



CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

P. O. Box 30779-SMB
Grand Cayman KY1 - 1204
Cayman Islands

September 13th, 2012

RE: Association Constitution

Membership is hereby given notice, at the Annual General Meeting of 13 September 2012, of a proposal to review and redraft the Cayman Islands Civil Service Association constitution.

The Constitution of the Association may be amended, added to or repealed by resolution at any General or Special General Meeting of the Association, provided that notice of motion so to do shall be given at the meeting prior to that at which the vote is to be taken, and that no such resolution shall be deemed to have passed unless it shall be carried by a majority of at least two-thirds of the members voting thereon.

Voting on any new constitution shall not occur until the next General Meeting, notice of which shall include the motion to vote on an amended Constitution. Discussion of the form of changes to the constitution will occur electronically or through ad hoc drafting meetings. Any member wishing to submit recommendations for changes to the constitution, wishing to participate in electronic discussions on the constitution or wishing to be included in any ad hoc drafting meetings should indicate these interests in writing to CICSA@gov.ky.

Attached hereto are copies of

1. The 2012 Draft v1 CICSA Constitution, for discussion
2. A copy of the 2012 draft Constitution showing the tracked changes from the 2007 version
3. The current, 2007, CICSA Constitution
4. A draft 1993 Memorandum of Association of CICSA, which was also used as a reference for parts of the 2012 draft Constitution

Yours In Service,

John Bothwell,
Director, CICSA

Cayman Islands Civil Service Association
2012 Draft v1
CONSTITUTION



Cayman Islands Civil Service Association

www.CICSA.ky, CICSA@gov.ky

P.O. Box 30779 Grand Cayman, KY1-1202 | Cayman Islands

NAME

1. The name of the Association shall be "THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION", hereinafter referred to as the Association",

AIMS AND OBJECTIVES

2. The aims and objects of the Association shall be:-
 - a. to promote and to protect the interests and welfare of its members;
 - b. to promote understanding, cooperation, goodwill and improved working relationships between Government employees, the Government and the public;
 - c. to improve the Service generally;
 - d. to make representations to and bargain with Government leadership on general conditions of service, including salaries, and to make representations to Government on behalf of any individual member who feels aggrieved for any reason in connection with his employment;
 - e. to ascertain issues of common interest which are of concern to members of the Association and to represent or facilitate the representation of those concerns, either personally or in writing or through the provision of private or public forums, whereby those concerns may be addressed;
 - f. by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient
 - g. to encourage comprehensive assessment, evaluation and prescription of solutions to problems confronting the Cayman Islands Civil Service, including through
 - i. a clear commitment to ongoing training at all levels of the Civil Service
 - ii. programs for organizational and staff reform
 - iii. appropriate professional and ethical standards both in provision of services to the public and in conditions of employment
 - h. To provide advice to Government on any matters which may arise within the Service;
 - i. to affiliate with any society or Societies of a similar nature, or to aid in their establishment;
 - j. to provide entertainment and social services to members;
 - k. to receive any gift subscription, contribution, donation, legacy, devise, bequest or

grant of money and property of any kind whether the subject of any special trust or not for any one or more of the objects of the Association;

- I. to manage the receipt from the Cayman Islands Government annual sums of money to be used to grant loans to those Civil Servants who may qualify in accordance with the issued Guidelines for Cayman Islands Housing Assistance to Civil Servants;
- m. to carry out such other activities as are directed from time to time by a General Meeting of the Association;
- n. to manage or otherwise deal with all or any part of the property of the Association, including to invest the monies of the Association, not immediately required for its purposes, in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by any law or the Constitution or other rules of the Association;
- o. to do all other such lawful things as are incidental or conducive to the attainment of the above objects.

MEMBERSHIP

3. Membership of the Association shall be of two classes: ORDINARY, and HONORARY.
 - a. HONORARY MEMBERSHIP shall be open to all.
 - b. HONORARY MEMBERSHIP shall be by invitation at the discretion of the Council of the Association.
 - c. ORDINARY MEMBERSHIP shall be open to any person who is, or was at any time, a member of the Public Service, as defined at the time of their Service.
4. Ordinary members shall pay a subscription as follows:-
 - a. Active Public Servants: \$10 per month
 - b. Retired Public Servants: \$5 per month
5. Cessation of Membership
 - a. A member whose subscription is one month in arrears shall cease to be a member of the Association and his name shall be removed from the Roll of Members.
 - b. A person who has ceased to be a member of the Association by reason of

arrears of subscription shall be re-admitted to membership of the Association on payment of the current monthly subscription.

6. On the dismissal of a member from Government employment he shall ipso facto cease to be a member of the Association.
 - a. A member dismissed from Government employment shall be eligible, upon application, to become an ordinary member of the association and treated as a retired public servant.
 - b. Such decision to be made by the Council of the Association.
 - c. Such decision by the Council of the Association may be appealed to a regular General Meeting of the Association whereat such decision may be overturned by a vote of not less than two-thirds of the members present.

7. The Council of the Association shall have the power by a vote of not less than two-thirds of the members present to suspend or expel a member who in its opinion has been guilty of conduct deemed to bring the association into disrepute or who has refused to comply with any rule of the Association, provided that such member shall be first afforded opportunity of meeting the charges brought against him: Provided that a member suspended for more than six months or expelled shall have the right to appeal to the Association at the next General meeting if within twenty-eight clear days after his suspension or expulsion Notice and Grounds of Appeal are served on the Secretary of the Association. The Council shall have a right to address the Association on the hearing of his appeal.
 - a. The decision of the Council may be overturned by a vote of the General Meeting of not less than two-thirds of the members present.

8. Members may be required from time to time by Resolution passed at General Meeting to contribute to the Funds of the Association for the promotion of the objects for which the Association is formed. The secretary shall notify all members when the payment of such sums become due. Any member failing to pay the said sum within three months after such notification shall ipso facto cease to be a member of the Association. Membership may, however, be revived on payment of the sum in arrears.

9. Any member may resign his membership of the Association by giving to the Secretary notice in writing to that effect.

Management of the Association

10. The Management of the Association and the investment of its funds shall be vested in a Council, which shall consist of
 - a. A President, First and Second Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer;
 - b. the chairpersons of the standing committees;
 - c. and three (3) Directors who shall represent the membership generally, as well as serve as administrators for the vesting of any properties of the association.

11. All members of the Council shall be ordinary members of the Association.

12. The members of the Council shall be elected at the First General Meeting of the year by the ordinary members of the Association.

13. The President, the Chairpersons of the committees and the Directors shall serve until the first general meeting of the next calendar year.

14. The Vice-Presidents, Secretaries and Treasurers shall serve until the first general meeting of the second calendar year following their election.
 - a. At the first election after the coming in to force of this constitution, the Second Vice-President, Assistant Secretary and Assistant Treasurer shall be elected for one year.

15. Any member of the Council may be eligible for re-election.
 - a. Save that no individual may serve more than four consecutive terms in any given post, or two consecutive terms as a Vice-President, Treasurer or Secretary.
 - b. The Council shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.

16. There shall be the following standing committees:
 - a. The Grievance Committee
 - i. Which shall render advice and assistance to members of the Association who feel aggrieved for any reason in connection with their employment, as able and practical and as requested

- b. The Entertainment Committee
 - i. Which shall provide entertainment and social services to members
 - c. The Retirees Committee
 - i. Which shall promote and protect the interests and welfare of retired members of the Association
 - d. The Public Relations Committee
 - i. Which shall promote the activities and goals of the Association as well as understanding and goodwill between Government employees and the public;
 - e. The Policy Committee
 - i. Which shall examine and promote ways to improve the Service generally;
 - f. The Housing Assistance Committee
 - i. Which shall administer loans under the Civil Service Housing Assistance Programme on behalf of the Association and the Cayman Islands Government.
 - g. The Sister Islands Committee
 - i. Shall have two co-chairs;
 - ii. Shall be elected by a meeting of the members of the association normally resident on the Islands of Cayman Brac and Little Cayman.
 - iii. Which shall do all such lawful things as are incidental or conducive to the attainment of the Associations objectives.
17. The Council shall have power to appoint such other committees as may be deemed appropriate.
18. Any general member of the Association is eligible to serve as a voting member on any committee.
19. Any committee shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.
20. Each committee shall set its own rules regulating its procedure, while conforming to any regulations that may be imposed by the Council, but shall generally
- a. meet monthly;

- b. require a simple majority of committee members for quorum;
- c. and shall strive for consensus in decisions.

21. Replacement of Council members:

- a. Whenever an officer, or any other ordinary member of the Council, shall be absent from the Islands or for any reasons in the opinion of the Council be unable to perform his duties effectively, the Council may appoint a deputy.
- b. If a member, or any officer of the Council, shall be on leave of absence from the Islands his temporary vacancy may be filled at the discretion of the Council.
- c. Should a member of the Council absent himself from three consecutive meetings of the Council, of which he shall be notified, his seat shall, on the absence of a reasonable excuse, become vacant and shall be so declared by the President.
- d. Should any member of the Council die, be removed or be absent from the Islands for more than three months without leave of the Association during his period of office, the Council may elect a member to fill the vacancy thus created.
- e. Any deputy or replacement council members shall retire at the first General Meeting of the following year, but may be eligible for election to the Council at that time.
 - i. Such election shall count as their first term for purposes of calculating the number of consecutive terms served in a post.

22. The Council shall meet at least once in every month.

- a. Meetings and minutes of Council shall not be closed to any member of the Association.

23. The Council shall set its own rules regarding procedure but shall generally abide by the generally accepted rules of order, or other rules of the Association.

24. A simple majority shall constitute a quorum at any meeting of the Council.

25. Attendance, for purposes of quorum, may be by electronic means or through the submission of proxy and such shall be recorded in the minutes of the meeting.

