



DENBIGH HIGH SCHOOL PAST STUDENTS ASSOCIATION

CONSTITUTION AND BY LAWS (2021)



PREAMBLE

WE THE PAST STUDENT OF DENBIGH HIGH SCHOOL being fully cognisant of the fact that the current students of our alma mater should be given every opportunity to attain their fullest potential, albeit academic cultural, intellectual, aesthetic and holistic development. We are therefore committed to the welfare of the students, and thus, we do constitute ourselves into the PAST STUDENTS' ASSOCIATION (referred to henceforward as "the DENBIGH HIGH SCHOOL P-S-A"). Our mantra is to support, advice and assist the Board of Governors and School Management corpus to produce and cultivate a rich erudition ambience, which will promote a semblance of community and for improving ethos in the school for the benefit of the students.

ARTICLE I

NAME

The name of this organisation shall be deemed DENBIGH HIGH SCHOOL PAST STUDENTS' ASSOCIATION (abbreviated henceforth as DENBIGH HIGH P-S-A).

ARTICLE II

OBJECTIVES

The organisation shall:

- (i) unite into one PSA all past students both locally and internationally who have vested interest in Denbigh High School;
- (ii) raise the quality standards of the PSA by embarking on knowledge, skill set and innovative business ideas that will make the entity into a self-sustained one;

- (iii) solidify the high calibre of academic and oral standards that Denbigh High School is associated with;
- (iv) conscientiously proliferate the aura of our Alma mater, through the medium of ethical standards and through fraternity amongst its membership and the wider school community;
- (v) render professional and/or technical advice to the Board of Governors and the school management team where the need arises;
- (vi) make its presence be felt on the school campus whether through its involvement in extracurricular activities, fund raising, socials and homecoming events;
- (vii) seek to provide financial, spiritual and academic support to the current students of Denbigh High School;
- (Viii) be transparent, high on integrity and highly accountable in all its operations and will exude a zero tolerant approach to financial misdemeanours;
- (ix) be accessible and answerable to its membership whether in oral and or written communication on regular basis and;
- (x) ensure that it safeguard the interest of its members at all time.

ARTICLE III

OFFICE

Its main office shall be located on the premises of Denbigh High School unless further modified by an executive order.

ARTICLE IV
MEMBERSHIP

SECTION 1: QUALIFICATION OF MEMBERSHIP

- (a) must be a past student residing in Jamaica and within the diaspora;
- (b) must be registered annually;
- (c) must uphold the constitution as the leading legal framework for the governance and or proper operation of the PSA and;
- (d) must be in good standing Denbigh High School Past Students' Association.

SECTION 2: CLASSIFICATION OF MEMBERSHIP

Membership shall be classified as follows:

(a) ORDINARY MEMBERS

These are members who are registered at the time of subscription and are solely interest in being actively involved in the running of the PSA either through its, AGM, and or other meetings not limited to the AGM.

(b) OBSERVER MEMBERS/BRAND AMBASSADORS

All current past students who serves as academic teaching, ancillary and administrative staff will be deemed as an observer if he/she:

- (i) executes the special responsibility bestowed onto to act a brand ambassador for the PSA upon recommendation of names by the principal and or PSA Faculty Adviser;

- (ii) upholds the ethos and principles postulated in this enshrined document (i.e., constitution);
- (iii) promotes the PSA to the fifth and sixth formers, which will see more of them signing up to become members of the PSA and;
- (iv) fulfils all the criteria mentioned above, should such requirement(s) be met an automatic membership will be granted by written consent between the consenter (i.e., Executive) and the consentee (prospectus brand ambassador).

(c) GOLDSTAR MEMBERS

Members are conferred the title Goldstar members of the PSA after fulfilling the following requirements:

- (i) Should be an active members who is in good standing with the PSA for five or more years and;
- (ii) should pay all subscription fees in full for each of the five or more years being a member.

(d) HONORARY MEMBERS

Exemplary individuals outside of the PSA who have distinguished themselves through outstanding contributions to the growth and development of Denbigh High School both in Jamaica and in the diaspora as approved by the National Executive Council (NEC).

