



CONSTITUTION AND BY-LAWS

OF

THE WHEELCHAIR FOUNDATION OF

BARBADOS INC.

**CONSTITUTION & BY-LAWS
OF THE
WHEELCHAIR FOUNDATION OF
BARBADOS INC.**

ARTICLE 1

Section 1: NAME OF CORPORATION

The name of the Corporation is **THE WHEELCHAIR FOUNDATION OF BARBADOS INC.** (hereinafter called the Foundation)

ARTICLE 11

Section 2: OBJECTIVES AND PURPOSES

1. The primary objectives and purposes of the Foundation shall include, but shall not be limited to:
2. The provision of wheelchairs and other aids including prostheses to assist in the mobility and functionality of the disabled and needy persons in the Island of Barbados and beyond.
3. Rendering support and advocating, by itself or with other groups of a similar nature or intent, on behalf of persons with disabilities.
4. The Foundation shall be exclusively charitable and shall always remain non- political, non-sectarian and non-partisan.
5. The Foundation shall not discriminate on the basis of race, religion, national origin, ethnicity, color, age, gender, marital status, citizenship or disability.
6. The Foundation may raise funds, secure donations or sponsorship as a means of revenue in order to effect its objectives and purposes.

ARTICLE 111

Section 3: CONSTRUCTION AND INTERPRETATION

1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Laws of Barbados shall apply to and govern the construction of this Constitution and By-Laws.
2. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular.
3. All references to the “Board” are to the Board of Directors.

ARTICLE 1V

THE ADMINISTRATIVE STRUCTURE

Section 4: DIRECTORS

(1) POWERS

- a. **GENERAL CORPORATE POWER** – The Business and affairs of the Foundation shall be managed and all corporate powers shall be exercised by or under the direction of a Board of Directors.
- b. **SPECIFIC POWERS** – Without prejudice to the general powers, the Directors shall have the power to:
 - i. Except as otherwise provided herein, select and remove the Officers of the Foundation; prescribe any powers and duties for them that are consistent with the Laws of Barbados, with the Articles of Incorporation, and with these By-Laws, and fix their compensation, if any.

- ii. Change the principal executive office or the principal business office from one location to another, cause the Foundation to be qualified to do business in any other territory, or country and conduct business within or outside the Island of Barbados, and designate any place within or outside the Island of Barbados for the holding of any meeting. Meetings may be conducted by any form of electronic communication including but not limited to conference telephone, auditory and/or visual application and equipment, intranet or internet or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- iii. Adopt, make, and use a corporate seal and alter the form of the seal.
- iv. Borrow money and incur indebtedness on behalf of the Foundation and cause to be executed and delivered for the Foundation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences or debt and securities.

(2) NUMBER

The authorized number of Directors shall not be less than three (3) nor more than fifteen (15) as the Board shall determine.

(3) APPOINTMENT AND TERM OF OFFICE

- a. Initial Board- The members of the Board of Directors shall be those persons whose names are attached to these By-Laws as Exhibit A. The terms of the initial members shall

expire with the annual general meeting of the Board in the year indicated in Exhibit A.

- b. Subsequent Appointments - After the initial period each successive Director shall be elected to a three (3) year term by the majority vote of the remaining members of the Board of Directors whose terms have not expired.
- c. Directors may serve any number of consecutive terms.
- d. After each annual meeting following the appointment of Directors as provided, the Directors shall elect from among themselves, a President who shall be the Chairman of the Board, and who shall where possible preside at all meetings of the Board and a Vice President.

(4) QUALIFICATION OF DIRECTORS

Any person reaching majority (18 years of age) and of a sound mind may be nominated or elected to serve as a Director. However such person shall be of good reputation and shall not have a pending charge or have been found guilty of any serious offense, whether civil or criminal, or any behaviour which has caused or is likely to cause or bring the reputation of the Foundation into disrepute.

(5) VACANCIES

(a) Event causing Vacancy.

A vacancy on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- i. The death, resignation or removal of any Director for cause.
- ii. The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind or incapable of

managing and conducting his own affairs by a medical practitioner or by an order of a competent court or arising because of conviction of a serious offense whether civil or criminal.

- iii. The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting.
- iv. The increase of the authorized number of Directors.

(b) Resignation

Except as provided in this paragraph, any Director may resign, at any time, which resignation shall be in writing and shall be delivered to the President, or the Secretary. Such resignation shall take effect on:

- i. The date on which it was delivered if no date of resignation is mentioned therein;
- ii. The date stated in the said resignation provided that such date is not in excess of two (2) weeks from the date on which such notice was given.
- iii. Where such resignation is tendered the Resigning Director shall not be entitled to attend any other meetings.