26. If after thirty minutes from the time appointed for the meeting quorum is not present, the meeting shall stand adjourned to the same day to the following week at the same time and place unless the President shall direct otherwise.

27. The President, or in his absence the First Vice-President or in his absence the Second Vice-President, shall preside all meetings of the Council. In the absence of these officers the meeting shall appoint one of the members present to be Chairman. The officer presiding shall have an original and casting vote.
28. Voting at meetings of the Council shall be by show of hands unless the Council by a majority decides that voting on any matter shall be by ballot.
29. If at a meeting of the Council, the Chairman of the Council is of the opinion that, considering the importance of the business to be transacted at such meeting, it is desirable to register the full strength of opinion of the Association, he shall refer the matter for consideration at a special General Meeting.
30. The Management Council may appoint such paid officers, as it deems fit from time to time, and fix the remuneration of such officers.

Council Members and their Duties

PRESIDENT and Vice-Presidents

31. The President shall:
 - a. In conjunction with the Secretary and the Treasurer superintend the administration of the affairs of the Association.
 - b. Have power to suspend until the next meeting of the Council an officer of the Association for failure to carry out the instructions of the Council.
 - c. Speak for the Association in order to promote and to protect the interests and welfare of its members.
 - d. To do all other such lawful things as are incidental or conducive to the attainment of the aims and objectives of the Association.
32. In the absence of the President, the First Vice-President or, in their absence, the Second Vice-President shall act in the place of the President when they shall have the same power and shall perform the same functions as the President.

33. The vice-Presidents shall assist the President in carrying out his or her duties.

SECRETARY

34. It shall be the duty of the Secretary to:

- a) Carry out the instructions of the Council;
- b) Keep a Roll of the members of the Association and such other books as the Council may direct;
- c) Conduct the correspondence of the Association;
- d) Prepare the agenda for all meetings of the Council and General Meetings of the Association, and send a copy of such agenda to each member of the Council at least seven days before such meeting;
- e) Take and preserve carefully all minutes of the proceedings and keep a record of the attendance of all members of the Council at meeting;
- f) take action after agreement with the President, or his deputy, and with any other five members of the Council, in any emergency when time does not allow for the Council to be consulted. He shall at the next meeting inform the Council of the action taken;
- g) keep an official copy of the Rules with amendments and the dates thereof entered up to date;
- h) present a summarized report of meetings of the Council to the General Meeting next following.

ASSISTANT SECRETARY

35. The Assistant Secretary assist the Secretary at all times in the performance of their duties.

TREASURER

36. It shall be the duty of the Treasurer to:
- a. Collect all monies from members;
 - b. Bring into account all monies received by him for the Association and as early as possible lodge with the bankers of the Association all such monies as are not required for current expenses;
 - c. Make such payments on behalf of the Association as the Council shall sanction from time to time;
 - d. Keep the accounts for the Association and, when required render to the Council an account of all financial transactions, and at least two weeks before the date fixed for the First General Meeting, present a revenue and expenditure account and a balance sheet as a the end of the financial year;
 - e. Submit for audit when required, and for inspection by any member of the Association who has notified the President of his intention, the account books and vouchers of the Association.

ASSISTANT TREASURER

37. The Assistant Treasurer shall assist the Treasurer at all times in the performance of their duties.

Vesting of Property

38. Vesting of Property
- a. The three Directors for the term of their appointment shall have vested in them all the real and personal estate whatever belonging to the Association, and they shall deal with it in such way as the Management Council may direct.
 - b. A Director may be removed from office by the Management Council on the ground that (owing to ill health, unsoundness of mind, removal from the country or for any other reason) they are unable or unsuitable to perform satisfactorily the duties of their office.
 - c. In the event of death, resignation or removal of a Director, the office shall be filled temporarily by the Management Council.

39. General Meetings of the Association shall be held at least twice annually..
40. Seven days notice of such meeting shall be given by advertisement, **circular** and or by **electronic mail**.
- a. Any notice of motion, resolution or of other matters intended for the meeting shall be forwarded to the Secretary at least **fourteen days** before the date fixed for such meeting and shall be circulated with the notice of the meeting.
41. A Special General Meeting may be called at any time by the Council or at the written request of at least four ordinary members of the Association who shall state the nature of the business they desire to be discussed. **Not less than seven days notice by circular or electronic mail shall be given of such meetings, along with notice of any motion, resolution or other matters intended for the meeting.**
42. Twenty-four of the ordinary members of the Association shall constitute a quorum at any general meeting.
43. If after thirty minutes from the time appointed for the meeting such quorum is not present, the meeting shall stand adjourned to the same in the following week and at the same time and place unless the President shall direct otherwise if at such adjourned meeting a quorum is not present, those persons present shall be deemed to form a quorum.
44. General Meetings shall be presided over by the President or, in his absence, the First Vice-President or, in his absence the Second Vice-President or in his absence, some member of the Council chosen by those present. The officer presiding shall have an original and a casting vote.
45. Voting at all meetings shall be by show of hands, unless a majority of the members present and voting decide that voting on any matter shall be by ballot.
46. Activities, motions and decisions of the General Meeting shall be governed by the usual and accepted rules of order.
47. Members may, in writing, authorize other members to nominate, second or vote for them by proxy; a fresh authority will be required for each meeting. Any such proxy is to be

recorded in the minutes of the General Meeting. An instrument appointing a proxy shall be in the following form:

THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

I, _____ of _____ being a member of the above-named Association, hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Special, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

This form is to be used in favour of resolutions.

This form is to be used against resolutions.

Unless otherwise instructed the proxy will vote as they think fit.

48. The proceedings of the first General Meeting of the year shall be circulated with notice of the meeting, either in whole or by way of reference to the location of the relevant documents in a physical or electronic form generally and easily accessible to members, and shall include:

- a) Report on the work done by the Association during the preceding year;
- b) Written report of Committees;
- c) Presentation of the Treasurer's audited report on the accounts of the last calendar year;
- d) Election of officers and members of the Council;
- e) Any business of which the Secretary has received seven days notice;
- f) Any other business which in the opinion of the presiding Chairman properly arises out of any of the above.

49. A hard copy of the Association's report and the financial statement shall be furnished upon request to any member of the Association.

50. Within three months of the first general meeting of the year notice shall be given by the the Council either by advertisement, circular or electronic mail of a draft work plan and

budget for the Association for the upcoming year. These are to be ratified or amended by the membership at the second general meeting of the year as they see fit.

Financial Arrangements of the Association

51. The financial year of the Association shall be from the 1st day of January to the 31st day of December.
52. Externally audited accounts of the Association for a given year shall be submitted to the next General Meeting of the association after the year has ended.
53. The funds of the Association shall be administered by the Treasurer acting under the instruction of the Council. The funds of the Association which are not required for current expenses shall be invested, as the Council may think fit, in the name of the Association.
54. The Bankers of the Association shall be the recognized Bank approved by the Council.
55. All deposits shall be made in the name of the Association. Withdrawals for current expenses shall be made on the joint signatures of the President or, in his absence, one of the Vice-Presidents, and the Treasurer or Assistant Treasurer.
56. The Association in general session may make levies in addition to the subscription if, and when, deemed necessary.

INTERPRETATION OF CONSTITUTION

57. The Council shall be the sole authority for the interpretation of the Constitution of the Association and may give rulings on any matter on which the Rules are silent.

AMENDMENT OF CONSTITUTION

58. The Constitution of the Association may be amended, added to or repealed by resolution at any General or Special General Meeting of the Association, provided that notice of motion so to do shall be given at the meeting prior to that at which the vote is to be taken, and that no such resolution shall be deemed to have passed unless it shall be carried by

a majority of at least two-thirds of the members voting thereon.

MEMBERS TO HAVE CONSTITUTION

59. Each member shall be entitled to a copy of the rules of the Association upon payment to the Secretary of a price to be fixed by the Management Council not exceeding one dollar (CI \$1.00).

DISSOLUTION AND AFFILIATION

60. The Association may not be dissolved and its funds divided except with the consent of not less than five-sixth of the members voting in a ballot at a General Meeting.
61. Affiliation to another organization shall be subject to the agreement of not less than two-thirds of the members voting in a ballot at a General Meeting.



Cayman Islands Civil Service Association

2007-2012 Draft
CONSTITUTION



Cayman Islands Civil Service Association

www.CICSA.ky, CICSA@gov.ky

P.O. Box 30779 Grand Cayman, KY1-1202 | Cayman Islands

NAME AND OFFICE

1. The name of the Association shall be "THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION", ~~hereinafter~~hereinafter referred~~referre~~ to as the Association",

~~The Office of the Association shall be at George Town, Grand Cayman~~

AIMS AND OBJECTIVES

2. The aims and objects of the Association shall be:-
 - a. to promote and to protect the interests and welfare of its members;
 - b. to promote understanding, cooperation, and goodwill and improved working relationships between Government employees, the Government and the public;
 - c. ~~to encourage co-operation between Government employees and the public;~~
 - d. to improve the Service generally;
 - e. ~~to provide death benefits and other benefits for its members;~~
 - f. to make representations to and bargain with Government leadership on general conditions of service, including salaries, and to make representations to Government on behalf of any individual member who feels aggrieved for any reason in connection with his employment;
 - g. to ascertain issues of common interest which are of concern to members of the Association and to represent or facilitate the representation of those concerns, either personally or in writing or through the provision of private or public forums, whereby those concerns may be addressed;
 - h. by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient
 - i. to encourage comprehensive assessment, evaluation and prescription of solutions to problems confronting the Cayman Islands Civil Service, including through
 - i. a clear commitment to ongoing training at all levels of the Civil Service
 - ii. programs for organizational and staff reform
 - iii. appropriate professional and ethical standards both in provision of services to the public and in conditions of employment
 - j. To provide advice to Government on any matters which may arise within the Service;

- ~~e-k.~~ to affiliate with any society or Societies of a similar nature, or to aid in their establishment;
- ~~f-l.~~ to provide entertainment and social services to members;
- m. to receive any gift subscription, contribution, donation, legacy, devise, bequest or grant of money and property of any kind whether the subject of any special trust or not for any one or more of the objects of the Association;
- n. to manage the receipt from the Cayman Islands Government annual sums of money to be used to grant loans to those Civil Servants who may qualify in accordance with the issued Guidelines for Cayman Islands Housing Assistance to Civil Servants;
- o. to carry out such other activities as are directed from time to time by a General Meeting of the Association;
- p. to manage or otherwise deal with all or any part of the property of the Association, including to invest the monies of the Association, not immediately required for its purposes, in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by any law or the Constitution or other rules of the Association;
- ~~g-g.~~ to do all other such lawful things as are incidental or conducive to the attainment of the above objects.

