



# ***CONSTITUTION***

***OF THE***

***THE JAMAICA PIG FARMERS ASSOCIATION***

***(Revised)\****

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**THE CONSTITUTION OF THE JAMAICA PIG FARMERS ASSOCIATION  
(REVISION NO. 2)**

**DEFINITION:** *“Pig Industry” herein refers to the Pig and Pork Products Industry.*

**PURPOSE:** The **Jamaica Pig Farmers Association** shall be an Association of Farmers participating in the development of the pig industry.

**ARTICLE 1. NAME**

**Section 1.** The name of the Association will be **“The Jamaica Pig Farmers Association”**.

**ARTICLE 2. REGISTERED ADDRESS**

**Section 1.** The office of the Association is located at Hope Gardens, St. Andrew, Jamaica.

**ARTICLE 3. AIMS and OBJECTIVES**

**Section 1.** To promote, plan, organize and implement pig industry development programmes that will make Jamaica self-sufficient in pork and pork products; and also make local pork production sustainable and competitive at international standard.

**Section 2.** To assist, organize, and deliver an efficient package of services on a non-profit, non-loss basis to the pork producers to improve feeding, breeding, management and marketing of pig products with the intent of maximizing returns to pig farmers.

**Section 3.** To establish, promote and maintain programmes to enhance and improve the economic welfare of pig farmers.

**Section 4.** To safeguard the Jamaican pig industry against uncompetitive imports of pig, pork, and pork products.

**Section 5.** To organize cooperatives and other forms of farmer organizations for **small pig farmers**, in order that they may get the full benefits of the market and the activities of the association.

**Section 6.** To promote research, development and application of science and technology to all aspects of pork production, processing, marketing and environmental impact issues.

**Section 7.** To promote or oppose any issue affecting the members, and to provide members with opportunities for the interchange of ideas and experiences relating to these matters.

**Section 8.** To collect, co-ordinate and disseminate information and statistics of all kinds in respect of the pig industry which may be of interest or of assistance to members.

**Section 9.** To represent, express and give effect to the views and opinions of members on commercial and farming matters of all kinds.

**Section 10.** To enter into agreements or cooperation with other bodies for the advancement of the pig industry and the protection of its members.

**Section 11.** The business of the association shall be carried on without purpose of gain for itself and any profits or other accretion to the association shall be used for promoting its objectives. In the event of winding up or dissolution of the society, funds and assets of the association remaining after the satisfaction of its debts and liabilities, shall be given to or distributed among such organizations concerned with promoting the same objectives of the association as may be determined by the members of the association at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provision, then such funds shall be given to or distributed to such other charitable organizations recognized by Revenue Department of Jamaica as being qualified as such under the provisions of the Income Tax Act, the objects of those organizations in the opinion of the directors most closely accord with those of the association. This article is unalterable.

#### **ARTICLE 4. MEMBERSHIP**

**Section 1.** Membership shall be open to any person or company/organization directly participating in the rearing of pigs and the production of pig products or wishing to further the objectives of the association. Application for membership shall be in writing (application forms) to the secretary for approval by the Managing committee. Approval shall be based on acceptance by inspection of the standard of farm management or the criteria set by the management committee.

## **Section 2: Application for membership**

Application for membership shall be on the Jamaica Pig Farmers Association's application form and shall be submitted to the Executive Committee of the Association through the Secretary. An application fee (to be determined by the executive) shall be paid upon application for registration. The Executive Committee shall decide on all applications subject to the Provisions for Membership. The successful applicant shall be admitted within two weeks of the Executive Committee's decision.

## **Section 3. Registration**

A registration fee (to be determined by the executive) shall be paid upon acceptance for membership with the association.

## **Section 4. Annual Membership Fee/Subscription.**

An annual membership fee (to be determined by the executive) shall be charged. Any member who is more than 30 days in arrears of membership fee will not be entitled to the services/privileges offered by the association until the arrears have been fully paid. Non-payment of arrears after one year will render the member not eligible to vote at the Annual General Meeting. Further non-payment beyond one year causes such member to be considered as having no further interest in the association and will be struck from the register of members.

The secretary shall keep a register of members wherein the following shall be recorded for each member:

- (a) Name and postal address
- (b) Date of approval of membership.
- (c) Farm/Company name and location.
- (d) Payment of membership fees.

## **Section 5. Conditions for Membership**

- (a) Every member and must uphold the constitution and comply with its bylaws.
- (b) A member ceases to be a member of the association.
  - i. by delivering a termination letter in writing to the secretary of the association or by mailing or delivering it to the address of the association,
  - ii. on his or her death,

- iii. on being expelled, or
  - iv. on having been a member not in good standing for 12 consecutive months.
- (c) A member may be expelled by a special resolution of the members passed at a general meeting.
- (d) The notice of the special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (e) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (f) Membership in the association can be transferred under certain circumstances.
- (g) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the association, and the member is not in good standing so long as the debt remains unpaid.

