2019

ASSOCIATION OF FEMALE EXECUTIVES OF TRINIDAD AND TOBAGO

CONSTITUTION

An outline of the fundamental principles and established precedents by which the Association is governed.

Revised and Accepted
31 October 2019

ASSOCIATION OF FEMALE EXEUCUTIVES OF TRINIDAD AND TOBAGO

CONSTITUTION

(Revised at October 31, 2019)

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1. NAME

1.1. The name of the Association shall be ASSOCIATION OF FEMALE EXECUTIVES OF TRINIDAD & TOBAGO (hereinafter referred to as AFETT).

2. VISION

2.1. To continue to be the leading network for professional women in Trinidad & Tobago.

3. MISSION

3.1.

- To build a community of women who support each other in becoming more effective in the business world.
- To develop and implement programmes to promote the enrichment, growth and advancement of our members.
- To be advocates for change in the business environment.
- To provide mentoring opportunities for women entering or re-entering the work force.
- To offer a forum for the exchange of ideas and resources.

4. INTERPRETATION

4.1. “Director/s” means any person appointed as a member of the Board of AFETT, whether interim or otherwise.

4.2. Board” means the Board of Directors.

4.3. Member/s” means any person who is accepted as a member of AFETT.

4.4. The Board shall be the sole authority for the interpretation or application of the Constitution and the decision of the Board on any question thereon or upon any matter affecting AFETT and not provided for therein shall be final and conclusive.

5. OBJECTIVES OF AFETT

5.1. To foster among the members of AFETT mutual awareness of one another as exemplary female professionals in their respective fields.

5.2. To promote and provide for the enhancement of the quality of the work done by all members and related industries through development of and adherence to a code of ethics.

5.3. To ensure the maintenance of a positive image of AFETT by communicating and meeting with relevant media, other associations and interested persons or parties.

5.4. To afford members the means of social intercourse, mutual helpfulness, personal development and professional networking.

5.5. To raise funds for the benefit of AFETT and deserving causes as necessary and agreed by the Directors.

6. CODE OF PRACTICE

6.1. As a member of AFETT I pledge myself to:

- Maintain the highest standards of professional and personal conduct, and avoid conflicts or the perception of conflicts between personal and official responsibilities;
- Treat and encourage others to treat all persons with whom I do business, fairly, with respect and dignity, and offer equal opportunity to all individuals without regard to race, gender, sexual orientation, ethnicity, religion or disability;
- Work with business partners, customers and employees to create relationships that are mutually beneficial;
- Observe the laws and regulations pertaining to the business of my profession, employer, and the Republic of Trinidad and Tobago

- Maintain the confidentiality of information I possess about the company, employees, customers or business partners;
- Decline to accept favours or gifts that are intended to gain favour or influence;
- Strive for professional improvement;
- Support the goals and objectives of AFETT

7. BOARD OF DIRECTORS

7.1. Composition of the Board:

1) President
2) President Elect
3) Secretary
4) Director of Finance
5) Director of Communications & Public Relations
6) Director of Membership
7) Director of Research and Public Advocacy
8) Director of Fundraising / Special Events
9) Director of Programmes
10) Director of Social Outreach

*** The immediate Past President will not serve on the Board; however she shall serve in an advisory capacity in accordance with the needs of the current Board at the time and as determined by the sitting President. She may be invited to join and participate in Board Meetings but has no voting rights.

7.2. Responsibilities

The Board shall be entrusted with the fiduciary and management responsibility for the affairs of AFETT. The Board shall sustain a strong vision and strategy for the Association, develop and implement policies, and assure accountability, organizational effectiveness and member value. The Board must present their budget and strategic plan for the year to the general membership at the start of their term and must update the membership on progress at the end of each quarter.

7.3. Power and Authority of Directors

All Directors have equal responsibility for the affairs of the Association. They may be appointed to serve as liaison to national and international strategic fora, serve on standing committees and/or any other adjunct bodies, and receive assignments from the President.