MEMBERSHIP

3. Membership of the Association shall be of two classes: ORDINARY, and HONORARY.

- a. HONORARY MEMBERSHIP shall be open to all ~~paramount whole-time employees of Government except daily paid workers.~~
- b. HONORARY MEMBERSHIP shall be by invitation at the discretion of the Council of the Association.
- ~~c. A person who has enjoyed not less than ten years membership of the Association, shall, upon retirement from the public service be eligible to Honorary Membership of the Association, and shall be exempted from payment of all dues, but shall not be eligible to vote or be elected to any office.~~
- ~~e.~~ ORDINARY MEMBERSHIP shall be open to any person who is, or was at any time, a member of the Public Service, as defined at the time of their Service.

4. Ordinary members shall pay a ~~year~~ subscription as follows:-

~~a. Heads of Department \$10~~

~~b.a. Other Members \$5~~

~~\$24, paid \$2 monthly~~

b. Active Public Servants: \$10 per month

c. Retired Public Servants: \$5 per month

5.

a. A member whose subscription is ~~twelve months~~one month in arrears shall cease to be a member of the Association and his name shall be removed from the Roll of Members.

b. A person who has ceased to be a member of the Association by reason of arrears of subscription shall be re-admitted to membership of the Association on payment of the ~~arrear and~~ current ~~yearly~~monthly subscription.

6. On the dismissal of a member from Government employment he shall ipso facto cease to be a member of the Association.

a. A member dismissed from Government employment shall be eligible, upon application, to become an ordinary member of the association and treated as a retired public servant.

b. Such decision to be made by the Council of the Association.

~~a.c.~~ Such decision by the Council of the Association may be appealed to a regular General Meeting of the Association whereat such decision may be overturned by a vote of not less than two-thirds of the members present.

7. The Council of the Association shall have the power by a vote of not less than two-thirds of the members present to suspend or expel a member who in its opinion has been guilty of conduct deemed to bring the association into disrepute or who has refused to comply with any rule of the Association, provided that such member shall be first afforded opportunity of meeting the charges brought against him: Provided that a member suspended for more than six months or expelled shall have the right to appeal to the Association at the next General meeting if within twenty-eight clear days after his

suspension or expulsion Notice and Grounds of Appeal are served on the Secretary of the Association. The Council shall have a right to address the Association on the hearing of his appeal.

- a. The decision of the Council may be overturned by a vote of the General Meeting of not less than two-thirds of the members present.

8. Members may be required from time to time by Resolution passed at General Meeting to contribute to the Funds of the Association for the promotion of the objects for which the Association is formed. The secretary shall notify all members when the payment of such sums become due. Any member failing to pay the said sum within three months after such notification shall ipso facto cease to be a member of the Association. Membership may, however, be revived on payment of the sum in arrears.
9. Any member may resign his membership of the Association by giving to the Secretary notice in writing to that effect.

Management of the Association

Officers and their Duties

PRESIDENT

~~10. The officers of the Association shall consist of a President, a First and Second Vice President, a Secretary, an Assistant Secretary and a Treasurer, and Assistant Treasurer. All of whom shall be elected at the First General Meeting of the Year.~~

~~11.10.~~ _____

~~12.11.~~ _____ The Management of the Association and the investment of its funds shall be vested in a Council, which shall consist of

- a. ~~A~~the President, ~~a~~First and Second Vice President, ~~a~~Secretary, ~~an~~Assistant Secretary, ~~and a~~Treasurer, and Assistant Treasurer;
- b. the chairpersons of the standing committees;
- c. and three (3) seven (7) other Directors ordinary members who shall represent the membership generally, as well as serve as administrators for the vesting of any properties of the association.

~~13.12.~~ _____ All members of the Council who shall be ordinary members of the Association.

13. The members of the Council shall be elected at the First General Meeting of the year by the ordinary members of the Association.

14. The President, the Chairpersons of the committees and the Directors shall serve until the first general meeting of the next calendar year.

15. The Vice-Presidents, Secretaries and Treasurers shall serve until the first general meeting of the second calendar year following their election.

- a. At the first election after the coming in to force of this constitution, the Second Vice-President, Assistant Secretary and Assistant Treasurer shall be elected for one year. The members shall be elected from these categories where possible:

Administrative

Professional and Technical

Education

Health

Uniformed

Clerical

*~~*Any officer of the Association or member of the Council may be eligible for re-election.~~*

b.

16. Any member of the Council may be eligible for re-election.

~~e.a. Save that no individual may serve more than four consecutive terms in any given post, or two consecutive terms as a Vice-President, Treasurer or Secretary.~~

~~d.b. The Council shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.~~

~~14,17. The Council shall have power to appoint such committees as may be deemed necessary.~~

~~15,18. There shall be the following standing committees:~~

~~a. The **Grievance Committee** which shall consist of four members elected at the Annual General Meeting of the Association who shall hold office until the next Annual General Meeting. Three members shall constitute a quorum.~~

~~a. The **Entertainment Committee**, which shall consist of three members, elected at the First Annual General Meeting of the Association.~~

~~b. The Grievance Committee~~

~~i. Which shall render advice and assistance to members of the Association who feel aggrieved for any reason in connection with their employment, as able and practical and as requested~~

c. The Entertainment Committee

i. Which shall provide entertainment and social services to members

d. The Retirees Committee

i. Which shall promote and protect the interests and welfare of retired members of the Association

e. The Public Relations Committee

i. Which shall promote the activities and goals of the Association as well as understanding and goodwill between Government employees and the public;

f. The Policy Committee

i. Which shall examine and promote ways to improve the Service generally;

g. The Housing Assistance Committee

i. Which shall administer loans under the Civil Service Housing Assistance Programme on behalf of the Association and the Cayman Islands Government.

h. The Sister Islands Committee

i. Shall have two co-chairs;

ii. Shall be elected by a meeting of the members of the association normally resident on the Islands of Cayman Brac and Little Cayman.

iii. Which shall do all such lawful things as are incidental or conducive to the attainment of the Associations objectives.

19. The Council shall have power to appoint such other committees as may be deemed appropriate.

16-20. Any general member of the Association is eligible to serve as a voting member on any committee.

21. Any ~~Committee~~ ~~committee~~ or ~~Standing Committees~~ shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.

22. Each committee shall set its own rules regulating its procedure, while conforming to any regulations that may be imposed by the Council, but shall generally

a. meet monthly;

b. require a simple majority of committee members for quorum;

a-c. and shall strive for consensus in decisions.

~~17.23. The Council shall have power to appoint such committees as may be deemed necessary.~~

~~There shall be the following standing committees:~~

- ~~• The **Grievance Committee** which shall consist of four members elected at the Annual General Meeting of the Association who shall hold office until the next Annual General Meeting. Three members shall constitute a quorum.~~
- ~~• The **Entertainment Committee**, which shall consist of three members, elected at the First Annual General Meeting of the Association.~~

~~Any Committee or Standing Committees shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.~~

~~18.24.~~

~~19.25. Replacement of Council members:~~

- a. Whenever an officer, or any other ordinary member of the Council, shall be absent from the Islands or for any reasons in the opinion of the Council be unable to perform his duties effectively, the Council may appoint a deputy.
- b. If a member, or any officer of the Council, shall be on leave of absence from the Islands his temporary vacancy may be filled at the discretion of the Council.
- c. Should a member of the Council absent himself from three consecutive meetings of the Council, of which he shall be notified, his seat shall, on the absence of a reasonable excuse, become vacant and shall be so declared by the President.
- d. Should any member of the Council die, be removed or be absent from the Islands for more than three months without leave of the Association during his period of office, the Council may elect a member to fill the vacancy thus created.
- e. Any deputy or replacement council members shall retire at the first General Meeting of the following year, but may be eligible for election to the Council at that time.
 - i. Such election shall count as their first term for purposes of calculating the number of consecutive terms served in a post.

~~20-26.~~ The Council shall meet at least once in every month.

- a. Meetings and minutes of Council shall not be closed to any member of the Association.

27. The Council shall set its own rules regarding procedure but shall generally abide by the generally accepted rules of order, or other rules of the Association.

~~21-28.~~ Seven membersA simple majority shall constitute a quorum at any meeting of the Council.

~~22-29.~~ Attendance, for purposes of quorum, may be by electronic means or through the submission of proxy and such shall be recorded in the minutes of the meeting.

~~23-30.~~ If after thirty minutes from the time appointed for the meeting ~~each~~ quorum is not present, the meeting shall stand adjourned to the same day to the following week at the same time and place unless the President shall direct otherwise.

~~24-31.~~ The President, or in his absence the First Vice-President or in his absence the Second Vice-President, shall preside all meetings of the Council. In the absence of these officers the meeting shall appoint one of the members present to be Chairman. The officer presiding shall have an original and casting vote.

~~25-32.~~ Voting at meetings of the Council shall be by show of hands unless the Council by a majority decides that voting on any matter shall be by ballot.