## **Section 6. Rights and Obligations of Members**

### ***(a) Rights of Members:***

- i. To receive services from the association as is available to all members.
- ii. To exercise the right to vote on all matters affecting and related to the Association.
- iii. To be eligible for any elective position in the Association, for which the member is qualified.
- iv. To participate in all deliberations during meetings and to freely express opinions or ideas on any matters under discussion.
- v. To thoroughly examine the financial and other records of the Association upon request.
- vi. Together with other members call for a general meeting in extraordinary circumstances.
- vii. Each member has the right to withdraw from the Association.
- viii. Have the right of access to refer to the Constitution upon request to the Secretary.

### ***(b) Obligations of Members:***

- i. To work jointly with other members in proper management, operation and use of the services of the association.
- ii. To willingly contribute personal services for the welfare of the Association.
- iii. To faithfully obey and comply with the rules and regulations and such other duties and regulations as may be decided by the Executive Committee.
- iv. To promptly pay the membership fee, and any other agreed contributions as stipulated in the Constitution.
- v. To participate in all meetings and trainings called by the Association
- vi. To comply with majority decisions of the Association.
- vii. To notify the relevant body on any emergency situation.



## **ARTICLE 5. BUSINESS YEAR**

**Section 1.** The Association business operating year shall be twelve months from July 1st to June 30<sup>th</sup>.

## **ARTICLE 6. OFFICERS and MANAGEMENT**

**Section 1. The Management Committee** – The affairs of the Association will be managed by a Committee constituted by two categories of persons totaling twenty eight (9 of whom shall constitute a quorum). This will include a President, 2 Vice Presidents, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. Public Relations Officer, four (4) Regional Coordinators and thirteen (13) Parish Chapter Presidents/Coordinators.

### **Section 2. Nomination for Officers.**

- (a) A nominating committee consisting of not less than three (3) members will receive nomination through the secretary, review candidate profile and recommend persons for the position of President and Vice President; Secretary and Assistant Secretary; and Treasurer, Assistant Treasurer and Public Relations Officer.
- (b) Nominations supported by two members should be submitted in writing to the Secretary not later than 1 August. In the event of insufficient nominations being received, the Committee will proceed to fill the vacancy in accordance with Article 9. section 3 below.

**Section 3. Eligibility for Officers:** Each member is eligible to be elected to one post at each tier of the association (National, Regional, Parish).

**Section 4. Appointment of Ex-Officio Members.** Four (4) Ex-Officio members will be appointed to the Executive committee (who will have no voting rights). The co-opted members will come from the Caribbean Broilers Group, Jamaica Broilers Group, **Processors** and the Ministry of Agriculture and Fisheries.

- a. The number of persons that will be co-opted to the Managing Committee shall be limited to four (4) and these shall serve until the next Annual General Meeting.

- b. The co-opted members shall take active part in the affairs of the association. They will not have voting rights and privileges as elected members.

**Section 5. President's Term.** The President of the Association, who, having been a member of Committee for at least one year, will be elected at the Annual General Meeting and will normally serve as president for 24 month term and is eligible to be re-elected for not more than two consecutive terms.

**Section 6. Vice President Eligibility.** The Vice-Chairman, who, having been a member of Committee for at least one year, will be elected at the Annual General Meeting.

**Section 7. Secretarial Position.** The secretary, assistant secretary, treasurer and assistant treasurer will be elected at the Annual General

**Section 8. The Managing committee** shall hold office for 24 months or until the next succeeding Annual General Meeting at which 1/2 of the elected members shall vacate office as called for in the bylaws<sup>13</sup> (f)(g). Retired officers are eligible for re-election for three executive terms.

- a. Whenever an elected member resigns, is on leave, or otherwise vacates office, the vice or assistant shall take full responsibility for the post. The person occupying this position should retire from that post at the next Annual General Meeting.

**Section 9. Out Going President.** The Out-going President of the Association will serve as a vice president and a Member of the Management Committee in the year following his/her term of office.

**Section 10. Appointment of Sub-Committee.** The Managing Committee may appoint sub-committees or co-opt any person or persons capable of contributing to the affairs of the association.

- b. Invitation to serve on the Sub-Committee shall be made by the President in consultation with the Managing Committee after each Annual General Meeting or at any time as deemed necessary.

- c. The number of persons that may be co-opted to the Sub-Committee shall be limited to three (3) and these shall serve until the next Annual General Meeting.
- d. The co-opted members shall take active part in the affairs of the association. They will not have voting rights and privileges as elected members.

**Section 11. Establishing the Secretariat.** The Managing Committee may establish a *Secretariat* to manage the day to day operations of the association.