(e) MEMBRE DE VIE

Members who have reached the milestone of 65 and have been declared worthy, lifelong and estimable members of the PSA as recommended by any member in good standing and shall be subject to the approval of the National Executive Council (NEC). Membre de vie shall be relieved from paying all fees of the PSA while continuing to enjoy all the rights and privileges of members in good standing.

ARTICLE V

MEMBERSHIP STATUS

SECTION 1: ACTIVE MEMBERS

These are members in good standing whom have adhered to the following criteria:

- (a) pays all annual fees to its chapter(s) for the current fiscal year;
- (b) where there are arrears they must be they must be cleared by the end of the fiscal year and;
- (c) must attend at least one (1) Annual General Meeting (AGM) within a three year period.

SECTION 2: INACTIVE MEMBERS

These are members who have decided, either temporarily or permanently, to dissociate themselves from the PSA after indicating his/her intentions through a written notice via email or letter addressed to the President of the PSA.

SECTION 3: BARRED MEMBERS

These are members who are in gross violation of the constitution or has been involved in some unlawful activities that will put the Denbigh High School's and the PSA' image under scrutiny. A barred member can result in:

- (a) immediate withdrawal of membership once proper checks and balances are done;
- (b) a meeting must be had with the party involved at the disciplinary committee and the NEC who will jointly deliberate on the status of the individual;
- (c) must have a representative within the PSA to represent him/her at the disciplinary hearing;
- (d) aggrieved parties can contest the ruling of the disciplinary committee in writing to the chairperson C/O the president within fourteen (14) days of handing down of judgement and;
- (e) based on the severity of the breach membership can be rescind definitely or within a bandwidth of five years the maximum before reapplication will be made available.

ARTICLE VI

MODIFICATION OF MEMBERSHIP STATUS

- (i)Active members can opt to change his/her status from ACTIVE to INACTIVE by a written letter of intent addressed to the president of the PSA;
- (ii)During the alteration of active to inactive membership, no new fees will be incur on such member;
- (iii)During the INACTIVE members will be temporarily barred from meddling and or participating in any function that touches or relates to the PSA;

(iv) INACTIVE status can be reinstated after written intent is addressed to the president and he/she approves it.

ARTICLE VII

MEMBERSHIP SUBSCRIPTION

The subscription of membership fees will be solely used to offset the financial obligations that the PSA has, thus a standard rate will be agreed upon and may be modified should the need arises through consultation with the Finance Committee. In keeping with the high standard of transparency and accountable, fees can be made payable by:

- (i) cheque;
- (ii) bank draft,
- (iii) credit cards;
- (iv) debit cards;
- (v) PayPal;
- (vi) online App;
- (vii) cash;
- (viii) Where payments are done by cash a written receipt must be obtained by the donor and a carbonated copy stored for the record;
- (ix) A strict cybercrime mechanism will be put in place to guard against any possible unscrupulous money laundering online;
- (x) Members can make their payments either in full, in equal instalments; and

(xi) Members who pay a subscription of 75% of the agreed fees will be allowed to participate in any key decision making of the Association, however, they are required to pay the outstanding balance before the end of the fiscal year.

(xii) In order to benefit from the offer you have to be in good standing and sign a letter of intent that remaining balance will be cleared at end of the financial year.

(xiii) Membership fees or subscription are due every February, this subscription expires January 31 the preceding year. Membership signing up can be done year-long or within the subscription period.

(xiv) Membership forms can be sourced from the secretary of the Association or be completed online or be downloaded and completed accordingly.

(xv) Members who are classified under the heading, member de vie and observers/brand ambassadors are excluded from paying membership.

(xvi) Members who are deemed observer(s) and or brand ambassador(s) will benefit from exclusion of membership fee if:

(a) they adhere to the constitution and by-laws;

(b) after assessing their performance at the end of each year;

(c) once the current Executive body who select such individual(s) remains in office and;

(d) they are re-elected when a new Executive takes over reign.

