

BELIZE

**THE COMPANIES ORDINANCE
(CHAPTER 206)**

**MEMORANDUM OF ASSOCIATION
(Constitution)**

of

NATIONAL GARIFUNA COUNCIL

**A Company with Limited liability and
incorporated in Belize**

1. The name of the Company/Council is National Garifuna Council.
2. The registered office of the Council will be situated in the town of Dangriga, in the Stann Creek District of Belize.
3. The objects for which the Council is established are:
 - (1) To promote interracial harmony among the various ethnic groups, that are found in Belize. It will not be the policy of the Council to encourage and promote contra cultures, but rather will work in promoting the Garifuna sub culture, as part of the Belizean culture.
 - (2) To preserve the Garifuna culture through its language, music, food, dances, crafts, arts and rituals.
 - (3) To promote the economic development of Garifuna communities in Belize, in order to make them productive and self reliant.
 - (4) To seek education and training opportunities for Garinagu, in fields which will serve the specific needs of a Garifuna community.
 - (5) To develop programs which will bring out the diversity and the richness of Garifuna history, culture and art.
 - (6) To motivate Garifuna youth to take active part in the Councils programmes and activities, for the development of leadership skills.
 - (7) To take whatever steps are necessary to encourage the Garinagu to maintain their ownership of lands and to develop these along with existing Carib Reserves.
 - (8) To promote the formation and operation of Council branches, in the various Garifuna communities.
 - (9) To initiate and maintain on going research into Garifuna history in Belize with due recognition to popular leaders, artists and personalities, who have had positive impact, in a community.
 - (10) To promote, organize and enhance nationwide celebration of Garifuna Settlement Day.
 - (11) To integrate Garifuna into the Belizean society, in a spirit of unity, patriotism, national pride and awareness.
 - (12) To maintain contact with Garifuna communities outside of Belize and to cooperate in matters, which will enhance and preserve the heritage of the Garifuna people.
 - (13) To raise funds, by means of donations, grants, loans and special activities.
 - (14) To own, lease, rent, purchase, sell and deal in lands, buildings, machinery, equipment, fertilizer, chemicals and other agricultural implements and supplies necessary or incidental to carry out the objects of the Council.
 - (15) To own, lease, rent, purchase, sell and deal in boats, marine machinery, equipment, and supplies necessary or incidental to carry out the objects of the Council.
 - (16) To invest and deal with the money of the Council in such manner as may from time to time be determined and to pay all costs, charges, and expenses

that may be incurred by the Council, at any time.

- (17) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Council.
- (18) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Council.
- (19) To subscribe or contribute to, or guarantee money for educational, or for any public, general or useful objectives.
- (20) To do all things that are incidental or conducive to the attainment of any of the above mentioned objects, or any of them.

AND IT IS HEREBY DECLARED that the word **ACompany** in this clause, except where used in reference to this Council shall be deemed to include any partnership or other body of persons whether incorporated or not, and whether formed or carrying on business in this country or elsewhere, and that the objects specified in each paragraph of this clause, except paragraph (20), shall be separate and independent objects of the Council and shall not be limited or restricted by reference to the terms of any other paragraph or otherwise.

4. The liability of the members is limited.

We, the several persons whose name and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

Name, Address and Description of Subscribers:

Oscar Ramirez	-	Accountant	12 St. Vincent Street Dangriga Town
Phyllis Cayetano	-	Teacher	492 Isla Road Dangriga Town
E. Roy Cayetano	-	Public Servant	492 Isla Road Dangriga Town
Godsman Ellis	-	Businessman	18 Buena Vista Street San Ignacio, Cayo
Fabian Cayetano	-	Public Servant	297 Sawai Street Dangriga Town
Francis B. Arana Sr.	-	Agriculturist	22-24 Ambergris Avenue Belmopan
S. C. Cayetano J.P.			
Clarine M. Castillo	-	Chairperson	National Garifuna Council Hopkins Branch

Date this 21st day of September 1987

Witness to the above signatures

Augustine Flores J.P.

