

CONSTITUTION

and

Bye-Laws

of the

NATIONAL

ASSOCIATION OF

JAMAICAN

OLYMPIANS

In Force as from _____

CONSTITUTION
of the
NATIONAL ASSOCIATION OF JAMAICAN OLYMPIANS

ARTICLE ONE: LEGAL STATUS

- 1.1 The National Association of Jamaican Olympians, whose official abbreviation in English is NAJO. NAJO, is an independent, national, not-for-profit, non-governmental organisation duly registered under the Laws of Jamaica.
- 1.2 NAJO is **recognised by** the Jamaica Olympic Association (JOA) and works with it and its Athletes Commission in order to fulfil the objectives of NAJO, the World Olympians Association (WOA), the International Olympic Committee (IOC) and the JOA
- 1.3 NAJO is **recognised by** the National Sports Council of **Jamaica** and works with it to promote sport, a healthy lifestyle, peace and harmony.

ARTICLE TWO: INTERPRETATION

In this Constitution, the following words have the meaning set forth below:

- 2.1. "Bye-Laws" means the Bye-Laws set out in the Schedule hereto, as amended from time to time in accordance with Article 11.
- 2.3. "Executive Committee" means the body charged with governing the affairs of NAJO and referred to in Article 8.
- 2.4. "General Assembly" means the supreme appointing body of NAJO and consists of Olympians eligible to represent the members of NAJO at a General Assembly as referred to in Article 7.
- 2.5. "IOC" means the International Olympic Committee established under the Olympic Charter.
- 2.6. "NOA" means a National Olympians Association, recognised by the NOC in that nation.
- 2.7. "NOC" means a National Olympic Committee.
- 2.8. "Officers" means the individuals referred to in Article 9.
- 2.9. "Olympian" means any individual who is considered to be an Olympian by the IOC from time to time.
- 2.10. "Olympism" according to the fundamental principles set out in the Olympic Charter means a philosophy of life, exalting and combining in a balanced whole the qualities of body, will and mind, blending sport and culture and education, through effort, excellence, good example and respect. The goal of Olympism is to place sport everywhere at the service of humankind in order to encourage the universal existence of a peaceful society which fulfils human aspirations while preserving human dignity.

ARTICLE THREE: MISSION AND PURPOSE

3.1 Mission

The mission of NAJO is to unite Olympians, represent them and in so far as is practicable, serve their interests throughout their lives and to promote Olympism.

3.2 Purpose

The purposes for which NAJO is established are as follows:

- 3.2.1. to bring the Olympians of Jamaica together and encourage them to use their status and experience to promote and develop the ideals of Olympism throughout Jamaica.
- 3.2.2. to represent and promote the interests of Olympians and to provide relief for Olympians in need at any stage of their lives.
- 3.2.3. to build an active Regular Membership dedicated to the mission and purpose of NAJO.
- 3.2.4. to operate for charitable and educational purposes in harmony with the fundamental principles set forth in the Olympic Charter.
- 3.2.5. to do or cause to be done such things, actions or matters which are directly or indirectly conducive to the carrying out of the aforesaid purposes.

ARTICLE FOUR: INCOME AND PROPERTY

The income and property of NAJO shall be applied solely towards the fulfilment of its mission and purpose, and no part of its income or property shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to any member or of the Executive Committee or General Assembly provided that nothing in this Constitution shall prevent the holding and investment of income which may be surplus to immediate requirements, or the payment in good faith of:

- 4.1. out of pocket expenses necessarily and lawfully incurred by members of the Executive Committee in the interests of NAJO; or
- 4.2. reasonable and proper remuneration and expenses lawfully due to any member (or representative of such member) or employee of NAJO who is not also a member of the Executive Committee, or
- 4.3. fees, remuneration or other benefit to a member of the Executive Committee who is an Olympian receiving such payment in the course of NAJO's achieving its purpose as set out in Article 3; or
- 4.4. fees, remuneration or other benefit to any person other than a member of the Executive Committee, where the payment complies with any condition or conditions set out in the Bye-Laws.

ARTICLE FIVE: MEMBERSHIP

- 5.1 Any athlete who has represented Jamaica at a Summer or Winter Olympic Games and has been designated as an Olympian according to the definition of the IOC shall be a

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member of the NAJO and shall have full rights including the right to participate and speak at meetings, to vote and to be elected into office.