The resignation or notice thereof may be delivered in person, by facsimile or by electronic mail. If sent by facsimile or by electronic mail it shall be treated as being served or delivered on the same day, if an ordinarily working day, and time at which it was sent or the next ordinarily working day if sent after 4.15 p.m whether or not a confirmatory note or copy thereof is received on the said date.

(c) Removal

- i. Any Director may be removed, by the vote of the majority of the members of the entire board of Directors at a special meeting called for that purpose, provided that notice of that meeting and of the cause of the removal are given as provided herein. Any vacancy caused by the removal of a Director shall be filled as provided herein.
- ii. Directors are to be diligent in attending meetings. Any Director who, without valid excuse, does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless one of the following circumstances obtains:
 - a. The Director requests a leave of absence for a limited time, and the leave is approved by the Directors at a regular or special meeting. If such a leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.
 - b. The Director suffers from an illness or disability which prevents him from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection. Illness or disability shall not include mental illness or a person found to be of unsound mind and incapable of managing or conducting his own affairs (ii) or
 - c. The Board by resolution of the majority of Board members may agree to reinstate the Director who has missed three meetings provided that a valid excuse is tendered. Such Director shall notify the Board in writing of his desire to be reinstated.

(d) Filling Vacancies:

Any vacancy caused by the death resignation or removal of a Director shall be filled as provided by Section 4 (3) (b) and such new Director shall serve the remaining term of the Director who has been replaced.

(6) PLACE OF MEETING:

- a. Regular meetings of the Board of Directors may be held at any place within or outside the Island of Barbados as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation.
- b. Special meetings of the Board shall be held at any place within or outside of the island of Barbados as designated in the notice of the meeting or, if not stated in the written notice or if there is no written notice, at the principal office of the Foundation.
- c. Notwithstanding the above provisions of this Section a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members either before or after the meeting giving the Chairman power to set a place of meeting. If consents are given, they shall be filed with the minutes of the meeting.
- d. Any meeting, regular or special, of the Board of Directors or any committee thereof may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

(7) ANNUAL MEETINGS:

- a. The Board of Directors shall hold an annual meeting at a time and place designated by the Board of Directors for purposes of electing officers, designating committees appointment of

members and for and transacting regular business. Notice of these meetings shall be by either by mail, facsimile, electronic mail or such other transmission in writing or hand delivered or postmarked not less than ten (10) days nor more than ten (10) days in advance thereof, except that any Director may waive such notice or the time for receipt thereof in writing.

- b. Unless otherwise agreed, the annual meeting shall be held on a date mutually agreed to by the Directors at the Foundation's principal office.

(8) SPECIAL MEETING:

- a. **Authority to Call** - Special meetings of the Board of Directors for any purpose may be called at any time by the Board, the President, or any four Directors.
- b. **Notice** - Notice of any special meeting of the Board of Directors shall be given to all Directors **either by mail, facsimile, electronic mail or such other transmission in writing** at least four (4) days in advance or by notice delivered personally or by telephone at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in paragraph (c) below.
- c. **Waiver of Notice** - The transaction of any meetings of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or any approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Foundation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

(9) QUORUM:

- a. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act done or decision taken or made by a majority of Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.
- b. Where the President is not in attendance at a meeting the Vice President if present shall act as Chairman of the said meeting. If the President and Vice President are both absent the Chairman shall be selected by a simple majority of those Directors present at the meeting and the Chairman once elected shall act as such for the duration of that meeting.

(10) ADJOURNMENT:

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(11) NOTICE OF ADJOURNMENT:

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth hereinbefore.

(12) ACTION WITHOUT MEETING:

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Boards,

individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such signed written consent or consents may be communicated by electronic means and shall be filed with the minutes of the proceedings of the Board.

(13) COMPENSATION OF DIRECTORS:

Directors and members of committees may receive reimbursement for expenses as may be determined by resolution of the Board of Directors to be just and reasonable. All bills, invoices and receipts evidencing payment shall be presented for reimbursement. Directors shall not otherwise be compensated for services as a Director.

ARTICLE V

Section 5: OFFICERS

1) TYPE OF OFFICERS

The Foundation shall have the following Officers: President, Vice President, Secretary, Treasurer and Public Relations Officer and such other Officer as the Board may deem necessary from time to time and designate by resolution. Officers must be Directors of the Foundation.

ELECTION OF OFFICERS

The Officers shall be elected by the Board at the Annual Meeting and shall serve at the pleasure of the Board. Any Officer can be removed by a Resolution passed by a simple majority of the Board at any meeting of the Board properly convened provided that notice of such removal was included in the notice to summons such meeting.

2) RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the

Foundation. Any resignation shall take effect at the date of receipt of that notice or any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Foundation under any contract to which the Officer is a party.

3) VACANCIES IN OFFICE

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these By-Laws for regular appointments to that Office.

