

THE CONSTITUTION
OF THE
GRENADA REFRIGERATION – AIR CONDITIONING AND
VENTILATING ASSOCIATION.

NAME

RULE 1 The name of the Association shall be the “**Grenada Refrigeration Air-Conditioning and Ventilating Association**” (GRAVA) hereinafter referred to as “**The Association**”.

OBJECTIVES

RULE 2 The Aims and Objectives of the Association shall be:-

- a. To organize participants in the industry into one centralized group for the purpose of monitoring, encouraging and developing economic and environmentally friendly activities as it relates to the industry.
- b. To service members by initiating research, technical assistance, organization of seminars, lectures, trade fairs, conferences and the like.
- c. To make recommendations to government from time to time for legislation on:
 - i. Incentives for both providers and consumers of Heating Ventilating Air Condition and Refrigeration (HVAC/R) devices;
 - ii. Development of Heating Ventilating Air Condition and Refrigeration devices for use in buildings and other sectors and industries.
- d. To finance and support the preparation of materials and for dissemination of information on Heating Ventilating Air Condition and Refrigeration (HVAC/R) devices and other alternate energy through books, brochures, special publication and seminars.
- e. To establish and recommend standards of ethics, standards of maintenance and standards of product support based on responsibility to the consumer and to the country.

- f. To develop and implement an investment policy and guidelines and to invest funds and use proceeds therefrom in financing Heating Ventilating Air Condition and Refrigeration (HVAC/R) devices and other alternate energy projects for the institutions and individuals.
- g. To develop and maintain an information base relevant to its operation.
- h. To apply for and to accept membership in any international organization having objectives similar to this organization.
- i. To accept loans, grants, gifts whether monetary or otherwise, advances, technical assistance or any other assistance whatsoever from any person or organizations whether resident or situate in Grenada or in any foreign country whatsoever.
- j. To engage in such activities as are designed to obtain funds within or without Grenada, for the purpose of furthering the objectives of the Association.
- k. To procure the association to be registered or recognized in any part of the world outside of Grenada.
- l. The income and property of the Association whenever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonds or otherwise however by way of profit too 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 rate not exceeding six (6) percent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association for the purpose of the Association's business but so that no member of the governing body of the Association shall be appointed to any salaried office of the association with exception to the executive director who is an ex-officer member of such body of management or governing body of the Association and that no remuneration or any other benefit in money or money's worth shall be given by the Association to any member of such governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association for the purpose of the Association's business so however, that the provisions last mentioned shall not apply to any payments to gas, electric lighting, water, cable or telephone company of which a member of the Association or governing body may be a member, or any company in which such member shall not be bound to account for any share of profits he/she may receive in respect of such payment.

- m. To hold quarterly meetings for its members and meetings for its board of directors once monthly.

MEMBERSHIP

RULE 3 Membership of the Association shall be divided into four (4) categories:

- (a) **Full Member:** Anyone who, as an individual, is directly involved in the Air-Conditioning and Refrigeration Trade and who is qualified either by experience or education as determined by the Executive Committee of the Association and who is willing to lend support to the Association may become a member upon approval of his application to the Association and payment of the appropriate dues.
- (b) **Associate Member:** Any person or company who does not qualify for full-membership, but whose interest/activities are in keeping to the fundamental principles of the objectives of the Association. A Company may designate only one representative to receive publications and notices of the Association.
- (c) **Student Member:** Anyone presently enrolled in a full-time or part-time student in a course of Air-Conditioning and Refrigeration with a recognized College, University or technical school may apply for student membership providing his/her application is accompanied by the endorsement signature of a professional member of the Association. Any student member may remain in good standing only as long as he/she continues his/her course of study and remains current in his/her duties.
- (d) **Honorary Member:** Honorary members are elected by the unanimous vote of the Executive Committee in recognition of those who are not members of the Association and who have rendered unusual services to the Association or to the Air-Conditioning and Refrigeration Industry. The Executive Committee shall make nominations for honorary membership. A certificate shall be awarded to the honorary member by the executive of the Association, thus giving public recognition to the achievements of the individual.
- (e) Application for membership shall be made to the Secretary of the Association upon such form as the Directors shall from time to time prescribe and shall be supported by such evidence as may be required.
- (f) Candidates for membership shall be elected by the Directors.
- (g) Persons who hold any of the following offices: namely President, Vice President, Secretary and Treasurer shall be ex-office members of the Association.

- (h) The interest of a member in the Association is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Association.
- (i) The association shall have the authority to make such laws, establish such rules and adopt such regulations as may be necessary for the governing of its members.
- (j) Require members to obey its mandates in all matters pertaining to the standard of perfection and ethics peculiar to the industry and to inflict such punitive or monetary penalties as it may deem necessary for the disobedience of its will.

REGISTRATION AND SUBSCRIPTION

RULE 4

- (a) A non refundable application fee shall be such sum as the Directors may from time to time determine.
- (b) The annual subscription fee shall also be determined from time to time by the Directors.
- (c) All annual subscriptions (except the first subscription of a new member) shall be payable on the last day of January in the year.

