the Executive Committee. All privileges of membership of the Association are available including eligibility to cast **one (1)** vote at all meetings of members of the Association and to be a member of any committee of the Association.

Section 4: Associate members of the Association may be admitted on the approval of the Executive Committee through sponsorship in writing by **two (2)** members of the Association, at least one of whom must be an alumnus or former member of the academic or non-academic staff.

#### **ARTICLE IV –EXECUTIVE COMMITTEE**

Section 1: The Executive Committee shall consist of the **President, the Immediate Past President, three Vice-Presidents, Secretary, Treasurer, Assistant Secretary/Treasurer and four Directors.**

Section 2: The President or in his absence, one of the Vice-Presidents shall preside over all meetings of the Executive Committee.

Section 3: The term of office of a member of the Executive Committee shall be **one (1)** year. Except by resolution of the membership, the consecutive tenure of the President and **three (3)** Vice-Presidents shall be limited to **two (2)** one-year terms in the same position.

Section 4: **Seven (7)** members of the Executive committee shall constitute a quorum.

Section 5: The Executive Committee shall be elected at the Annual General Meeting and its term shall expire at the next subsequent Annual General Meeting.

Previous membership of the Executive Committee shall not be an exclusion to subsequent election whether in a similar capacity or not, except as outlined in Article IV, Section 3.

- Section 6: The election may be by ballot or by a show of hands as the Executive Committee shall decide.
- Section 7: In the event of a vacancy on the Executive Committee, the Committee shall appoint a member from among the Full Members or Honourary Members to such office until a successor is elected, for the balance of the term, if any, at the next Annual General Meeting.
- Section 8: Subject to applicable law, the Executive Committee shall be vested with full powers to oversee and approve the conduct of all day-to-day business of the Association.
- Section 9: The Executive Committee shall hold regular meetings but in no event shall there be less than **four (4)** meetings per year. Notice of such meetings shall be communicated to each member of the Executive Committee at least **seven (7)** days prior to the meeting date.
- Section 10: All decisions of the Executive Committee shall be by simple majority of those present and voting, save as specifically required by the constitution. In the event of a tie vote, the person presiding shall have the casting vote.
- Section 11: The President and the Secretary or any **two (2)** members designated by the Executive Committee shall together execute any contract or deed required to be executed by, or on behalf of the Association.
- Section 12: All cheques, drafts, etc. Shall be signed by the treasurer and one other, being either the President or the Secretary.
- Section 13: Any member of the Executive Committee may be removed from office for cause whatsoever, by a **two-thirds (2/3)** majority of members voting including proxy votes at any regular meeting. However, in no case, shall a member of the Executive Committee be removed from office without first having been given the opportunity to be heard. Any member so removed shall have the right to appeal the decision at an Extraordinary General Meeting which by a **two-thirds (2/3)** majority shall have the power to vary or rescind the decision of the Executive Committee.

## **ARTICLE V – POWERS OF THE EXECUTIVE COMMITTEE**

- Section 1: The Executive Committee shall be empowered to make rules for the running of the Association and shall set the level of membership

subscriptions, provided that such measures are subsequently ratified by the membership majority vote either at an Annual General Meeting or an Extraordinary General Meeting.

- Section 2: Appoint such standing and ad hoc committees as may be required from time to time comprising Full, Honourary and Associate members.
- Section 3: devise strategies and execute such projects or programmes in consultation or collaboration with other interested parties as would advance the education and welfare of the students of the college.
- Section 4: Plan, organize and direct such other activities as are consistent with the pursuit of the Association.
- Section 5: Review the conduct of a member which is inimical to the interest of the Association and to decide upon and administer penalties to members.
- Section 6: Initiate, constitute and administer a fund whose monies are to be held in trust for the Association and in event, to have the Association recognized officially as a charitable organization in accordance with existing legislation.
- Section 7: Manage the affairs of the Association in areas not specifically mentioned or defined above and not repugnant to the purpose of the Association.

#### **ARTICLE VI – ANNUAL GENERAL MEETING**

- Section 1: The Annual General Meeting shall be held within **ninety (90) days** of the end of the fiscal year.
- Section 2: Notice of the Annual General Meeting shall be sent to members at least **seven (7)** clear days before the meeting.
- Section 3: A quorum at the Annual General Meeting shall not be less than twenty-four members in good standing. In the event of a tie vote at any meeting of members, the President shall have the casting vote.
- Section 4: All members in good standing may vote on any issue where a vote is required either in person or by proxy duly authorized in writing. No member shall be allowed to execute more than **three (3)** proxy votes, except the Secretary who may receive mailed proxies.
- Section 5: All members of the Association not in good standing shall not be entitled to vote or be elected to the Executive Committee.

- Section 6: The Annual General Meeting shall be presided over by the President or in his/her absence, one of the Vice-Presidents or failing him/her, by another member of the Committee subject to the approval by simple majority of the members present.
- Section 7: The business of the Annual General Meeting shall include, but shall not be limited to:
- (i) Adoption of the minutes of the previous Annual General Meeting and any intervening Extraordinary General Meetings;
  - (ii) Receiving reports and functions of the activities;
  - (iii) Adoption of the Statement of Accounts of the Association and report thereon submitted by the Association's Auditor;
  - (iv) Election of office bearers;
  - (v) Appointment of an Auditor who shall not be a member of the Association;
  - (vi) Consideration of notices of motions which must reach the Secretary **forty-eight (48)** hours before the time appointed for the meeting.

