



Westwood Old Girls  
Association

**THE CONSTITUTION OF THE  
WESTWOOD OLD GIRLS  
ASSOCIATION**

Amended March 2023

THE CONSTITUTION OF THE WESTWOOD OLD GIRLS ASSOCIATION

**ARRANGEMENT OF SECTIONS**

SECTION ONE - ARTICLES

**ARTICLE I**

*General Provisions*

1. Interpretation
2. Ratification
3. Validity
4. Amendments

**ARTICLE II**

*The Association*

5. Establishment of the Association
6. Name and Registered Office
  
7. Aims and Objectives of the Association
8. Colours
9. Notices
10. Dissolution

**ARTICLE III**

*Management - The Executive Committee*

11. General Responsibility of the Executive Committee
12. Members of the Executive Committee
13. Duties of the Executive Committee
14. Term of service on Executive Committee
15. Validity of Acts of the Executive Committee
16. Vacancy of any position on the Executive Committee
17. Appointment of Member to fill vacancy
18. Remuneration of members of the Executive Committee

**ARTICLE IV**

*Membership*

19. Eligibility for Membership
20. Minimum Membership
21. Dues payable by members
22. Honorary Membership

23. Proposal for honorary membership to first be made to members of the Association
24. Resignation from membership

#### **ARTICLE V**

##### ***Election Provisions***

25. Duration of the tenure of the President
26. Nominations
27. Voting
28. Procedure where there is a tie in votes
29. Failure to elect a member to a post on the Executive Committee
30. Handing Over
31. Inability to contest or hold more than one Executive Committee post at a time
32. Election times

#### **ARTICLE VI**

##### ***Meetings and Notices***

33. Annual General Meeting
34. Notice of and quorum for Annual General Meeting
35. Quarterly General Meetings and quorum
36. Special General Meetings
37. Executive Meetings
38. Failure to give sufficient notice of meeting
39. Quorum
40. Voting
41. Power of Executive Committee on decision taken at Annual General Meeting
42. Motions

#### **ARTICLE VII**

##### ***Financial Provisions***

43. Westwood Old Girls Association Fund
44. Signatures when dealing with funds of the Association
45. Monies to be deposited in a Savings Account
46. Officers empowered to sign on Savings Account
47. Auditing of Accounts

#### **ARTICLE VIII**

##### ***Discipline and Appeals***

48. Inquiry into conduct of member
49. Decision
50. Appeal from decision

**ARTICLE IX**  
*Content of Bye-Laws*

- 51. Creation of bye-laws
- 52. Amendment of bye-laws

**ARTICLE X**  
*Property of the Association*

- 53. Vesting of property of the Association

**SECTION - TWO BYE LAWS**

- Bye Law 1     Annual Membership Fee
- Bye Law 2     Executive Committee
- Bye Law 3     Elections
- Bye Law 4     Amendments

# SECTION ONE – ARTICLES

## ARTICLE I: GENERAL PROVISIONS

### 1. Interpretation

In this constitution:-

“Association” means the Westwood Old Girls Association as established by Article II (5) of this Constitution

“Annual General Meeting” yearly meeting held by the Association in addition to any other meetings of the Association held during the year.

“General Meeting” meeting of the Association to be held at least four times per year

“Special General Meeting” meeting convened by the President or the Secretary at the direction of the Executive Committee to discuss a particular item of the Association’s business which needs to be addressed between the Annual General Meeting and the next General Meeting.

“Simple Majority” means fifty-one percent (51%) of the members of the Association, who are present and voting.

“Quorum” the minimum number of Members required to be present for any meeting of the Association or its Executive.

### 2. Ratification

The Constitution document is an update of the most recent version that was formally accepted, dated April 2014

New content, as the need arises, shall be presented for acceptance by the members of the Association, at a general meeting.

