Caribbean Vulnerable Communities Coalition
REVISED CONSTITUTION AND BY-LAW
2nd July 2016

Approved at a Board Meeting on 2nd July 2016
Kingston
Jamaica
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CONSTITUTION

1. NAME
The name of the Coalition shall be the Caribbean Vulnerable Communities Coalition, abbreviated as CVC.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions
In this Constitution and By-Law and all other by-laws, unless the context otherwise specifies or requires:

a) “Act” means the Companies Act Cap……. of Jamaica, 2004 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the by-laws of the Coalition to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

b) “by-laws” means any by-law of the Coalition from time to time in force;

c) “Board” means the Board of Directors of the Coalition;

d) “Coalition” means the Caribbean Vulnerable Communities Coalition;

e) “Majority” shall be defined as a simple majority of greater than 50% of votes cast by the eligible voters present;

f) “region” wherever mentioned, refers to those countries and territories in the socio-cultural Caribbean where Dutch, English, French, Spanish and the various indigenous and Caribbean creole languages are spoken;

gh) “Vulnerabilised Populations” refers to:

Populations subject to hostile stereotyping and discrimination who, because they live in a context marked by little or no social protection systems, are unable to challenge their status; or whose attainment of the highest standards of health and well-being is constrained by the fundamental character of the economic, social, cultural, legal and political systems within which they live. These populations include sex workers, people who use drugs, prisoners, gay, bisexuals, other men who have sex with men, lesbians, transgender, mobile populations, youth at risk, orphans and other children made vulnerable by HIV and AIDS, among others. Age, gender,
socio-economic status and language differences exacerbate the vulnerabilities of these groups.

2.2 Interpretation
   a) All terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
   b) The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons, and the word “individual” means a natural person.

3. OBJECTIVES
   The objectives, business or pursuits of this Coalition, and for which it is formed under the Laws of Jamaica are to:

   3.1 Reduce the spread of HIV among vulnerabilised populations in the Caribbean;
   3.2 Advocate to national and regional governments, regional and international inter-governmental organisations and national, regional and international civil society organisations on human rights for all, including for vulnerablised members of society;
   3.3 Collect formative data and support research with and on behalf of these populations;
   3.4 Create new knowledge about issues impacting vulnerabilised populations;
   3.5 Exchange information on issues and initiatives pertaining to human rights knowledge development, capacity building, and universal access to HIV and other sexual and reproductive health services for vulnerabilised populations;
   3.6 Encourage and guide national and regional interventions to reduce vulnerability;
   3.7 Monitor policy and legislation relating to the development of programmes for vulnerabilised populations at the national and regional levels;
   3.8 Support the implementation of programmes at national and regional levels for vulnerabilised populations and influence others to intervene where necessary;
   3.9 Encourage and support the development of organisations of vulnerablised communities and organisations working with them; and
   3.10 Support capacity development for organisations working with vulnerabilised populations to deliver services to them.

BY-LAWS

4. MEMBERSHIP

4.1 Classes of Membership

4.1.1 Institutional Member
   Any not-for-profit organization, association or institution which supports the mission and objectives of the Coalition by providing direct services to one or more of the vulnerabilised populations supported by the Coalition which has applied for and been accepted into Membership by the Board.
4.1.1.1 Application by a not-for-profit organization, association or institution can be made to the Executive Director of the Coalition upon such form as the Directors shall from time to time prescribe, together with a copy of the applicant's constitution or by-laws, a copy of proof of registration or recognition as a not-for-profit or charitable organization in its own country or territory together with an activity report for the past year.

4.1.2 Individual Member
Any person who supports the mission and objectives of the Coalition and who has applied for and been accepted into Membership by the Board.
4.1.1.2 Application by an individual shall be made to the Executive Director of the Coalition upon such form as the Directors shall from time to time prescribe and shall be supported by such evidence as may be required.

4.1.3 Honorary Member
Any person or not-for-profit organization, association or institution that is appointed by the Board because of exemplary service to the Coalition, or as otherwise determined by the Board. Such Members shall have the full rights and privileges of Membership of the Coalition. This honour may be proposed by any Member of the Coalition in writing to the Board, which will consider the appointment.