7.4. Term of Office – President and President Elect

The President shall serve a two (2) year term. Any extension of this term must be approved by a two-thirds (2/3) majority vote by the Board and subject to the approval of the membership.

The President Elect shall serve a one 1-year term, the second year of the two-year term of the President. Any extension of this term must be approved by a two-thirds (2/3) majority vote by the Board.

The President Elect shall automatically serve as President in the subsequent term. However, should the President serve for more than one term, the President Elect has the option of not serving an additional term. A new President Elect shall be chosen.

7.5. Term of Office - All Directors
Directors shall hold office for a maximum of two (2) years. All Directors shall be eligible for re-election at the end of their term of office but cannot serve more than three (3) consecutive terms. Any extension of terms must be approved by a two-thirds (2/3) majority vote by the Board and subject to the approval of the membership.

7.6. Extensions
Extensions shall be granted in exceptional circumstances, wherein an exceptional circumstance shall include, but not be limited to:

I. no other nominations and
II. continuation of a specific project or initiative

An extension shall be for no more than one (1) year. All extensions shall be communicated to the membership prior to the EGM in the Notice of Nominations.

7.7. Break in Service
At least two (2) years must elapse before a Director who has completed the maximum term of service can be re-elected to the Board.

7.8. Compensation
Directors shall not receive any compensation for their services to the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation thereof.

7.9. Eligibility and Selection of Board
The Board shall be elected from amongst the financial members of AFETT. Nominees must have been financial members of AFETT for at least six months and must be contributing members with proven committee participation supported by a recommendation by the committee Director.

The criteria for selection of Board members is fully outlined in the association's Standard Operating Procedures document.
Any member of the Board who ceases to be financial shall not continue in office. Any financial member can nominate another financial member to serve on the Board, but the current Executive must review and approve all nominations to ensure eligibility. Members must be formally invited to nominate members to serve on the Board at least two (2) weeks prior to elections and the nominee's consent must be given to serve.
Should a position remain unfilled after nomination and selection at the Annual General Meeting, the Board can select an appropriate member who may be financial for less than six months.

7.10. Duties and Authorities - The President
The President shall be responsible for managing the Association in line with the approved Strategy and direction. This will include, but is not limited to, coordinating all aspects of the Board and overseeing the growth of the network.

7.11. Duties and Authorities - The President Elect
The President Elect is a Learning Role as the incumbent is preparing for their term as President. The President Elect will work closely with the President to understand the strategic objectives of AFETT, operation of committees and management of the Board. The

President Elect can be called on to handle special projects or responsibilities as required, including Elections.

7.12. Duties and Authorities – The Secretary

The Secretary shall maintain a register of all members and shall keep minutes of all meetings of the Board and all meetings of the Association. The Secretary shall be responsible for organizing and ensuring the proper record keeping of all Board and Special Meetings; archiving the Association 's records and materials (including photographs); and ensuring that the Association complies with Trinidad and Tobago legislation and statutory requirements, the Association's Constitution and Standard Operating Procedures. The secretary is also responsible for coordinating and overseeing proceedings of both the EGM and AGM.

7.13. Duties and Authorities - The Director of Finance

The Director of Finance shall advise the Board on fiscal responsibility and maintain the Association's finances and financial reports in accordance with accepted corporate and accounting practices and fiduciary law. Financial reports should be presented to the Board on a monthly basis. The Director shall make recommendations to the Board on investment and donation opportunities.

7.14. Duties and Authorities - The Director of Communications & Public Relations

The Director of Communications & Public Relations shall be responsible for preserving the image, reputation and presence of the Association, in relevant external and internal forums.

7.15. Duties and Authorities - The Director of Membership

The Director of Membership shall at all times endeavour to offer members the best possible value for their membership. This will include but not be limited to maintaining current and relevant membership listings, analysing member demographics to ensure that the Association is as professionally diverse as possible and soliciting feedback to measure whether member expectations are being met.

7.16. Duties and Authorities - The Director of Research and Public Advocacy

The Director of Research and Public Advocacy hall keep the membership up to date on relevant issues and current events, formulate public statements on behalf of the Association, and coordinate any research activities undertaken by or on behalf of the Association.