- 5.2 The rights and responsibilities of the members of NAJO, rules concerning their eligibility, suspension and termination and any other provisions concerning membership shall be set out from time to time in the Bye-Laws or regulations made thereunder.
- 5.3 A member who resides outside the territory of Jamaica shall retain full membership of the NAJO with the following exception: the member shall (a) retain the right to vote but that right to vote can only be exercised in person physically or virtually (proxy votes are not allowed).
- 5.4 Members shall abide by the Constitution of the NAJO, the Olympic Charter and any code of ethics or code of conduct adopted by the NAJO or the Jamaica NOC. Members will seek to help the NAJO achieve its mission and goals as set out in this Constitution and any Strategic Plan or other similar document adopted by the NAJO and will also seek to be a good role model helping in the fight against discrimination of any sort, doping and illegal gambling and betting.
- 5.5 The financial responsibility of each member of NAJO shall be limited to any amount due from such member by way of an annual subscription and any outstanding arrears of subscription due from such members. There shall be no other responsibility of members for the debts of NAJO

ARTICLE SIX: ORGANISATIONAL STRUCTURE

- 6.1 The organs of the NAJO are the General Assembly and the Executive Committee.
- 6.2 The Executive Committee may from time to time establish committees and other structures or entities to accomplish the tasks necessary to fulfil the mission, purpose, aims and objectives of the NAJO with such authority and duties as the Executive Committee may decide.

ARTICLE SEVEN: GENERAL ASSEMBLY

- 7.1 The General Assembly is the supreme governing organ of the NAJO. The General Assembly shall have the right to take any action necessary and permissible under this Constitution that is reasonably required for the effective administration of the organisation and the advancement of its mission and purposes.
- 7.2 The Duties of the General Assembly include but are not limited to the following:
 - 7.2.1. Attend to the observance of the Constitution and Bye-Laws of NAJO
 - 7.2.2. Approve the admission, the suspension or the termination of members of NAJO
 - 7.2.3. Elect the members of the Executive Committee and its officers.
 - 7.2.4. Examine and accept the audited financial accounts of NAJO
 - 7.2.5. Amend the Constitution.
 - 7.2.6. Perform other duties required by this Constitution.

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- 7.3 The General Assembly shall be composed of all Olympians of Jamaica who are Members of NAJO and continue to satisfy the eligibility criteria, the Executive Committee of NAJO and any guests or others as approved by the Executive Committee.
- 7.4 Such representatives shall have the right to speak at a meeting of the General Assembly as permitted by the Chair of the meeting. Each Member shall have one vote, to be cast in person. There are no proxy votes. Guests and others do not have the right to vote
- 7.5 The General Assembly shall be held physically and/or virtually at least once a year and at a time as decided by the Executive Committee.
- 7.6 In addition, extraordinary meetings of the General Assembly may be called at any other time by the Executive Committee or by written petition of at least one third of the Members entitled and eligible to vote. An extraordinary meeting may only undertake such business as is specified in the agenda provided to Members in advance of the meeting, such agenda to be agreed in accordance with the Bye-Laws.
- 7.7 At least 30 days written notice of a meeting of the General Assembly or an extraordinary meeting of the General Assembly must be given to each Member entitled and eligible to vote, in the manner set out in the Bye-Laws. Accidental failure to give notice of a General Assembly to a person entitled to receive such notice will not affect the validity of resolutions passed at such meeting.
- 7.8 The General Assembly shall decide such matters as are specifically referred to it by this Constitution, or the Bye-Laws, provided that nothing in the Bye-Laws shall contradict the terms of this Constitution.
- 7.9 The proceedings of the General Assembly or an extraordinary meeting of the General Assembly shall be governed by regulations set out in the Bye-Laws.

ARTICLE EIGHT: EXECUTIVE COMMITTEE

8.1 Power

Subject to this Constitution and the Bye-Laws, the Executive Committee shall have the authority to undertake any action or make any decision necessary for the effective governance of the NAJO between meetings of the General Assembly.

8.2 Duties

The Duties of the Executive Committee include but are not limited to the following:

- 8.2.1. Administer the affairs and resources and oversee the operation of NAJO
- 8.2.2. Represent NAJO in conformity with this Constitution and its Bye-Laws.
- 8.2.3. Report activities and accomplishments to the General Assembly.
- 8.2.4. Manage the finances of NAJO and prepare annual reports including annually audited accounts.
- 8.2.5. Establish agendas for the meetings of the General Assembly.
- 8.2.6. Conduct and certify any mail vote of the General Assembly.