4.1.4 Partners
Any organization, association, or institution that supports the mission and objectives of the Coalition but cannot or does not wish to join as an Institutional or Individual Member may be an Associate Member. Associate Members can participate in the Coalition activities, including Committees struck by the Board with the exception of the Executive Board. Associate Members cannot nominate Members to the Board, stand for office, or vote.

4.1.5 Rights and Privileges of Membership
Full Membership rights and privileges shall be accorded to Institutional, Individual, and Honorary Members in good standing. Such Membership conveys the right to: 1) attend all activities of the Coalition, except where prohibited by law; 2) attend, speak and vote at all Membership meetings of the Coalition, except where otherwise provided; 3) nominate to and stand for office of the Coalition or its Committees.

4.1.6 No Monetary Gain to Members
The Coalition shall be operated without purpose of monetary gain to any of its Members, and any surplus of the Coalition shall be used solely for the purposes of the Coalition and the attainment of its objectives.

4.1.7 Term of Membership
The term of Membership shall be for a period of one year, renewable at the time of the Annual General Meeting if the Member is in good standing.

4.1.8 Members in Good Standing
Members who have abided by the mission and values of the Coalition, have maintained
contact with the Coalition in its work programme, and have complied with its policies as may from time to time be required, shall be considered Members in good standing.

4.1.9 Change of Contact Information

It is the duty of Members to notify the Coalition, in writing, of any change of contact information or change of affiliation.

4.1.10 Termination of Membership

Membership is terminated where:

a) the Member dies or, in the case of a Member that is an incorporated body, the company is dissolved;

b) a Member fails to maintain any qualifications for Membership described in these by-laws;

c) the Member's term of Membership expires;

d) the Coalition is liquidated or dissolved under the appropriate incorporating Act.

Any Member may withdraw from Membership at any time by written notice to the Coalition. Such withdrawal shall become effective upon its receipt by the Coalition. Members not in good standing for a period of three (3) months or more shall be deemed to have withdrawn their Membership from the Coalition.

4.1.11 Discipline of Members

The Board shall have authority to suspend or revoke the Membership of any Member for any one or more of the following grounds:

a) carrying out any conduct which may be detrimental to the Coalition as determined by the Board in its sole discretion; or

b) violating any provision of the articles, by-laws or written policies of the Coalition.

In the event that the Board determines that a Member should be expelled or have his Membership revoked, ten (10) days’ notice of such proposed action must be given and the Member shall be afforded reasonable opportunity to be heard in person, in writing or through representation. In the event that no submissions are received, one of the Co-Chairs or such other officer as may be designated by the Board shall notify the Member that the Member has been suspended or that Membership in CVC has been revoked. If submissions are received, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. A two-thirds (2/3) majority of the Board is required for approval to revoke the Membership.

4.2. MEETINGS OF MEMBERS

4.2.1 Annual General Meeting

The Annual General Meeting of the Members shall be held following the end of the financial year on a date and at a location in the Caribbean set by the Board. The Annual General Meeting of the Members shall be held not later than fifteen (15) months after the last annual meeting and in any event not later than six (6) months after the end of the preceding financial year.
4.2.2 Function of Annual General Meeting:
The Annual General Meeting shall, inter alia:
   a) Receive reports from the Executive Director on policy and programmes;
   b) Receive and approve the annual financial report and audited financial statements of the Coalition; and
   c) Conduct the election of the Board of Directors of the Coalition by secret ballot.

4.2.3 Appointment and Removal of Auditors
   a) At each Annual General Meeting, the Members of the Coalition shall appoint an Independent Public Auditor to hold office until the close of the next Annual General Meeting and, if any appointment is not so made, the Auditor in office shall continue in office until a successor is appointed. The Board may fill any vacancy in the office of Auditor provided such appointment is ratified by the Membership at the next Annual General Meeting.
   b) The Members of the Coalition may, by resolution passed by a majority of at least two-thirds (2/3) of the votes cast at a Special Meeting duly called for the purpose, remove any Auditor of the Coalition before the expiration of the term of office and shall by a majority of the votes cast at that meeting appoint another Auditor in the position for the remainder of the term.