#### **ARTICLE VII – EXTRAORDINARY GENERAL MEETING**

- Section 1: By order of the committee or in receipt of a written request which shall state the purpose(s) for which the request is made, signed by at least **twelve (12)** members, the Secretary shall call an Extraordinary General Meeting.
- Section 2: The rules governing the issuance of notices for an Extraordinary General Meeting shall be as in **Article VI, section 2**, except that the period of notice shall be **forty-eight (48)** hours. An Extraordinary General Meeting must be convened by the Secretary within **ten (10)** days of receipt of a valid request for the same, but the Secretary shall be under no obligation to summon an Extraordinary General Meeting if at the time of the request, an Annual General Meeting is **ten (10) days** hence.
- Section 3: A quorum at an Extraordinary General Meeting shall be the same as for an Annual General Meeting.
- Section 4: No business save and except that for which the Extraordinary General Meeting has been called shall be transacted at that meeting.

## ARTICLE VIII – GENERAL MEETINGS

- Section 1: Where at a meeting intended to be a General Meeting of any type, the prescribed number of members required to for a quorum is not present, the meeting shall be adjourned and reconvened within **fourteen (14)** days and the time and place to be communicated to the membership by the Secretary.
- Section 2: Notice of the revised date, location and time shall be sent to members at least **five (5)** clear days before the meeting. At this meeting, the business and the agenda shall be transacted notwithstanding the failure to assemble the stipulated quorum.

## ARTICLE IX – MEMBERSHIP DUES

- Section 1: The annual dues applicable to each member shall be as determined from time to time by the Committee.
- Section 2: The annual dues applicable to a Student Member shall be **fifty percent (50%)** of the dues applicable to the other categories of membership and as determined from time to time by the Committee.
- Section 3: Honourary Life Members are not required to pay Association dues.
- Section 4: Such annual dues shall be paid by all members in advance on or before the first day of February of every year. Any new member admitted to the Association between the first day of February and the last day of October of any fiscal year shall pay the full amount of the annual dues for such year. Any new member admitted on or after the first day of November of any year, shall for the period to and including the last day of January pay a pro-rated amount of annual dues for such year plus the full amount of the annual dues for the following year.
- Section 5: The failure of any member to pay any dues within **sixty (60)** days of the date that such monies are due shall be sufficient cause for the Executive Committee to declare that such member is not in good standing.

## ARTICLE X – PROTECTION OF EXECUTIVE COMMITTEE MEMBERS

- Section 1: No Executive Committee member of the Association shall be liable for the acts, receipts, neglects or defaults of any other Executive Committee member or for the joining on any receipt or other act of conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage

arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited or for any loss, damage or misfortune whatever shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his/her own willful neglect or default, provided that nothing herein shall relieve any executive member of any liability imposed upon him by law.

Section 2: To the maximum extent permitted by law, the Association shall indemnify and save harmless every Executive Member of the Association who acts or has acted at the Association's request as an executive member of a body corporate of which this Association is or was a creditor and their respective heirs and legal representatives against all costs, charges and expenses including any amount paid to settle an action to satisfy a judgement reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been an executive member of such body corporate.

#### **ARTICLE XI – AMENDMENTS**

Section 1: This constitution may be amended only at an Annual General Meeting or at an Extraordinary General Meeting specifically called for that purpose. Amendments may be proposed by the Committee or by members of the Association.

Section 2: An amendment shall be deemed to be carried at which a quorum is present by the affirmative vote of a **two-thirds (2/3)** majority of the members present in person and voting, provided that the Executive Committee has previously considered the merits of the amendments.

Section 3: No amendment shall be put to the vote unless written notice thereof stating the proposed amendment shall have been mailed or delivered personally to each member of the Association **two (2)** weeks prior to the meeting at which the vote of the proposed amendment is to be taken.

#### **ARTICLE XII – PARLIAMENTARY PRACTICES**

Section 1: Except for otherwise specifically provided in the constitution, all questions of order or procedure with respect of any meeting or action of this Association, its Executive Committee or any committee appointed shall be determined in accordance with Robert's Rules of Orders as revised from time to time.

### **ARTICLE XIII – PROHIBITION OF ACTIVITIES**

Section 1: The Association is prohibited from engaging in any activity designed to influence or assist in the election to public office of any person anywhere and is also prohibited from supporting the campaigns or other political activities of any person or group anywhere.

### **ARTICLE XIV – BY-LAWS**

Section 1: The Association has the power to make and adopt by-laws to achieve the purposes outlined in **Article II – Purpose**, including but not limited to the levying of membership dues and establishing the dues, powers and responsibilities of the members.

### **ARTICLE XV – DISSOLUTION OF THE ASSOCIATION**

Section 1: The Association may be dissolved by a **two-thirds (2/3)** majority of members in good standing.

Section 2: Upon dissolution of the Association, all the indebtedness shall be paid by the Executive Committee and the remaining assets of the Association shall be given to the Queen’s College Old Students Association (Guyana).

### **ARTICLE XVI – TERMS USED**

Section 1: Feminine or neuter pronouns shall be substituted for those of masculine form and the plural shall be substituted for the singular number in any place wherein the context may require such substitution or substitutions.

### **ARTICLE XVII – EFFECTIVE DATE**

Section 1: This constitution shall come into force and take effect in accordance with applicable law. All Executive Committee members shall continue to act as if elected or appointed under the above provisions.

Approved by the Executive Committee on June 16, 1992.

Amended and approved by members at the Annual General Meeting on February 21, 1993.