### 3. Validity

This Constitution shall become binding immediately after it has been accepted by the members of the Association

### 4. Amendments

No alterations or additions shall be made in or to this Constitution, unless supported by a majority of those members present and voting at a General Meeting.

## ARTICLE II - THE ASSOCIATION

### 5. Establishment of the Association

(a) The Westwood Old Girls Association was established in February 1929.

(b) The Association was Incorporated under the Companies Act, as a non-profit limited company on the 11<sup>th</sup> of February 2015

(c) The Association was registered for tax exempt status under the Charities Act 2013, on the 19<sup>th</sup> of March 2020

- (d) Where there is a conflict between the provisions herein and those contained in any of the Acts specified, the provisions of the Act shall supersede this Constitution.
- (e) The Association shall comprise of all alumnae who have registered and paid any dues associated with membership. In order to carry out its objectives and reach a wide number of alumnae the Association shall have different chapters.
- (f) The Association may by special resolution at an Annual General Meeting or a Special General Meeting sanction the formation of other chapters of the Association and at that time determine the name of that chapter.  
There currently exists a Western Cluster which has a liaison officer.
- (g) The provisions of this Constitution shall apply to all local chapters of the Association.

#### 6. Name and Registered Office

- (a) The name of the Association shall be the Westwood Old Girls Association, herein referred to as “The Association”.
- (b) Addresses  
The registered street address of the Association is Westwood High School, Stewart Town, Trelawny, Jamaica  
The registered mailing address of the Association is Constant Spring, PO Box 426, St Andrew [PO Box 426. Kgn 8]

#### 7. The Aims and Objectives of the Association shall be to:

- (a) Provide continued support to the growth and development and well-being of Westwood High School.
- (b) Establish linkages and areas of co-operation with the Board of Management of the School, the Parent Teachers Association, Chapters of the Association and other sectors of the Westwood Community having aims similar to the Association.
- (c) Promote goodwill, camaraderie and confidence among its members and all other Chapters, this through cooperation, fellowship and transparency in its operations.
- (d) Achieve all of the above through the conception, implementation and careful supervision of social, fund raising and other projects in a manner that does not violate the creed of Westwood High School.

Each of these objectives shall be considered separately and may not be dependent on each other.

#### 8. Colours

The colours of the Association are the colours of the school.

#### 9. Notices

Notices required to be given under this Constitution shall be deemed to have been sufficiently given if placed in any daily newspaper in Jamaica or if sent by electronic mail or facsimile transmission to members.

#### 10. Dissolution

The Association may be dissolved in accordance with the provisions of the Companies Act and the Charities Act 2013. Where the Association is so dissolved, any finances or assets existing at the time of the dissolution shall be donated to the Westwood High School.

### **ARTICLE III – MANAGEMENT (THE EXECUTIVE)**

11. The management body of The Association shall hereafter be referred to as the “Executive Committee” and shall constitute the executive authority of The Association. The Executive Committee shall be responsible for discharging all functions save for those expressly exercisable by the general membership at a Special or Annual General Meeting. The Executive Committee shall have overall responsibility and administrative powers as may be necessary for properly carrying out the aims and objectives of the Association in accordance with this Constitution and its Articles of Incorporation and Registration with the Charities Authority.
  
12. The Executive Committee shall consist of the Members of the Association and shall include the Immediate Past President and eleven (11) other members, seven (7) of whom shall be elected by ballot at the Annual General Meeting and four (4) appointed by the President at the beginning of her term of office. The Liaison Officers of each chapter shall also be appointed to serve on the Executive but these officers shall not form part of the four members to be appointed by the President. The Elected Officers of The Association shall be as follows:
  - (i) President
  - (ii) Vice President
  - (iii) Secretary
  - (iv) Assistant Secretary
  - (v) Treasurer
  - (vi) Assistant Treasurer
  - (vii) Public Relations Officer
  
- 12.1 The Appointed officers of the Association shall be as follows:
  - (viii) Liaison Officers of each local chapter
  - (ix) Fund Raising Manager
  - (x) Mentorship Coordinator
  - (xi) Social Media Manager
  
13. Their duties shall be such as are prescribed by the Bye-Laws.
  
14. All the Executive Committee members will retire from office together at the end of the first Annual General Meeting after they came into office. They may be re-elected.
  
