

THE CONSTITUTION OF THE OAU 2007;

1.0. AIMS AND OBJECTIVES

The aims and objectives for which the Association is established shall be;

- a) To support, promote, and protect the interests of Members generally and to consider, watch over and take any necessary action, in relation to matters affecting their interests.
- b) To provide to Members standard forms of practice, discipline, training and education programs, make recommendations where necessary and to promote the profession, its code of ethics and standards to the general public.
- c) To encourage the maintenance of high standards of professional practice among Members and to provide or arrange for the provision of professional, financial, management, legal, accounting, insurance, commercial, public relations, advertising, arbitration and other services whatsoever to or for the benefit of them whether as a business or otherwise.
- d) To supervise the registration of Members and the publication of their registered names.
- e) To promote and regulate the conduct of Members and to exercise disciplinary control over them;
- f) To carry out awareness campaigns focusing on the major issues of visual, optical and ocular health needs or welfare of the public.
- g) To lobby Government and relevant authorities to make an enabling legislation for the profession of Optometry, also to promote or support any Act of Parliament or other legislation for enabling the Association to carry any of its objects into effect or for effecting any modification which may be desired of the, constitution of the Association or for any other purpose which may seem expedient, and to scrutinize and if thought fit to oppose any proposed legislation which may to the Association seem to be directly or indirectly prejudicial to the interests of the Association or of the profession of Members.
- h) To advise and assist Members in connection with their position, status, duties and obligations on primary eye care and clinical matters.
- i) To provide assistance and advice to Members involved in the implementation of co-managed schemes.
- j) To keep a watching brief on developments in Optometry and assess their implications for the Members.
- k) To maintain a watching brief on clinical developments within other related bodies and groups.
- l) To represent and to negotiate on behalf of Members on committees involving other professions, the Government of Uganda, all other international or supranational organizations and institutions of whatever nature, the legislature, public bodies and others, Colleges/ Institutions of Optometry or Institutions providing instruction in any discipline within the field of Optometry, other Optometry and Optical organizations and other public authorities, bodies or persons, in relation to all matters directly or indirectly affecting Members and/or their professions.
- m) To work in collaboration with National Eye Care Coordinator, Ministry of Health, National Prevention Blindness Committee (NPBC) and/or other organizations/bodies interested in promoting Eye care services in Uganda and to advise and to maintain regular standards with the government, relevant authorities, other professions, employers and organizations on visual screening, sight testing, other visual

requirements and to update this information annually for example drivers vision standards, work place environment and sight protection.

- n) To work hand in hand with other related institutions already established on enhanced future strategies for the professional development of Members, that is, to establish a Training Institute or School of Optometry as an independent entity or part of a recognized education institution.
- o) To collect, hold, disseminate and publish material conducive to the attainment of the objects of the Association, in any form, using any method (present or future, including journals, books, pamphlets, electronic and other media) and to any AGM or persons, and to do so, whether as a business or otherwise as originator, proprietor, licensee, publisher, broadcaster or otherwise howsoever.
- p) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- q) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to promotion of its objects.
- r) To borrow or raise or secure the payment of money for the purposes of the Association on such terms and on such security as may be thought fit.
- s) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- t) To accept donations and gifts in furtherance of any objects of the Association and to undertake and execute any trusts which may lawfully be undertaken by the Association and may be considered conducive to its objects.
- u) To establish and support or aid in the establishment and support of any funds, trusts, pension schemes or other conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections or any such employees and to pay pensions, annuities or gratuities to any such persons.
- v) To do any other thing that is related to or connected with the above objectives and to engage in any other activity that the Directors may from time to time decide.

2.0. ACTIVITIES:

These objectives shall be furthered by:

- a) The holding of meetings, lectures and/or conferences.
- b) Hosting and organizing seminars, workshops, courses, etc. for benefit of the Members.
- c) The publication and distribution of literature and in particular of a journal and/or newsletters.
- d) The holding of meetings by the various bodies of the Association and the implementation of agreed strategies, programs, etc.
- e) Any other appropriate activities.

3.0. MEMBERSHIP AND PRIVILEGES

There shall be seven categories of Membership:

- a) Full Membership
- b) Associate Membership
- c) Corporate Membership
- d) Student Membership
- e) Provisional Membership
- f) Honorary Membership
- g) Fellowship

3.1. Full Membership:

Shall be open to persons holding any of the following qualifications awarded by any of the training institutions recognized by the Board of Directors shall be eligible for registration in the appropriate discipline to which the qualifications relate.

