

BELIZE:

**THE COMPANIES ACT, CHAPTER 250 OF THE
LAWS OF BELIZE REVISED EDITION, 2000.**

ARTICLES OF ASSOCIATION

-OF-

THE BELIZE ASSOCIATION OF PLANNERS

**A Company Limited by Guarantee
and not having a share capital**

1. The Association, for the purpose of registration, is declared to consist of ten members.
2. The directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members, such members satisfying the criteria for membership as approved by a resolution at a meeting of the Association.
3. The directors hereinafter mentioned may, whenever the business of the Association requires, appoint committees and sub-committees, whether standing or temporary, to perform certain functions of the Association on behalf of the Association, each committee to be chaired by a member of the Association.

GENERAL MEETINGS

4. The first general meeting shall be held at such times, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the directors may determine.
5. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and places as may be prescribed by the Association in general meeting, or, in default, at such time in the month following that in which the anniversary of the Association's incorporation occurs and at such place as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any four members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.
6. The above general meetings shall be called ordinary meetings; all the other general meetings shall be called extraordinary.
7. The directors whenever they think fit, shall on a requisition made in writing by one third or more of the number of members in good financial standing, convene an extraordinary general meeting.
8. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Association.

9. On receipt of the requisition the directors shall forthwith proceed to convene a general meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists may themselves convene a meeting if the directors do not act accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10. Seven days' notice at the least, specifying the place the day, and the hour of meeting, and in case of special business the general nature of the business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meetings; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.
11. All business shall be deemed special that is transacted at an ordinary meeting, and all business that is transacted at an extraordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the directors and auditors, the election of directors and other officers in place of those retiring by rotation, and the fixing of the remuneration of the auditors.
12. No business shall be transacted at any meeting unless a quorum of members is present at the commencement of the business. The quorum shall be ascertained as follows (that is to say), if the members of the association at the time of the meeting do not exceed ten in number, the quorum shall be six; if they exceed ten, there shall be added to the above quorum one for every two additional members;
13. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
14. The President of the Association shall preside as chairperson at every general meeting of the Association.
15. If there is no such President, or if at any meeting they are not present at the time of holding of the same, the Vice-President shall preside. If there is no such Vice-President, the members present shall choose one of their numbers to be chairperson of that meeting.
16. The chairperson may, with the consent of 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.
17. At any general meeting, unless a poll is demanded by at least one third of the members, a declaration by the chairperson that a resolution has been carried 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 favor of or against the resolution.
18. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

MEMBERSHIP AND DUES

19. Membership is open to any individual, who is a citizen of Belize or who resides in Belize and is engaged in the planning profession, who supports the purposes and goals of the organization and who meets the criteria as agreed upon by the Association by resolution, upon the application and the payment of all dues as prescribed by the Directors. All membership are renewable on an annual basis.

VOTES OF MEMBERS

20. A member shall have one vote and no more.
21. A member shall not be entitled to vote at any meeting unless they are in good financial standing meaning that all moneys due to the Association from them has been paid.
22. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing, under the hand of the appointer, or if such appointer is a corporation, under its common seal.
23. No person shall act as a proxy unless they are a member, or unless they are appointed to act at the meeting as proxy for a member. The instrument appointing them shall be deposited at the registered office of the Association not less than forty-eight hours before the time of holding the meeting at which they propose to vote.
24. Any instrument appointing a proxy shall be in the form labeled attachment I.

DIRECTORS

25. The number of the directors and the names of the first directors shall be determined by the subscribers of the Memorandum of Association.
26. Until directors are appointed, the subscribers of the Memorandum of Association shall for all the purposes of the Companies Act, be deemed to be directors.

POWER OF DIRECTORS

27. The business of the Association shall be managed by directors, also to be referred to as the Board, who may exercise all such powers of the Association as are noted by the Companies Act, or by any statutory modification for the time being in force, or by these articles required to be exercised by the association in general meeting.
28. The Board shall meet at least four times per annum to discuss, to caucus and to make decisions on behalf of the Association.
29. All decisions of the Board are final and can only be over turned by the general membership at an ordinary or extraordinary meeting.
30. The quorum of the Board shall be six directors, and in the event of any tied voting at any meeting, the President shall have a second and casting vote.

NOMINATION AND ELECTION OF DIRECTORS

31. The directors shall be elected annually by the Association in a general meeting and shall consist of a President, Vice President,

Secretary, Treasurer, Member-Membership, Member-Committee and Sub-Committee Appointments and four other members.

- 32.** The President, after consulting with the Board of Directors, shall appoint a three member Nominating Committee at least 60 days prior to the election. The Nominating Committee shall be responsible for setting out the rules and regulations of the nomination process and present a slate of nominees to the general membership at least 30 days prior to the election.
- 33.** The election will be held at the annual general meeting and a simple majority of members present shall elect officers. Nominations will not be accepted from the floor.
- 34.** All elected officers shall serve a two year term or until their successors are elected. There is no limit on the number of terms an officer may serve.