**Section 12. Activities of the Managing Committee.**

The Managing Committee shall:

- (a) Attend all matters relating to the affairs of the Association, including fees, affiliation, policy regulations and meetings.
- (b) Meet once per month throughout the year. A quorum shall consist of 9 members of the members. Any Executive members absent from 3 consecutive meetings without reasonable explanation, prior notification shall be dismissed from the Managing committee.
- (c) Convene in each year, an Annual General Meeting at which shall be presented a statement of the affairs of the Association and a report of the past year's activities, signed by the President and the Secretary.
- (d) Convene when necessary Special General Meetings of the members of the Association.
- (e) Reserve the right to remove or otherwise discipline a member wherein such member's conduct is derogatory, or unworthy of the character of the Association or prejudicial to the membership. Such action shall be reported to the Annual General Meeting.
- (f) Make decisions on all matters by majority vote except where otherwise stated, and the President shall have an original and a casting vote.

**ARTICLE 7. ANNUAL GENERAL MEETING**

**Section 1. AGM schedule.** The Association's Annual General Meeting will be held on the last Thursday in September after not less than fourteen days' notice has been given to members.

**Section 2. Quorum at AGM.** A quorum at General Meetings will consist of 1/3 of the membership. No business will be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to do business.

**Section 3. Quorum at other Meetings.** Annual General Meetings shall be held within 90 days after the end of the Association's year. The quorum for a General Meeting whether Annual, Special or Extraordinary, shall be 1/3 of the membership of the Association plus one other member.

**Section 4. Reports at AGM.** The Annual General Meeting shall receive the Annual Report of the Managing Committee, the accounts of the Association, and shall elect members of the Managing Committee for ensuing year, replacing those retiring.

**Section 5. Minimum Officers Elected at AGM.** A minimum of four (4) members will be elected annually to the Managing committee at the Annual General Meeting.

## **ARTICLE 8. OTHER MEETINGS**

**Section 1. Extra – Ordinary Meeting.** The Managing Committee shall summon an Extraordinary General Meeting on the request of at least nine (9) members. Every request for Extraordinary General Meeting must specifically state the business for which it is desired to call the meeting and Notice of such Extraordinary General Meeting shall contain such particulars. No Business other than that stated in the Notice shall be dealt with at an Extraordinary General Meeting.

## **ARTICLE 9. NOTICES**

- (a) Notice of a meeting shall be given no less than 14 days prior to a meeting, whether Annual General, Special or Extraordinary. However, failure by a member to receive such notice shall not invalidate the proceedings of the meeting.
- (b) A meeting of the Managing Committee may be convened by the President with not less than 7 days' notice.

- (c) Notices of meetings shall be mailed to members to their last registered address, or delivered by any other available method.

## **ARTICLE 10. VOTING**

- (a) Each member has one vote in all matters being decided by the association. In cases where the vote is tied the President will have the casting vote.
- (b) All matters submitted to any Meeting of the Association shall be determined by the decision of the majority.
- (c) Voting by proxy in writing shall be accepted only for election.
- (d) Only members in good financial standing with the Association shall be eligible to vote at Annual General, Special or Extraordinary meetings. This debars members who are more than one year in arrears of paying their membership fee.

## **ARTICLE 11. FINANCE**

**Section. 1 Fiscal Year.** The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year.

**Section 2. Accounts.** Accounts will be kept of all money received and expended by the Association.

**Section 3. Association Funds:** The funds of the Association shall be raised from.

- (a) Membership fees
- (b) Annual fees
- (c) Interest made on deposits made by the Association
- (d) Loans from banks and other lending institutions
- (e) Grants and donations
- (f) Contributions from members for emergencies
- (g) Fund raising events

**Section 4. Use of Association Funds:** Funds derived by the Association in the form of required fees, dues and other contributions considered legal for the purpose, shall be part of the General Fund and may be used for

- (a) Cost of operation and providing services to the membership.
- (b) Payment of discharges and obligations of the Association;
- (c) Funding of relevant training for members of the Association;

- (d) Payment of employees and contractors engaged by the Association;
- (e) Payment of other administrative costs.

### **Section 5: Banking**

- (a) The Association shall invest or deposit its funds in a bank account opened with the commercial bank.
- (b) All cash monies of the Association must be kept in a safe.
- (c) The Treasurer of the Association shall be allowed to keep petty cash not exceeding the amount of \$20,000.00 in a safe for emergencies and operating costs.

**Section 6. Cheques.** All cheques drawn on behalf of the Association will be signed by the Secretary or Treasurer and the Chairman or Vice-Chairman.

### **Section 7: Financial records.**

- (a) The Association shall keep accurate accounting records of all transactions.
- (b) The preparation of annual accounts showing income and expenditure, assets and liabilities of the Association shall be presented to the Annual General Meeting for approval.
- (c) An official receipt shall be issued for all transactions.

**Section 8. Audit.** The books of the Treasurer are to be audited each year prior to the Annual General Meeting by a auditor reporting to the finance committee of three members appointed by the president.

**Section 10. Loans:** The Association can apply for loans from Banking or other financial institutions. These loans may only be used for services provided to all members of the Association.

**Section 11. Financial Statement.** A financial statement showing the financial position of the Association, examined and certified by the Auditors, will be circulated to all Members and laid before the Annual General Meeting. Two Auditors may be appointed annually at the Annual General meeting.