- (a) A Doctorate in Optometry,
- (b) A Masters of Science Degree in Optometry,
- (c) A Bachelors of Science Degree in Optometry or
- (d) A certificate or diploma in Optometry

Such a Member shall pay to the Association full subscription as may be prescribed from time to time by the Association on the recommendation of the Board and shall enjoy all the rights and privileges provided by the Association including the privilege of voting on any matter whatsoever concerning the affairs of the Association and that of being elected to any office of the Association for which that Member is eligible to stand.

3.2. Associate Membership:

Shall be open to any person holding any of the following qualifications awarded by any of the training institutions recognized by the Board and the Member shall be eligible for registration in the appropriate discipline to which the qualifications relate.

- (a) A Degree, Diploma or Certificate in Dispensing Optics,
- (b) A certificate in Low Vision,
- (c) a diploma or certificate in Contact Lens fitting,
- (d) a degree, diploma or certificate in Orthoptics .
- (e) any other qualification as may be recognized by the Board.

Such a Member shall pay to the Association full subscription as may be prescribed from time to time by the Association on the recommendation of the Board and shall enjoy all the rights and privileges provided by the Association including the privilege of voting on any matter whatsoever concerning the affairs of the Association and that of being elected to any office of the Association for which that Member is eligible to stand.

3.3. Corporate Membership:

Shall be open to bodies corporate carrying on business as Opticians, Optometrists or Optical shops/units, provided they supply appropriate detail containing the names, principal places of business and such other particulars as may be prescribed of the bodies which are entitled to be enrolled in it and apply in the prescribed manner to be so enrolled. Each corporate AGM may nominate one of its proprietors/directors or any other person it feels will be able to

represent its interests in the Association and shall pay to the Association full subscription as may be prescribed from time to time by the Association on the recommendation of the Board. The nominee shall enjoy all the rights and privileges provided by the Association including the privilege of voting on any matter whatsoever concerning the affairs of the Association but excluding that of being eligible to stand or be elected to any office of the Association.

3.4. Student Membership:

Shall be open to those pursuing full time courses in Optometry or Ophthalmic Optics or any course of study in any discipline approved by the Board be it in Uganda or abroad. Such Members shall pay to the Association such subscription which shall not exceed 25% of the full Member's fees and may on special invitation to that effect attend the regular meetings of the Association and participate in the discussions transacted, but shall have no right to vote on any matter whatsoever concerning the affairs of the Association and shall not stand for or hold any office of the Association

3.5. Provisional Membership:

Shall be open to any person holding a qualification not recognized by the Board, but in the opinion of the Board related to any discipline within the field of Optometry. The Board shall prescribe any conditions or terms it sees fit to the Member who will be expected to strive for Associate or Full Membership within the year. Renewal of this type of Membership shall be at the discretion of the Board. Such a Member shall pay to the Association full subscription as may be prescribed from time to time by the Association on the recommendation of the Board and shall enjoy all the rights and privileges provided by the Association including the privilege of voting on any matter whatsoever concerning the affairs of the Association, but shall not be eligible to stand for or be elected to any office of the Association.

3.6. Honorary Membership:

Shall be extended to any person not qualifying for any of the foregoing categories that either has rendered outstanding service to the cause or interests of Optometry or where inclusion is deemed desirable and/or beneficial to the Association. Honorary Membership shall be extended on recommendation of the Board. Such Members shall be exempted from payment of any subscription fees but may, at their own discretion, make a donation towards the advancement of the Association and other functions, and participate fully in discussions transacted and may upon invitation to that effect attend meetings of the Council. Such a Member however shall have no Voting rights at any meeting of the Association nor hold any office of the Association.

3.7. Fellowship of the Association:

Shall be conferred by the Association on the recommendation of the Board upon full Members who have distinguished themselves in the field of **Optometry**, Eye Care, or human Welfare as to merit a special recognition and have taken further specialist qualifications.

3.8.ELECTIONS TO MEMBERSHIP:

Any person or AGM desiring to become a Member shall apply to the Board by submitting their curriculum **vitae**, qualifications and/or any other relevant or appropriate documentation as may required by the Board along with their application. The Board shall elect such an applicant to appropriate Membership in the Association, unless however that the Board by a majority vote reject such an application for good and sufficient cause. No person or AGM shall be admitted to Membership of the Association unless duly elected by the Board who shall have full power

and discretion without assigning any reason to elect or reject any such candidate for Membership.

