

ANBAGLO

Constitution

ARTICLE I – GENERAL

1.1 **NAME**. The name of the association shall be “ St.Lucia Divers Association Inc.” (Hereinafter referred to as the “Association”). The short title ‘ANBAGLO’ (Creole for underwater) will also be used.

1.2 **OFFICE**. The Registered Office of the Association shall be at Gros-Islet.

1.3 **LANGUAGE**. The official language of the Association shall be English.

1.4 **SCUBA DIVING**. When the word “Scuba Diving” is used in the Constitution it shall include all forms of underwater diving using Compressed Air Self Contained Underwater Breathing Apparatus.

ARTICLE II –MISSION AND OBJECTIVES

2.1 **MISSION**. The promotion of safe and sustainable sport diving in St.Lucia.

2.2 **OBJECTIVES**. The objectives of the Association shall be to:

1. Provide a forum where the various scuba diving interests in St.Lucia can meet.
2. Present the views and interest of Scuba Diving in relevant institution and programmes in the country.
3. Promote the adherence to the highest standards of diving safety.
4. Promote non-exploitative sport diving as a local tourist activity.
5. To foster harmony between sport diving and other uses of reef resources.
6. Support the activities of the Department of Fisheries and other institutions involved in the management of reef and other marine resources.

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ARTICLE 11 – MISSION AND OBJECTIVES CONTINUED

7. Encourage all Scuba Divers to contribute fully to the conservation and management of reefs. Participate in relevant regional and international programmes.

8. To give assistance to members in connection with the employment and training of persons in the Scuba Diving Industry in collaboration with the appropriate local and regional bodies, both public and private.

9. To promote legislation calculation to benefit, expand, and improve the Scuba Diving Industry in St.Lucia.

10. To assist the St Lucia National Trust in promoting the protection of Marine Archaeology.

ARTICLE III –MEMBERSHIP

3.1 CATEGORIES OF MEMBERSHIP. The Association shall be compromise of the following categories of members:

1. Individual Members

Open to all Scuba Divers and persons who have demonstrated an interest in Scuba Diving. Two sub categories-

Scuba Diver (SD) Certified Scuba Diver.

Non Diver (ND) Not qualified as a Scuba Diver.

2. Corporate Members

Open to all Scuba Diving; operations, training and qualification facilities, equipment, repair and maintenance facilities, retail stores and clubs.

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ARTICLE 111 – MEMBERSHIP CONTINUED

3.2 APPLICATION FOR MEMBERSHIP. Candidates for membership shall be proposed by one and second by another member of the Association, and the names of the qualifications of the candidates and their proposers and seconders shall be forwarded to the Secretary who shall submit the names of such candidate of election at the next or succeeding meeting of the Board of Directors. Unless a majority of the members of the said Board present at such meeting object to the candidate, he shall be elected a member of the Association.

3.3 RESIGNATION. Any member, firm or corporation may withdraw or resign from the Association by giving written notice thereof to the Association. The resignation shall be effective from the date of receipt of such notice, but the member shall continue to be liable for the accrued and unpaid subscription or any other financial obligations up to the end of the Association's financial year.

3.4 EXPULSION. A member may be expelled if in the opinion of the Directors, he or the Management of the Corporation with which he is connected shall:

- 1. Be guilty of conduct that is calculated or likely to bring the Association and its members into disrepute;**
- 2. Wilfully and persistently refuse to comply with the Constitution and By Laws of the Association; or**
- 3. Be in arrears for more than one hundred and twenty days (120) days with his dues and fail to pay such arrears within thirty (30) days after having been given notice in the writing by Registered Mail or by email or telephone text message using contact numbers provided by member requesting payment.**

Members are responsible to keep the personal contact information up to date with the association's secretary.

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ARTICLE 111 – MEMBERSHIP CONTINUED

4. If good cause for expulsion of a member be alleged against or be deemed by the Directors to exist in connection with any member, the matter shall be dealt with a meeting of the Board of Directors of which the member in question shall be given not less than thirty (30) days' notice in writing (including particulars of the matters under complaint), and the said member shall be afforded an opportunity of attending the said meeting for the purpose of answering the charges made against him. If the majority of not less than five (5) of the Directors present at such meeting determine that expulsion is desirable, the member concerned shall be expelled, which decision shall be final and binding on the members concerned. The reasons for expulsion shall be reported to the appropriate authority. The membership of an expelled member shall cease, and his name shall be removed from the Register of Member of the Association from the date of the Directors' decision. An expelled member shall remain liable for his accrued and unpaid subscription or any other financial obligations to the Association up to the end of the financial year.

3.5 TERM OF MEMBERSHIP. A person having been elected to membership shall retain his membership for so long as the annual subscriptions and other dues payable by him are paid in accordance herewith, his qualification for membership subsists, and he is not expelled under Section 4 above.

ARTICLE IV- SUBSCRIPTIONS

4.1 SUBSCRIPTIONS AND DUES. Members shall pay such annual subscriptions and dues as may be determined at the General Meeting as provided by the Constitution.