~~26-33.~~ If at a meeting of the Council, the Chairman of the Council is of the opinion that, considering the importance of the business to be transacted at such meeting, it is desirable to register the full strength of opinion of the Association, he shall refer the matter for consideration at a special General Meeting.

MANAGEMENT COUNCIL

~~27-34.~~ The Management Council may appoint such paid officers, as it deems fit from time to time, and fix the remuneration of such officers.

Council Members and their Duties
PRESIDENT and Vice-Presidents

~~28~~:35. The President shall:

- a. In conjunction with the Secretary and the Treasurer superintend the administration of the affairs of the Association.
- b. Have power to suspend until the next meeting of the Council an officer of the Association for failure to carry out the instructions of the Council.
- c. Speak for the Association in order to promote and to protect the interests and welfare of its members.
- ~~e~~.d. To do all other such lawful things as are incidental or conducive to the attainment of the aims and objectives of the Association.

~~29~~:36. In the absence of the President, the First Vice-President or, in ~~his~~their absence, the Second Vice-President shall act in the place of the President when ~~he~~they shall have the same power and shall perform the same functions as the President.

~~30~~:37. The vice-Presidents shall assist the President in carrying out his or her duties.

SECRETARY

~~31~~:38. It shall be the duty of the Secretary to:

- a) Carry out the instructions of the Council;
- b) Keep a Roll of the members of the Association and such other books as the Council may direct;
- c) Conduct the correspondence of the Association;
- d) Prepare the agenda for all meetings of the Council and General Meetings of the Association, and send a copy of such agenda to each member of the Council at least seven days before such meeting;
- e) Take and preserve carefully all minutes of the proceedings and keep a record of the attendance of all members of the Council at meeting;
- f) take action after agreement with the President, or his deputy, and with any other five members of the Council, in any emergency when time does not allow for the Council to be consulted. He shall at the next meeting inform the Council of the action taken;
- g) keep an official copy of the Rules with amendments and the dates thereof entered up to date;
- h) present a summarized report of meetings of the Council to the General Meeting next following.

ASSISTANT SECRETARY

~~32-39.~~ The Assistant Secretary ~~shall attend all meetings of the Council and General Meetings of the Association and shall~~ assist the Secretary at all times in the performance of ~~his~~their duties.

TREASURER

~~33-40.~~ It shall be the duty of the Treasurer to:

- a. Collect all monies from members;
- b. Bring into account all monies received by him for the Association and as early as possible lodge with the bankers of the Association all such monies as are not required for current expenses;
- c. Make such payments on behalf of the Association as the Council shall sanction from time to time;
- d. Keep the accounts for the Association and, when required render to the Council an account of all financial transactions, and at least two weeks before the date fixed for the First General Meeting, present a revenue and expenditure account and a balance sheet as a the end of the financial year;
- e. Submit for audit when required, and for inspection by any member of the Association who has notified the President of his intention, the account books and vouchers of the Association.

~~34-41. Two members, not being members of the Council shall be appointed at the First General Meeting to audit the books and accounts of the Association for the current year, and they shall submit their report to the next First General Meeting.~~

~~35-42.~~

~~Should any member appointed as auditor be unable to serve, the Council shall appoint some other member, not being a member of the Council, to take his place.~~

ASSISTANT TREASURER

The Assistant Treasurer ~~shall attend all meetings of the Council and General Meetings of the Association and~~ shall assist the Treasurer at all times in the performance of ~~his~~their duties.

TRUSTEES

Vesting of Property

- a. ~~Two Trustees shall be elected at an Annual General Meeting and shall hold office during the pleasure of the Association.~~
- b. The ~~two Trustees~~three Directors for the ~~term of their appointment~~time being shall have vested in them all the real and personal estate whatever belonging to the Association, and they shall deal with it in such way as the Management Council may direct.
- c. A ~~Trustee~~Director may be removed from office by the Management Council on the ground that (owing to ill health, unsoundness of mind, removal from the country or for any other reason) ~~he is~~they are unable or unsuitable to perform satisfactorily the duties of ~~his~~their office.
- d. In the event of death, resignation or removal of a ~~Trustee~~Director, the office shall be filled temporarily by the Management Council.

~~36.43.~~ _____ General Meetings of the Association shall be held at least twice annually~~once in every quarter.~~

~~37.44.~~ _____

~~38.45.~~ _____ Seven days notice of such meeting shall be given by advertisement, circular and or by electronic mail.

- a. Any notice of motion, resolution or of other matters intended for the meeting shall be _____ forwarded to the Secretary at least fivefourteen days before the date fixed for such meeting and _____ shall be circulated with the notice of the meeting.

~~39.46.~~ _____ A Special General Meeting may be called at any time by the Council or at the written request of at least four ordinary members of the Association who shall state the nature of the business they desire to be discussed. Not less than seven days notice by circular or electronic mail shall be given of such meetings, along with notice of any motion, resolution or other matters intended for the meeting.

~~40.47.~~ _____ Twenty-four of the ordinary members of the Association shall constitute a quorum at any general meeting.

~~41.48.~~ _____ If after thirty minutes from the time appointed for the meeting such quorum is not

present, the meeting shall stand adjourned to the same in the following week and at the same time and place unless the President shall direct otherwise if at such adjourned meeting a quorum is not present, those persons present shall be deemed to form a quorum.

42-49. _____ General Meetings shall be presided over by the President or, in his absence, the First Vice-President or, in his absence the Second Vice-President or in his absence, some member of the Council chosen by those present. The officer presiding shall have an original and a casting vote.

43-50. _____ Voting at all meetings shall be by show of hands, unless a majority of the members present and voting, decide that voting on any matter shall be by ballot.

51. Activities, motions and decisions of the General Meeting shall be governed by the usual and accepted rules of order.

44-52. _____ Members may, in writing, authorize other members to nominate, second or vote for them by proxy; a fresh authority will be required for each meeting. Any such proxy is to be recorded in the minutes of the General Meeting. An instrument appointing a proxy shall be in the following form:

THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

I, _____ of _____ being a member of the above-named Association, hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Special, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 200____, and at any adjournment thereof.

Signed this _____ day of _____ 200____.

This form is to be used in favour of resolutions.

This form is to be used against resolutions.

Unless otherwise instructed the proxy will vote, as ~~he~~they thinks fit.

45-53. _____ The proceedings of the ~~Annual~~first Genera Meeting of the year shall be circulated with notice of the meeting, either in whole or by way of reference to the location of the relevant documents in a physical or electronic form generally and easily accessible to

members, and shall include:

- a) Report on the work done by the Association during the preceding year;
- b) Written report of Committees; ~~shall be circulated 14 days before the Annual General Meeting;~~
- c) Presentation of the Treasurer's audited report on the accounts of the last calendar year;
- d) Election of officers and members of the Council;
- e) Any business of which the Secretary has received ~~ten~~seven days notice;
- f) Any other business which in the opinion of the presiding Chairman properly arises out of any of the above.

~~(A copy of the Association's report and the financial statement shall be furnished upon request to each member of the Association).~~

54. A hard copy of the Association's report and the financial statement shall be furnished upon request to any member of the Association.

~~46-55.~~ Within three months of the first general meeting of the year notice shall be given by the the Council either by advertisement, circular or electronic mail of a draft work plan and budget for the Association for the upcoming year. These are to be ratified or amended by the membership at the second general meeting of the year as they see fit.

~~THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION~~ Financial Arrangements of the Association

~~47-56.~~ The financial year of the Association shall be from the 1st day of January to the 31st day of December.

~~48-57.~~ Externally audited accounts of the Association for a given year shall be submitted to the next General Meeting of the association after the year has ended.

~~49-58.~~ The funds of the Association shall be administered by the Treasurer acting under the instruction of the Council. The funds of the Association which are not required for current expenses shall be invested, as the Council may think fit, in the name of the Association.

~~50-59.~~ The Bankers of the Association shall be the recognized Bank approved by the Council.

All deposits shall be made in the name of the Association. Withdrawals for current expenses shall be made on the joint signatures of the President or, in his absence, one of the Vice-Presidents, and the Treasurer or Assistant Treasurer.

51-60. The Association in general session may make levies in addition to the subscription if, and when, deemed necessary.

INTERPRETATION OF CONSTITUTION

52-61. The Council shall be the sole authority for the interpretation of the Constitution of the Association and may give rulings on any matter on which the Rules are silent.

AMENDMENT OF CONSTITUTION

53-62. The Constitution of the Association may be amended, added to or ~~appealed~~~~repealed~~ by resolution at any General or Special General Meeting of the Association, provided that notice of motion so to do shall be given at the meeting prior to that at which the vote is to be taken, and that no such resolution shall be deemed to have passed unless it shall be carried by a majority of at least two-thirds of the members voting thereon.

MEMBERS TO HAVE CONSTITUTION

54-63. Each member shall be entitled to a copy of the rules of the Association upon payment to the Secretary of a price to be fixed by the Management Council not exceeding one dollar (CI \$1.00).

DISSOLUTION AND AFFILIATION

~~55.~~ The Association may not be dissolved and its funds divided except with the consent of not less than five-sixth of the members voting in a ballot at a General Meeting.

~~56-64.~~

~~57-65.~~ Affiliation to another organization shall be subject to the agreement of not less than two-thirds of the members voting in a ballot at a General Meeting.



Cayman Islands Civil Service Association
2007 CONSTITUTION

Cayman Islands Civil Service Association
P.O. Box 30779 Grand Cayman, KY1-1202 | Cayman Islands

NAME AND OFFICE

1. The name of the Association shall be "THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION", hereinafter referred to as the Association",
2. The Office of the Association shall be at George Town, Grand Cayman

AIMS AND OBJECTIVES

3. The aims and objects of the Association shall be:-
 - a. to promote and to protect the interests and welfare of its members;
 - b. to promote understanding and goodwill between Government employees and the public;
 - c. to encourage co-operation between Government employees and the public;
 - d. to improve the Service generally;
 - e. ~~to provide death benefits and other benefits for its members;~~
 - f. to affiliate with any society or Societies of a similar nature;
 - g. to provide entertainment and social services;
 - h. to do all other such lawful things as are incidental or conducive to the attainment of the above objects.