ARTICLE VIII

TERMINATION OF MEMBERSHIP

Membership will be deemed terminated for PSA members:

- (i) who meet the stipulations underpinned in Art. (v)(c)(i-iv) above;
- (ii) termination of membership does not attract any refund ;
- (iii) found in violation of the PSA' Code of Ethics upon the recommendation by the
Disciplinary Committee on Ethics and Malpractice to the Board.
- (iii) Members whose membership has been terminated may be reinstated if permission
is sought from the Disciplinary Committee Board via the National Executive Council
(NEC).

ARTICLE IX

MEMBERSHIP REQUIREMENT AND OBLIGATION

SECTION 1: GENERAL MEMBERSHIP REQUIREMENT AND OBLIGATIONS

All member shall:

- (a) comply with the By-laws and Code of Ethic of the association albeit ordinary
members or ex-officios;
- (b) have the right to vote and vote upon the regulations as provided for in the By-laws
and in the Election Code;

- (c) access online journals, newsletters, subscription and report of the PSA projects inter alia and;
- (d) enjoy such rights and or privileges that may be afforded from time to time.

SECTION 2: OBLIGATION OF EX-OFFICIOS

The Ex-Officios shall:

- (a) be the immediate Past President of the PSA, Financial Officer, Financial Advisor and the General Secretary;
- (b) be exempted from payment of all chapter fees and dues for a year;
- (c) be answerable to a Special Joint Select Committee (SJSC) who will deliberate over irregularities, misappropriation and any other issues that are of salient concern regarding the running of the PSA while they were in office;
- (d) sit on the Executive Committee for a period of three (3) months after existing office, to ensure that there is a smooth transition process;
- (e) hand over documents such as: access to website, social media pages, financial statements, performance report inter alia must be done within four (4) week after demitting office and;
- (f) act upon any recommendation put forward by the Special Joint Select Committee with the stipulated time frame, failure to adhere will result in a fine or debarring from future PSA membership.

ARTICLE X
OFFICERS OF THE ASSOCIATION

SECTION 1:

The association shall be composed of:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Public Relation Officer;
- (f) General Secretary;
- (g) Legal Officer;
- (h) Faculty Advisor and;
- (i) Information Technology Specialist.

The aforementioned elected officers are automatically members of the Executive Committee of Denbigh High School PSA.

SECTION 2: PRESIDENT

The president shall:

- (a) exercise all prerogative powers afforded to his/her office as Chief Executive Officer;
- (b) act in accordance to good governance at all times while representing the Association;

- (c) preside at meetings of the Board as well as the annual and special meetings of the general membership;
- (d) officiate at major functions of the Association;
- (e) perform all other duties as may be assigned by the Board;
- (f) represent the Association in related national and international activities;
- (g) countersign all cheques issued for the business of the Association after consultation with the Finance Committee;
- (h) in the case where the President residence outside Jamaica, the sitting Principal can countersign cheques on the President's behalf with written consent;
- (i) shall authorise all disbursements of the association's funds in conformity with its approved budget;
- (j) not deliberate over any matter of personal interest to him/her while presiding over any committee meeting, however, should such case arises, the Vice President will officiate accordingly;
- (k) not be exempted from vote of confidence;
- (l) not be exempted from questioning at any board meeting;
- (l) be objective in his/her post while being Chief Executive Officer;
- (m) have the right to cast vote but this can only be done as a secret ballot;
- (n) only be allowed to cast a vote on matters of pertinent interest at any meeting unless there is a tie breaker and his/her vote will be needed and;
- (o) provide an annual written report on his/her tenure in office at the NEC and the AGM.

SECTION 3: VICE PRESIDENT

The Vice President shall:

- (a) assist the President;
- (b) act in accordance to the duties assigned by the President and or the Board;
- (c) act in good governance while representing the Association;
- (d) be objective at all times and act a liaison and or mediator between the President and Association members;
- (e) preside over any meeting of the association in the absence of the president and;
- (f) assume interim President should the President steps down before his/her term ends in office or where there are circumstantial situations in which the President is unable to execute his/her duties due to incapacity.

SECTION 4: GENERAL SECRETARY

The secretary shall:

- (a) be responsible for the safe keeping and preservation of the integrity of the minutes of the Meetings of the Board and its committees, as well as the other official records of the Association;
- (b) inform the members of the Board, in accordance with the By-laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that will require their approval;
- (c) ensure that all Board regulations are strictly adhered to by all its functionaries;

- (d) maintain effective records and administration. Keeping up-to-date contact details (i.e. names, addresses etc.);
- (e) uphold legal requirements. Sitting on appraisal, recruitment and disciplinary panels, as required and;
- (f) perform all duties assigned by the President and the Board.