THE COMPANIES ACT
(Chapter 206)

ARTICLES OF ASSOCIATION
(Bye-Laws)

OF

NATIONAL GARIFUNA COUNCIL

PART 1
GENERAL

ARTICLE 1
Number of Members

Section 1. *The Council, for the purpose of registration, is declared to consist of 100 members.*

Section 2. *The Directors herein after mentioned may, whenever the business of the Council requires it, register an increase of members.*

ARTICLE 2
Register of Members

Section 1. *The Council shall keep a register of its members, wherein shall be entered the following:*

- a. *the name, address, and occupation of each member;*
- b. *the date at which each person becomes a member;*
- c. *the date at which a member ceases to be one.*

ARTICLE 3
Membership & Annual Subscription (Dues)

Section 1. *Any person, who has reached the age of 15 years may become a member on paying an entrance fee and first subscription. The entrance fee shall be such sum as the Directors may from time to time determine.*

Section 2. *The annual subscription shall be determined from time to time by the Directors and in so doing, special provision may be made for honorary members. All annual subscriptions or dues (except the first subscription of a new member as provided by Section 1 of this article) shall be payable on the last day of February in each year.*

Section 3. *There shall be provision for honorary membership. An honorary member shall be one, who is no longer gainfully employed, or does not have a regular source of income to meet the stipulated annual subscription or dues. A branch may either exempt an honorary member from paying the annual subscription or dues or allow such member to pay a fraction only of the stipulated dues.*

ARTICLE 4
The Annual Convention

Section 1. *An annual convention shall be held once in every year, at such time*

(not being more than fifteen months, after the holding of the last preceding one) and place as may be prescribed by the Council in annual convention or, in default, at such time in the month following that in which the anniversary of the Council's incorporation occurs, and at such place as the directors shall appoint. In default of a convention being so held, one shall be held in the month next following, and may be convened by any 25 members in the same manner or as nearly as possible as that in which conventions are to be convened, by the Directors.

Section 2. *The above mentioned convention shall be called ordinary; all others shall be called extraordinary.*

Section 3. *Twenty-five members shall be able to sign a requisition, requesting an extraordinary convention. Such requisition must have the items to be discussed at such a convention and must be deposited with the Secretary; only the items listed on the requisition shall be discussed at such an extraordinary convention.*

Section 4. *On receipt of the requisition, the Directors shall forthwith convene a convention and if they fail to do so within 21 days, from the date of the requisition being so deposited with the secretary, the requisitionists or any other Twenty-five Members may themselves convene a convention. If necessary, they may elect from among themselves a Chairman and a Secretary.*

Section 5. *Any member desirous of moving any resolution at the convention shall give notice thereof in writing to the Secretary not less than four weeks before the date of the convention.*

Section 6. *The Directors shall have the power to call an extraordinary convention.*

Section 7. *At least six week days notice, specifying the place, the day, and the time of the convention and the agenda shall be given to each member; the non-receipt of such a notice by any member shall not invalidate the proceedings at any convention.*

ARTICLE 5 *Proceedings at Convention*

Section 1. *Twenty-five members shall constitute a quorum, for a convention but 1/2 of the existing branches must be represented.*

Section 2. *If there is no quorum at a convention convened on the request of the members, it shall be dissolved; in any other case, it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting, a quorum is not present, it shall be adjourned without a date set.*

Section 3. *The President of the Board of Directors and failing him the Vice President shall be the chairman of any convention.*

Section 4. *At all conventions, the President of the Board of Directors, and in his absence the Vice President of the Board of Directors, and in the absence of both the President and the Vice-President, a member selected by the convention shall take the chair.*

Section 5. *At any convention, unless a poll is demanded by at least three members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.*

Section 6. *If a poll is demanded in the manner described in section 5 above, the same shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting, at which the poll was demanded.*

ARTICLE 6
Business of the Convention

Section 1. *Among the business of an ordinary convention shall be:*

- a. To receive and adopt the report of the Directors*
- b. To receive and adopt the audited financial reports*

ARTICLE 7
Audit & Finance

Section 1. *Auditors shall be appointed and their duties regulated in accordance with sections 111 and 112 of the Companies Act, and for this purpose the said sections shall have effect as if the word "members" was substituted for "shareholders".*

Section 2. *Each branch shall pay annual dues to the National Headquarters. The amount shall be fixed and levied by the Board of Directors after taking into consideration the membership and resources of the respective community.*

Section 3. *The annual dues may be paid in not more than three installments and shall be payable in full not later than 28 February of each year.*

Section 4. *The income and properties of the Council shall be applied solely towards the promotion of the objectives of the Council. No portion of such income or property shall be paid or transferred by way of profit to any member of the Council, provided that consideration by the Council may be given for the payment of remuneration to any officer, member, employee or agent of the Council or the reimbursement of reasonable expenses incurred.*

Section 5. *All funds of the Council shall be deposited in a bank approved by the Directors or Branch Officers. The bank accounts shall be operated by the signatures of the treasurer or any two of the officers from among the President, Secretary and Treasurer. The latter being a must signatory.*

Section 6. *The National Headquarters may from time to time request contributions from the branches for special projects.*