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8.2.7. Recommend amendments to this Constitution and its Bye-Laws.

8.2.8. Amend the Bye-Laws as necessary from time to time.

8.2.9. Perform any task assigned to it by the General Assembly.

8.2.10 to do or cause to be done such things, actions or matters which are directly or indirectly conducive to the carrying out of the aforesaid duties.

8.3 Appointment

The Executive Committee shall consist of elected members and, if so desired, members co-opted by the Executive Committee. All members shall have full rights including voting rights, except for co-opted members who shall not have the right to vote. The elected members of the Executive Committee will be elected by the Members in accordance with and for such terms as are set out in the Bye-Laws and shall consist of:

8.3.1. The President;

8.3.2 The Vice President

8.3.3 The General Secretary;

8.3.4 The Treasurer; and

8.3.5 not more than seven Regular Members.

8.3.6 The President of the Jamaica Olympic Association (JOA) shall be an ex-officio member of the Executive Committee without a vote.

8.4 Eligibility

No person may be elected or appointed to the Executive Committee unless they are:

8.4.1. A natural person;

8.4.2. Aged 18 or over; and

8.4.3. An Olympian.

8.5 Termination of Appointment

All members of the Executive Committee shall abide by the Olympic Charter in force, the IOC Code of Ethics and NAJO Code of Conduct. The Bye-Laws shall specify the grounds on which an Executive Committee member may be removed from office.

ARTICLE NINE: OFFICERS

In addition to the general responsibility set out in Article 8.1, certain members of the Executive Committee shall have the following additional responsibilities:

9.1 President

The President shall:

9.1.1. Be the chair of all meetings of the Officers, Executive Committee and the General Assembly;

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9.1.2. Call meetings of NAJO;

9.1.3. Cast a deciding vote in the case of an equality of votes on an Executive Committee resolution; and

9.1.4. Serve as an ex officio member of all **NAJO** committees.

9.2 Vice President

The Vice President shall:

9.2.1 Deputise for the President where so advised; and

9.2.2 In the absence of the President and with his or her approval carry out the duties of that office

9.3 General Secretary

The General Secretary shall:

9.3.1 Carry out such administrative, communication, financial and other functions as the Executive Committee may require from time to time; and

9.3.2 Serve as an ex officio member of all committees.

9.4 Treasurer

The Treasurer shall:

9.4.1 Oversee the finance functions of NAJO;

9.4.2. Ensure that appropriate accounts and financial records are maintained; and

9.4.3. Oversee the annual audit of NAJO required under Article 12.2.

ARTICLE TEN: ARBITRATION

Any unresolved dispute arising in connection with the NAJO may be submitted by the NAJO at its sole discretion in the first instance to WOA for arbitration and failing resolution by WOA for binding arbitration to the Court of Arbitration for Sport, in Lausanne, Switzerland, in accordance with the Code of Sports-Related Arbitration as applicable.

ARTICLE ELEVEN: AMENDMENT AND DISSOLUTION

11.1 This Constitution and the Bye-Laws may be amended by a resolution passed by two thirds of the votes cast at a quorate meeting of the General Assembly or an extraordinary meeting of the General Assembly. Bye-Laws may not contradict the provisions of the Constitution, which will always prevail.

11.2 Notwithstanding Article 11.1 above, the Bye-Laws may be amended by resolution passed by two thirds of the votes cast at a quorate meeting of the Executive Committee.

11.3 Amendments shall take effect immediately upon adoption by the General Assembly or Executive Committee. The revised Constitution shall be promulgated in due course and distributed to members and any other entities, as required.

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- 11.4 NAJO may be dissolved by a resolution passed by two thirds of the votes cast at a quorate meeting of the General Assembly or an extraordinary meeting of the General Assembly where the issue of dissolution is the only item on the agenda.
- 11.5 A quorum for the purposes of Article 11.1 is a majority (50 per cent plus one) of the Members of NAJO entitled and eligible to vote and for Article 11.2 is a majority (50 per cent plus one) of voting members of the Executive Committee.
- 11.6 If upon the dissolution of NAJO there remains, after the satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed among the Members, but shall be given or transferred to the IOC or, should the IOC no longer exist, to a charitable object approved by the General Assembly or an extraordinary meeting of the General Assembly.