4.2.4 Notice of Meeting
   Written notice of the meeting shall be communicated to the Members in writing, electronic or telephonic means at least six (6) weeks prior to the meeting. If the Annual General Meeting cannot be held on the designated day or at the designated location, the Executive Board may determine a suitable date and/or location at least two weeks (2) prior to the rescheduled meeting.

4.2.2.1 If a meeting of Members is adjourned for less than 31 days, it is not necessary to provide notice of the adjourned meeting. If a meeting of Members is adjourned for more than 31 days, then notice of the adjournment shall be given to the Members.

4.2.5 Quorum for Member’s Meetings
   A quorum for the transaction of business at any meeting of Members shall consist of no fewer than 7 of the Members present in person, each being either a Member entitled to vote thereat, or a duly appointed proxy holder or representative of a Member so entitled. If a quorum is present at the opening of any meeting of the Members, the Members present or represented may proceed with the business of the meeting notwithstanding the fact that a quorum may not be present throughout the meeting.

4.2.6 Chair of Member’s Meetings
   When both Co-Chairs are absent, the Members who are present and entitled to vote shall choose another Director as chairperson of the meeting; but if no Director is present or all the Directors present decline to take the chair, those present and entitled to vote shall choose one of their number to be chairperson.
4.2.7 Voting at Member’ Meetings

a) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and, if the Articles so provide, in the case of an equality of votes, the chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may otherwise be entitled.

b) At every meeting at which he is entitled to vote, every Member, proxy holder or individual authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every Member, proxy holder or individual authorized to represent a Member shall, subject to the Articles, have one vote.

c) At any meeting unless a ballot is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

4.2.8 Voting by Proxy

Votes at meetings of Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the Directors or governing body of that body or association to represent it at meetings of Members of the Coalition.

a) A proxy shall be executed by the Member or his attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.

b) Proxy holders may be any voting Member in good standing.

c) Proxy mail ballots shall not be used where Jamaican law requires a meeting.

d) A proxy may be in the following form:

The undersigned Member of CVC hereby appoints of, ....... or failing him, ..... of ....... as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the Members of the said Coalition to be held on the... day of ...... 20 ...... and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was present at the said meeting or such adjournment or adjournments thereof.

DATED: This ...... day of ......, 2016

.........................................................

Signature of Member

4.2.9 Participation by electronic means

Any Member participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Coalition has made available for that purpose. Provided that the telephonic, electronic or other communication facility permits all participants to communicate adequately with each other during the meeting and that the identification of the all participants can be verified.

4.2.10 Adjournment of Member’s Meetings

Any meeting of the Members may, for lack of quorum or other cause agreed upon by a
majority of voting Members present, be adjourned to some definite place and time, with a requirement of two (2) weeks’ notice to Members. Provided that at such adjourned meeting the Members present shall constitute a quorum.

4.2. 11 Special Meetings

Special Meetings of the Members may be called at any time by the Board, or by correspondence to the Board signed by at least two thirds (2/3) of the Members, upon at least ten (10) days’ notice to the Members. The notice must state the purpose for such Special Meeting with sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.

5. BOARD OF DIRECTORS

5.1 Composition and Functions of Directors

5.1.1 Composition

a) The Board of Directors shall consist of a minimum of seven (7) and a maximum of thirteen (13) Directors. Should an Executive Director be appointed, he shall be a non-voting ex-officio Member of the Board. One (1) position is reserved for a person living with HIV, and others are designated for time to time for people representing vulnerabilised populations.

b) The Coalition shall strongly encourage qualified people living with, HIV, trans persons, women and youth over 18 years old to run for election to the Board. Through its work, the Board shall seek to recruit such persons as potential Members. In addition, the Coalition shall strongly encourage persons from all four major language groups of the Caribbean to run for election to ensure regional representation on the Board, as well as representation from AIDS service organizations and development organizations.

5.1.2 Term of Office for Directors

Directors shall be elected for a two-year term of office commencing with their election at an Annual General Meeting. The terms of office of the Directors shall be staggered with fifty percent of the Directors (or as nearly as possible to 50%) being elected at each Annual General Meeting.