- Individual SD and ND
- Corporate Operators, Clubs

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ARTICLE 1V –SUBSCRIPTIONS CONTINUED

The Directors may further at their discretion determine ad hoc payments to be made by in any one year for the purpose of the Association. The Directors may at their sole discretion, prorate any subscription or dues payable by any member elected during the course of the Association fiscal year.

4.2 PAYMENT OF SUBSCRIPTIONS AND DUES. Subscriptions for membership in the Association shall become due and payable on the 1st April of each year. A member whose subscriptions are not paid within one hundred and twenty (120) days after they become due and who fails to pay same within thirty (30) days after receiving a demand in writing for payment by mail, email telephone text maybe expelled at the discretion of the Directors.

4.3 CHANGING OF SUBSCRIPTIONS AND DUES. Subscriptions and dues may not be changed without the approval of two-thirds (2/3) of the votes of the members present in person or by proxy and entitle to vote at an Annual General Meeting.

ARTICLE V- MEETINGS

5.1 ANNUAL GENERAL MEETING. The Annual General Meeting of the Association shall be held once in every calendar year providing, however, that not more than fifteen (15) months shall elapse between such Annual General Meetings. Members will be given 14 days' notice of AGM.

1. The business of the Annual General Meeting shall be to receive and consider the Account's Balance Sheet of the Association and the Reports of the President and the Auditors, to elect Directors if applicable, and to transact any other general business.

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ARTICLE V – MEETINGS CONTINUED

2. No business shall be transacted at an Annual General Meeting unless a quorum of members is present. Such quorum shall consist of not less than 25% of paid up membership or fifteen (15) paid up members, whichever is the less present in person or by proxy. If within an hour from the time appointed for an Annual General Meeting or other general meeting a quorum be not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present shall be deemed to constitute a quorum and may do all business that a quorum might have done.

Every member in good standing present in person or in proxy at an Annual General Meeting shall be entitled to vote. Every member from time to time appoint a representative (hereinafter called a “proxy”) to attend on behalf of the members at meetings of the Association. Any proxy may represent more than one member and shall have the right to cast one vote for each of the Association that he represents. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy was executed unless notice in writing of such death, insanity, or revocation as aforesaid shall have been received by the Association at least twenty four hours before commencement of the meeting or adjourned meeting or poll at which the vote was given or the act was done. Proxies must be, in writing, addressed and delivered to the Association at least forty-eight hours before the meeting.

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ARTICLE V – MEETINGS CONTINUED

4. Voting shall be by show of hands, save in the case mentioned in Article 5.2, but if a poll is demanded by at least five (5), then by ballot. In the case of equality of votes, the Chairman shall have a casting vote.

5. Copies of all resolution that members intend to propose must be send to the Association not less than seven (7) clear days before the date of the meeting at which the same are to be proposed and considered.

6. The Chairman, or if he is absent or unwilling to preside, one of the Board of Directors or, if they are absent or willing to preside, then such other member as the meeting may elect shall be the Chairman and preside at the meeting.

7. 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 translated at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for thirty (30) 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 adjourned meeting or of the business to be transacted thereat.

8. Every question relating to the alteration, modification, or repeal of the Constitution (whether by amendment or addition) shall be decided by a majority vote of not less than (2/3) of the members of the Association present in person or by proxy, such decision to be approved by the Directors.

9. Every other question (with the exception of alteration of dues) shall be decided by a simple majority vote of members present in person or any proxy.

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ARTICLE V – MEETINGS CONTINUED

5.2 SPECIAL MEETINGS. Special General Meetings may be summoned by the Board of Directors whenever necessary or upon the request in writing of 10% of the members in good standing. Such request shall state the purpose of the meeting and shall be addressed to the Association's Secretary. A Special General Meeting shall be held at a place to be decided by the Directors. Discussion of a special General Meeting shall be confined to the subject for whom the meeting is summoned. Members shall be given seven days' notice of a special meeting unless the Board of Directors consider a lesser period of notice necessary.

ARTICLE VI – BOARD OF DIRECTORS

COMPOSITION. The Association shall be governed by a Board of Directors comprised of the following members:

1. Voting Members

- Individual Member
- Individual Member
- Individual Member
- Corporate Member
- Corporate Member
- Corporate Member

2. Ex Officio Member

- Department of Fisheries Representatives
- St. Lucia Tourist Board Representative
- St. Lucia Hotel & Tourist Association Representative
- Immediate Past President

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ARTICLE VI – BOARD OF DIRECTORS CONTINUED

3. The Board will elect a Chairman, Treasurer, Public Relations Officer and Secretary from the Board of elected Directors.

6.2 ELECTION. All Directors, will be elected at the Bi - Annual General Meeting. Candidates shall be proposed from the floor by any member. Nominees shall notify their willingness to accept office to their proposers prior to the Annual General Meeting. In the event of more than one nominee being proposed for a particular post, voting shall be by secret ballot.