MEMBERSHIP

4. Membership of the Association shall be of two classes: ORDINARY, and HONORARY.
 - a. HONORARY MEMBERSHIP shall be open to all ~~paramount whole-time employees of Government except daily paid workers.~~
 - b. HONORARY MEMBERSHIP shall be by invitation at the discretion of the Council of the Association.
 - c. A person who has enjoyed not less than ten years membership of the Association, shall, upon retirement from the public service be eligible to Honorary Membership of the Association, and shall be exempted from payment of all dues, but shall not be eligible to vote or be elected to any office.

5. Ordinary members shall pay a year subscription as follows:-

- a. Heads of Department \$10
- b. Other Members \$5

\$24, paid \$2 monthly

6.

- a. A member whose subscription is twelve months in arrears shall cease to be a member of the Association and his name shall be removed from the Roll of Members.
- b. A person who has ceased to be a member of the Association by reason of arrears of subscription shall be re-admitted to membership of the Association on payment of the arrear and current yearly subscription.

7. On the dismissal of a member from Government employment he shall ipso facto cease to be a member of the Association.

8. The Council of the Association shall have the power by a vote of not less than two-thirds of the members present to suspend or expel a member who in its opinion has been guilty of conduct deemed to bring the association into disrepute or who has refused to comply with any rule of the Association, provided that such member shall be first afforded opportunity of meeting the charges brought against him: Provided that a member suspended for more than six months or expelled shall have the right to appeal to the Association at the next General meeting if within twenty-eight clear days after his suspension or expulsion Notice and Grounds of Appeal are served on the Secretary of the Association. The Council shall have a right to address the Association on the hearing of his appeal.

9. Members may be required from time to time by Resolution passed at General Meeting to contribute to the Funds of the Association for the promotion of the objects for which the Association is formed. The secretary shall notify all members when the payment of such sums become due. Any member failing to pay the said sum within three months after such notification shall ipso facto cease to be a member of the Association. Membership may, however, be revived on payment of the sum in arrears.

10. Any member may resign his membership of the Association by giving to the Secretary notice in writing to that effect.

Officers and their Duties

PRESIDENT

11. The officers of the Association shall consist of a President, a First and Second Vice President, a Secretary, an Assistant Secretary and a Treasurer, and Assistant Treasurer. All of whom shall be elected at the First General Meeting of the Year.
12. The Management of the Association and the investment of its funds shall be vested in a Council, which shall consist of the President, a First and Second Vice President, a Secretary, an Assistant Secretary and a Treasurer, and Assistant Treasurer and seven (7) other ordinary members who shall be elected at the First General Meeting of the year. The members shall be elected from these categories where possible:

Administrative

Professional and Technical

Education

Health

Uniformed

Clerical

**Any officer of the Association or member of the Council may be eligible for re-election.*

13. The Council shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.
14. The Council shall have power to appoint such committees as may be deemed necessary.

There shall be the following standing committees:

- a. The ***Grievance Committee*** which shall consist of four members elected at the Annual General Meeting of the Association who shall hold office until the next Annual General Meeting. Three members shall constitute a quorum.
- b. The ***Entertainment Committee***, which shall consist of three members, elected

at the First Annual General Meeting of the Association.

Any Committee or Standing Committees shall have power to co-opt additional members but such co-opted members shall not be permitted to vote:

15. The Council shall have power to appoint such committees as may be deemed necessary.

There shall be the following standing committees:

- The **Grievance Committee** which shall consist of four members elected at the Annual General Meeting of the Association who shall hold office until the next Annual General Meeting. Three members shall constitute a quorum.
- The **Entertainment Committee**, which shall consist of three members, elected at the First Annual General Meeting of the Association.

Any Committee or Standing Committees shall have power to co-opt additional members but such co-opted members shall not be permitted to vote.

16.

- a. Whenever an officer, or any other ordinary member of the Council, shall be absent from the Islands or for any reasons in the opinion of the Council be unable to perform his duties effectively, the Council may appoint a deputy.
- b. If a member, or any officer of the Council, shall be on leave of absence from the Islands his temporary vacancy may be filled at the discretion of the Council.
- c. Should a member of the Council absent himself from three consecutive meetings of the Council, of which he shall be notified, his seat shall, on the absence of a reasonable excuse, become vacant and shall be so declared by the President.
- d. Should any member of the Council die, be removed or be absent from the Islands for more than three months without leave of the Association during his period of office, the Council may elect a member to fill the vacancy thus created.

17. The Council shall meet at least once in every month.

18. Seven members shall constitute a quorum at any meeting of the Council.
19. If after thirty minutes from the time appointed for the meeting each quorum is not present, the meeting shall stand adjourned to the same day to the following week at the same time and place unless the President shall direct otherwise.
20. The President, or in his absence the First Vice-President or in his absence the Second Vice-President, shall preside all meetings of the Council. In the absence of these officers the meeting shall appoint one of the members present to be Chairman. The officer presiding shall have an original and casting vote.
21. Voting at meetings of the Council shall be by show of hands unless the Council by a majority decides that voting on any matter shall be by ballot.
22. If at a meeting of the Council, the Chairman of the Council is of the opinion that, considering the importance of the business to be transacted at such meeting, it is desirable to register the full strength of opinion of the Association, he shall refer the matter for consideration at a special General Meeting.

MANAGEMENT COUNCIL

23. The Management Council may appoint such paid officers, as it deems fit from time to time, and fix the remuneration of such offers.
24. The President shall:
 - a. In conjunction with the Secretary and the Treasurer superintend the administration of the affairs of the Association.
 - b. Have power to suspend until the next meeting of the Council an officer of the Association for failure to carry out the instructions of the Council.
25. In the absence of the President, the First Vice-President or, in his absence, the Second Vice-President shall act in the place of the President when he shall have the same power and shall perform the same functions as the President.

SECRETARY

26. It shall be the duty of the Secretary to:

- a) Carry out the instructions of the Council;
- b) Keep a Roll of the members of the Association and such other books as the Council may direct;
- c) Conduct the correspondence of the Association;
- d) Prepare the agenda for all meetings of the Council and General Meetings of the Association, and send a copy of such agenda to each member of the Council at least seven days before such meeting;
- e) Take and preserve carefully all minutes of the proceedings and keep a record of the attendance of all members of the Council at meeting;
- f) take action after agreement with the President, or his deputy, and with any other five members of the Council, in any emergency when time does not allow for the Council to be consulted. He shall at the next meeting inform the Council of the action taken;
- g) keep an official copy of the Rules with amendments and the dates thereof entered up to date;
- h) present a summarized report of meeting of the Council to the General Meeting next following.

ASSISTANT SECRETARY

27. The Assistant Secretary shall attend all meetings of the Council and General Meetings of the Association and shall assist the Secretary at all times in the performance of his duties.

TREASURER

28. It shall be the duty of the Treasurer to:
 - a. Collect all monies from members;
 - b. Bring into account all monies received by him for the Association and as early as possible lodge with the bankers of the Association all such monies as are not required for current expenses;
 - c. Make such payments on behalf of the Association as the Council shall sanction from time to time;
 - d. Keep the accounts for the Association and, when required render to the Council an account of all financial transactions, and at least two weeks before the date fixed for the First General Meeting, present a revenue and expenditure account and a balance sheet as a the end of the financial year;
 - e. Submit for audit when required, and for inspection by any member of the

Association who has notified the President of his intention, the account books and vouchers of the Association.

29. Two members, not being members of the Council shall be appointed at the First General Meeting to audit the books and accounts of the Association for the current year, and they shall submit their report to the next First General Meeting.

Should any member appointed as auditor be unable to serve, the Council shall appoint some other member, not being a member of the Council, to take his place.

ASSISTANT TREASURER

The Assistant Treasurer shall attend all meetings of the Council and General Meetings of the Association and shall assist the Treasurer at all times in the performance of his duties.

TRUSTEES

- a. Two Trustees shall be elected at an Annual General Meeting and shall hold office during the pleasure of the Association.
 - b. The two Trustees for the time being shall have vested in them all the real and personal estate whatever belonging to the Association, and they shall deal with it in such way as the Management Council may direct.
 - c. A Trustee may be removed from office by the Management Council on the ground that (owing to ill health, unsoundness of mind, removal from the country or for any other reason) he is unable or unsuitable to perform satisfactorily the duties of his office.
 - d. In the event of death, resignation or removal of a Trustee, the office shall be filled temporarily by the Management Council.
30. General Meetings of the Association shall be held once in every quarter.

Seven days notice of such meeting shall be given by **circular** and or by **electronic mail**. Any notice of motion, resolution or of other matters intended for the meeting shall be forwarded to the Secretary at least **five days** before the date fixed for such meeting and shall be circulated.

31. A Special General Meeting may be called at any time by the Council or at the written

request of at least four ordinary members of the Association who shall state the nature of the business they desire to be discussed. **Not less than seven days notice by circular or electronic mail shall be given of such meetings.**

32. Twenty-four of the ordinary members of the Association shall constitute a quorum at any meeting.
33. If after thirty minutes from the time appointed for the meeting such quorum is not present, the meeting shall stand adjourned to the same in the following week and at the same time and place unless the President shall direct otherwise if at such adjourned meeting a quorum is not present, those persons present shall be deemed to form a quorum.
34. General Meeting shall be presided over by the President or, in his absence, the First Vice-President or, in his absence the Second Vice-President or in his absence, some member of the Council chosen by those present. The officer presiding shall have an original and a casting vote.
35. Voting at all meetings shall be by show of hands, unless a majority of the members present and voting, decide that voting on any matter shall be by ballot.