5.1.3 Duties of the Board

The Board shall be the governing body of the Coalition. It shall administer the affairs of the Coalition and have the power to enter into contracts in accordance with the objectives of the Coalition’s Constitution. The Board shall manage the affairs and financial matters of the Coalition taking into consideration the recommendations of the Executive Board and the Membership.

5.1.4 Qualifications

Only Institutional, Individual or Honorary Members in good standing may serve as a
Director of the Coalition.

5.1.5 *Election of Directors*

Directors shall be elected by the Membership at the Annual General Meeting in accordance with clause 5.1.2 herein.

5.1.5.1 *Returning Officer*

No later than two (2) months prior to the Annual General Meeting, the Board shall appoint a Returning Officer, who is not a Member of the Board, responsible for the election of the incoming Board.

5.1.5.2 *Nomination Procedures*

The Returning Officer shall invite by post or electronic means the nomination of Members for the incoming Board no later than six (6) weeks prior to the Annual General Meeting. Nominations shall be received by the Returning Officer no later than four (4) weeks prior to the Annual General Meeting, and must be seconded by two other Members.

5.1.5.3 *Calling for Election*

All elections for Directors, shall be decided by a majority vote, when there are more candidates than available positions. If the number of nominations is fewer than or equal to the maximum number of positions on the Board, those positions shall be declared to be filled by the nominees at the Annual General Meeting. If the number of nominations exceeds the number of positions on the Board, the Returning Officer shall arrange a vote for the positions on the Board.

5.1.5.4 *Announcement of Election Results*

The Returning Officer shall declare the composition of the incoming Board at the Annual General Meeting.

5.1.6 *Voting by the Board*

a) Voting by Directors and Officers

Each Officer and Director shall have one (1) vote at meetings of the Board. Officers and Directors are not permitted to grant proxy votes for meetings of the Board.

b) Votes for Motions

Motions tabled at Board meetings shall be decided by a majority of votes cast, unless otherwise required by this By-Law or the statutes governing the Coalition.

c) At meetings of the Board, a vote shall be taken by secret ballot if requested by any Board Member.

d) In lieu of a Board Meeting, written resolutions signed by all Directors shall have the same force and effect as if they were adopted at a regular meeting of the Board.

5.1.7 *Delegation of Powers*

a) The Board shall have the power to delegate authority for specific matters to any of its established Committees, or to any Officer of the Coalition.

b) However, no Committees, including the Executive Board, or any Officer of the Coalition to whom power has been delegated, has the authority to:
(1) submit to the Members any question or matter requiring the approval of Members;
(2) fill a vacancy among the Directors or in the office of Independent Public Auditor or appoint additional Directors;
(3) issue debt obligations except as authorized by the Directors;
(4) approve any financial statements;
(5) adopt, amend or repeal by-laws; or
(6) establish contributions to be made, or dues to be paid, by Members.

5.1.8 Removal

a) Any Director may be removed by a vote of a two-thirds (2/3) majority of the Members at a meeting of Members convened according to this By-law if the Director’s activity brings discredit to the Coalition or if the Director’s conduct is detrimental to the Coalition or in any other case, where there is cause to remove the Director. The Director whose removal is at issue must be afforded an opportunity to be heard in person, in writing or by a representative.
b) A Director who has not, without good reason as determined by the Board, attended two (2) consecutive Board meetings shall be considered to have resigned. A Director who has been incommunicado for a period of three months shall also be considered to have resigned.

5.1.9 Vacancy

a) A vacancy created by the removal of a Director may be filled at the meeting at which the Director is removed from office.
b) If the vacancy is not filled by the meeting, it may be filled by the Directors.
c) A Director elected or appointed pursuant to paragraph a) or b) herein holds office for the unexpired term of his predecessor

5.1.10 Vacating Office

The office of a Director of the Company shall be vacated -

(i) if by notice in writing he resigns his office;
(ii) if he ceases to be a Member of the Coalition;
(iii) if he does not attend two consecutive meetings of the Directors, unless the Directors otherwise determine;
(iv) if he is removed from office in accordance with paragraph 4.1.11;
(v) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
(vi) if he is found to be suffering from a medically diagnosed physical or mental disorder which impedes his ability to perform his duties as a Director;
(vii) if he is convicted of any criminal offence involving fraud or dishonesty.