3.9. OBLIGATION OF MEMBERS:

(a) Members are obligated to observe rules and regulations of the Association.

(b) Members should contribute and actively support the achievement and sustenance of the aims and objectives of the Association.

3.10. SUSPENSION OR WITHDRAWAL OF A MEMBER:

Membership of the Association shall cease or be suspended:

(a) on voluntary resignation

(b) for non-compliance with policies and objectives of the Association.

(c) on such other grounds as the AGM, on recommendations of the Board of Directors, may from time to time determine.

(d) on default of payment of annual subscription charges for two consecutive years - i.e. the Member has withdrawn themselves

(e) on the death of the Member

4.0. STRUCTURE AND ORGANS OF THE ASSOCIATION.

a) There shall be an Annual General Meeting (AGM) of the Association in accordance with the requirements of the Companies Act (Cap 110)

b) The AGM will be the supreme policy making AGM and will meet at least once a year to receive the report of operations and other issues from the Board of Directors and the Council.

c) The AGM shall be attended by the Members of the Board of Directors, the Members of the Council and the Members of the Association, but the right to vote at such meetings shall be confined to the registered Members.

4.1. THE POWERS AND FUNCTIONS OF THE AGM

The AGM shall amongst other things exercise the following powers:

a) Receive reports from the Board of Directors and the President of the Council.

b) Elect representatives to Board of Directors and the Council.

c) Receive, debate and approve the financial reports, including audited accounts.

d) Endorse the vision/mission of the Association.

e) Confirm new Members of the Association.

f) Approve/establish any institutions or bodies required for its operations.

g) Determine the general policy of the Association.

h) Amend the constitution of the Association

4.2.1. OFFICERS OF THE COUNCIL

i) The President

ii) The Vice President

iii) Secretary

iv) Assistant Secretary

v) Treasurer

vi) Assistant Treasurer

vii) Councilors

4.2.2. DUTIES OF THE OFFICERS

a) **The President:** Who shall:

i) Chair all meetings of the council

- ii) Supervise the smooth - running of the Association's affairs
 - iii) Be the Associations' official spokesman.
 - iv) Present an annual report to the Annual General Meeting on the Association's activities.
 - v) Perform any other duties as prescribed in this constitution or as may be assigned by the Board or the AGM.
- b)**The Immediate Past President:** who shall:
- i)Act in an advisory capacity to the Council
 - ii)Be a Member of the Council
- c)**The Vice President:** Who shall:
- i)Assist the President in the Supervision of the Association activities.
 - ii)Assume the responsibilities of the President when the latter is absent or incapacitated.
 - iii)Perform any other duties as he may be assigned by the President, the Council, the AGM or the Board.
- d)**The Association Secretary:** Who shall:
- i)Maintain a register of all Members.
 - ii)Be responsible for the keeping of accurate records and minutes of Membership, Committee, Council and Board meetings.
 - iii)Be responsible for the keeping of an accurate and an updated record of the bylaws, resolutions, policies, and other records of the Association.
 - iv)Maintain record of the Association's official transactions.
 - v)Be in charge and in custody of the records of the Association
 - vi)Perform any other duties as he may be assigned by the President, the council, the AGM or the Board.
 - vii)Be a full Member of the Board entitled to vote.
- e)**The Assistant Secretary:** Who shall
- i)Assist the Secretary in performing his duties
 - ii)Assume the responsibilities of the Secretary when the latter is absent.
 - iii)Perform any other duties as he may be assigned by the President, the Council, the AGM or the Board.
 - iv)sit on the Board and carry out all functions of the Association Secretary in his/her absence, but will not be entitled to vote on the Board.
- f)**The Treasurer:** Who shall
- i)Be responsible for keeping accurate accounts and records of all financial transactions of this Association
 - ii)Maintain a cash book which shall at all reasonable times be open to the inspection by the council. The cash Book shall show what monies have been received and spent by the Association.
 - iii)Act as custodian of the funds of the Association and shall be responsible for the deposit of all monies received in the name of the Association in institutions approved by the Board.
 - iv)Submit the Association's annual financial Account for auditing.
 - v)Be answerable to and work under the supervision of the Director of Finance of the Board
 - vi)Perform any other duties as he may be assigned from time to time by the President, the Council, the AGM or the Board.

g) **Assistant Treasurer:** Who shall:

- i) Assist the Treasurer in performing his duties
- ii) Assume the responsibilities of the Treasurer when the latter is absent.
- iii) Perform any other duties as he may be assigned by the President, the Council, the AGM or the Board.

h) **Councilors:**

The AGM shall in addition to the above officers elect Councilors whose number shall be determined by the AGM. They shall:

- (a) Participate fully in all meetings of the Council on equal status as other officers of the Association.
- (b) Perform any other duties as they may, individually or in groups be assigned from time to time by the President, the Council, the AGM or the Board.