DUTIES OF ELECTED OFFICERS

- 35.** The duties of the elected officers are as follows:

(1) PRESIDENT

- a) To be the executive officer of this organization and preside over all meetings;
- b) To be an ex-officio member of all committees except the nominating committee;
- c) To form partnerships, initiatives and liaise among local, regional and international partners to promote the Association;
- d) To disseminate information to the public on behalf of the association;
- e) To establish and maintain promotional tools for the Association;
- f) To answer inquiries from members and the general public;
- g) To prepare and submit annual reports to the Registrar;
- h) To steer the Board of Directors towards the Association's strategic planning objectives; and
- i) To provide general guidance and direction for the Association;

(2) VICE-PRESIDENT

- a) To preside over the meetings of the Association and the Board in the absence of the President;
- b) Assist the President in all of their duties;
- c) To perform in the capacity of the President if the president is unable to perform such duties;

(3) SECRETARY

- a) To make and keep a careful record of the proceedings of all meetings of the Association and the Board;
- b) To keep a Register of the names and addresses of members and partners of the Association and any other particulars as is required;
- c) To prepare and distribute membership certificates;
- d) Be responsible for the custody of the common seal and the records and archives of the Association;
- e) To handle all correspondence and record as requested by the President;

(4) TREASURER

- a) To generally manage the finances of the Association, which includes such duties as advising the President on how best to invest the Association's finances and producing and monitoring the annual budget;
- b) Regularly report to the Board on the financial position of the Association;
- c) Arrange for the accounts of the Association to be audited;
- d) Collect subscriptions and all monies due to the Association;
- e) Pay bills on time, keep the receipts and record the information;
- f) Keep up to date records of all financial transaction;
- g) Prepare and submit any statutory documents that are required, for example tax returns, etc.;
- h) To collect and disburse all monies on behalf of the Association; and
- i) To keep financial records and submit quarterly reports to the Board and annual reports to the general meeting;

(5) MEMBER-CHAIRPERSON OF COMMITTEE APPOINTMENTS

- a) To make recommendations on the appointment of committees and sub committees whenever the business of the Association requires, whether standing or temporary, to perform certain functions of the Association on behalf of the Association for approval by the Board;
- b) To provide guidance, direction and oversight of the said committee and sub-committees;

(6) MEMBER-MEMBERSHIP

- a) To be responsible for establishing the membership criteria and code of conduct for the Association and presenting recommendations to the Board for amending such criteria and code from time to time;
- b) To be responsible for recruiting new members;
- c) To work with the Secretary to update and keep present the Register of Members;

REVOCATION OF MEMBERSHIP AND REMOVAL OF DIRECTOR

36. Whenever it is brought to the attention of the Association through a written notice from any member of the Association, that any member of the Association or a Director of the Association has acted in a manner which conflicts with the aims and objects of the Association, or which brings into disrepute the image of the Association, the Directors of the Association shall be asked to vote by the Chairperson as to whether it appears to them that the member to whom the notice refers to is guilty of the act of which they are accused, and if found to be guilty of such act by a majority of not less than six Directors, whether the membership of the member should be revoked or the Director should be removed.

37. Any voting to determine whether a member shall be removed or a Director revoked shall only be done subsequent to the member to be given the opportunity to respond to the accusations, having been informed in writing of the nature of the accusations.

- 38.** Any voting to determine whether a member shall be removed shall be done at a meeting of the Board of Directors and a resolution shall be passed to state the decision of the voting Directors, such decision to be communicated to the member in writing and ratified at the next annual general meeting.

AUDIT

- 39.** The Auditors of the Association shall be appointed and their duties regulated in accordance with sections 113 and 114 of chapter 250, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if the word "members" were substituted for "shareholder" (s), and as if "first general meeting" were substituted for "statutory meeting."

NOTICES

- 40.** A notice may be given by the Association to any member either personally, or by sending it by email or post to their registered address.
- 41.** Where a notice is sent by post or email service, the notice shall be deemed to be effected by properly addressing, prepaying and posting or emailing a letter containing the notice, and unless the contrary is proved to have been effective at the time at which the letter would be delivered in the ordinary course of email or post.

AMENDMENTS

- 42.** Amendments to these articles shall be made at an extraordinary or annual general meeting by a two-thirds vote, provided that a copy of the proposed amendment has been submitted in writing and sent to all current members at least 30 days prior to such a meeting.

PARLIAMENTARY AUTHORITY

- 43.** Except as otherwise provided by these by laws, Tolbert's rules of order, newly revised shall govern the proceeding of all the Association's meetings.

FISCAL YEAR

- 44.** The fiscal year of this organization shall commence on the 1st day of April and end the 31st day of March of the subsequent year.