ARTICLE 8
Affiliation

Section 1. *The Council may hold membership in any organization within or outside of Belize whose aims and objectives are not inconsistent with those of the Council.*

ARTICLE 9
Disciplinary Action

Section 1. *A member or a branch which in the opinion of the majority in the Council has acted contrary to the best interest of the Council shall be liable to disciplinary action.*

ARTICLE 10
Amendments to the (Constitution) & Bye-Laws

Section 1. *Amendments to The Constitution shall receive the assent of not less than two thirds of the members present and voting. A resolution on the proposed amendments to the Constitution shall be sent to the Secretary at least thirty days before the meeting at which the resolution is to be presented. At least twenty one days notice in writing of such a meeting shall be given by the secretary and such notice shall include a*

copy of the proposed amendment(s).

ARTICLE 11

Dissolution

Section 1. *The Council may be dissolved at any time by a Resolution passed by no less than a two-third majority of members present and voting at a convention of the Council of which at least twenty one days notice shall have been given and at which all existing branches must be represented. Such a resolution may give instruction for the disposal of any asset held by or in the name of the council provided that any property which remains after the satisfactory settlement of all debts and liabilities shall not be paid or distributed among the members of the Council, but shall be given to or transferred to an institution or organization approved by the Council.*

ARTICLE 12

Notices

Section 1. *A notice of meeting or convention may be delivered to any member either personally, or by post, or made by radio or newspaper announcement.*

Section 2. *Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered, in the ordinary course of post.*

ARTICLE 13

Copies of Constitution & Bye-Laws

Section 1. *Any member shall be entitled to receive a copy of the constitution and bye-laws, on paying a small fee. Such fee shall be determined by the Board of Directors.*

ARTICLE 14

The Corporate Seal

Section 1. *The Council shall have a circular seal on which shall be inscribed its name, in a circle with the word and figures "Incorporated 1988". The impression of the seal may be made and attested by the president, the secretary, a director or such other person, as may be authorized by the Board. The secretary shall be the custodian of the seal.*

ARTICLE 15

Inspection of the Council's Books and Documents

Section 1. *The Board of Directors shall from time to time determine the time and condition when the accounts and other documents of the Council, shall be open to the inspection of the members.*

Section 2. *Any director shall have access to the accounts and the documents of the Council, at all times.*

PART 11

THE NATIONAL HEADQUARTERS

ARTICLE 16

The Board of Directors

Section 1. A Board of Directors which shall consist of 15 but not more than 30 members, shall be referred to as the National Headquarters.

Section 2. Each branch shall have representation, on the National Headquarters.

Section 3. The branches shall nominate their delegates and alternates, to the National Headquarters.

Section 4. The delegates may nominate other prominent citizens to the Board, especially those with needed expertise.

Section 5. The Board shall have a life of two years.

Section 6. One-third of the composition of the Board shall be a quorum for its meeting.

Section 7. The Board shall at meet at least once, in each quarter. At least 14 days' notice specifying the date and the time of the Board meetings and the agenda shall be given to each member of the Board.

Section 8. The president may, with the consent of the meeting, adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Section 9. The Board may invite to its meetings members of the public but although they may partake in the discussion, they shall have no vote.

Section 10. It shall be the duty of the branches to ensure that their delegates and alternates are financial at all times.

ARTICLE 17 Powers of Directors

Section 1. The Board of Directors shall set the overall policies of the Council and may exercise all such powers of the Council as are not by the Companies Act, Chapter 206, or by the bye-laws required to be exercised by the Council at a convention; but no resolution made at a convention shall invalidate any prior act of directors, which would have been valid if that resolution had not been made.

ARTICLE 18 Officers of the Board of Directors

Section 1. At the first meeting of the Board of Directors, the following officers shall be elected:

President
Vice President / Vice Presidents
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer

ARTICLE 19 The President

Section 1. The President and failing him the Vice President shall preside at meetings.

In the event of a tie vote, whomever presides at the meeting will have a second or casting vote.

The President may, at his option, be an ex-officio member of all the committees. He will assist

in coordinating the preparation of annual financial statements and reports. In the absence of the President or Vice president, those present may choose one of their number to chair the meeting.

Section 2. *The Vice-president shall have the duties of the president in the absence or disability of the President, and such other duties that may be assigned to him by the President or the Board of Directors.*

Section 3. *There can be more than one Vice president.*

ARTICLE 20

The Secretary

Section 1. *It shall be the duty of the secretary to record all votes and proceedings of all the meetings, in books kept for that purpose. He shall have the custody of the members' register.*

A permanent record of all papers belonging to the Council shall be kept in books arranged for that purpose.