7.17. Duties and Authorities - The Director of Fundraising

The Director of Fundraising will be responsible for marketing, fundraising and building relationships with corporate sponsors, in line with the strategic objectives of AFETT.

7.18. Duties and Authorities - The Director of Programmes

The Director of Programmes shall have responsibility for members' professional development. This will include, but not be limited to, coordination of the Association's membership meetings and seminars.

7.19. Duties and Authorities – The Director of Social Outreach
The Director of Social Outreach shall have the responsibility for planning, managing and motivating persons on all Social Outreach programmes, including but not limited to the REACH Mentorship Programme.

7.20. Duties and Authorities – The Immediate Past President
The Immediate Past President shall serve solely in a continuation and advisory capacity. This Director has no voting rights.

7.21. Vacancy
A vacancy in the office of President shall be filled by the President Elect for the remainder of the term, followed by their full term as President.

The Board shall declare a vacancy and that a Director has vacated office where:-

- The Director, in the absence of leave granted, has failed to attend three (3) consecutive meetings;
- The Director has become non-financial;
- The Director has resigned;
- The Director ceases to be a member of AFETT.

7.22. Removal
The Board may remove any Director who is unwilling or unable to carry out the responsibilities of office, but only at an Extraordinary Board meeting called for that purpose, upon a written request for same by any two (2) Directors. The request for the meeting shall state that the purpose, or one of the purposes, of the meeting is the proposed removal of the Director, and the meeting shall be convened within two (2) weeks of the date of the request. The removal of a Director shall be effective only by an affirmative vote of two-thirds (2/3) majority of the Board.

7.23. Sub Committees
The Board may, from time to time, appoint sub-committees with such powers and duties as they deem fit.

7.24. Regular Board Meetings
The Executive shall meet at least once in every calendar month. Six(6) members shall form a quorum. The President, and in her absence the President Elect, and in the absence of the President and the President Elect some other member of the Executive selected by those present, shall be the Chairperson of the meeting. In the case of an equality of votes, the Chairperson shall have a second or casting vote. Minutes of the proceedings of the Board shall be duly kept and signed by the Chairperson when adopted.

7.25. Special Meetings
Upon receipt of a request signed by any two members of the Executive requesting a special meeting of the Executive and stating the nature of the business, the President or President Elect shall forthwith convene such a meeting, giving not less than ten (10) working days' notice to members of the Executive.

7.26. Voting
In the event of a stalemate vote among the Board, the President has the casting vote.

8. ELECTIONS

8.1. Elections will be held three (3) months prior to the established end of the Board term of office, at a special meeting of the membership held for that purpose.
8.2. The new Board will act as an understudy to the current Board for three (3) months before taking office, preparing their plans and budgets for the upcoming year, but having no power to undertake or implement decisions on behalf of AFETT until the official end of term of office of the current Board.
8.3. With the exception of the President, all Director positions may be filled by election at a General Meeting.
8.4. The election shall be by ballot where applicable.
8.5. In the event of a tie, another vote shall be called.
8.6. Results of the election shall be announced by the President within five (5) days of the election.

9. MEMBERSHIP

9.1. Membership shall be diverse in occupation and profession and show commitment to the success of AFETT through participation at meetings and on active committees.
9.2. AFETT expects that all members participate in/support at least one of the Association's signature events inclusive of Suit Me Up, Women of Influence, REACH Mentoring Programme.
9.3. The Board of Directors shall give the final approval of AFETT's rules and regulations.
9.4. The Membership application process, as outlined in AFETT's Standard Operating Procedures, shall apply.
9.5. Procedures for members to air grievances or complaints as well as have inter-member issues mediated is outlined in AFETT's Standard Operating Procedures document and shall apply.

9.6. Retention and Responsibilities

Each member's participation will be reviewed by the Board on an annual basis. To retain membership status, each member shall be required to:

- Attend regular meetings: The minimum required number is 50% (inclusive of monthly and committee meetings and special events);
- Participate actively on at least one committee;
- Contribute professionally to AFETT;
- Comply with AFETT's Constitution, standing rules and all applicable policies, procedures and guidelines;
- Pay all just debts and financial obligations to AFETT and to AFETT members promptly.