5.1.11 Remuneration

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that he or she may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A
Director shall not be prohibited from receiving compensation for services provided to the Coalition in another capacity.

5.2. MEETINGS OF THE BOARD OF DIRECTORS

5.2.1 Notice
Meetings of the Board shall be held at least two times per year and at such time and place as may be decided by the Board, and by telephonic or electronic means. At least fourteen (14) days written notice of such meetings shall be given to each Board Member. Such notice shall include time, mode and agenda of the meeting. This requirement may be waived by the unanimous consent of all the Members of the Board.

5.2.2 Quorum
At a meeting of the Board, a quorum shall consist of a majority of the total number of voting Members of the Board. In the event of a meeting not attaining a quorum, it is open to the Board to adopt the minutes and resolutions of that meeting at the next regular Board meeting.

5.2.3 Electronic participation
A Director may, if all the Directors consent, participate in a meeting of Directors or of any committee of the Directors by means of such telephone or other communication facilities as permits identification and verification of the Director and allows all persons participating in the meeting to hear one another. A Director participating in such a meeting by such means is deemed to be present at that meeting.

Any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote by means of any telephonic, electronic or other communication facility that the Coalition has made available for that purpose. Provided that the telephonic, electronic or other communication facility permits all participants to communicate adequately with one another during the meeting and that the identification of the all participants can be verified.

5.2.4 Voting
Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

5.2.5 Resolution in lieu of meeting
Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or any committee of the Directors is as valid as if it had been passed at a meeting of the Directors or any committee of the Directors.

5.2.6 Attendance by Coalition Members
Meetings of the Board may be attended by any Member in good standing, provided the Member submits a written request two (2) weeks prior to the meeting. This request is
subject to any contrary decision of the Board, made in good faith, at the commencement of the meeting or at any time during the meeting.

6. OFFICERS

6.1 Composition and Functions of Officers

6.1.1 Officers of the Coalition

The Board Officers of the Coalition shall be: two Co-Chairs who shall be Board Members, one Secretary and one Treasurer who may be Board Members or ordinary Members of the Coalition. These Officers shall constitute the voting Members of the Executive Board as specified in Section 8.1.

6.1.2 Co-Chairs

a) There shall be two Co-Chair positions which shall be filled by Board Members with expertise on at least two populations with whom the Coalition works.

6.1.3 Duties of Co-Chairs

a) The Co-Chairs shall be the principal Executive Officers of the Coalition and shall preside at all meetings of the Members, of the Board, and of the Executive Board (or can delegate this function to any Member of the Board); shall call such meetings as are herein directed to be called by the President; and shall report at the Annual General Meeting on the status and activities of the Coalition.

b) One Co-Chair, with the Treasurer or any other Officer of the Coalition authorized by the Board, may sign any instruments which the Board or Executive Board has authorized to be executed.

6.1.4 Secretary and duties of the Secretary

The Secretary shall ensure that the following tasks are undertaken: maintaining the Membership list; conducting necessary correspondence with the Membership; and, filing all reports and documents as required by law. The Secretary shall also ensure the keeping of minutes from all Board and Members’ meetings. The Corporate Seal of the Coalition shall remain in the custody of the Secretary.

6.1.5 Treasurer and duties of the Treasurer

The Treasurer shall ensure: maintenance of full and accurate accounts of all receipts and disbursements of the Coalition in proper books of account; disbursement of funds under the direction of the Board; and the provision of financial reports to the Board at its regular meetings (or as required) and to meetings of the Members.

6.1.6 Election of Officers

Officers shall be elected or selected by the Board from amongst the elected Directors at a meeting of the Board to be held within thirty (30) days following the Annual General Meeting.
6.1.7 Eligibility and Term of Office for Officers
The term of office for the Co-Chairs shall be 3 years, with eligibility for reappointment. The terms of office of the Secretary and the Treasurer shall be one year.