4.2.3. DUTIES AND RESPONSIBILITIES OF THE COUNCIL

There is to be established a council known as the Council for Optometry. The Council shall be composed by the President, President Elect and Immediate Past-President (where applicable), Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and all councilors.

The functions of the Council shall be to

- a) act as a representative forum in an advisory and consultative role for the Association and the Board of Directors (referred to in this document as "the Board") upon any matters upon which it is consulted in accordance with the Association fulfilling the objects for which the Association was established as set out in the Memorandum of Association. Such matters may be referred to the Council by the Board, the President of Council, or any person presiding as Chairman of Council in acc. Art... and the Council may mutatis mutandis refer matters to the Board, the President of Council or any person presiding as Chairman of Council in accordance with art.....
- b) run the day to day activities of the association
- c) promote the interests of the individual Members
- d) to draw up the budget for the Association and submit it to the Board for approval
- e) to administer the Associations funds under the supervision of the Board
- f) to raise, discuss, suggest or otherwise consider, debate and/or make proposals on any matters or issues affecting or of interest to the Members, their professions or practices or the Association in part or as a whole and, where appropriate, to refer such to the Board for its consideration or action
- g) to consider and recommend mode of recruitment of Members
- h) to appoint any temporary or permanent sub-committees or any other committees that it feels may assist in the carrying out of its duties, pending subsequent approval of the Board
- i) carry out any activities that will further the aims and objectives of the association. These shall include
 - i) organizing the holding of meetings, lectures and/or conferences.
 - ii) the hosting and organizing seminars, workshops, courses, etc. for benefit of the Members.
 - iii) the publication and distribution of literature and in particular of a journal and/or newsletters.
- j) carry out any activities delegated to it by the Board or the AGM.

4.2.4. REGULATIONS ON COUNCIL MEETINGS:

The regulations governing the Council meetings unless otherwise determined by the Board shall be as follows;

- a) The quorum necessary for the transaction of the business of the Council shall be 4.
- b) A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations or byelaws of the Association for the time being vested in the Council generally.
- c) The President or in his absence, the Vice-President of the Association shall act as Chairman of Council and shall preside, but if they are both absent and if at any Council meeting none shall be present within five minutes after the time appointed for holding it the Members of the Council present shall choose one of their number to be Chairman at the meeting.
- d) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit except that they shall meet not less than twice in every calendar year and that not more than 30 weeks shall elapse between any two meetings.
- e) Questions arising shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to any vote to which he may be entitled as a Member of the Council.
- f) The continuing Members of the Council may act notwithstanding any vacancy in their AGM, provided always that if the Members of the Council shall at any time be reduced in number to less than one-third or the nearest whole number to one-third of the Membership of the Council for the time being authorised under these Articles or regulations or byelaws made under these Articles then it shall be lawful for them to act as the Council (notwithstanding that their number may not constitute a quorum) for the purpose of filling or taking steps to fill up vacancies in their AGM or of summoning a General Meeting but not for any other purpose.
- g) On the request of the President, Vice-President or Chairman of the Board, or of any four other Members of the Council the Secretary shall at any time summon a meeting of the Council by notice served upon the Members of the Council, but a Member of the Council who is absent from Uganda shall not be entitled to receive notice of a meeting.
- a) All acts bona fide done by any meeting of the Council of the Association, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council.