Section 2. *In the absence of the secretary and the assistant secretary at any meeting, the record of the proceedings shall be kept and authenticated by such person as shall be appointed for that purpose at the meeting.*

Section 3. *It shall be the duty of the secretary to notify the directors/members of all the meetings of the Board/Members, to give notice of all the meetings of members and committees, to keep true records of the proceedings of meetings, and to keep the books of the Council pertaining to his office. He shall present statements thereof when required by the Board/Members.*

Section 4. *The assistant secretary shall have the powers of the secretary in the absence or disability of the secretary, and such other powers and duties as may from time to time be delegated to or imposed on him by the President or the Board/Members.*

ARTICLE 21

The Treasurer

Section 1. *The treasurer shall have the custody of the Council's money, funds, cash assets, and securities. He shall deposit all money and other valuable effects of the Council in its name and to its credit in such savings institutions as may be designated by the Board/Members. He shall keep the book of accounts and therein keep accurate and true accounts of all receipts and disbursements of the Council. He shall disburse the funds and dispose of the Council's valuable effects in his charge only as he may be directed by the president, the Board or the members. He shall take and preserve proper vouchers, for all disbursements and shall from time to time at the annual convention, in membership meetings and at committee meetings and whenever requested render account of his transactions as treasurer, and of the financial condition of the Council.*

Section 2. *The treasurer shall exhibit his books of account to any director or to any member upon application at the office during normal business hours; he shall endorse for collection the bills of exchange, notes, cheques and other negotiable instruments received by the Council; he shall countersign all cheques and other negotiable instruments made by the Council.*

Section 3. *The assistant treasurer shall have the duties of the treasurer, in the absence or disability of the treasurer, and such other duties as may from time to time be*

delegated to or imposed on him by the Board/Members.

ARTICLE 22 Other Officers

Section 1. If the need warrants it, other officers may be appointed by the Board members; their duties will be determined by the Board/members.

ARTICLE 23 Committees

Section 1. The Board of Directors, by a resolution may constitute an Executive Committee, which shall consist of at least five members of the Board of Directors. When the Board is not in session, the Executive Committee may exercise all the powers of the Board. The Board may authorize the Executive Committee to act by the written consent of a majority of the members of the Executive Committee filed with the secretary, without a formal meeting of the committee.

Section 2. The Board/branches shall create standing committees in such areas as economic development, youth development, cultural awareness, historical awareness and whatever area it deems necessary.

PART 111 BRANCHES

ARTICLE 24 Interpretation

Section 1. In as much as these bye-laws are prepared in three parts, there may be provisions in one part that may be applicable to the other part.

Section 2. The Board of Directors shall be the sole authority for the interpretation of these bye-laws; the decision of the Board of Directors upon any question of interpretation or upon any matter affecting the Council and not provided for by these bye-laws shall be final and binding on all members.

ARTICLE 25 Officers of a Branch

Section 1. The officers of a branch shall consist of:

President
Vice President / Vice Presidents
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer

and at least three but not more than nine councillors

Section 2. The Branch Officers may invite any individual to attend its meetings as an observer, consultant or resource person. Such invitee shall have no vote.

Section 3. Any member of the Branch executive who fails to attend three consecutive meetings without reasons satisfactory to the Executive Committee shall be deemed to have vacated his or her post.

Section 4. Any vacancy occurring in the Branch executive shall be filled by the remaining members of the Committee and any person appointed to fill such a vacancy shall hold office until the next annual General Meeting of the Branch and shall be eligible for election at that meeting.

ARTICLE 26
Duties of the Branch President

Section 1. *The Branch President and failing him the Branch Vice President shall preside at meetings. In the event of a tie vote, whomever presides at the meeting will have a second or casting vote. The Branch President may, at his option, be an ex-officio member of all the committees. He will assist in coordinating the preparation of annual financial statements and reports. In the absence of the Branch President or Branch Vice President, those present may choose one of their number to chair the meeting.*

Section 2. *The Branch Vice-president shall have the duties of the president in the absence or disability of the Branch President, and such other duties that may be assigned to him by the Branch President or the Branch.*

Section 3. *There may be more than one Branch Vice President.*

ARTICLE 27
The Duties of the Branch Treasurer

Section 1. *The Branch Treasurer shall have the custody of the Branch's money, funds, cash assets, and securities. He shall deposit all money and other valuable effects of the Branch in its name and to its credit in such savings institutions as may be designated by the Branch. He shall keep the book of accounts and therein keep accurate and true accounts of all receipts and disbursements of the Branch. He shall disburse the funds and dispose of the Branch's valuable effects in his charge only as he may be directed by the president, the Board or the members. He shall take and preserve proper vouchers, for all disbursements and shall from time to time at the annual convention, in membership meetings and at committee meetings and whenever requested render account of his transactions as Branch's Treasurer, and of the financial condition of the Branch.*