SECTION 5: SECRETARY

The Assistant Secretary shall:

- (a) work closely with the General Secretary;
- (b) carry out duties granted to him/her by the General Secretary and or the Board;
- (c) assume the role of General Secretary in the case where the General Secretary is unable to execute his/her duties due to incapacity or sudden resignation and;
- (d) take notes of minutes for meetings held by the Association.

SECTION 6: TREASURER

The Treasurer shall:

- (a) prepare the Audited Financial Statement to be submitted to the Finance Committee as required;
- (b) be answerable to areas of concerns that the Financial Committee deem salient;
- (c) provide all receipts in relation to financial undertakings of the Association, receipts must be either in electronic and or manual form;
- (d) keep a comprehensive update on all the Association accounts;

- (e) keep a thorough record of cash books both manual and electronic;
- (f) report on sponsorship and or financial contribution given to the Association and;
- (g) prepare and sign all cheques approved by the Finance Committee.

SECTION 7: PUBLIC RELATION OFFICER

The Public Relation Officer shall:

- (a) be responsible for maintaining the Association's relationships with investors and members, as well as the general school community;
- (b) work in close proximity to the Secretary;
- (c) coordinate publicity for all events sponsored by the Association;
- (d) chair special events planning committee and perform other duties as assigned by President and or Board;
- (e) act as Chief Officer in relation to coordination of media communication purpose, publicising of social events, update and maintain the Denbigh High School image and that of the Association and;
- (f) be the promotion spokesperson on the Association's behalf in regards to: television, radio and internet interviews or publicity.

SECTION 8: LEGAL OFFICER/ADVISOR

The Legal Officer/Advisor shall:

- (a) advise the Association on aspect touching and or concerning legal issues;
- (b) vet documents and contents before they are placed in written and recorded transmission to the wider community;

- (c) scrutinise documents at Board and or Committee meetings to ensure that legal requirements are followed at all times;
- (d) heads the committee for any legal ramification in regards to modification of the constitution inter alia;
- (e) prepare legal drafting of letters to the Association in terms of contents placed on the PSA' website, social media pages;
- (f) update the Association on changes to laws affecting Association;
- (g) make recommendation to the Board in regards to retaining Attorney-at-Law for the Association should the need arises and;
- (h)** do any duty that is assigned by the President and or the Board.

SECTION 9: INFORMATION TECHNOLOGY SPECIALIST

The Information Specialist shall:

- (a) be responsible as Chief Executive Officer in running the daily affairs of the PSA' website, social media pages and the WhatsApp groups;
- (b) vet content that will be placed on the PSA' website, social media pages and WhatsApp groups;
- (c) edit, upgrade and deal with malfunctioning of the website;
- (d) generate strong security features to fight against online fraud and cyberbullying;
- (e) act as the chief agent in establishing censoring code for the operation of content that can be placed on the different social media sites, WhatsApp and the website;
- (f) design logos, graphics for newsletter, association letter head, inter alia and;
- (g) perform duties given by the President and or the Board.

SECTION10: FACULTY ADVISOR

The Faculty Advisor shall:

- (a) act as the Chief Executive brand ambassadors on behalf of the PSA;
- (b) coordinate meetings with the brand ambassador to keep them updated with running of the PSA;
- (c) ensure that there is a PSA club at the school;
- (d) represent the PSA in regards to promoting of the brand around the island;
- (e) work closely with the Public Relation Officer;
- (f) act in accordance to good governance and upholding the constitution;
- (g) perform any given by the Public Relation Officer, President and or Board.

ARTICLE XI

COMPOSITION OF THE EXECUTIVE COMMITTEE

The board shall be comprised of ten (10) elected members and three (3) independent Association members one (1) including an Ex-officio member. This is in keeping with transparency and inclusivism amongst our Association members. The two (2) independent board members will be selected based upon nomination by the non-executive members and they shall go through a screening process by the executive committee. The Ex-officio member will be excluded from a screening process.