15. The proceedings of the Executive shall not be invalidated by any vacancy in the Executive, any failure to appoint a member of the Executive or any defect in the appointment or qualification of a member of the Executive.
  
16. Vacancies after an Annual General Meeting:
  - (a) The Executive Committee must declare vacant the seat of any member of the Executive Committee by virtue of their:

- (i) Resignation
- (ii) Death

(b) The Executive Committee must advise the earliest General Meeting of the need to declare vacant, the seat of any member of the Executive Committee by virtue of their:

- i. Failure to attend three (3) consecutive scheduled Executive meetings without a satisfactory reason accepted by the board members for absence
- ii. Dereliction of duty or abuse of position in contravention of the guidelines outlined in the Association's constitution.

17. If the Executive Committee loses a member for any reason, it may appoint another member of the Association to fill the vacancy

18. The Executive Committee shall not receive remuneration but shall be reimbursed expenses properly incurred by them in connection with the business of the Association subject to the approval of three other elected officers of the Executive Committee.

#### **ARTICLE IV – MEMBERSHIP**

19. Membership shall be open to all alumnae of Westwood High School who have completed at least one year's schooling at the institution, and to Honorary Members.

20. There shall be kept for the purposes of this provision, a register of all members of the Association. The register shall at the end of each Annual General Meeting be edited to remove from said register any member whose membership has ceased since the date of the last Annual General Meeting and to reflect the name of any person who since the last Annual General Meeting became a member of the Association.

21. Every Member shall pay as dues the sum prescribed in the bye-laws. Non-payment of dues shall not result in the member's membership in the association being revoked.

22. The Executive may invite to be an Honorary Member any person who in their opinion has rendered outstanding service to the Association or is interested in the objectives of the Association. An Honorary Member shall:

- i. Not pay any dues but shall be entitled to all the privileges and benefits of membership.
- ii. Not be qualified to be an officer or member of the Executive or to vote as a member
- iii. Not claim any share of the Association upon its dissolution.

23. Proposal of a person for honorary membership must first be made to the Membership of the Association and shall be made by way of ordinary resolution at an Annual General Meeting and notice thereof shall be included in the agenda for such Annual General Meeting. Should more than



two members disapprove, the proposal shall not be entertained.

24. Any member may give notice to the Secretary of their intention to resign from the Association's membership. Such resignation shall take effect within 14 days after being received by the Secretary. The members of the Association shall be informed of the resignation of the member at the next Annual General Meeting of the Association.

#### **ARTICLE V – ELECTION PROVISIONS**

25. There shall be a general election every year.
26. The President may hold the same office for three (3) consecutive years, which may be extended for another two (2) years, after which she must stand down in respect of that office for a period of at least one (1) year. In the event that a new President cannot be found, the Vice President shall assume the office of the President.
27. Nomination of candidates shall be proposed and seconded only by members in good standing and the consent of Nominee shall first be obtained before voting commences. In the event that only one member is nominated for a post, then that member's consent must first be obtained before a declaration is made acknowledging them as the new elect for the post.
28. Voting shall be by secret ballot or by any other method agreed by the members. Voting may be physical or on-line or combination of both. Voting may be by proxy.
29. Where there is a tie in votes between nominees for the same office, a run-off election shall follow. If the tie is not broken by the run-off election, then a flip of a coin shall be used as the tie breaker.
30. At the end of the elections if all the posts are not filled then the new executive shall hold a Special General Meeting, within sixty (60) days after the Annual General Meeting, for the purpose of electing officers to fill the posts.
31. The newly elected officers shall take office at the close of the Annual General Meeting. The Handing Over by outgoing members is expected to be completed by the first scheduled Executive Meeting of the new administrative term, or within a month, whichever allows for practical timing and smooth transition.
32. No person may hold more than one post on the Executive at the same time.