**Section 12. Disbandment.** In case of disbandment of the association any and all monies remaining in the treasury, after all debts are paid, will be distributed to one or more (Industry Related) nonprofit charities at the discretion of the board.

**Section 13. Auditor's Appointment.**

- (a) The Executive Committee shall employ an independent auditor.
- (b) The auditor must be introduced to the Annual General Meeting by the directors.
- (c) At each annual general meeting the association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- (d) An auditor may be removed by ordinary resolution.
- (e) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- (f) A director or employee of the association must not be its auditor.
- (g) The Auditor duties shall include:
  - i. Review and examine the financial records of the Association and recommend measures for their improvement
  - ii. Submit audited reports to the Executive Committee
  - iii. Advise the Executive Committee on the use of Association funds.
  - iv. Present the audited report to the Annual General Meeting.

**ARTICLE 12. AMENDMENTS TO THE CONSTITUTION**

**Section 1. Amendments to Constitution.** This Constitution may be amended only by a General Meeting at which two thirds (2/3) of those present are in favour. Notice of any proposed amendment, supported by the signatures of not less than five members, must be given to the Secretary in time for inclusion in the convening notice, which will be sent out to members not less than fourteen days before the date of the meeting.

**ARTICLE 13. EXPULSION OF MEMBERS**

**Section 1. Expulsion.** A member may be expelled for conduct considered prejudicial to the Association by a resolution passed in General Meeting by not less than two thirds of the votes given in the resolution. The member in question must be given adequate notice of the resolution in order to make representation.

## **ARTICLES 14. INTERPRETATION OF RULES**

**Section 1. Interpretation.** Any reason affecting the interpretation of these rules or dealing with any matter affecting the Association not included in these rules will be left to the decision of the Executive Committee, whose decision will be final.

## **ARTICLE 15. DISSOLUTION OF THE ASSOCIATION**

**Section 1. Dissolution.** The Association may be dissolved upon the vote of 2/3 of the members voting

**Section 2. Dissolution Procedure.** The Association may, at any time, be dissolved by the Committee, testified by their signatures to an instrument of dissolution in the form provided by the Office of the Registrar of Companies or by winding-up in manner provided by the Companies Act. The Executive Committee will have the power to dispose of all assets and surplus funds, after all debts and expenses have been settled, to a recognized Agricultural Charitable Organization.



# **Bylaws**

***Bylaws are the written rules for conduct of the association. Bylaws provide for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct. Bylaws are, in effect a contract among members, and must be formally adopted and/or amended.***

## ***Amendments to By-laws***

### **1. SPECIAL RESOLUTION TO AMEND THE BYLAWS:**

Changes or additions can be made to the bylaws by giving written notice to the membership of the proposed change or addition to, at least once prior to a general membership meeting. This notice may be in any form suitable (Mail, E-mail, Telex or Cablegram). It may be carried by a 2/3 vote of those in attendance at the general membership meeting. Rules of quorum shall apply.

### **2. INTERPRETATION:**

(a) In these bylaws, unless the context otherwise requires:

- i. **"co-opted director"** — A person or organization (business, association, institution or government agency) that recognizes and supports the JPFA, but is not operating a farm. A co-opted director is a non-voting member and is not required to pay a fee in support of the JPFA;
- ii. **"registered address"** of a member means the member's address as recorded in the 'register of members'; and
- iii. **"Companies Act"** means the 'Companies Act of Jamaica' in force and all amendments to it.

(b) The definitions in the Companies Act on the date these bylaws become effective apply to these bylaws.

(c) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

(d) The managing committee also means executive committee or executive management committee.

### **3. MEMBERSHIP:**

- (a) The members of the association are the applicants for incorporation of the association, and those pig producers that subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. A pig producer may apply to the directors for membership in the association and on acceptance by the directors is a member.
- (b) Every member must uphold the constitution and comply with these bylaws.
- (c) The amount of the first annual membership dues and any changes to those dues must be determined at the annual general meeting of the association.

### **4. APPLICATION FOR MEMBERSHIP**

- a. Application for membership shall be on the Association's application form and shall be submitted to the Executive Committee of the Association through the Secretary.
- b. The Executive Committee shall decide on all applications subject to the Provisions for Membership.
- c. The successful applicant shall be admitted within two weeks of the Executive Committee's decision.
- d. The Executive Committee will have in their possession at all times application forms for new applicants.

### **5. MEMBERS IN GOOD STANDING**

- (a) A member in good standing is one who faithfully complies with the duties set forth in the Constitution as well as the terms and conditions of the Membership.

### **6. TERMINATION OF MEMBERSHIP**

- (a) Any membership may be suspended or terminated on the following grounds:
  - i. Convicted in a court of law on criminal matters.
  - ii. Member is deceased and has no heir.
  - iii. Engage in activities that brings the association into disrepute.
  - iv. Failure to accept the association decision in matters affecting the association or its membership.
  - v. Being expelled regarding matters referred to in Article 13, section 1, of the constitution of the association, or

- vi. on having been a member not in good standing for 12 consecutive months

## **7. TRANSFER OF MEMBERSHIP**

- (a) Upon the death or incapacitation (physical or mental) of a member, the membership shall be transferred to his beneficiary. They should satisfy all the requirements for membership.