9.7. Provisional Membership

A Provisional Member is an applicant who has already been approved for membership by the Board but is still to attend the requisite number of meetings.

Provisional Member status is achieved when all of the under mentioned have been concluded:

i. An application has been submitted and screened by the Membership Director.
ii. The application it is approved by the Board (once it meets criteria for membership).

iii. The applicant is invoiced and pays membership fees.

Approval by the Board of Directors will not be confirmed until membership fees are paid. Once the Board approves the application, the provisional member must attend two meetings for her status to change to a member; this can take the form of a monthly meeting, committee meeting or an event. She will not enjoy all the benefits of a full member until such time.

Note – If a provisional member pays her initial membership and administrative fees within the last quarter of the calendar year and also is confirmed as a full member, she will not be invoiced again for the subsequent year, but her dues will be rolled over to the next year.

9.8. Full Membership
In order to be eligible for Full Membership, the applicant must be a working female citizen or permanent resident of Trinidad and Tobago. The applicant must meet at least one (1) of the following criteria:

i. University Degree (e.g. BA, B Sc, MBA, M Sc, LLB) plus at least five (5) years' experience at middle or senior management level.
ii. Specialist Qualification (e.g. ACCA) plus at least five (5) years' experience at middle or senior management level.
iii. At least five (5) years relevant experience in her field and fall in one of the following categories:
    - Professional in a specialist field e.g. Lawyer, Doctor, Engineer
    - Designer, Artist
    - Middle Manager
    - Senior Manager
    - Business Owner /Operator / Entrepreneur – self-employed for no less than two (2) years
iv. Deemed by the AFETT Board of Directors to possess one or more of the following characteristics:
    - Opinion Leader
    - Respected by the community for achievement in excellence in any area e.g. - sports, music, art, drama, culture
    - Any other qualities deemed appropriate by the Board

9.9. Associate Membership
Eligibility

For working female professionals / executives who are not citizens or residents of Trinidad and Tobago but visit occasionally or are working here temporarily and wish to network with AFETT members and attend AFETT events.

Regulations / Restrictions
- Dues should be the same as Full Membership dues
- Are not entitled to vote or hold office
- Should not account for more than 10% of the total membership
- Cannot hold the status of Associate Member for more than three (3) years
- Applicants must justify why they are eligible for this membership status

The applicant must meet at least one of the following criteria:

1) University Degree e.g. BA, B Sc, MBA, M Sc, LLB plus at least five (5) years' experience at middle or senior management level
2) Specialist Qualification e.g. ACCA plus at least five (5) years' experience at middle or senior management level
3) At least five (5) years relevant experience in her field and fall in one of the following categories:
   - Professional in a specialist field e.g. Lawyer, Doctor, Engineer
   - Designer, Artist
   - Middle Manager
   - Senior Manager
   - Business Owner /Operator / Entrepreneur – self-employed for no less than two (2) years
4) Deemed by the AFETT Board of Directors to possess one or more of the following characteristics:
   - Opinion Leader
   - Respected by the community for achievement in excellence in any area
   - Any other qualities deemed appropriate by the Board

Associate Membership entitles a member to:

- Receive "Take Note"
- Access the Membership database and receive the membership directory
- Attend all AFETT activities including but not limited to monthly and committee meetings
- Any other privileges deemed appropriate by the Board

9.10. Honorary Membership

Honorary Membership

This will be limited to two (2) professional women each year, and the general membership shall be invited to nominate outstanding executive females who are role models for working women in the region. The membership is for a lifetime, and largely ceremonial, although we may call on them to endorse AFETT activities.

Honorary Members shall not have the right to vote or hold office in the Association.
Honorary Membership entitles the member to:-

- Receive "Take Note"
- Receive an AFETT pin
- Attend any AFETT monthly meetings at no charge
- Any other privileges and rights deemed appropriate by the Board of Directors

9.11. Student Membership

Applicable only to students who have received the Women's Development Fund bursary through the UWI St Augustine.