#### **ARTICLE VI – MEETINGS AND NOTICES**

The Association shall carry out the conduct of its business through the following meetings which may be physical, virtual of hybrid of both formats:

33. **Annual General Meeting** shall be held by March 31, each year for the following purposes:
- (i) Receiving and confirming the minutes of the previous Annual General Meeting
  - (ii) Deciding on any resolution which may be duly submitted to the meeting.
  - (iii) Receiving the report of the year under review from the President
  - (iv) Receiving the audited annual financial report
  - (v) Appointing or confirming and auditor
  - (vi) Conducting elections for the Executive members
34. The Secretary must notify the members of the Association at least twenty-one (21) days before the meeting.
35. There shall be at least four (4) **General Meetings** per year. The Secretary shall keep a full record of proceedings at every General Meeting of the Association.
36. A **Special General Meeting** may be called by the President or the Secretary on the direction of the President or the Executive Committee. Notice of the meeting and the matters to be discussed must be served at least twenty-one (21) days before the meeting. No matter shall be dealt with at a Special General Meeting other than those set out in the notice convening the meeting.
37. **Executive Meetings** shall be held a minimum of once every month and as often in between as determined to be necessary by the Executive Committee. If the President and Vice Presidents are absent, the attending members of the Executive Committee will choose one member to be Chair of the meeting before any other business is done. Five members of the Executive Committee must be present to form a quorum. The Secretary shall give at least seven (7) clear days' notice to each member of the Executive Committee in order to summon an Executive Meeting. The President may direct the Secretary to call a meeting of the Executive at any time she deems it necessary and three days' notice to members shall be given.
38. Where a meeting of the Association is called by a shorter notice than specified herein, shall be deemed to have been duly called if it is so agreed by in the case of an Annual General Meeting all the members present at the meeting and entitled to vote and in the case of any other meeting by a majority of the members.
39. The quorum of any general meeting shall be ten (10), not including honorary members of the Association.
40. Except as otherwise specifically prescribed, every matter at Annual General Meetings, General Meetings, Special General Meetings, Executive Meetings, Sub-Committee Meetings and any other Association Meetings will be decided by a simple majority. The Secretary will keep minutes, in books kept for the purpose, of all meetings.
41. The Executive Committee shall not rescind any decision taken by the Annual General Meeting, except when it pertains to Article III -16 9 (a) of this constitution, with regards to resignation of

persons elected or appointed at the Annual General Meeting.

42. Motions shall be determined by the majority on a show of hands of the members, unless otherwise determined by the majority. Where a motion is not seconded it shall be deemed to have been rejected by the members present at the meeting at which it is moved.
- 42.1 Any member who intends at any Annual General Meeting to move a motion to rescind any resolution passed at a previous Annual General Meeting shall so inform the Secretary at least seven (7) days prior to such meeting and the Secretary shall cause the motion to be placed on the Agenda and circulated to the members before the start of such meeting.
- 42.2 A decision to rescind a resolution under paragraph 39 shall require at a simple majority of those members present and entitled to vote.