SECTION 1: GENERAL POWERS OF THE COMMITTEE

The powers of the Association shall be exercised and all its duties SHALL **BE** performed through the Board. The Immediate Ex-officio member of the Board **WILL NOT** have exclusive voting rights.

SECTION 2: Duties and Powers of the Committee

The Committee shall:

- (a) have exclusive charge of the business affairs of the Association;
- (b) approve annual budget and keep up to date financial information in compliance with the Companies Act, Proceeds of Crime Act, and the FSC Act inter alia;
- (c) approve amendments as recommended by the Committee on Legislation, By-laws and Codes in accordance to s.8 (iv) above;
- (d) fill vacancy where post(s) become(s) vacant such as the office of Vice-President, Secretary and Treasurer.

ARTICLE XII

ELECTION AND TERM OF OFFICE

SECTION 1: ELECTION

The Officers and Members of the Board shall be elected by a multiplicity of vote of the general association at the annual meeting selected for this resolution.

SECTION 2: TERM OF OFFICE

- (a) The term of office of the elected Members of the Board shall be for one (1) year, starting January 1 up to December 31 of the same year and is subjected to renewal but shall not serve for more than a succession term of three (3) years;
- (b) The term of office of the President, Vice-President, Secretary and Treasurer shall be for one (1) year but shall be no more than three (3) terms in succession.
- (c) The President shall not be eligible to run for the same position until after four (4) years from the last term served.

SECTION 3: VACANCIES

If a vacancy occurs in the office of the executive officers, i.e., Vice-President, Secretary and Treasurer, the Board shall meet, to elect a successor from among themselves. The newly elected officer shall serve the unexpired term of the predecessor with immediate effect.

SECTION 4: IMPEACHMENT/VETO

No executive members of the board are granted immunity, thus, any Officer may be impeached and removed from office for strong and sufficient reasons, only by 2/3 majority vote of the Board and 2/3 vote of members entitled to vote, after due process is done.

ARTICLE XIII

MEETINGS

SECTION 1:

- (a) There shall be an annual general meeting (AGM), and regular quarterly meeting of the monthly board meetings. Special meetings may be called by the President or by a majority vote by the Board to deal with issue touching and or concerning the Association;
- (b) AGM will be scheduled for any day within the month of November;
- (c) Notice(s) about AGM and other special association will be sent seven (7)days in advance;
- (d) Minutes of previous AGM will be included in the annual report, which will be given to all for review and scrutiny;
- (e) All information relating to finance, governance and operation of the Association shall be made available to the Association members at the AGM;
- (f) Chapters outside Jamaica will liase with the local chapter to update the general assembly on the work that they are undertaking, they however, will not be bounded to produce confidential information on their operation to the general association, they however, need to hand in a financial report to the president for the end of the fiscal year;
- (g) The president duty bound to present his or her report on a yearly basis;
- (h) All meeting of the Association must be minute and kept in a secured file for scrutiny by the secretary.

SECTION 2: Board Meetings

- (a) The Board will meet quarterly to discuss affairs of the Association;
- (b) The Board meetings will be cheered by the President;
- (c) Board members shall not be absent from Board for two times;
- (d) In the case where the President is absent and or is unable to cheer a meeting, the Vice-President will assume such duties;
- (e) Notices of Board meetings will be sent by the secretary to the Officers seven (7) days before the sitting thereto;
- (f) The presence of fifty (50) percentage of elected Officers and one (1) member from the special selected board committee shall constitute a quorum.

SECTION 3: MEETING VENUE

The Association shall meet in such places on the school premises and on virtual meeting platforms, as the Principal in consultation with the PSA Executive shall determine.

ARTICLE XIV

FUNDS AND FINANCIAL MATTERS

SECTION 1:

Funds and finances of the Society shall be raised by any of the means below:

- (a) membership fee;
- (b) voluntary contributions
- (c) bequests or endowments;

- (d) royalties, patents and copyright;
- (e) fund raising activities and;
- (f) donations.