Section 2. *The Branch Treasurer shall exhibit his books of account to any director or to any member upon application at the office during normal business hours; he shall endorse for collection the bills of exchange, notes, cheques and other negotiable instruments received by the Branch; he shall countersign all cheques and other negotiable instruments made by the Branch.*

Section 3. *The Assistant Branch Treasurer shall have the duties of the Branch Treasurer, in the absence or disability of the Branch Treasurer and such other duties as may from time to time be delegated to or imposed on him by the Branch.*

Section 4. *In addition, the Branch's Treasurer shall collect dues and maintain the branch dues card.*

Section 5. *The Assistant Branch Treasurer may share some of the work load, with the Branch Treasurer.*

ARTICLE 28
The Duties of the Branch Secretary

Section 1. *It shall be the duty of the Branch Secretary to record all votes and proceedings of all the meetings, in books kept for that purpose. He shall have the custody of the members' register. A permanent record of all papers belonging to the Branch shall be kept in books arranged for that purpose.*

Section 2. *In the absence of the Branch Secretary and the Assistant Branch Secretary at any meeting, the record of the proceedings shall be kept and authenticated by such person as shall be appointed for that purpose at the meeting.*

Section 3. *It shall be the duty of the secretary to notify the Branch Officers and Members of all the meetings of the Branch, to give notice of all the meetings of members and committees, to keep true records of the proceedings of meetings, and to keep the books of the Branch pertaining to his office. He shall present statements thereof when required by the Branch.*

Section 4. *The Assistant Branch Secretary shall have the powers of the Branch Secretary in the absence or disability of the Branch Secretary, and such other powers and duties as may from time to time be delegated to or imposed on him by the President or the Branch.*

Section 5. *The duties of the Branch Secretary and the Assistant Branch Secretary shall be like those duties of Article 2.*

Section 6. *The Branch Secretary shall maintain a register of branch members and shall enter therein all the information required by Article 2.*

ARTICLE 29 Committees

Section 1. *The branches shall have the power to establish standing committees either on a temporary or permanent base.*

ARTICLE 30 Duties of the Branch Officers

Section 1. *Branch Officers shall implement the objectives of the Council in their respective communities; execute the policies of the Council as formulated by the National Headquarters and provide for the administration, management and control of the affairs and property of the Branch.*

ARTICLE 31 Inspection of the Branch's Books and Documents

Section 1. *A branch officer, councillor or director shall have access to the accounts and the documents of a branch, at all times.*

Section 2. *The Branch shall determine the time and conditions under which the accounts and other documents of the Branch shall be open to the inspection of the members.*

Section 3. *Request for inspection of records shall only be entertained from financial members.*

ARTICLE 32 Quorum

Section 1. *One-third of the membership shall comprise a quorum for a membership or committee meeting.*

ARTICLE 33 Meetings

Section 1. *There shall be a membership meeting at least once in every quarter.*

Section 2. *Officers and Committees shall meet at least once in each quarter.*

Section 3. *At least seven days' notice specifying the place, the time and the date of a membership meeting shall be given to each member but in the case of small communities, the notice may be posted in community centers and other communal places.*

Section 4. *In the event that a poll is demanded by at least three members, during a*

Branch Membership Meeting, the procedures in Sections 5 and 6 of Article 5 shall be followed.

Section 5. *If more than six months has transpired since the time that the last membership meeting was held, any seven members may sign a requisition requesting the officers to hold an extraordinary membership meeting. The request must have the agenda on it, and only the items on the agenda shall be discussed.*

Section 6. *On receiving the request, the officers shall forthwith proceed to hold the meeting, if the officers fail to organize such a meeting within 21 days, from when the request was received by the secretary, those that requested the meeting or any other seven members may themselves convene a meeting. They may from among their number elect a chairman and a secretary.*

Section 7. *A meeting requisitioned by the members shall be dissolved, if a quorum is not present.*

ARTICLE 35 **Branch Annual General Meetings**

Section 1. *Each Branch shall hold its Annual General Meeting during the period of April 15 to June 15 of each year.*

Section 2. *Among the business to be transacted at an Annual General Meeting shall be:*

- a. *The election of Branch Officers.*
- b. *The election of delegates and alternates to the National Headquarters, to replace those whose two years' term will be expiring.*
- c. *To receive and adopt the report of the Branch Officers.*
- d. *To transact any other business, that is relevant to an Annual General Meeting*