### **ARTICLE VII – FINANCIAL PROVISIONS**

43. There shall be the Westwood Old Girls Association Fund.
- (i) The fund is to be managed by the Executive Committee, and in particular the Treasurer.
  - (ii) The Fund shall be devoted to the maintenance of the Association and the carrying out of its objectives and will at all material times be under the control of the Executive Committee and managed by the Treasurer.
44. Signatures to cheques, invoices or other orders for the payment of money, notes or other evidence of indebtedness issued, accepted or endorsed in the name of the Association shall be with the expressed knowledge and agreement of the Executive Committee.
45. All dues and any other funds received on behalf of the Association shall be deposited to the credit of the Association in an Account held in the name of the Association at a financial institution directed by the Executive Committee. Once put into the Association's account, dues shall be non-refundable. Any dues or other funds received by any chapter of the Association shall be deposited to an Account designated specifically for that chapter.
46. Any dealings with the Association's account shall be made over the signature of any two of the following persons: The President, The Secretary, The Treasurer, and any other appointed signatories.
47. The Executive Committee shall follow standard accounting practices with regard to keeping the Association's accounting records, preparing the Association's annual statements of account, auditing or independent examination of the Association's statements of account, and disclosing the Association's statements of account to each Annual General Meeting.
- (i) The Executive Committee shall make the accounting records including all books and statements of accounts available for inspection by members upon reasonable notice.
  - (ii) An auditor who is not a member of the Executive Committee shall be appointed by the Annual General Meeting and shall audit all the accounts of the Association prior to the

Annual General Meeting in each year.

- (iii) The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association as set forth in this constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

#### **ARTICLE VIII – DISCIPLINE AND APPEALS**

- 48. If any member shall be guilty of any unbecoming or improper conduct, in relation to the activities of or executed on behalf the Association, the Executive Committee may, if it thinks fit on the written report of at least one (1) member of the Executive Committee, or at least three (3) members of the Association, conduct a full inquiry. The findings of this inquiry should be presented to a general meeting.
- 49. If the member is adjudged, by a general meeting, or a special committee established to review the findings of an inquiry, the member concerned may be removed from the register of members subject to a vote.
- 50. Appeals from decisions of the Executive Committee may be made to a Special General. The decisions of General Meetings on matters referred by the Executive Committee, shall be final for any given matter.

#### **ARTICLE IX – CONTENT OF BYE-LAWS**

- 51. The Association shall make Bye-Laws on the recommendation of the Executive Committee. Bye-Laws shall be passed or revoked at an Annual General Meeting or a Special General Meeting and shall be passed by a simple majority vote of members present and entitled to vote. All Bye-Laws shall come into operation when made and, until revoked, shall be binding on all members.
- 52. Bye-Laws made under the provision of this Constitution may be amended at the Annual General Meeting of the Association provided notice of such amendment or amendments and the nature thereof has been given to the members of the Association at least twenty-one (21) days prior to the date of the meeting

#### **ARTICLE X – PROPERTY OF THE ASSOCIATION**

- 53. The property of the Association shall be vested in the Executive Committee for the time being who shall be responsible for the safe keeping thereof.

## SECTION TWO – BYE LAWS

### BYE-LAW # 1: ANNUAL MEMBERSHIP FEE

- 1.1 The annual membership fee payable by each member shall be Three Thousand Dollars(\$3,000.00), JMD. A special rate of One Thousand Five Hundred Dollars (\$1,500.00), JMD is applicable to past students attending educational institutions or senior citizens, 60 years and older. The membership fee may be increased by ordinary resolution at any meeting of the Association. Such resolution will require a simplemajority in order to be passed.
- 1.2 The fee shall become payable at each Annual General Meeting. Members failing to pay the fee within ninety (90) days of it becoming due will be deemed not in good standing.
- 1.3 The Treasurer is required to send out notice of overdue subscriptions to members who have not paid within the specified time.