Members may, in writing authorize other members to nominate, second or vote for them by proxy; a fresh authority will be required for each meeting. An instrument appointing a proxy shall be in the following form:

THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

I, _____ of _____ being a member of the above-named Association, hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Special, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 200____, and at any adjournment thereof.

Signed this _____ day of _____ 200____.

This form is to be used in favour of resolutions.

This form is to be used against resolutions.

Unless otherwise instructed the proxy will vote, as he thinks fit.

36. The proceedings of the Annual General Meeting shall be:
- a) Report on the work done by the Association during the preceding year;
 - b) Written report of Committees shall be circulated 14 days before the Annual General Meeting;
 - c) Presentation of the Treasurer's audited report on the accounts of the last calendar year;
 - d) Election of officers and members of the Council
 - e) Any business of which the Secretary has received ten days notice;
 - f) Any other business which in the opinion of the presiding Chairman properly arises out of any of the above.

(A copy of the Association's report and the financial statement shall be furnished upon request to each member of the Association).

THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

37. The financial year of the Association shall be from the 1st day of January to the 31st day of December.
38. The funds of the Association shall be administered by the Treasurer acting under the instruction of the Council. The funds of the Association which are not required for current expenses shall be invested, as the Council may think fit, in the name of the Association.
39. The Bankers of the Association shall be the recognized Bank approved by the Council.

All deposits shall be made in the name of the Association. Withdrawals for current expenses shall be made on the joint signatures of the President or, in his absence, one of the Vice-President, and the Treasurer.

40. The Association in general session may make levies in addition to the subscription if, and when, deemed necessary.

INTERPRETATION OF CONSTITUTION

41. The Council shall be the sole authority for the interpretation of the Constitution of the Association and may give rulings on any matter on which the Rules are silent.

AMENDMENT OF CONSTITUTION

42. The Constitution of the Association may be amended, added to or repealed by resolution at any General or Special General Meeting of the Association, provided that notice of motion so to do shall be given at meeting prior to that at which the vote is to be taken, and that no such resolution shall be deemed to have passed unless it shall be carried by a majority of at least two-thirds of the members voting thereon.

MEMBERS TO HAVE CONSTITUTION

43. Each member shall be entitled to a copy of the rules of the Association upon payment to the Secretary of a price to be fixed by the Management Council not exceeding one dollar (CI \$1.00).

DISSOLUTION AND AFFILIATION

44. The Association may not be dissolved and its funds divided except with the consent of not less than five-sixth of the members voting in a ballot at a General Meeting.

Affiliation to another organization shall be subject to the agreement of not less than two-thirds of the members voting in a ballot at a General Meeting.

THE COMPANIES LAW REVISED

Company Limited by Guarantee

Incorporated Pursuant to Section 79

MEMORANDUM OF ASSOCIATION
OF
THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

1. The name of the company is "THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION". (THE ASSOCIATION).

2. The Registered Office of the ASSOCIATION will be situated at the offices of Woodward Terry & Company P.O. Box 822, Third Floor, Caribbean Home Insurance Building, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies or at such place as the DIRECTORS may from time to time decide.

3. The objects for which the ASSOCIATION is established are:
 - (1) To further good and cordial relationships with the Cayman Islands Government Administration.

 - (2) To make representations to and bargain with Government leadership on general conditions of service including salaries.

 - (3) To make representations to Government on behalf of any individual member who feels aggrieved for any reason in connection with his employment and has failed to obtain relief departmentally.

 - (4) To promote social intercourse between members for the general well-being of the Association as a whole and individual members.

(5) To improve the standards of the Cayman Islands Civil Service through the development of a program for its upgrading.

(6) To promote programs for organizational and staff reform necessary in the public's interest so as to improve and maintain efficiency within the Civil Service.

(7) To ascertain issues of common interest which are of concern to members of the Cayman Islands Civil Service and to facilitate the provision of a forum wherein the management of the Association can apply their skills to and have an input into the consideration of matters and policies of national significance.

(8) To take the necessary steps to foster better understanding between senior managers of the roles of the various departments of Government.

(9) To promote and foster an improved working relationship between the Cayman Islands Civil Service and the Political Directorate and the Private Sector.

(10) To foster increased efficiency and productivity in the Cayman Islands Civil Service through a clear commitment to ongoing training at all levels of the Civil Service.

(11) To encourage comprehensive assessment, evaluation and prescription of solutions to problems confronting the Cayman Islands Civil Service.

(12) To promote the monitoring and sustenance of the Service to ensure its continued effectiveness and well being.

(13) To stimulate and encourage senior managers to exercise creativity and innovation in pursuit of their individual roles in and goals of the Civil Service.

(14) To formulate appropriate professional and ethical standards to ensure the highest respect for the Service and support and develop the professionalism of individual members.

(15) To provide advice to Government on any matters which may arise within the Service and to do anything which may be necessary or conducive to the attainment of these objects.

(16) To lead, advance, maintain, extend and encourage the work of the Cayman Islands Civil Service.

(17) To procure to be written and printed, published, issued and circulated gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents, and to promote, encourage or undertake organized research and experimental work in furtherance of the purposes of the Association.

(18) To receive any gift subscription, contribution, donation, legacy, devise, bequest or grant of money and property of any kind whether the subject of any special trust or not for any one or more of the objects of the Association.

(19) To manage the receipt from the Cayman Islands Government annual sums of money to be used to grant loans to those Civil Servants who may qualify in accordance with the issued Guidelines for Cayman Islands Housing Assistance to Civil Servants and to charge and accept a fee, grant, stipend or commission for managing or administering the loan scheme.

(20) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring the attainment of any of the objects contained herein.

(21) To purchase or otherwise acquire land situated in the Cayman Islands, either alone or in conjunction with any other organization with similar objectives, for the purposes of the Association, including without prejudice to the foregoing generality, the erection of a clubhouse, and laying out of courts and grounds for the playing of sports, and to furnish, refurnish, alter, maintain such clubhouse, courts and grounds.

(22) To organize and promote competition of various sporting events in the Cayman Islands and to award prizes or honours of money or monies worth to the successful entrants thereof.

(23) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

(24) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.

(25) To borrow and raise money in such manner as the Association may think fit.

(26) To invest the monies of the Association, not immediately required for its purposes, in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by the Cayman Islands Civil Service Regulations, the Colonial Regulations and any other law, and subject also as provided herein.

(27) To establish and support, and to aid in the establishment and support of any other Association formed for all or any of the objects of this Association, provided that such other Association shall be an Association not for profit incorporated by virtue of the provisions of section 79 of the Cayman Islands Companies Law (Revised) or any amendment made thereto.

(28) To amalgamate with any companies, institutions, societies or associations having any objects altogether or in part similar to those of this Association and, in any case not inconsistent with Clause 4 hereof.

(29) To draw, make, endorse, discount, negotiate, issue and execute and to buy and deal with bills of exchange, promissory notes or other negotiable or transferable instruments.

(30) To enter into partnership or any joint purse or profit sharing arrangement with, and to co-operate in any way, or subsidize any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association and, in any case, not inconsistent with Clause 4 hereof and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any organization with which this Association is authorized to amalgamate.

(31) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the organizations with which this Association is authorized to amalgamate.

(32) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects of the Association as specified in each of the foregoing paragraphs of this clause (except only in so far as otherwise expressed in such paragraph) shall be separate and distinct objects of the Association and shall not be in any wise limited by reference to, or inference from any other paragraph or the order in which the same occur or the name of the Association.

4. The Association is incorporated pursuant to section 79 of the Companies Law (Revised) and any income or property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a nominal commercial rate on money lent, or reasonable and proper rent for or premises demised or let by any member of the Association; but so that no member of the committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except repayment of out-of-pocket expenses or interest as aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the committee may be a member and in which such member of the committee shall have complied with the provisions of the Articles of Association relating to disclosure of interest.

5. The liability of the members is limited.

6. Each member undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a member, and of the costs, charges and expenses of the winding up of the Association and for the adjustment of the rights of the contributors amongst themselves, such sum as may be required not exceeding the sum of Five Dollar Cayman Islands Currency (CI\$5.00).

7. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall

have been previously submitted to and approved by the Governor of the Cayman Islands in Executive Council.

8. Subject as aforesaid, and to the provisions of the Companies Law the Association may by special resolution at any time add to, alter or amend the provisions of this Memorandum of Association.

9. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred to some other bona fide non-profit Association or Associations, whether corporate or unincorporated, and situated in the Cayman Islands and having objects similar in whole or in part to the objects of this Association and which shall prohibit the distribution of its, or their income and property amongst its or their members to any extent and if and in so far as effect cannot be given to such provision then to some other charitable object.

We, the several persons whose names addresses and descriptions are subscribed all being of eighteen years of age or upwards and employees in the Cayman Islands Civil Service are desirous of being formed into an Association in pursuance of the Memorandum of Association.

<u>NAME</u>	<u>ADDRESS</u>	<u>DESCRIPTION</u>	<u>SIGNATURE</u>
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

9.			
10.			
11.			

DATED THIS DAY OF 1993
WITNESS TO THE ABOVE SIGNATURES
P.O. BOX
GEORGE TOWN
GRAND CAYMAN.

THE COMPANIES LAW REVISED
Company Limited by Guarantee
Incorporated Pursuant to Section 79
ARTICLES OF ASSOCIATION
OF
THE CAYMAN ISLANDS CIVIL SERVICE ASSOCIATION

1. The regulations contained or incorporated in Table A of the Companies Law (Revised) shall not apply to this Association.

INTERPRETATION

2. In these Articles:

“the law” means the Companies Law (Revised)
“the Seal” means the common seal of the Association
“Secretary” means any person appointed to perform the duties of Secretary of the Association.
“Treasurer means any person approved to perform the duties of Treasures of the Association.”