ARTICLE TWELVE: GENERAL

12.1 Immunity and Indemnification

Save in relation to wilful misconduct or fraudulent activity no Executive Committee member shall be liable for the debts or obligations of NAJO, nor shall any such individual be liable to NAJO or its members for monetary damages in connection with the exercise of their duties. NAJO shall indemnify and hold harmless, to the full extent permitted by applicable law, all members of the Executive Committee against any and all obligations, liabilities and expenses that arise out of the honest and diligent performance of their duties for NAJO.

12.2 Accounts

The Executive Committee shall cause proper and adequate records, physical and/or electronic of account to be kept to enable accounts to be prepared which comply with all applicable laws and regulations. Proper and adequate books shall not be deemed to be kept or deemed sufficient if there are not kept such records of account as are necessary to give a true and fair view of the state of the affairs of NAJO, to show and explain its transactions and to disclose with reasonable accuracy the financial position of NAJO at any time. An annual audit of NAJO shall be carried out by a nationally recognised firm of auditors, in accordance with accepted international accounting principles. Such audited accounts shall be presented to the General Assembly for examination and acceptance.

12.3 Contracts

Unless otherwise decided by the Executive Committee, NAJO may enter into contracts by the signature of the President together with the signature of the Vice President the Treasurer or the General Secretary. If the President is indisposed then the NAJO may enter into contracts by the signature of the Vice President, Treasurer or the General Secretary. For the purposes of this article a verified electronic signature shall be sufficient.

ARTICLE THIRTEEN: ENTRY INTO FORCE

- 13.1 This Constitution first became effective upon approval at the first meeting of the General Assembly of the NAJO at the constitutive meeting held in **[place and date]**.

**SCHEDULE TO THE CONSTITUTION
OLYMPIANS ASSOCIATION OF JAMAICA
BYE-LAWS**

1 DEFINITIONS

In these Bye-Laws, the following words have the meaning set forth below:

- 1.1 “Chair” means the person appointed as chair from time to time in accordance with Bye-Law 10.
- 1.2 “Constitution” means the NAJO Constitution to which these Bye-Laws are scheduled, as amended from time to time.
- 1.3 “Election Meeting” means the General Assembly meeting held once every four years in accordance with Bye-Law 6.1.1.
- 1.4 “Regular Member” means a member of the Executive Committee who is not an “Officer”.
- 1.5 “Paralympian” means any individual who is considered to be a Paralympian by the IPC from time to time.
- 1.6 “Address” means any number or address used for the purpose of electronic communications.

Any words and terms which may be defined by the NAJO Constitution shall, unless the context otherwise requires, have a corresponding meaning in the NAJO Bye-Laws.

2 SUBJECT TO NAJO CONSTITUTION

These Bye-Laws are subject to the NAJO Constitution. Where there is inconsistency, the provisions of the NAJO Constitution shall prevail.

MEMBERS

3 APPLICATIONS FOR MEMBERSHIP

- 3.1 An Olympian shall become a Member if:
 - 3.1.1 the Executive Committee determines that he or she complies with the eligibility criteria and proposes them for Membership; and
 - 3.1.2 the General Assembly votes by majority to accept them as a Member.
- 3.2 For the purposes of this Bye-Law 3, the eligibility criteria are that the Olympian:
 - 3.2.1 has applied to NAJO to become a Member in the form required by the Executive Committee from time to time;

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- 3.2.2 has agreed in writing to support the mission and purpose of NAJO and to abide by the Olympic Charter, the IOC Code of Ethics and the NAJO Code of Conduct;
- 3.2.3 has agreed in writing to comply with the NAJO Constitution and Bye-Laws;
- 3.2.4 has paid all sums due to the NAJO unless exempted or forgiven; and
- 3.2.5 has paid any application fee set by the Executive Committee from time to time
- 3.2.6 has not been convicted of a criminal charge other than a traffic offence, and/or found guilty of a breach of the Code of Ethics of the IOC , NAJO or his or her IF

4 ANNUAL SUBSCRIPTION

The Executive Committee may levy an annual membership subscription, which shall be payable on the first day of January each year for that year. No part of the subscription shall be refundable to any Member who is suspended or ceases to be a member after 1 January. The General Assembly may limit the level of subscription that can be levied or may suspend the power of the Executive Committee to levy a subscription.