## **8. MEETINGS OF MEMBERS**

- (a) General meetings of the association must be held at the time and place, in accordance with the Companies Act, that the directors decide.
- (b) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (c) The directors may, when they think fit, convene an extraordinary general meeting.
- (d) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- (e) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

## **9. ANNUAL GENERAL MEETINGS**

- (a) The first annual general meeting of the association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- (b) The Annual General Meeting of the Association shall be called once each year at a time agreed upon by the Executive Committee. If for any reason the AGM is postponed it should be rescheduled within a period of one month.
- (c) The Executive Committee shall be responsible for calling and holding an annual general meeting.
- (d) The President shall preside at the meeting or the members of the Executive Committee may elect a chairperson if the President is absent or is retiring from the position.

- (e) The Executive Body shall present policy issues and allocation of funds for Operation & Maintenance to the meeting.
- (f) The members may also transact such other business of the Association as may properly come before them.
- (g) The annual budget and audited accounts for the previous year will be presented and approved by the general membership.

#### **10. SPECIAL GENERAL MEETINGS**

- (a) Special general meetings or Extraordinary Meetings can be convened at any time by the Executive Committee or upon request of at least 1/3 of the members in good standing who must be represented of all the parishes organizations.
- (b) The general meeting shall consist of a meeting at which every member of the Association shall have the right to attend, participate and vote on issues arising.
- (c) Members shall be allowed to send a representative if he/she is unable to attend and can send a representative however, the representative shall not have the right to vote.
- (d) Independent persons who have special skills to assist the Association may be invited to the general meeting. Such persons shall have no voting rights.

#### **11. PROCEEDINGS AT MEETINGS**

- (a) Special business is
  - i. all business at an extraordinary general meeting except the adoption of rules of order, and
  - ii. all business conducted at an annual general meeting, except the following:
    - the adoption of rules of order;
    - the consideration of the financial statements;
    - the report of the directors;
    - the report of the auditor, if any;
    - the election of directors;
    - the appointment of the auditor, if required;
    - the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration

by the report of the directors issued with the notice convening the meeting.

- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is 25% of members, they may determine a general meeting.
- (d) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (e) Subject to bylaw 19, the president of the association, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- (f) If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- (g) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (h) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (i) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- (j) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (k) In the case of a tie vote, the chair does have a tie breaking vote even if the vote to which he or she may be entitled as a member was exercised.
- (l) A member in good standing present at a meeting of members is entitled to one vote.

- (m) Co-opted Directors may participate in the proceedings but do not have a vote.
- (n) Voting is by show of hands.
- (o) Voting by proxy is not permitted.
- (p) A member may vote by its authorized representative under certain circumstances, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the association.

## **12. DIRECTORS OBLIGATIONS**

- (a) To qualify for election as a director, a person must be a member of the Jamaica Pig Farmers Association for at least 12 months before accepting nomination; provide to the president or the executive director of the association verification in writing, signed by the member, that the membership of the member have been supported in the nomination by way of an ordinary resolution.
  
- (b) Meeting attendance requirements for JPFA board of directors
  - (i) It is the policy of JPFA that board members must attend conference calls and meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.
  - (ii) If a board member will be absent from all or part of any meeting, the board member is expected to contact the president or executive director as soon as the need to make his/her absent known
  - (iii) When a board member is absent from any conference call or board meeting, the president or executive director will contact the board member and remind him/her of the meeting attendance policy
  - (iv) If a board member has three consecutive unexcused absences from the conference calls and face to face meetings, the board will ask to remove the board member
  - (v) The board members of JPFA may declare the position vacant by a majority vote. The absent member will be notified by mail.

## **13. DIRECTORS AND OFFICERS**

- (a) The directors may exercise all the powers and do all the acts and things that the association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the association in a general meeting, but subject, nevertheless, to
- i. all laws affecting the association,
  - ii. these bylaws, and
  - iii. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (b) A rule, made by the association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (c) The president, vice president, secretary, treasurer and one or more other persons are the directors of the association. The secretary and treasurer may be the same person.
- (d) The number of directors must be at least 15 but not more than 28.
- (e) To qualify for election as a director, a person must be a member of a JPFA that is a member of the association and, before accepting nomination, provide to the president of the association verification in writing, signed by the president or secretary, that the membership of the member have supported the nomination by way of an ordinary resolution.
- (f) There will be election of officers at every Annual General Meeting at which twelve officers of the 24 elected officers will vacate offices.
- (g) At the first annual general meeting, twelve (12) directors of the twenty four (24) shall be elected for a two year term the other twelve directors shall be elected for a one year term. The Twelve (12) directors serving for two years in the first instance are the President, Secretary, Treasurer, two (2) directors representing two regions and seven (7) directors representing parish organization. Thereafter, the term of office for all directors shall be two years. A director can only serve for three consecutive terms.
- (h) Any vacancies not filled by the election may be filled by the directors who are elected.
- (i) An election may be by acclamation; otherwise it must be by ballot.
- (j) The election will be for directors of the managing committee president, vice-president, secretary, assistant secretary, treasurer and assistant treasurer and other directors.
- (k) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directorship.
- (l) A director so appointed holds office only until the conclusion of the next annual general meeting of the association, but is eligible for re-election at the meeting.