TERMINATION OF MEMBERSHIP

RULE 5

- (a) If any member (who is liable to pay an annual subscription) shall fail to pay the same within six (6) months after the same shall become due, the Directors may order his name to be struck off the list of members whereupon he shall cease to be a member of the Association
- (b) If any member refuses or neglects to comply with the provisions of the rules or conducts himself in a way, which in the opinion of the Directors is or may be injurious to the Association, the Directors may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight (28) days of the receipt of such notice then (provided he is first given an opportunity of being heard by the Directors) he may forthwith be expelled by the Directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of members.
- (c) A member whose name is struck off pursuant to section 5(a) of this constitution shall nevertheless remain liable for all moneys then due from him to the Association.

GOVERNMENT

RULE 6

- (a) The supreme authority of the Association shall be vested in the Association in General Meetings.
- (b) The Government of the Association and the conduct of its business in the period between general meetings shall be vested in the Executive Committee.

ANNUAL GENERAL MEETING

RULE 7

- (a) The Association shall have an Annual General Meeting on the last Thursday in the month of October of every calendar year at which meeting Annual Reports from the President and the Secretary shall be given. No un-financial member shall be permitted to take part in the deliberations of the Annual General Meeting or vote thereat.
- (b) Voting shall be by secret ballot unless otherwise agreed by the Membership at any meeting.
- (c) Not less than Twenty (20) financial members shall be a quorum at an Annual General Meeting, all of whom shall have been members of the association not less than Three (3) months prior to the date fixed for the meeting.
- (d) Notice of the Annual General Meeting shall be circulated to all members at least fourteen (14) days prior to the date fixed for the meeting (members are responsible for any change of mailing address).
- (e) All meetings should follow general preliminary procedures.

MONTHLY AND SPECIAL GENERAL MEETINGS

RULE 8

- (a) On the requisition of a majority of the Executive or that of at least seven (7) financial members of the Association not being members of the Executive a General Meeting may be convened.
- (b) Notice of a Special General Meeting shall be given by the Secretary by publication in a prominent national newspaper and by posting up the said notice at the Association's Registered Office at least fourteen (14) days before such meeting is intended to be held.

- (c) The notice to the Secretary shall state:
 - (i) Names of proposals and seconders of Resolutions proposed.
 - (ii) A statement of the proposed Resolutions.
 - (iii) Reasons for Resolutions.

QUORUM

RULE 9 The Quorum for a General Meeting or a Special General Meeting shall be Twenty (20) and for an Executive Meeting Five (5)

THE EXECUTIVE

RULE 10

- (a) The Association shall elect an Executive at its Annual General Meeting which shall be the Management Committee of the Association and shall comprise:-
 - (i) A President
 - (ii) A Vice President
 - (iii) A Secretary
 - (iv) An Assistant Secretary
 - (v) Treasurer
 - (vi) A Public Relations Office
 - (vii) Two (2) Trustees
- (b) The Executive shall be elected annually at the Annual General Meeting
- (c) The Executive shall meet at times and places appointed by it to do so.
- (d) The Executive shall have the power to act in the name of the Association in the period between the General Meeting of the Association.
- (e) Five (5) members of the Executive shall form a quorum.
- (f) The Executive shall have power to take disciplinary action and in serious cases including expulsion from the Association against members for breaches of discipline and for conduct prejudicial to the interest of the Association or its members subject to Rule 5.

DUTIES OF OFFICERS

RULE 11

- (a) **PRESIDENT:** The President shall be elected at the Annual General Meeting and shall hold office for one (1) year. He shall be eligible for re-election. He shall preside at all meetings of the Directors and members;

direct the administrative business of the Association; appoint, with the approval of the Directors, special committees as may from time to time be deemed necessary; approve all bills to be paid by the Treasurer; sign all instruments which require his signature; perform all duties incident to his office; exercise such other powers and perform such other duties as may from time to time be assigned to him by the Directors.

- (b) **VICE PRESIDENT:** The Vice President shall be elected at the Annual General Meeting and shall hold office for one (1) year. He/She shall be eligible for re-election. He/She shall perform the duties of the President in his absence or at his request and shall assist the President whenever called upon; perform further duties and have powers as may be assigned to or bestowed in such office by the general meeting or Board of Directors
- (c) **SECRETARY:** The Secretary shall be elected at the Annual General Meeting and shall hold office for one (1) year. He/She shall be eligible for re-election. He/She shall issue notices of all meetings; when present, act as Secretary of all meetings; keep an accurate record of membership; attend to the correspondence of the Association; have charge of the minute books of the Association and the documents and registers referred to in Section 177 of the act; follow-up on decisions taken at meetings of Board of Directors at general meetings.
- (d) **TREASURER:** The Treasurer shall be elected at the Annual General Meeting and shall hold office for one (1) year. He/She shall be eligible for re-election. He/She shall have charge of all monies of the Association and report thereon at meetings of the Association; keep accurate and complete records of the financial affairs of the Association; collect and deposit into the account of the Association subscriptions and other monies earned from sponsorship and other fund-raising events; pay all approved bills promptly; perform such other activities as may be assigned by the Directors.
- (e) **ASISTANT SECRETARY:** The Assistant Secretary shall be elected at the Annual General Meeting of the Association and shall hold office for one (1) year. He/She shall be eligible for re-election and shall be subordinate to the Secretary, take instructions from him/her and in his/her absence perform his/her duties.
- (f) **PUBLIC RELATIONS OFFICER:** The Public relations Officer shall be elected at the Annual General Meeting of the Association and shall hold office for one (1) year. He/she/she shall be eligible for re-election. He/she shall interpret and explain the policies of the Executive on various matters. He/she shall publicize the activities of the Association. He/she shall collect information on the basic cost of regarding the industry in order the enable the Association to fix an equitable fair pricing structure.
- (g) **TRUSTEES:**