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the law or any statutory modification thereof in force at the date on which these Articles become binding on the Association.

OBJECTS

3. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

4. The number of members with which the Association proposes to be registered shall be unlimited. Membership in the Association shall be open to all Civil Servants and Group Employees serving in the Cayman Islands Civil Service and such Civil Servants may become members of the Association by registering as such and upon payment of the prescribed fees.

CODE OF ETHICS

5. Recognizing their responsibilities to the people, desiring to inspire public confidence and respect for Government, and believing that honesty, integrity, loyalty, justice, and courtesy formed the basis of ethical conduct, members of the Cayman Islands Civil Service Association hereby agree to be bound by a Code of Ethics as approved at a General Meeting.

CLASSES OF MEMBERSHIP

6. The membership of the Association shall consist of:
(a) Ordinary Members
(b) Honorary Members

ORDINARY MEMBERS

Ordinary Membership shall be open to all Government employees whether serving as a Group Employee or on temporary, pensionable or contractual terms and shall be obtained by such persons upon written application, save that all persons who, at the date of incorporation of the Association, are fully paid up members of the voluntary Association formerly known as "The Cayman Islands Civil Service Association" (hereinafter referred to as "the former un-incorporated Association") shall become ordinary members of this Association.

HONORARY MEMBERS

Honorary Membership shall be open to a member of the Association who has been an active member and who, because of illness, infirmities, advanced age or other legitimate reasons as determined by the Executive Committee must relinquish his active status. Honorary members shall be elected by a majority of seventy five percent (75%) of the Executive Committee. The provisions of these Articles relating to membership fees and subscriptions shall not apply to Honorary members. Honorary members shall have the right to attend any

general meeting of the Association and to be heard there-at, but shall not be entitled to vote nor may they be elected to hold any office in the Association.

APPLICATION FOR MEMBERSHIP

7. Every application for membership other than Honorary membership shall be in such form as the Executive Committee shall from time to time prescribe or accept.

8. At the next meeting of the Executive Committee after the receipt of any application for membership, such application shall be considered by the Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee give any reason for the rejection of an applicant.

ENTRANCE FEE

9. Every member shall, upon becoming a member of the Association, pay an entrance fee of C1\$25.00 to the Association which shall be the member's contribution to the capital of the Association. The member shall have no other liability to the Association other than as hereinafter mentioned. The Treasurer's receipt shall be sufficient discharge to the member in respect of his entrance fee. The Association shall retain all entrance fees in a Membership Reserve Fund and the Membership Reserve Fund shall at all times be sufficient to meet the capital contributions of members of the Association, or persons who have ceased to be members of the Association within the preceding year, and any surplus may be applied to the general funds of the Association. In the event of the Association being wound up, the Membership Reserve Fund shall be applied to meeting the contributions to the assets of the Association of the members or persons who have ceased to be members within one year preceding the winding-up of the Association.

SUBSCRIPTION AND DUES

10. The annual subscriptions shall be such fees as the Association may from time to time prescribe. Subscriptions shall be paid yearly in advance in January. In all cases the full annual subscription shall be paid in respect of the year of admission of any member. If any member fails to pay his subscription for any year within three months of the same becoming due, he shall ipso facto cease to be a member of the Association but shall be eligible for re-admission upon payment of all arrears due from him while a member.

11. Members may be required from time to time by Resolution passed at General Meeting to contribute to the funds of the Association for the promotion of any of the objects for which the Association is formed. The secretary shall notify all

members when the payment of such sums become due. Any member failing to pay the said sum within three months after such notification shall ipso facto cease to be a member of the Association. Membership may, however be revived on payment of the sum so in arrears.

RESIGNATION OF MEMBERS

12. Any member may resign from the Association by conveying in writing to the President or the Secretary his desire to do so and such resignation shall become effective from the date of such notice provided that any indebtedness to the Association has been fully met and materials being the property of the Association have been surrendered to the Secretary. At the next Ordinary Meeting after receipt of any notice of resignation of membership such notice shall be read and the member's name struck off the roll of members of the Association.

CESSATION OF MEMBERSHIP

13. Membership of the Association shall cease:
(a) If the member resigns subject to Article 13, or
(b) if the member becomes bankrupt, or is of unsound mind as determined by a court having a jurisdiction in lunacy, or dies, or
(c) if a member fails to make payment of dues within a reasonable period of time as fixed by the Executive Committee, or
(d) if a member resigns or is terminated from employment in the public service, or
(e) if a member is expelled in accordance with Article 14.

EXPULSION OF MEMBERS

14. Members may be expelled by the Executive Committee for noncompliance with the Association's Code of Ethics. No member may be expelled without the opportunity of a hearing before the Executive Committee of the Association at a proposed time and place after a reasonable notice. A member expelled in accordance with the provisions of this Article shall forfeit all claims to the return of the money paid to the Association by way of annual fees or otherwise and shall cease to be a member of the Association, subject nevertheless to obligations, if any, he may have incurred prior to his ceasing to be a member in accordance with the Memorandum of Association. A vote of two-thirds of the Executive Committee of the Association shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Association and upon his written request be allowed to make such an appeal at the next Annual General Meeting of the association to consider the appeal. A vote of the simple majority of members present personally or by proxy shall be required to reinstate the member who has been expelled. For the avoidance of doubt, membership shall not cease by virtue of the retirement of a member from the Cayman Islands Civil Service.

PATRON

15. The Association may have a Patron who shall be elected by the Association in General Meeting and the appointment of a Patron shall be for life or until resignation. The Association shall have no power to remove any Patron validly elected. The Patron of the Association shall have the right to attend any general meeting or committee meeting and to speak there at but shall not have the right to vote. A Patron need not be a member of the Association.

GENERAL MEETINGS

16. A General Meeting of the Association shall be held at such time and at such place as the Executive Committee shall deem expedient for the proper running of the Association, provided that the Association shall hold at least one regular meeting in every calendar year. In default of a General Meeting being held, a General Meeting shall be held on the month next following and may be convened by a minimum of twenty percent (20%) of members in the same manner as nearly as possible as that in which meetings are to be convened by the Executive Committee.

17. All General Meetings other than the Annual General Meetings shall be called "Extraordinary General Meetings."

CONVENING AND SCHEDULING EXTRAORDINARY GENERAL MEETINGS

18. The Executive Committee may, by a majority, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the requisition of a minimum of twenty percent (20%) of voting members of the Association forthwith proceed to convene an Extraordinary General Meeting of the Association, and in the case of such requisition the following provisions shall have effect:

(a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office of the Association and must consist of several documents in like form each signed by the requisitionists.

(b) If the Executive Committee do not within twenty one (21) days from the date of the requisition being so deposited, proceed to convene a Meeting, the requisitionists or a minimum of fifteen percent (15%) of them may themselves convene the Meeting, but any Meeting so convened shall not be held after three months from the date of deposit.

(c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Executive Committee shall be deemed not to have duly convened

the Meeting if they do not give such notice as is required by Section 59 of the law.

(d) Any Meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as that in which Meetings are to be convened by the Executive Committee.

NOTICE OF GENERAL MEETING

19. Subject to Article 18 (d), seven days notice in the case of Annual General Meetings, and twenty-four (24) hours notice in the case of Extraordinary General Meetings at the least shall be given in the manner hereinafter provided, or in such other manner (if any as may be prescribed by the Association in general meetings) to such persons as are, under the regulations of the Association, entitled to receive notice of that particular meeting specifying the place, the day and hour of the meeting and, in case of special business, the general nature of that business.

NON RECEIPT OF NOTICE

20. The accidental omission to give notice of a meeting, or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings of any meetings.

QUORUM

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty percent (20%) of registered voting members present personally or by proxy shall be a quorum.

22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, if a quorum is not present within half an hour from the time appointed the members present shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

23. The President, if any, of the Executive Committee shall preside as Chairman at every General Meeting of the Association.

24. If there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is

unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.

25. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least twenty five percent (25%) of the voting members present in person or by a representative entitled to vote, and unless a poll is so demanded a declaration by the Chairman that the resolution has, on a show of hands, been carried by a majority, or lost, and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

27. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting (at which the show of hands takes place or at which the poll is demanded) shall be entitled to a second or casting vote.

29. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

30. On a show of hands every subscribing member present or in person or by representative shall have one vote. On a poll every subscribing member or representative shall have one vote.

31. No member shall be entitled to vote at any general meeting unless all fees, assessments or other sums presently payable by him in respect of his obligations to the Association have been paid.

32. On a poll votes may be given either personally or by a proxy.

33. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy.

34. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. A proxy need not be a member of the Association.

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Association or at such place within the Cayman Islands as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

36. The instrument of proxy shall be in the following form, or as near thereto as circumstances admit:

THE CAYMAN ISLAND CIVIL SERVICE ASSOCIATION
I, _____ of _____ being
a member of the above named Association, hereby appoint
of _____ whom _____ failing
of _____ as my proxy to vote
for me on my behalf at the annual/extraordinary general meeting of the
association to be held on the _____ day of _____
199 _____ and at any adjournment thereof.
Signed _____ this _____ day of _____ 199

Signature
(or member's attorney)

of

Member

37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE EXECUTIVE COMMITTEE

38. The honorary officers of the Association shall consist of a President, a First and Second Vice-President, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer who shall be ex-officio members of the Executive Committee. The Officers shall be elected annually, by secret ballot, at the Annual General Meeting of the Association, or Extraordinary General Meeting next after the date of incorporation of the Association. Provided that all officers to be elected at the Annual General Meeting, or Extraordinary Meeting next after the date of incorporation of the Association shall be chosen from among members who have served for at least one year on the MANAGEMENT COUNCIL' of the former un-incorporated Association. And provided further that thereafter all officers shall be chosen from among members who have served on the Executive Committee or on the Management Council of the former unincorporated Association for at least one year, or who have been members in good financial standing of the Association or of the former un-incorporated Association for at least two years.