SECTION 2: FINANCIAL MATTERS

- (a) The registered PSA must follow the financial policies underpinned by Denbigh High School and the relevant financial statutory framework of Jamaica in all financial matters and therefore must accept full responsibility for all activities that bear the organisation's name as official sponsor;
- (b) Denbigh High School reserves the right to audit the financial records of the PSA where there are areas of concern through written communiqué to Association's President and General Secretary ;
- (c) The Association will be made open to both internal and external auditing in accordance to the FSC Act [2001], MOCA TS [2014] inter alia;
- (d) Auditing reports and findings will be discussed at special NEC meeting and the findings will be circulated to the Association members for scrutiny;
- (e) All recommendation(s) put forward by the auditing team must be put in place within two months of deliberation from the special NEC meeting, failure to conform to the recommendation may result in penalties albeit internal or external.

SECTION 3: REGULATING/DEPOSIT AND WITHDRAWALS

- (a) The Association shall open and operate a current account with a recognised bank where all monies of the association shall be deposited;

- (b) there shall be four signatories to the account i.e., President, Treasurer, Assistant Treasurer and General Secretary;
- (c) any three of the four signatories shall sign off on withdrawal(s) of fund from the PSA's account with approval from the financial committee and the Board sanctioned by the President in writing albeit it cheques and petty cash;
- (d) official receipts of all encashment and disbursement of funds to and from the Associations' account must be made available for Board meeting;
- (e) invoices and receipts should reflect the actual pay and deposits made by the Association;
- (f) the General Secretary must ensure that the account is up to date in terms of maintenance fee to the commercial financial institution; and
- (g) A comprehensive report of all the financial handling of the Association must be complied by the Treasurer and submit at the end of each financial year.

SECTION 4: FINANCIAL POLICY

- (a) The PSA Executive shall submit proposals for major policies on expenditure for consideration by the Association of Ordinary Meetings or at the A.G.M.
- (b) The detailed expenditure involved in the implementation of such policies shall be the responsibility of the PSA Executive who shall also control the daily operation and or expenses of the Association;
- (c) A budget for the operation expenses of the Association should be agreed by the PSA at its Annual General Meeting (AGM). Expenses, projects or requests for the disbursement of funds not in the budget must be approved by the PSA Executive

and must be recorded in the minutes.

ARTICLE XV

BY-LAWS AND AMENDMENTS

SECTION 1: BY-LAWS

By-Laws can be added to the constitution by a majority vote i.e., 2/3 of the entire membership at a regular meeting of the Denbigh High School PSA;

SECTION 2: CONSTITUTION

(a)The constitution is the binding legal framework of the Association and it takes precedent over any by-laws;

(b) all modification to the constitution can be triggered by any member of the Association at any general meeting of Denbigh High School PSA but it must be a 2/3 majority vote providing that;

(i) the motion is brought to the NEC of which the amendments will be conducted in accordance to Art. IX (8) (d);

(ii) notification of the motion for amendment is made to members one week prior discussion; and

(iii) the modification will see the constitution in the form of modification and the year to which it was amended and must be updated on the PSA's website.

ARTICLE XVI

PROPERTY OF THE ASSOCIATION

SECTION 1:

Acquisition of Property by the Association

- (a) The Association may acquire real or moveable property for the purpose of its aims and objectives;
- (b) All content on the Association's website are the intellectual property of the Association so no modification to its contents are permissible without written consent from the Association,
- (c) All property that are acquired under the name the name of the PSA shall be held in the name of the Association, and shall be managed by the PSA Executive which shall be accountable to the Association for the management; and
- (d) All acquired properties must remain with the Association after changing over of executives in accordance to Art.IX (2) (e).

ARTICLE XVI

SEAL AND OFFICIAL RECEIPT BOOK

SECTION 1: SEAL

The Association shall have a seal which will authenticate receipts, petty cash payment and letters done on behalf of Denbigh High School PSA. The stamp will be keep by the Treasurer at all times.

SECTION 2: OFFICIAL RECEIPT BOOK

An official carbonated receipt book must be sourced and or obtained by the Association bearing the Associations' insignia, this shall be kept by the Treasurer of the Association at all times, who will be solely responsible to issuance of payment to and from the Association's account.