- (m) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a person qualified to be elected as a director to take the place of the former director.
- (n) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- (o) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (p) A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the association.

#### 14. **PROCEEDINGS OF DIRECTORS**

- (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The directors may from time to time and when necessary for conducting the associations business set the quorum necessary, and unless so set the quorum as a majority of the directors then in office.
- (c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (d) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
- (e) The directors may delegate any, but not all, of their powers to committees consisting of directors or other persons as they think fit.
- (f) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (g) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- (h) The members of a committee may meet and adjourn as they think proper.
- (i) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a



meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

- (j) A director who may be absent temporarily from Jamaica may send or deliver to the address of the association a waiver of notice, which may be by letter, telegram, e-mail, text message or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - i. a notice of meeting of directors is not required to be sent to that director, and
  - ii. any and all meetings of the directors of the association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- (k) Questions arising at a meeting of the directors or a committee appointed by the directors must be decided by a majority of votes.
- (l) In the case of a tie vote, the chair has a second or casting vote.
- (m) A resolution proposed at a meeting of directors or of a committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- (n) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **15. DUTIES OF OFFICERS**

- (f) The president presides at all meetings of the association and of the directors.
- (g) The president is the chief executive officer of the association and must supervise the other officers in the execution of their duties.
- (h) The president must be a signing officer of the association.
- (i) The vice president must carry out the duties of the president during the president's absence.
- (j) The secretary must do the following:
  - i. conduct the correspondence of the association;
  - ii. issue notices of meetings of the association and directors;
  - iii. keep minutes of all meetings of the association and directors;
  - iv. have custody of all records and documents of the society except those required to be kept by the treasurer;
  - v. have custody of the common seal of the association;

vi. maintain the register of members.

(k) The treasurer must:

- i. keep the financial records, including books of account, necessary to comply with the Companies Act, and
- ii. render financial statements to the directors, members and others when required.

(l) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(m) If a secretary treasurer holds office, the total number of directors must not be less than 5.

(n) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### **(16) ADVISERS TO THE EXECUTIVE COMMITTEE**

(a) The Association can appoint advisers into the Executive Committee. The advisers shall not be entitled to any remuneration for participating in the Association.

(b) The advisers shall not be a member of the Association and have no right of voting.

(c) The advisers shall not be signatory to any cheque or any bank transaction of the Association.

(d) The advisers shall not indulge in any transaction or enter into any agreement with any Association on behalf of the Association.

(e) The advisers will treat all information on the Association with strict confidentiality.

#### **(17) MEETINGS OF THE EXECUTIVE COMMITTEE**

(a) The meetings of the Executive Committee shall be held at least once a month at a suitable place convenient to the members. The first meeting of a newly constituted Executive Committee shall be held within seven days of the election of new office bearers.

(b) Executive Committee meetings shall be called on the order of the President or by a majority of the committee members.

(c) Any committee member who fails to attend three consecutive meetings without satisfying the committee of reasonable cause for absence shall cease to be a member.

- (d) The dismissal of any member of the Executive Committee should be approved by the a General meeting at a Special General Meeting called specifically for the purpose.

### **(18) NOTICE OF MEETINGS**

- (a) At least fourteen days notice for every general and special meeting shall be given. Written notices will be sent to members of the Executive Committee. Notices, E-mail, letters, telegrams, telex, text messages, radio and other media can be used for other members.

### **(19) QUORUM AND VOTING**

- (a) The quorum for a general meeting shall be 25 percent of the Association membership. All members in good standing shall have the right to vote.
- (b) The quorum for Executive Committee meetings shall be 9 members.

### **(20) ORDER OF BUSINESS**

- (a) The proposed agenda of the general meeting shall be stated in the notice sent to the members prior to the meeting date. Any proposed changes in the agenda must be sent to the Secretary of the Association prior to the commencement of the meeting. The members shall agree upon all changes to the agenda.

### **(21) RULES OF ORDER**

- (a) Optional headings for agenda may include: *opening ceremonies, roll call, consent calendar* for disposing of routine business by unanimous consent, *announcements, or program*. Any item of business can be taken out of its proper order by adopting a motion to suspend the rules with a two-thirds vote.
- i. Meeting Call to Order
  - ii. Roll Call
  - iii. Apologies fro Absence

- iv. Reading of the Minutes from the Last meeting
- v. Amendments to the Minutes
- vi. Matters arising from the Minutes
- vii. New Business
- viii. Any Other Business
- ix. Motion for Adjournment
- x. Adjournment

## **(22) OPENING THE MEETING**

- (a) The presiding officer should never call the meeting to order until a quorum is present. A quorum is the number of members entitled to vote who must be present in order for business to be legally transacted. Quorum is typically defined in the governing documents of the community association. Once a quorum is present, the presiding officer calls the meeting to order by stating, "The meeting will come to order."