This membership is to motivate and mentor students who will be joining the world of work but are still in training.

Eligibility for membership are as follows:

- Part-time employed and
- Final year of completing their University degree e.g. BA, B Sc, MBA, M Sc, LLB or Specialist qualification e.g. ACCA

Regulations / Restrictions

- Dues are 50% of Full Membership dues
- Are not entitled to vote or hold office
- Should not account for more than 10% of the total membership
- Cannot hold the status of Student Membership for more than two (2) years and or if they become employed full time "or start and operate a business or cease to be a student".

9.12. Cessation of Membership

A member shall cease to be a member if:-

a) She gives to the President, President Elect or Membership Director written notice of resignation of her membership;
b) She fails to pay her annual subscription by the end of March of the same year. (However, the member, at the discretion of the Board and upon payment of all arrears, be readmitted to membership.
c) Having committed any act or having been guilty of any conduct or behaviour rendering unfit to be a member of AFETT, the Board resolves by a majority of not less than two thirds to remove her from membership. This is provided that before passing any such resolution, the Board shall call upon her for an explanation of her conduct and she shall be given an opportunity to defend her actions.

Upon cessation of membership, a member of AFETT shall forfeit all right to or claim upon AFETT and its property and funds.

AFETT's Code of Conduct which is included in the association's Standard Operating Procedures document shall guide and inform decisions made about expulsion of members.

9.13. Leave of Absence

A leave of absence may not last more than one (1) year. The member taking a leave of absence is still obligated to pay her AFETT annual dues.

The member is entitled to all AFETT membership privileges during the leave of absence, with the exception of voting or holding office.

The leave of absence shall be stated in writing to the Board, with a specified time.

At the end of the leave of absence, the member is required to return to full time 'active' membership. If their situation precludes this, their membership will be terminated, and they may re-apply in the future.

9.14. Voting

For the purpose of voting, only members who are financial shall be entitled to one (1) vote each, exercisable by the designated member or by approved proxy in their absence.

9.15. Nomination of Members

Any person who meets the criteria may make an application to become a member of AFETT. The application shall be submitted to the Membership Committee. Final approval for membership applications rests with the Board. Upon the acceptance of her application, the new member shall be so notified and shall be required to pay membership dues. Upon

payment of dues she will be furnished with a copy of the Constitution as well as other pertinent new member information.

9.16. Membership Register

The Membership Committee shall keep a register of all members, including provisional and applicants.

9.17. Member Responsibilities

Members shall:-

- Pay all just debts and financial obligations to AFETT
- Observe the highest ethical standards
- Comply with the bylaws and all standing rules
- Actively participate on at least one (1) Committee

10. STANDING COMMITTEES

10.1. Limits on Committee Powers

No committee shall have the authority No committee shall have the authority of the Board to amend, alter or repeal the Constitution or Standard Procedures of AFETT; elect, appoint or remove any Director or paid staff (if appropriate); adopt a plan or merger or a plan of consolidation with another entity; or amend, alter or repeal any resolution of the Board. All standing and ad hoc committees are to report promptly to the Board and only take such actions as are specifically designated by this Constitution or in the resolution establishing the committee and setting forth its duties and responsibilities. No member of any committee or other body shall speak on behalf of AFETT unless authorised to do so by the Board.

10.2. The Association shall maintain the following Standing Committees:

1. Communications / Public Relations Committee led by The Director of Communications
2. Programmes led by The Director of Programmes
3. Fundraising/Special Events led by The Director of Fundraising/Special Events
4. Finance led by The Director of Finance
5. Membership led by The Director of Membership
6. Research and Public Advocacy led by The Director of Research and Public Advocacy
7. Social Outreach led by the Director of Social Outreach

10.3. Details of the roles and responsibilities of the Standing Committees are fully outlined in AFETT's Standard Operating Procedures document.