6.1.8 Removal
a) Any Officer, upon thirty (30) days written notice sent by mail to such Officer, may be removed by a two-thirds (2/3) majority vote of the Members of the Board if in their judgment, such Officer, either by illness or neglect, lack of interest, or other cause, shall not have adequately attended to the duties of the office held. Such Officer must be afforded reasonable opportunity to be heard in person, in writing or by a representative.

b) Any Officer who has not, without good reason as determined by the Board, attended two (2) consecutive meetings of the Executive Board shall be considered to have resigned. A Director who has been incommunicado for a period of three months shall also be considered to have resigned.

7. EXECUTIVE DIRECTOR
The Directors may from time to time appoint an Executive Director and may delegate to him full authority to manage and direct the business and affairs of the Coalition (except such matters and duties by law must be transacted or performed by the Directors or by the Members in general meeting) and to employ and discharge agents and employees of the Coalition or may delegate to him or her any lesser power. He or she shall conform to all lawful orders given to him or her by the Directors of the Coalition. He or she shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Coalition.

8. COMMITTEES
8.1 Executive Board
8.1.1 Composition of Executive Board
There shall be an Executive Board consisting of the Co-Chairs, the Secretary and the Treasurer who shall constitute the voting Members of this committee. Should an Executive Director be appointed she or he shall be an ex-officio Member in a non-voting capacity.

8.1.2 Functions of Executive Board
The Executive Board shall conduct the general business of the Coalition, formulate and/or review draft policies, and make recommendations to the Board. Substantive decisions of the Executive Board must be ratified by the Board.

8.1.3 Meetings of Executive Board
Meetings of the Executive Board shall be held at such time and place as may be decided by the Executive Board Members, provided that forty-eight (48) hours written notice shall be given, other than by mail, to each Member of the Executive Board. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
8.1.4 **Quorum for Meetings of Executive Board**
Three (3) voting Members of the Executive Board, one of which must be a Co-Chair shall constitute a quorum.

8.2 **Other Committees**
In addition to the Executive Board, the Board of Directors may appoint any other Committees in accordance with Sections 8.2.1, 8.2.2, 8.2.3, 8.2.4, 8.2.5, 8.2.6, 8.2.7, and 8.2.8.

8.2.1 **Standing Committees**
Standing Committees of the Coalition may be established by the Board. The terms of reference must be in accordance with Section 8.2.3 and be adopted by the Board. All Standing Committees of the Coalition shall be chaired by a Member of the Board and the Executive Director shall be a non-voting ex-officio Member of all Standing Committees.

8.2.2 **Ad Hoc Committees**
Ad Hoc Committees may be established from time to time by the Board. If terms of reference are not included in the motion to establish an Ad Hoc Committee, the Committee shall prepare its own terms of reference and submit these to the Board for approval.

8.2.3 **Terms of Reference for all Committees**
Terms of reference for all Committees may include the following:

a) the status of the committee (standing or ad hoc)
b) the overall purpose;
c) any specific directives defining goals and tasks;
d) the composition (chair, secretary and Membership, including any staff)
e) the preferred time and method for reporting;
f) if necessary, a budget for expenses;
g) definition of voting Membership;

AND, in the case of Standing Committees, may additionally include:

h) the term of office for the chair and whether successive terms are permitted;
i) the method for the admission of new Members;
j) the method for the election of the chair.

8.2.4 **Convening Meetings**
Meetings of Committees shall be called by the chair. If no chair is designated, the person whose name appears first of the list of Members shall convene the first meeting, and the Committee shall then elect its own chair.

8.2.5 **Quorum**
A quorum for all Committees shall be a majority of eligible voting Members.

8.2.6 **Votes for Motions**
All motions at Meetings of Members shall be decided by a majority of votes cast, unless otherwise required by this By-law or the statutes governing the Coalition.
8.2.7 Serve Until Replaced
All Members of Committees shall continue to hold office until their elected successors assume office, unless they resign or are removed from office pursuant to clause 4.1.11.

8.2.8 Resignation
Any Committee Member may voluntarily resign from his or her office for any reason by submitting a letter of resignation to one of the Co-Chairs of the Coalition.