4) RESPONSIBILITIES OF OFFICERS

(a) PRESIDENT

The President:

- i. Shall preside at all meetings of the Board of the Executive Committee.
- ii. Shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws.
- iii. Shall be responsible to the Board of Directors, and shall see that the Board is advised on all significant matters of the Foundation's business and shall provide guidance direction and support for the organization in pursuit of its goals and objectives.
- iv. Ensure as far as possible that all orders and resolutions of the Board are carried into effect.
- v. Is empowered to act, speak for, or otherwise represent the Foundation between meetings of the Board within the boundaries of policies and purposes established by the

Board and as set forth in the Articles of Incorporation and these By-Laws.

- vi. Shall be responsible for keeping the Board informed at all times of staff performance as related to programme objectives and for implementing any personnel policies adopted by the Board.
- vii. The President shall oversee the process of any fundraising, event planning and other activities to be undertaken by the Foundation.

(b) VICE PRESIDENT

The Vice President shall:

- i. act in the absence of the President and in the event of death removal or resignation of the President shall function as President (acting) until a President is elected.
- ii. carry out any specific task assigned to him by the President or Board and shall assist the President with oversight of the Foundation's fundraising, event planning and other activities.

(c) SECRETARY

The Secretary shall attend to the following:

i. Book of Minutes

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.

ii. Notices, Seal and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the By-Laws to be given. Provide copies of the minutes of the meetings to all members present at each meeting such copies may include transmissions by electronic mail, facsimile or such means that may from time to time become effective for so doing. The Secretary shall keep the seal of the Foundation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

(d) TREASURER

The Treasurer shall be the chief financial Officer of the Foundation and shall attend to the following:-

i. Books of Accounts

The Treasurer shall keep and maintain, or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the Foundation including accounts of its assets liabilities, receipts, disbursements, gains, loses, capital and other such matters customarily included in financial statements. The books of account shall be open to inspection by any Director at any reasonable time.

ii. Deposit and Disbursement of Money and Valuables

In respect of the deposit and disbursement of money and valuables the Treasurer shall:

- a. deposit all money and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board of Directors;

- b. shall disburse funds of the Foundation as may be ordered by the Board of Directors;
- c. Collect and maintain accurate information regarding membership dues and agreements;
- d. Pay bills or satisfy invoices in a timely manner;
- e. Render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Foundation; and
- f. Furnish the Bank or Depository with the names of authorised signatories and their position within the Foundation and to immediately notify them in writing of any changes thereto including supplying them with a duly signed resolution to that effect.
- g. Have other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.
- h. The Treasurer may delegate any of the foregoing duties and shall notify the Board of Directors in respect of such delegation including the name of the Director(s) and the nature of the duty so delegated.

(e) PUBLIC RELATIONS OFFICER

The Public Relations Officer shall look after the public relations of the Foundation and shall plan and implement or have implemented all advertising and publicity strategies as is required from time to time.

ARTICLES VI

Section 6: ACCOUNTS, DEPOSITORIES & SIGNATORIES

- 1) **The Foundation may open any account or depository it deems fit in respect of the operation or activities of the Foundation.**
- 2) All accounts (including but not limited to bank accounts and depositories) shall be in the name of the Foundation. Such accounts and/or depositories shall have three signatories, namely that of the President, Treasurer and Secretary and all cheques to be valid shall be signed by any two of these three signatories.

ARTICLES V11

Section 7: COMMITTEES

- 1) **The Executive Committee** shall consist of the President, Vice President, Secretary, Treasurer, Public Relations Officer and one other Director as appointed by the Board. The Executive Committee shall be constituted at the first meeting of the Board after the annual Meeting and shall serve for one year. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Foundation between meetings of the Board.
- 2) **Committees of Directors** – The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors and any other person chosen by the Board to serve at the pleasure of the Board. Any member of any committee may be removed, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, may:

- a. Fill vacancies on the Board of Directors or on any committee;
 - b. Amend or repeal the Articles of Incorporation or By-Laws or adopt By-Laws;
 - c. Amend or repeal any resolution of the Board.
 - d. Designate any other committees of the Board or appoint the members of any committee;
- 3) **Meeting and Action of Committees** The Board of Directors may adopt rules for any committee not inconsistent with the provisions of the By-Laws.

ARTICLE VIII

Section 8: RECORDS AND REPORTS

- 1) **Maintenance of Articles and By-Laws** - The Foundation shall keep at its principal office as determined by the Board the original or a copy of the amended Articles and By-Laws as amended to date.
- 2) **Maintenance of other Corporate Records** - The accounting books, records and minutes of the proceeding of the Board of Directors and any committee of the Board of Directors shall be kept at such place or places as designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Foundation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in both cases any other form capable of being converted into written, typed, or printed form.
- 3) **Inspection by Directors** – Every Director shall have the absolute right at any reasonable time to inspect all books, record, and documents of every kind and the physical properties of the Foundation. This inspection by a Director

may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

4) Annual Statement of Certain Transactions and Indemnifications:

The Foundation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction involving more than Five Hundred dollars (\$500.00) in which the Foundation and in which any Director or Officer of the Foundation had a direct or indirect financial interest.
- (b) Any indemnification or advances aggregating more than Five Hundred dollars (\$500.00) paid during the fiscal year to any Officer or Director of the Foundation unless such indemnification has already been approved.