5 SUSPENSION AND TERMINATION OF MEMBERSHIP

- 5.1 The Executive Committee may suspend the membership of any Member until the next General Assembly meeting or for such period as it deems fit if it is of the considered opinion that action to be in the best interests of NAJO. To remain in good standing a Member must as a minimum continue to comply with the eligibility criteria as outlined in Article 3.2 of these Bye-Laws, must comply with any decisions made by the NAJO General Assembly and Executive Committee and any Rules, Guidelines, Procedures or Practices as determined by WOA and/or the IOC, including the Olympic Charter and IOC Code of Ethics.
- 5.2 The General Assembly may suspend or terminate the membership of any Member by a vote of two-thirds of the votes cast at a meeting. A General Assembly vote to suspend or terminate a member can only be taken if that member has been sent 30 days notice of the proposed motion and is given the right at the General Assembly meeting to speak.
- 5.3 A Member shall immediately cease to be a member if:
 - 5.3.1 by notice in writing to NAJO the member resigns;
 - 5.3.2 the member passes away;
 - 5.3.3 the member fails to pay any sums due to NAJO within 3 months of NAJO notifying the member of the outstanding amount;
 - 5.3.4 the member no longer fulfils all of the membership criteria as set out in Bye-Law 3.2; or
 - 5.3.5 the member is removed by a vote of two-thirds of the votes cast at a General Assembly meeting.
- 5.4 No Member may transfer his or her membership to another person.

GENERAL ASSEMBLY MEETINGS

6 CALLING GENERAL ASSEMBLY MEETINGS

6.1 The General Assembly shall meet:

6.1.1 At least once every year. Once every four years in the calendar year of the Games of the Olympiad an "Election Meeting" shall take place after the Games of the Olympiad at a time and in such format as deemed by the Executive Committee; and

6.1.2 at such other times as are required and shall be called extraordinary meetings of the General Assembly.

6.2 The President may with the approval of the Executive Committee call extraordinary meetings of the General Assembly.

6.3 The President shall call an extraordinary meeting of the General Assembly meeting on the receipt of a request signed by one third of the Members which sets out the business of the proposed meeting.

6.4 All General Assembly meetings or extraordinary meetings shall be called by at least 30 calendar days written notice setting out the time and place of the meeting and a description of each of the resolutions to be proposed at that meeting. Each Member shall be entitled to receive notice of a General Assembly meeting or extraordinary meeting. No General Assembly meeting or extraordinary meeting shall consider business that is not set out in the notice, other than as set out in these Bye-Laws. All Bye-Laws apply equally to a meeting or an extraordinary meeting of the General Assembly except that the agenda of an extraordinary meeting may only consist of such business as is specified in the agenda provided to Members in advance of the meeting.

7 REQUESTING RESOLUTIONS AT GENERAL ASSEMBLY MEETINGS

7.1 Upon receipt of written notice to NAJO from a Member setting out the text of a requested resolution and received at least 30 calendar days before a General Assembly meeting, the President shall ensure that the resolution is included at that General Assembly meeting and NAJO shall notify all Members of the text of the resolution within 7 calendar days.

7.2 If a Member requests at a General Assembly that a resolution be added to the agenda this must be seconded by another Member and accepted by a majority of members attending and entitled to vote. Upon receipt of a valid resolution the Chair shall call a vote on the inclusion of the resolution. If a majority of those present and voting approve the inclusion of the resolution then the Chair shall at his/her discretion determine at what point in the meeting the resolution should be debated and then voted upon.

8 QUORUM FOR GENERAL ASSEMBLY MEETINGS

The quorum shall be twenty of the members present and entitled and eligible to vote

9 ADJOURNMENT OF MEETINGS

9.1 If the persons attending a General Assembly meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the Chair of the meeting must adjourn the meeting.

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- 9.2 The Chair of the General Assembly meeting may adjourn a meeting at which a quorum is present if:
- 9.2.1 the meeting consents to an adjournment; or
 - 9.2.2 it reasonably appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or
- 9.3 When adjourning a General Assembly meeting, the Chair of the meeting must:
- 9.3.1 either specify the time to which it is adjourned and its format or state that it is to continue at a time and place to be fixed by the Executive Committee, and
 - 9.3.2 have regard to any directions as to the time and format of the adjourned meeting which have been given by the meeting.
- 9.4 If the continuation of an adjourned meeting is to take place more than 60 days after it was adjourned, NAJO must give at least 30 clear calendar days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 9.4.1 to the same persons to whom notice of General Assembly meetings is required to be given, and
 - 9.4.2 containing the same information which such notice is required to contain.
- 9.5 No business may be transacted at an adjourned General Assembly meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

10 CHAIRING GENERAL ASSEMBLY MEETINGS

- 10.1 The President shall chair General Assembly Meetings.
- 10.2 If there is no President, or if the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then :
- 10.2.1 the members of the Executive Committee present; or
 - 10.2.2 (if no members of the Executive Committee are present), the meeting; shall appoint a member of the Executive Committee or if unavailable or unwilling to chair then a Member to chair the meeting, and the appointment of the Chair of the meeting shall be the first business of the meeting.