## **(23) APPROVAL OF MINUTES**

- (a) Organizations that only meet one time per year typically do not approve minutes. Instead, the board of directors or another committee should be authorized to approve the minutes. Such a practice makes sense because few members are likely to remember what occurred at a meeting held a year ago.
- (b) In meetings when minutes are to be approved, the minutes should be distributed to all members so that they do not have to be read aloud. Corrections and approval are done by unanimous consent. That is, the presiding officer can ask, "Is there any objection to approving the minutes as read [or distributed]." If there is no objection, the minutes are approved.

## **(24) REPORTS OF OFFICERS, BOARDS, AND STANDING COMMITTEES**

- (a) The first substantive item of business in meetings is typically hearing from the officers and established boards and committees. The logic in this order of arrangement is to give priority to the items of business from the leadership. Typically, the presiding officer learns in advance who needs to report and only calls on those officers, boards, and committees that have reports.

- (b) Reports are generally for information only. In such instances, no motion is necessary following the reports unless there are recommendations to be implemented. A motion "to adopt" or "to accept" a report is seldom wise except when the report is to be issued or published in the name of the organization. On the other hand, it is common that the reporting member end by making a motion if there is a specific recommendation for action.
- (c) For example, the budget committee may have studied the current dues structure. In her report, the committee chairman might thank the members of the committee for their hard work and explain in detail the committee's position and reasoning. At the end of her report, the committee chair would close by saying, "On behalf of the committee, I move that annual dues be increased to \$....."

## **(25) REPORTS OF SPECIAL COMMITTEES**

- (a) Unlike standing committees established in the bylaws, special committees do not have continual existence. Instead, special committees exist solely for the purpose of a specific project. For example, a special committee might be created to plan a specific function or event. Special committees typically go out of existence upon their final report.

## **(26) UNFINISHED BUSINESS**

- (a) Unfinished business refers to matters carried over from a previous meeting. This category of business is sometime incorrectly referred to as "old business." "Old business" is a misnomer in that unfinished business is not simply items that have been discussed previously. Instead, unfinished business items typically fall into one of several specific categories. For organizations that meet at least four times a year, unfinished business may include:
- i. any matter that was pending when the previous meeting adjourned;
  - ii. any matters on the previous meeting's agenda that were not reached; or
  - iii. matters that were postponed to the present meeting.
- (b) The presiding officer should know if there are any items to be considered under unfinished business. As a result, the presiding officer should not ask, "Is there any unfinished business?" Instead, the presiding officer should simply state the question on the first item of business. If there is no unfinished business, the presiding officer should skip this category of business.

## **(27) NEW BUSINESS**

- (a) Much of the work in a meeting is accomplished during the heading of new business. In this category of business, members can introduce any new item of for consideration. As a result, the presiding officer may be unaware of what items of business will arise under new business.
- (b) The presiding officer introduces the heading of new business by asking, "Is there any new business?" Any member can then introduce new items of business by making a motion and obtaining a second. Following the consideration of each item, the chair repeatedly asks, "Is there any further new business?" This process continues until there are no additional business items to come before the assembly.

## **(28) CLOSING THE MEETING**

- (a) In most assemblies the presiding officer can adjourn the meeting without waiting for a motion to adjourn. If all items of business have been considered, the presiding officer can ask, "Is there any further business?" If there is no response, the presiding officer simply states, "Since there is no further business, the meeting is adjourned."
- (b) If custom or tradition require that a motion to adjourn be made, the presiding officer can ask, "Is there a motion to adjourn?" Once the motion is made and seconded, the presiding officer can ask, "Is there any objection to adjourning the meeting? Hearing no objection, the meeting is adjourned."
- (c) It shall be the duty of the Secretary of the Association to record all proceedings at the general meeting in a special minute book shall be set aside for that purpose.

## **(29) SECRETARIAT**

- (a) The Association may establish a Secretariat to manage the day to day operation of the association as it may determine.
- (b) The responsibility and function of the Secretariat are:
  - i. Provide governance advice and expertise to the executive committee and sub committees in accordance with the association's constitution and bylaws.
  - ii. Maintain an up-to-date register and control the management of all operations and services offered by the association

- iii. Provide effective and efficient service to the executive committee including providing materials and relevant documents for all committee meetings, as well as setting agendas for committees meetings and providing logistics support in conjunction with the relevant persons.
- iv. Initiate and develop proposals for consideration and decision by the executive committee in order to achieve associations objectives
- v. Maintain up to date relevant information about the service delivery process, making available and disseminating all the technical knowledge to, and providing support to the membership.
- vi. Assist the association in the development and implementation of proposals and programmes
- vii. Implementing the process of recognition of allied entities.
- viii. Promoting actions for the promotion of association, being equally responsible for institutional relations
- ix. Provide the association with the necessary expertise to mobilize resources from donor agencies to assist in the implementation of services and assistance programmes.
- x. Prepare the draft Work Programme and Budget of the Association/Secretariat for examination by the Budget Committee.
- xi. Facilitate, coordinate and monitor activities as specified in the approved work programme and financial reports.
- xii. Organizing and overseeing training courses for pig farmers.
- xiii. Initiate, organize and conduct industry studies.
- xiv. Managing the register of qualified auditors.
- xv. Undertake other designated functions.