ARTICLE VIX

Section 9: CONTRACTS AND LOANS WITH DIRECTORS OR OFFICERS

- 1) **Contracts with Directors and/or Officers** – No Director or Officer of the Foundation shall be interested, directly or indirectly, in any contract or other transaction with the Foundation, unless:
 - a) the material facts regarding such Director's or Officer's financial interest in such contract or transaction are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction;

- b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for the purpose without counting the vote or votes of such interested Director or Officer;
 - c) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Foundation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - d) the Foundation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Foundation at the time the transaction is entered into.
- 2) **Loans to Directors and/or Officers** - The Foundation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer. Provided however that the Foundation may advance money to a Director or Officer of the Foundation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Foundation.

ARTICLES X

Section 10: INDEMNIFICATION

Right To Indemnification:

- 1) The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceedings by reason of the fact that such person is or was an Officer, Director, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, employee or agent against expenses, judgment, fines,

settlements, and other amounts actually and reasonably incurred in connection with such proceedings.

- 2) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a Director Officer or agent and shall inure to the benefit of the heirs, executors, administrators of such a person.

ARTICLE XI

Section 11: MEMBERS

The Foundation shall have the following categories of members:

1) Ordinary Members

- a) Any person who shall subscribe in writing to the objectives and purposes of the Foundation and who either by one or several payments within a specified time makes a financial contribution to the Foundation shall qualify to be a member or to nominate a member of the Foundation.
- b) The nomination of a person as a member shall be in writing signed by the nominating person and left with or sent to the Secretary of the Foundation. The Directors at a regular meeting shall approve or disapprove of the nomination and shall so inform the person nominated.
- c) All members have the right to attend the Annual Meeting of the Foundation and be eligible to hold any office in the Foundation or be a part of any committee.

2) Honorary Members

- a) Honorary Members may be elected by the Directors at a regular meeting. Persons may be elected as honorary members for any reason which in the opinion of the

Directors is deserving and who may have made a note worthy contribution to the Foundation.

- b) Any Honourary member of the Foundation who shall desire to retire, shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.
- c) Except for Honourary members all members of the Foundation shall pay a membership fee which shall be determined from time to time by the Directors. The payment of all such fees shall be made on or before the last day of February of each year.
- d) Members who have not paid their membership fee by the deadline shall not be considered active members thus losing privileges, including leadership roles or voting, until the dues and or any arrears in respect thereof are paid in full.
- e) If the majority of the Board of Directors establishes, on application by a member that as a result of financial hardship that member cannot pay his due then the same can be waived for that period and the privileges including leadership roles or voting shall not be lost during that period.

ARTICLE XII

Section 12: AMENDMENTS

- 1) This Constitution and By-Laws are binding on all the Directors of the Foundation and its members but the Constitution is not binding unto itself and can be amended as provided herein.
- 2) Amendment(s) to the Constitution may be proposed in writing by any Director/Trustee or voting member at any meeting. The proposed amendment(s) shall be placed on the Agenda for the next regular meeting of the Board of Directors;

- 3) The proposed amendment(s) will be one effective following approval of 2/3 majority members of the Board of Directors or majority members. Amendments shall require (a) motion (b) Second (c) Discussion and (d) Two-thirds voting plurality.
- 4) The proposed amendments must be subject to the fact that the objectives and purposes of the Foundation shall always remain charitable.

ARTICLE XIII

Section 13: FINANCIAL YEAR

The Financial Year of the Foundation shall commence on the 1st day of January of each year and end at the 31st day of December of that same year.

ARTICLE XIV

Section 14: DISSOLUTION CLAUSE

The Foundation may be wound up as provided by the Laws of Barbados. On winding up after the discharge of all liabilities and the payment of all properly incurred expenses the balance of the assets or funds, if any, remaining of the Foundation shall be paid or applied to or for such other registered organization in Barbados with charitable purposes or objectives as may be allowed.

APPENDIX “A”

The following is the list of initial Directors of the Wheelchair Foundation of Barbados Inc. referred to in Article IV (3) (a) of the Constitution & By-Laws:

Mr. Winstone Skinner –	President
Mr. Basil Forbes –	Vice President
Mr. George Forte –	Secretary
Mr. Keith Yearwood –	Public Relations Officer
Ms. Sandra Mason –	Director
Mr. Lemuel Rawlins –	Director
Mr. E. Anthony Archer --	Director