6.3 QUALIFICATION. Every Director of the Association must be a certified and active Scuba Diver. Corporate member representatives must be engaged in, and devoting the major portion of their time in the Scuba Diving Industry in St.Lucia.

6.4 TERMS. All Directors shall be elected for two (2) years commencing at the close of the Annual General Meeting at which the election took place and continuing until the close of the Annual General Meeting when a successor is elected. In the event of a vacancy occurring on the Board, the office shall be filled by an appointment by the Board of the remainder of the expired term.

2. Members may in writing request for a revote should they be dissatisfied with the performance of the board of directors after one year. Letter must be signed by voting members.

3. Board members who fail to show up for 3 consecutive executive meetings may be replaced, if they do not provide in writing or email a reasonable excuse or apology for absence.

6.5 DUTIES AND POWERS. The Board shall, subject to the Constitution and the Law, have the following duties and powers. (A quorum will be two members from each individual and corporate and at least 1 ex officio member category but any vote must be the majority of the 6 Board members.):

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ARTICLE VI – BOARD OF DIRECTORS

DUTIES AND POWERS CONTINUED

- 1. To determine which individuals and corporations shall be eligible for individual or corporate membership.**
- 2. To elect a Chairman, Treasurer, Public Relations Officer and Secretary;**
- 3. To receive and examine suggestions from members from subjects to be considered at annual meetings, to determine the agenda, and to fix the date and place for such meetings;**
- 4. To determine its own rules of procedures insofar as they are not laid down by this Constitution and to fix a quorum;**
- 5. To decide any question relative to the interpretation of this Constitution;**
- 6. To make such By-Laws and Regulations as may be deemed necessary for the efficient operation of the Association, the benefit of members, or the promotion of the Diving Industry of St. Lucia.**
- 7. To authorize the purchase, acquisition, hiring, selling, or disposing of any equipment that it may deem necessary to accomplish the objects of the Association, to raise money in such manner as it sees fit to invest any monies of the Association not immediately required for any of its objects.**

ARTICLE VII – DUTIES AND OFFICERS AND STAFF

7.1 CHAIRMAN. The Chairman shall preside at all meetings of the Directors and of the members. He shall decide all points of order and perform all other duties of his office imposed on him by the Constitution. In the case of a tie, he shall cast the deciding vote. At the end of each year in office, he shall file a report with the Secretary which shall be distributed to the members.

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7.2 TREASURER. The treasurer shall be the custodian of the assets of the Association. He shall deposit and disburse all Association monies or give authority to the Chairman to deposit or disburse same in the name of the Association. He shall monitor the financial deposit of the Association periodically, approve the budgetary proposals of the Chairman, assure that income and expenses conform to budget, and render a Financial Report to the Directors and to the members at each Annual General Meeting.

7.3 SECRETARY. The secretary shall keep the Association's records and minutes.

7.4 PUBLIC RELATIONS OFFICER. The public relations officer shall be responsible for issuing press statements and written publications after it has been cleared by the president. The public relations officer shall also be instrumental in preparing newsletters for publication, for arranging public outreach activities and functions.

7.5 COMMITTEES. The Chairman shall, with the advice and approval of the Directors, appoint all committees, nominate Chairman thereof, and fill any vacancies which may from time to time occur therein. Each committee shall be composed of members.

1. The plans of programmes of committees should be cleared through the office of the Chairman of ANBAGLO before they are put into effect. If the element of time will not permit the following of this procedure, then the committee Chairperson should make periodic reports to the Chairman so that the work of all committees can be properly coordinated.

2. All public statements issued by Officers, Directors or Committee Chairpersons should be cleared through the Chairman of ANBAGLO.

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ARTICLE VIII – GENERAL

8.1 FISCAL YEAR. The fiscal year of the Association shall be audited annually. Membership year shall be 1stApril to 31stMarch.

ARTICLE VIII – GENERAL

8.2 AUDITING. The accounts of the Association shall be audited annually. Once approved by the Directors, the Report and Accounts shall be presented by the Treasurer at the Annual General Meeting.

8.3 WINDING UP OR DISSOLUTION. In the event of the winding up or dissolution of the Association, it shall be done in accordance with the Articles of the Association of the St.Lucia Dive Association and those articles shall be the sole determinant of the liabilities of the various members.

1.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 or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having Objects similar to the Objects of the Association and which shall prohibit the distribution of its own income and property among its or their members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the members of the Association at or before the time of such dissolution, or in default thereof, by such Judge of the Supreme Court as may have acquired jurisdiction in the matter, and if it cannot be given to the aforesaid provisions then to some charitable Objects.

8.4 REIMBURSEMENT OF EXPENSES. Directors shall be entitled to reimbursement of all transportation and other expenses reasonably incurred for any approved travelling in connection with the performance of their duties outside St. Lucia.

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ARTICLE IX- AMENDMENTS

9.1 AMENDMENTS. This constitution may not be altered, amended, added to, modified, or repealed except by resolution duly passed at a General Meeting of members prescribed by Articles 5.1 and 5.2 or by the Directors if so authorised at a General Meeting.