9. BUSINESS OF THE COALITION

9.1 Head Office
The head office of the Coalition shall be at such place in the Caribbean as the Board may from time to time determine by resolution.

9.2 Fiscal Year
The fiscal year of the Coalition shall be from January 1 – December 31 unless otherwise determined by the Board.

9.3 Property
a) All property of every nature and kind both real and personal, moveable and immoveable (including, but not limited to: cash, debentures, bonds, stocks or other securities), and every estate or interest therein coming into the custody of the Coalition arising from any source (including but not limited to: grant revenues, donations whether arising from fund-raising campaigns or otherwise, legacies, gifts and other testamentary gifts) shall be subject to the control of the Board to be utilized in such manner as is most desirable and necessary for the carrying out of the objects of the Coalition, except where any such property is subject to a trust, encumbrance or restrictive condition.

b) When any such property, its use or its disposition is subject to a trust, encumbrance or other restrictive condition, the terms of which are unacceptable to the Board, acceptance thereof may be refused by the Board. Any property of the Coalition acquired by gift, whether testamentary or otherwise, may be retained in the form in which it was received, whether or not it is in the form of an investment authorized by Clause 9.6 for such reasonable time as the Board may deem advisable until the Board determines an appropriate opportunity for its disposition.

9.4 Utilization and Distribution of Property
The Board may from time to time by resolution establish policies governing the utilization and distribution of property referred to in clauses 9.3 and 9.6 (but subject to any trust, condition or encumbrance attaching thereto) coming into the custody of the Coalition.

9.5 Legal Representation and Procedures
The Board alone has the power to commit the Coalition to take legal proceedings in a Court of law or before an administrative tribunal. A Co-Chair, or any other Director, Officer
or representative appointed by the Board, has the power to appear on behalf of the Coalition and answer in any legal proceedings taken by or against the Coalition and in so doing shall act according to the law in the best interests of the Coalition.

9.6 Investments
Subject to Clauses 9.3 and 9.4, funds not immediately required for the operations of the Coalition shall be invested only in securities authorized by law for trustees, or securities in which Caribbean life insurance companies may invest pursuant to the Caribbean Insurance Companies Act.

9.7 Interest of Directors in Contracts
a) An Officer or Director, his or her immediate family, domestic partners and business partners shall all prima facie be disqualified from contracting with the Coalition, and any contract or arrangement entered into, by or on behalf of the Coalition with any such person is liable to be annulled.

b) However, subject to the rules concerning declaration of interest set out in Clause 9.8, the Board may, at its discretion, decide to contract with an Officer or Director provided that the contract is incurred in the normal course of the Coalition's business and is not for an inordinate sum of money or consideration. Any such contract must be offered to the Coalition at the lowest competitive price for equivalent quality in the marketplace (after a call for submissions and a receipt of tenders when such preliminary steps are deemed appropriate by the Board).

9.8 Declaration of Interest
It shall be the duty of every Officer or Director of the Coalition who is in any way, whether directly or indirectly, interested in a contract or monetary arrangement or proposed contract or proposed monetary arrangement with the Coalition to fully declare to the Board such interest and to abstain from the debate concerning the contract or monetary arrangement and to refrain from voting in respect of same.

10. AMENDMENTS OF BY-LAWS
a) This By-law may be altered or amended at any properly convened meeting of the Members, whether Annual General Meeting or Special Meeting, by an affirmative vote of two-thirds (2/3) of all Members present and in good standing. Proxy votes shall be accepted as established in clause 4.2.8.

b) Written notice of intention to amend the By-laws must be given to the Members not less than thirty (30) days prior to such meeting.

c) Where an amendment or repeal of existing By-laws is intended, no repeal or amendment shall be enforced or acted upon until it has received the approval of the Board of Directors. No such approval shall be sought without the prior approval of the Members.

11. APPLICATION OF BY-LAWS
Inasmuch as possible, the By-laws shall apply to all Members since the inception of the Coalition.
12. **DISSOLUTION OF THE COALITION**

Should the Coalition decide to dissolve, all remaining assets will be distributed to one or more registered charitable organizations in the Caribbean dealing with HIV and AIDS or international development.