4.3.1 BOARD OF DIRECTORS:

- a) Unless otherwise determined by the AGM, the number of Members of the Board shall be not more than 11 (eleven) persons.
- b) Members of the Board shall be the directors of the Association in accordance with the Articles of Association and any byelaws thereunder.
- c) The Board shall be composed of the following officers;

- i. Chairman
 - ii. Association Secretary
 - iii. Finance Director
 - iv. Directors
- d) The Board may appoint from among their number, an executive director who shall be the supervising and/or implementation officer of the Board

4.3.2. POWERS, DUTIES AND RESPONSIBILITIES OF BOARD:

- a)The AGM shall elect and appoint Members to a AGM to be known as the Board of Directors which AGM shall be responsible for outlining and monitoring the overall vision of the Association and direct the Members on matters of general policy of the Association. At the start of this Association, the four initial subscribers(as specified in the Articles of Association) are hereby appointed the first Directors, and they shall be sufficient to conduct the business of the Association, until such a time as the AGM may formally appoint Members to the Board of Directors. The AGM shall determine the quorum necessary for the Board to conduct its business, and until such quorum is set, it shall be two directors. Directors shall not receive compensation, although they will be reimbursed expenses incurred in the course of business of the Association.
- b)The Board of Directors shall have the mandate to oversee the practice and general management of the field of optometry.
- c)The Board shall have the responsibility;

- i. To protect the interests of Members.
- ii. To promote and regulate high standards of professional education and professional conduct among Members in the country.
- iii. To promote and regulate the conduct of Members and to exercise disciplinary control over them. The Board shall draw up and implement rules and regulations to guide the Members and detail the procedures to be followed and any actions to be prescribed by or to Members.
- iv. To approve courses of study for Members.
- v. To approve, supervise and regulate the training institutes for the different qualifications of Members and approve the qualifications awarded by the different institutes in respect of the different fields of Optometry.
- vi. To supervise the registration of Members and the publication of their registered names.
- vii. To advise and make recommendations to Government on matters relating to Optometry;
- viii. To exercise general supervision and control over the Members and to perform any other function relating to those Members or incidental to their practice
- ix. To provide competency exams to persons, where it feels appropriate in order to prove a certain standard of proficiency and to secure to them adequate knowledge and skill for the practice of their profession.
- x. To make and amend regulations and propose constitutional amendments to the AGM
- xi. To perform any other functions conferred upon it by the AGM or take decisions, draw up and/or carry out the implementation of any proposals or consider any matters referred to it by the AGM or the Council from time to time.

d)The Board shall have responsibility for the strategic planning and policy making in respect of all the Association's affairs and shall monitor whether the Council and the various bodies/committees appointed by the Board, the Council or the AGM are achieving their stated goals.

e)The Board shall have the overall responsibility to control and administer the funds of the Association and in particular;

- i. To approve the opening of Bank Accounts and determine the signatories to those accounts
- ii. To approve the annual accounts of the Association.
- iii. To set and approve Membership fees (subject to the approval of the Annual General Meeting).
- iv. To be responsible for appointing, supervising and fixing the emoluments of the all Management staff of the Association and determine their duties, terms and conditions of service.
- v. to provide for the regulation of the meeting and proceedings of the different bodies and committees of the Association

f)A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations or byelaws of the Association for the time being vested in the Board generally.

g)The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit except that they shall meet not less than twice in every calendar year and that not more than 30 weeks shall elapse between any two meetings which should preferably be held not more than four weeks after any Council meeting.

h)Questions arising shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to any vote to which he may be entitled as a Member of the Board.

i)The Board shall consider any matter referred to it by the Council and where necessary and appropriate approve any measures and/or present any matter arising to the AGM for its consideration.

j)A resolution passed by two-thirds of the Members of the Board present shall be as effective for all purposes as a resolution passed at a meeting of the Board duly called, held and constituted.

5.0. NOMINATIONS AND ELECTIONS:

The returning officer for all elections shall be the Association Secretary until such time as a substantive returning officer is elected and/or appointed by the AGM.

- a) Any Member who is registered as a Full Member and has fully paid the relevant subscriptions may contest for and be elected to any position within the Association.
- b) Any person who is registered as a Full or an Associate Member and has fully paid the relevant subscriptions may contest for and be elected to any position on the Council, excepting the position of Association Secretary, which must be filled by a Member eligible to sit on the Board.
- c) All Members intending to stand for elections should submit their names to the returning officer by at least 24 hours before the time of elections.
- d) All nominations should be announced at election time and must be seconded by a

registered and paid-up Member.