### **(30) SEAL**

- (o) The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.
- (p) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

### **(31) BORROWING**

- (a) In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (b) A debenture must not be issued without the authorization of a special resolution.
- (c) The directors may borrow up to \$5,000,000.00 by a resolution of a majority of the directors present. The directors may not borrow more than \$2,000 nor incur debt greater than \$2,000 without first having the approval of the members by ordinary resolution.
- (d) The auditor may attend general meetings.

### **(32) NOTICES TO MEMBERS**

- (a) A notice may be given to a member, either personally or by mail at the member's registered address.
- (b) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a post office receptacle.
- (c) Notice of a general meeting must be given fourteen days in advance to:
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) to the auditor.
- (d) No other person is entitled to receive a notice of a general meeting.

### **(33) BYLAWS**

- (q) On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the association.
- (r) These bylaws must not be altered or added to except by special resolution.



### **(34) ORGANIZATION & STRUCTURE**

- (a) The Jamaica Pig Farmers Association will be organized and function through the members at the parish level. The Parish organization will nominate members to represent its interest at the Regional level and to attend regional meetings. The parish members will also nominate its members to represent its interest at the National Level.

The parishes and region are as follows are as follows:

- i. Westmoreland, St. James, Hanover, and Upper Trelawny comprises Region (1) one.
- ii. St. Elizabeth, Manchester, Upper Clarendon, Upper St. Ann and Lower Trelawny comprises region (2) two.
- iii. St. Catherine, Lower Clarendon, Kingston, St. Andrew and St. Thomas comprises region (3) three.
- iv. Portland, St. Mary, and Lower St. Ann. Comprises region (4) four.

***Method for recognizing the Regional and Parish Chapters are as follows.***

#### *(b) Parish Organization*

- i. The pig famers residing in each parish collectively agree to form a local organization to represent their interest and to lobby on their behalf, as an industry both nationally and with the government.
- ii. The Parish organization will elect an executive committee comprising President, Secretary and Assistant Secretary, a Treasurer and assistant Treasurer or comparable executive positions with responsibility to manage the business of the parish organization.
- iii. The parish organization will adopt the constitution of the National Organization with its bylaws and will structure its activities so as to gain support from the national association.
- iv. The Parish organization agrees to uphold all the tenets of the constitution and its bylaws and to subject themselves to discipline of the National Association.
- v. The parish organization will provide the national organization with information concerning developments in the industry at the parish level as well as the needs of its members.
- vi. Parish Chapter meetings will be held every three (3) months at a location best suitable for the purposes.

#### *(c) Parish Elections*

- i. The local officers will be elected by secret ballot by a majority vote of the delegates present at the annual parish conference of the Pig Farmers Association.
- ii. A nominating Committee of three (3) persons will be appointed by the national executive committee.
- iii. A nominating committee shall consist of delegates from separate parish organization.
- iv. The chairperson of the nominating committee shall be selected by the National executive Committee.
- v. The nominating committee shall receive nomination; where nomination is not forthcoming the committee will nominate well-qualified members for parish executive officers.
- vi. Nominations may also be made from the floor of the conference following the report of the nominating committee provided the nominee has given consent for his/her name being placed in nomination.

The secretaries of each Parish chapter shall submit the following information to the National association:

1. The name and addresses of the local officers, members and advisors.
2. A copy of the local chapter's program of work for the coming year.

*(d) Regional Organization*

- i. The regional organization represents the pig farmers residing in the parishes of the regions as noted in .....
- ii. The Regional organization will elect a regional coordinator with responsibility to manage the business of the parish organization at the regional level.
- iii. The regional coordinator will provide the national and the parish organization with information concerning developments in the industry in the parishes/region.
- iv. Regional meetings will be held on the last Thursday in January, April, July at Knokalva Agricultural school (Region 1), RADA offices in Manchester (Region 2), Farmers training Centre , St. Catherine (Region 3), St. Mary Banana Estates sport club (Region 4).

**(35) GENERAL PROVISIONS**

***(a) Settlement of disputes***

- i. In case of disputes between the Association and any of its members or any complaints against any member, or officer, an application shall be made to the Executive Committee through the Secretary of the Association for redress.

- ii. Should the complainant not receive satisfaction, an appeal may be made to the general meeting of members giving a 15 days notice to the Secretary for the intention to appeal.
- iii. Failure to settle the dispute by the meeting should be referred to an arbitration or the Dispute Resolution Foundation.