### BYE-LAW # 2: EXECUTIVE COMMITTEE

- 2.1 The President shall preside at meetings of the Executive Committee and the Association. The President shall:
  - i. Have power to fill any vacancies on any committee and to appoint acting officers where qualified members do not stand for election;
  - ii. Supervise the Association’s affairs and activities and make reports thereon to the membership at the Annual General and General Meetings, or any other meetings that may be called from time to time.
  - iii. Be the Association’s representative on the school board or may nominate, with the approval of the membership, a member to serve in her place.
- 2.2 In the absence of the President, the Vice President shall assume the duties, responsibilities and authority of the office. She shall assist the President in managing the affairs of the Association and perform other such official duties as assigned by the Executive Committee and shall chair at least one Sub-Committee.
- 2.3 The Secretary shall record the minutes of the Executive Committee, and General Meetings and shall perform such other record-keeping and ancillary functions as outlined by the Executive Committee. The Secretary shall also be responsible for organizing all special and general meetings as directed by the Executive Committee. Receive copies of the reports of the activities of all Committees, including all Special Committees, be responsible for all official correspondence and have oversight responsibility for the rules and regulations of the Association and reporting to the Executive body.

- 2.4 In the absence of the Secretary, the Assistant Secretary shall assume the duties, responsibilities and authority of the office and provide administrative assistance to the Secretary.
- 2.5 The Treasurer shall keep full and accurate records of all receipts and disbursements in books belonging to the Association. The Treasurer shall:
- i. Deposit all monies and cheques in the name of and to the credit of the Association in such depositories as may be designated by the Executive Committee.
  - ii. Upon request by the Executive Committee prepare a written report of all transactions and the financial condition of the Association.
  - iii. Issue notice of dues payable and be responsible for the collection thereof.
  - iv. Maintain all the accounts of the Association and report at all regular Executive Committee meetings on the status of all accounts.
  - v. Disburse funds solely at the direction of the Executive Committee and on the approved protocols consistent with the Accounting Policies Procedures set out.
  - vi. Prepare a balance sheet and financial report for presentation at the Annual General Meeting.
  - vii. Be responsible for the management of all assets and property of the Association as directed by the Executive Committee.
- 2.6 In the absence of the Treasurer, the Assistant Treasurer shall assume the duties, responsibilities and authority of the office and provide assistance to the Treasurer.
- 2.7 The Public Relations Officer shall advise the Executive Committee on plans to promote and publicize the activities of the Association and shall prepare promotional materials and arrange pressreleases in support of specific activities pursued by the Association or on any other issue deemed relevant and approved by the Executive Committee.
- 2.8 Where there are chapters of the Association there shall be a liaison officer of the chapter who shall be appointed to serve on the Executive Committee of the Association and who shall be responsible for advancing the interest of the chapter which they represent.
- 2.9 The Immediate Past President shall perform such duties and provide such advice from time to time as requested by the President or Executive.
- 2.10 All officers of the Executive Committee shall keep a permanent record of their work and on demitting office shall hand over their records to the successors in office.
- 2.11 The co-ordination of input from members shall be the responsibility of the Executive.
- 2.12 The Executive Committee may delegate any of its powers to Committees consisting of members of their body or other persons as they think fit. Any Committee so formed shall in the exercise of the powers so delegated, conform to any directions given by the Executive Committee and unless

otherwise directed by the Executive Committee, such Committees may co-opt other persons.

- 2.13 Any member of the Executive Committee who is planning to go on a protracted leave of absence shall inform the Association in writing (through its Secretary,) of this plan, particularly if this leave of absence will adversely affect the work of that member, and impact the performance of the committee.

### **BYE-LAW #3: ELECTION**

- 3.1 A Director of Elections shall be appointed by the Executive Committee and reported in notices of the meeting, to preside over the election of officers at the Annual General Meeting.

### **BYE-LAW #4: AMENDMENTS**

- 4.1 An amendment to the constitution may be proposed by any member and shall be in writing and shall reach the Secretary at least fourteen (14) days prior to the date of the Annual General Meeting.
- 4.2 There shall be a review of the Constitution every five years from the date of the last review. However, where it is deemed necessary, a review may be held prior to that time.
- 4.3 Bye-Laws may be amended at a Special General Meeting by a majority vote of the members present and entitled to vote.
- 4.4 An amendment to the Bye-Laws may be proposed by any member and shall be in writing and shall reach the Secretary at least fourteen (14) days prior to the date Special General Meeting.