- e) The returning officer shall have full authority in conducting the elections and his/her decision shall be final.
- f) The Board may from time to time, on the advice of the Council introduce measures, byelaws or other regulations to ensure smooth, free and fair elections.
- g) Any Member who has served on either the Board or the Council is eligible for re-election until such a time as the AGM, at the recommendation of the Board, introduces alternative regulations.
- h) Members to all offices are to be elected every three (3) years until otherwise decided by the AGM on the recommendation of the Board
- i) A vacancy in any office of the Association shall be presumed to have occurred if:
 - i) A Member absents himself/herself from three consecutive meetings without sound reason or leave of absence from the Chairperson.
 - ii) A Member voluntarily resigns
 - iii) A Member dies
 - iv) A Member is deregistered or ceases to be a Member of the Association

 - v) He/she is convicted of any criminal offence involving dishonesty, and moral turpitude and/or is sentenced to imprisonment.
 - vii) He/she is declared to be a person of unsound mind.

j) The Association and all its officers shall cause the minutes of all proceedings of its meetings to be recorded and kept, and the minutes of each meeting shall be confirmed at the subsequent meeting and signed by the chairperson of that meeting.

6.0. MEETINGS OF THE AGM:

- (c) The AGM shall meet in ordinary session at least once every year. Such meetings shall normally take place anywhere in Kampala as may be decided by the AGM.
- (c) In exceptional circumstances, the Board may change the place of the session of the AGM and shall inform the Members of such changes within fourteen (14) days.
- (c) Extra Ordinary session of the AGM shall be held on the initiative of the Members of the Board of Directors upon a signed petition to the Chairperson by at least two-thirds of the total number of Members of such Board or on the initiative of the Council by a 2/3 majority decision supported by any two Directors.

7.0. NOTICES:

- a) A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, envelope or by facsimile or wrapper addressed to each Member at his registered place of address.
- b) Each Member whose address is not in Uganda, may from time to time, notify in writing to the Company an address outside Uganda which shall be deemed his registered place of address within the meaning of the preceding clause.
- c) Any notice sent by post shall be deemed to have been served six days after the date on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to be proved that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office.

- d) Save as herein before provided notice of every general meeting shall be given to every Member of the Company.
- e) Fourteen days clear NOTICE shall be given of an Extraordinary General Meeting of the Company, unless a resolution signed by at least a half of the persons entitled to attend is circulated and approved in writing.
- f) The Board shall give twenty-one (21) days in writing of any ordinary session of the AGM other than an extra ordinary session and shall specify the agenda, venue and the time.
- g) No person, other than the Members of the Company, and Members of the Board of Directors and Auditors shall be entitled to attend any session of the AGM, but persons may attend with special invitation of the Board.
- h) Appointing the Auditors of the Company shall be done at the AGM.
- i) Voting at sessions of the AGM shall be as laid down in the regulations governing the conduct of meeting which shall be determined by the AGM.
- j) Should less than a quorum of the Members of the AGM be in attendance at any ordinary or extra ordinary session of the AGM, the same shall be reconvened within a month from that date.

8.0. DISSOLUTION:

The Association may be dissolved voluntarily by the AGM whenever a special resolution to that effect is passed in accordance with the provision set forth below:

1. Members must be informed by general notice either by mail or publication in the National Newspapers at least thirty days (30) prior to the meeting where the matter of dissolution will be read and discussed for the first mention.
2. If the resolution is passed by two thirds majority (whether present or not) of all Members then the resolution is put forward for the second final mention, which must be held no sooner than one year from the date of the first mention. Notice of this second mention section number one (1) above and voting by proxy or in absention (by any form) is prohibited for the purposes of this article.
3. If thirty days notice of such resolution to dissolve is not given by prior announcement, then the resolution may be discussed and voted upon at the next Annual General Meeting and this will be considered the first mention. The second mention cannot be held until the next Annual General Meeting.
4. All expenses incurred in providing notice required in section 1 and 2 must be born by those Members requesting for dissolution.
5. If the resolution to dissolve the Association is successful then the liquidator must be appointed by the Executive Council. Dissolution will not be complete until all assets have been disposed of and no Member or group of Members is to profit from the dissolution.
6. If liabilities exceed assets, the deficit will be borne fairly by all Full and Associate Members.
7. If the resolution to dissolve is defeated at either the first or second mention then the Association will continue with its business as usually just as though the resolution to dissolve the Association had never been put forward - with rancor towards none and in a spirit of togetherness and comradeship stronger than before.
8. If the association fails to hold five consecutive Annual General Meeting the Association will be deemed dissolved.

9.0. AMENDMENTS OF THE CONSTITUTION:

The constitution may from time to time be added to or amended, altered, or repealed by a resolution to that effect carried by majority of not less than two thirds of the voting Members present at a General Meeting, provided that the notice convening such a meeting shall have been circulated to all Members at least thirty (30) days before the days of the proposed amendments specified therein.