39. The Executive Committee shall, in addition to the officers of the Association, consist of one representative of each Full Member. Each Full Member shall prior to the Annual General Meeting nominate one or more persons to represent it on the committee. In the event of a Full Member nominating more than one person, one of them shall be elected at the Annual General Meeting to be the representative of the Full Member.

40. The Executive Committee shall have absolute control over all the affairs and property of the Association and shall prescribe, alter, or cancel rules for the regulation of the Association, and shall exercise all such powers of the Association as they shall think fit, except as otherwise provided by these Articles.

41. The Executive Committee shall meet to transact the affairs of the Association as often as it shall deem necessary. No business shall be transacted at any such meeting unless a quorum of not less than five Committee Members is present in person at the commencement of such business.

42. The Executive Committee may request or permit the presence of any person at any meeting of the Committee whose presence at such meeting is considered desirable.

43. The Executive Committee may from time to time make such rules regulating the conduct of meetings of the Committee as it thinks fit.

44. In the absence of both the President and Vice Presidents, the Committee Members present shall choose someone of their number to be chairman of such meeting.

TRANSITION

45. In the event the Association is incorporated after the 31st. day of December 1993 (the date of the Annual General Meeting of the former un-incorporated Association) the persons elected as officers of the former un-incorporated Association for the year 1992 to 1993 shall become respectively the officers of this Association upon its incorporation and shall perform the duties and exercise the powers respectively vested in these Articles until the election of officers at the first General Meeting of this Association, provided that the former un-incorporated Association shall have been first dissolved in accordance with its constitution. The provisions of this Article shall become operative upon the receipt, in the time therein stated, at the Registered Office of the Association of Notice in writing of the dissolution of the former un-incorporated Association purportedly signed by the Secretary of the former un-incorporated Association.

DUTIES OF OFFICES

46. The President shall be the Chairman of all meetings of the Association and the Executive Committee and to head any delegation of the Association at all meetings and conferences at which the Association is represented.

47. The Vice Presidents shall assist the President in the exercise of his or her duties and the senior of them shall preside at all meetings of the Association or the Committee at which the President is absent.

48. The Secretary shall maintain the register of members, give notice of all meeting of the Association or the Committee to the appropriate persons as required herein, maintain a minute book in which shall be entered minutes of all proceedings taking place at any General Meeting or Committee Meeting, and conduct all general correspondence on behalf of the Association as may be instructed by the Committee.

49. The Treasurer shall maintain proper books of account of the Association, receive entrance fees and subscriptions from the members and give receipts therefor, pay all accounts approved by the Committee and prepare a Statement of Income and Expenditure and Balance Sheet at the end of the fiscal year for presentation to the Annual General Meeting of the Association.

SUB-COMMITTEES

50. The Executive Committee may delegate any of their powers and duties to sub-committees consisting of Committee members and members of the Association as they think fit and any subcommittee so formed shall, in the exercise of the powers and carrying out the duties so delegated conform to any regulations that may be imposed by the Committee.

51. Any subcommittee so formed shall make its own rules regulating its procedure other than may be imposed on the subcommittee by the Executive Committee.

POWERS, DUTIES AND ELECTION OF OFFICERS

52. The business of the Association shall be managed by the Executive Committee of Directors who may pass all expenses incurred in setting up and registering the Association and may exercise all such powers of the Association as are not by the law or these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulations, pursuant to the provisions of the law and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting shall not invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

53. The Executive Committee may appoint such other officers for such term and at such remuneration and upon such conditions as they think fit; and any officer so appointed may be removed by them. Such person or persons filling such a post must be a subscribing member, but need not be a Director and may be paid such remuneration by way of salary or expenses or both as the Executive Committee shall from time to time think fit.

54. At the Annual General Meeting of the Association the Directors and Officers, if any, shall retire.

55. The Association at the Annual General Meeting at which the Directors and Officers retire in the manner aforesaid shall fill the vacant offices by electing persons thereto. Retiring Directors are eligible for re-election.

MINUTES

56. The Directors shall cause minutes to be made in books provided for the purpose;

- (a) for all appointments of officers made by the Directors,
- (b) of the names of the Directors present at each meeting of the Directors and of any committees of the Directors,
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Directors and of committees of Directors.

THE SEAL

57. The Directors shall provide for the safe custody of the seal, and the seal of the Association shall not be affixed to any instrument except on the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary, or such other persons as the Directors may appoint for the purpose; and that the Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

58. The office of Director shall be vacated if the Director:

- (a) becomes bankrupt, or
- (b) is found to be, or becomes of unsound mind;
- (c) resigns his office by notice in writing to the Association; or
- (d) ceases to be employed in or by the Civil Service; or
- (e) fails to attend three consecutive regular meetings of the Executive Committee without the Committee's approval; or
- (f) dies.

ROTATION OF DIRECTORS

59. A retiring Officer or Director shall be eligible for reelection as Director and or Officer, and a Director shall be eligible for re-election to office.

60. The Association may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office, pending such determination, the minimum number of Directors shall be two.

61. Any casual vacancy occurring in the Board of Directors may be filled by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

62. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Annual General Meeting, but shall be eligible for election by the Association at that meeting as an additional Director.

63. The Association may by extraordinary resolution remove a Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

64. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the request of a Director shall, at any time summon a meeting of the Board of Directors.

65. The quorum necessary for the transaction of the business of the Directors shall be a simple majority of the Board of Directors.

66. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Association, but for no other purpose.

67. The President shall be Chairman of the Board of Directors but if he is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

68. The Directors may delegate any of their powers and duties to sub-committees consisting of Committee Members and Members of the Association

as they think fit and any subcommittee so formed shall, in the exercise of the powers and carrying out the duties so delegated conform to any regulations that may be imposed by the committee.

69. A committee may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding same, the members present may choose one of their number to be Chairman of the meeting.

70. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall have a second or casting vote.

71. All acts done by any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

ACCOUNTS

72. The Directors shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt takes place;
- (b) all sales and purchases of goods and services by the Association, and the assets and liabilities of the Association.

73. The books of accounts shall be kept at the registered office of the Association, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

74. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and all members (not being directors) shall have the right to examine any account or books or document of the Association subject only to reasonable restrictions as to time and manner approved by the Directors or by the Association in General Meeting.

75. At the Annual General Meeting the Directors shall cause to be prepared and shall lay before the Association a list of the names of all the Members of the Association together with a statement showing dues paid and outstanding by Members. Any accounts which have been prepared on behalf of the Association shall also be laid before the Association at this time.

AUDIT

76. If an ordinary resolution to that effect is passed in a General Meeting, any accounts relating to the Association's affairs shall be audited annually by the Auditors appointed by the Association. The Association may at each Annual General Meeting elect an Auditor or Auditors to hold office until the next Annual General Meeting and shall at the same time fix the remuneration if any payable to such Auditor or Auditors.

DIVIDENDS

77. Any profits or income of the Association shall be applied in promoting the objects of the Association and the payment of any dividend to the Members of the Association is prohibited.

NOTICES

78. A notice may be given by the Association to any member either personally or by sending it by post to him at his department in the Civil Service or his registered address, or (if he has no registered address in the island) to the address, if any, on the island supplied by him to the Association for the giving of notices to him, or by advertising, on two separate occasions, the notice in the newspaper circulating in the islands. 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 to have been effective in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid. A notice given by advertisement shall be deemed to be duly given at noon on the day following the day on which the advertisement was published.

79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who have not supplied to the Association an address in the Cayman Islands for the giving of notices to them. No other person shall be entitle to receive notices of General Meetings.

INDEMNITY

80. The Directors, Auditors, Secretary, Treasurer and other Off icers for the time

being of the Association, and any Trustees for the time being acting in relation to any of the affairs of the Association, and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Association for all charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office of trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no such officers or trustees shall be answerable for the acts, receipts, neglects, or defaults of any other Officer or Trustee or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any monies or effects belonging to the Association may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any monies of the Association shall be vested, or for any loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such officer or trustee.

WINDING-UP

81. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up.

82. In the event of the Association being wound up, whether voluntarily or otherwise, any surplus of assets of the Association after satisfaction of the expenses of winding up and the liability of the Association, shall be disposed of in such manner as the Governor of the Cayman Islands in Executive Council may direct.

MISCELLANEOUS

83. The Association shall establish banking facilities with any bank or banks as the Executive Committee may direct provided that the signing authority on any such account shall be vested in at least two members of the Executive Committee signing jointly.

84. The Association may by special resolution at any time add to, alter or amend the provisions of these Articles of Association.

85. (1) A Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Committee at the earliest opportunity.

(2) The Committee member shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:

(a) any arrangement for giving any Committee Member any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
(b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Committee Member himself has assumed responsibility in whole or in part under a guarantee of indemnity or by the deposit of a security; or (c) any contract by a committee member to subscribe for or underwrite the debentures of the Association; or
(d) any contract or arrangement with any other company in which he is interested only as an officer of that company or as a holder of shares or other securities comprising not more than one-hundredth part of the capital of that company.

(3) Any Committee Member may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he was not a Committee Member.
(4) Notwithstanding the provisions of Article 84 hereof, the provisions of this Article shall not be added to, altered or amended unless the same shall have been previously submitted to and approved by the Governor of the Cayman Islands in Executive Council.

86. Each member of the Association shall be entitled to receive a copy of the Memorandum and Articles of Association and any rules created thereunder. We, the several persons whose names and addresses are subscribed all being of eighteen (18) years of age or older and employed in the Cayman Islands Civil Service are desirous of being formed into an Association in pursuance of this Article of Association.

<u>NAME</u>	<u>ADDRESS</u>	<u>DESCRIPTION</u>	<u>SIGNATURE</u>
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DATED THIS

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