- (i) Two (2) Trustees shall be elected at the Annual General Meeting of the Association and shall hold office for one (1) year. They shall have vested in them all the real and personal properties belonging to the Association and they shall deal with it in such a way as the Association may direct.
- (ii) The Trustees shall be responsible for all property, real estate investment or other business of the Association. They shall see that no one abuses such property or estate and shall within seven (7) days deliver up all property, monies, cheques, documents or other securities of the Association when requested by the Association.

AUDITORS

RULE 12

- (a) The Auditors appointed by the Association shall audit the general accounts of the Association as soon as possible after the close of each financial year. He/she shall examine all books and account for the Association and shall certify as to their correctness or otherwise. The financial year shall close on the last day of the month of August in each year
- (b) A copy of the Auditor's report shall be conspicuously placed at the office of the Association.

LEVIES

RULE 13

- (a) The Association may if it considers it necessary, impose a levy upon all members of the Association and all members shall be required to pay such levy.
- (b) If any member fails to pay a levy within three months of its imposition the amount shall be treated as arrears of contributions.

STRIKES AND LOCKOUT

RULE 14 In the event of any dispute arising, no cessation of work shall be threatened or take place without the sanction of the Association.

REMOVAL FROM OFFICE

RULE 15 An Officer of the Association may be removed from office on the following grounds: (i) Ill Health, (ii) Unsoundness of mind, (iii) Departure from the country, (iv) Incapacity or inability or if for any other valid reason he is unable or unsuitable to perform the duties of his office. This may be done

on a motion carried by two-thirds (2/3) majority at a Special General Meeting called for that purpose.

FUNDS OF THE ASSOCIATION

RULE 16 The funds of the Association shall comprise registration fees, subscriptions, donations, profits from functions and other sources approved by the Association.

INVESTMENT FUNDS

RULE 17

- (a) The funds which are not required for current expenses shall be kept at a Commercial Bank or Credit Union approved by the Executive of the Association.
- (b) Signatories for the withdrawal of funds on behalf of the Association shall be any two (2) of the following: the President, Vice President and the Treasurer.
- (c) Under no circumstances shall the funds of the Association be paid to any member or members of the Association as dividends and profits. The Association however may make donations to other charitable organizations.

INSPECTION OF BOOKS

RULE 18 The Books concerning the Association shall be kept at the Central Office where one exists or by the Secretary and contain a list of names of all Members of the Association. Any Financial Member desiring to inspect the books shall give Seventy-two (72) hours notice to the Secretary of his intentions.

APPOINTMENT OF A PATRON

RULE 19

- (a) The Association shall appoint a Patron annually, within the month of August of every calendar year.
- (b) Any Patron may be re-appointed from year to year.
- (c) The Patron shall be responsible for giving general guidance to the Association.

CONSTITUTIONAL AMENDMENTS

RULE 20

- (a) The Association may amend or rescind this Constitution with the support of a two-thirds (2/3) majority of the membership being present and voting.
- (b) At least Fourteen (14) days notice of a proposed amendment or rescission of the Constitution must be given to the Membership of the Association.

DISSOLUTION OF THE ASSOCIATION

RULE 21 Whenever the number of financial members in the Association is reduced to twelve (12) by death or otherwise a majority of at least two-thirds of the remaining members may at a meeting specially assembled for the purpose at the registered office finally dissolve the Association and after discharging all debts and liabilities legally incurred in the Association's name, they may divide the funds remaining among the financial members then in the Association in proportion to their total contributions.

METHOD OF VOTING

RULE 22 All decisions in respect of election of officers, amendments of rules, strikes, walkout and dissolution of the Association shall be taken by secret ballot.

CHEQUES DRAFTS AND NOTES

RULE 23 All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

SIGNATURES

RULE 23 The signatures of the president, Vice President, Secretary, Treasurer or any director of the association or of any officer or person appointed by the directors may be printed, engraved on any contract, document or instrument in writing by the association.

FINANCIAL YEAR

RULE 25 The directors may from time to time by resolution establish the financial year of the association.