11. ANNUAL GENERAL MEETINGS

11.1. The Annual General Meeting of AFETT shall be held in the month of June, for the following purposes:

(1) To confirm the Minutes of the previous Annual General Meeting and any Extraordinary General Meeting;
(2) To receive from the Board a report for the preceding year;
(3) To present audited financial statements for the preceding financial year. Members are to receive soft copies of said financial statements two (2) weeks prior to the Annual General Meeting;
(4) At the AGM, the Board duly elected in March assumes office
(5) To appoint auditors for the ensuing term;

(6) To deal with any other business.

11.2. Notice of Business

Any member desirous of moving any resolution at an Annual General Meeting shall give notice thereof in writing to the Secretary not less than fourteen (14) days before such meeting.

11.3. Proceedings of Annual General Meetings

At all Annual General Meetings of AFETT, the President, and in her absence the President Elect, and in the absence of both the President and President Elect, a designated member selected by those members present, shall be the Chairperson of the meeting. Only financial designated members shall be entitled to vote and in the case of an equality of votes, there shall be a re-vote until a majority is declared.

11.4. Convening Annual General Meetings

At least fourteen (14) days before the Annual General Meeting or any Extraordinary General Meeting, a notice of such meeting and of the business to be transacted thereat shall be sent to every financial member.

Notice shall be made by any one of the following methods:

- Email
- Newspaper Advertisement
- Regular post

12. EXTRAORDINARY GENERAL MEETINGS

12.1. The Board may, at any time, call an Extraordinary General Meeting, giving notice of at least fourteen (14) days, and stating the purpose for which the meeting is required.

12.2. Upon the requisition in writing from any ten (10) members stating the purpose for which the meeting is required, the Board shall forthwith call an Extraordinary General Meeting, giving at least fourteen (14) days' notice.

12.3. No business other than that of which notice has been given shall be brought forward at such a meeting except with the unanimous consent of the members present.

13. QUORUM

13.1. The quorum at all Annual or Extraordinary General Meetings shall be 20% of the financial membership. If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting notwithstanding that the quorum is not present thereafter. If a quorum is not present within thirty (30) minutes of the time appointed for a meeting, the meeting shall stand adjourned to the same day two weeks thereafter at the same time and place. At the adjourned meeting the members present, being not less than twenty percent (20%), may after thirty (30) minutes of the appointed time, proceed with the meeting.

14. FINANCE

14.1. Funds

All the funds of AFETT shall be vested in the name of AFETT by the Board, who shall invest them into an account in the name of the Association of Female Executives of Trinidad and Tobago, held with a bank or other Financial Institution.

14.2. Financial Year

The financial year of AFETT shall end on June 30 on which date the accounts of AFETT shall be balanced.

14.3. Entrance Fee and Entrance Membership Subscription

The subscription shall be fixed by AFETT and shall become due on the 1 January of each year for the then current year.

14.4. Appointment of Auditors

At each Annual General Meeting, the Auditors shall be appointed to serve for the ensuing year. The Auditors shall submit to the Secretary an audit of the accounts of AFETT no later than fourteen (14) days before the next General Meeting. If a vacancy occurs in the office of Auditor during the year, it shall be filled by the Board. Appointed Auditor(s) cannot be member(s) of AFETT.

15. AMENDMENT OF CONSTITUTION

15.1. The Constitution may be amended by resolution at any Annual General or Extraordinary General Meeting provided that no such resolution shall be deemed to have passed unless it is carried by a majority of at least two-thirds of the members voting thereon.

16. DISSOLUTION OF AFETT

16.1. AFETT may be dissolved by a resolution passed at an Extraordinary General Meeting called specifically for that purpose. Notwithstanding anything contained herein, and in particular Section 13, the quorum at any such meeting shall not be less than 50% of the membership eligible to attend and vote at the meeting.

16.2. The dissolution shall take effect from the day when the resolution is passed by a majority of three fourths (¾) of the members present and voting. All property and assets whatsoever of AFETT after the discharge of all its debts and liabilities, shall be paid to or distributed amongst such welfare or charitable organizations as the meeting may determine.

16.3. No member should financially benefit from the dissolution of AFETT