11 ATTENDANCE AND SPEAKING BY NON-MEMBERS

- 11.1 Executive Committee members may attend and speak at General Assembly meetings.
- 11.2 The Chair of the meeting, with the approval of the Executive Committee, may permit persons who are not Members to attend and speak at a General Assembly meeting.
- 11.3 Any person who has been found guilty of a breach of the IOC Code of Ethics or the NAJO Code of Conduct may not attend a General Assembly.

12 VOTING

12.1 All votes will be by show of hands except that votes on elections shall be by secret ballot and:

12.1.1 any Member; or

12.1.2 the Chair,

may request, with the support of a majority of members present and entitled and eligible to vote secret ballot on any vote.

12.2 No person may vote by ballot or by show of hands other than a Member.

12.3 Only those present at a meeting of the General Assembly are entitled to vote.

12.4 Every Member casting a vote must be an Olympian and there shall be no proxy votes.

12.5 The decisions of the General Assembly are taken by majority of the votes cast, Article 11 of the NAJO Constitution being reserved. Blank, spoiled or incorrectly completed written ballots shall be discarded and will not be taken into consideration in the calculation of the required majority, nor will abstentions. In the event of a tie vote, the Chair of the meeting at which such vote is taken shall cast the deciding ballot, except for an election vote, in which case further ballots will be held until the tie ceases. The Executive Committee may call for a vote by mail on any matter except for amending the Constitution, in accordance with the Constitution and Bye-Laws. Ballots cast at any meeting shall be collected and counted by scrutineers appointed by the President and approved by majority vote of the members of the Executive Committee. The Executive Committee may specify additional procedures for election voting consistent with this Constitution.

13 VOTING ERRORS AND DISPUTES

13.1 No objection may be raised to the qualification of any person voting at a General Assembly meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

13.2 Any such objection must be referred to the Chair of the meeting, whose decision is final.

14 AMENDMENTS TO RESOLUTIONS

14.1 A resolution to remove a member from **NAJO**, to amend the Constitution or Bye-Laws or to dissolve **NAJO** may be amended by a majority vote at a General Assembly meeting if:

14.1.1 the Chair of the meeting proposes the amendment, which was circulated previously in accordance with the provisions herein, at the meeting at which the resolution is to be proposed; and

14.1.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

14.2 Subject to Bye-Law 14.1, any resolution may be amended by a majority vote at a General Assembly meeting if:

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- 14.2.1 notice of the proposed amendment is given to NAJO in writing by a Member not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - 14.2.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 14.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his/her error shall not invalidate the vote on that resolution.

15 WRITTEN RESOLUTIONS

- 15.1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed at a General Assembly meeting at which Members were present and voting shall be as valid and effectual as if it had been passed at a General Assembly meeting duly convened and held.
- 15.2 For the purposes of this Bye-Law 15:
- 15.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by NAJO;
 - 15.2.2 a written instrument is executed when the person executing it signs it;
 - 15.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the General Secretary shall prescribe;
 - 15.2.4 the Members need not execute the same written instrument or electronic communication;
 - 15.2.5 a resolution shall be effective when the General Secretary certifies that they have received sufficient evidence that the resolution has been executed and receives the required votes to be approved;
 - 15.2.6 if no General Secretary is appointed, the President shall perform the functions of the General Secretary under this Bye-Law 15;
 - 15.2.7 the resolution must be accompanied by a statement informing the Member how to signify its agreement to the resolution and the date by which this is to be done; and
 - 15.2.8 a proposed written resolution will lapse if it is not passed before 60 days from the circulation date.

EXECUTIVE COMMITTEE

16 PROCEDURE FOR NOMINATING CANDIDATES

- 16.1 Each Member may nominate one person to stand for election as either an Officer (the President, the Vice President, the General Secretary or the Treasurer) and/or as a Regular Member. No person may stand for election to more than one office but may stand for election as both an Officer and a Regular Member. No person may be nominated to be elected to an office unless at least 48 hours before the election OAJ has received:

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- 16.1.1 written confirmation from that person that they consent to act as the relevant Officer or Regular Member and that they will abide by the NAJO Code of Conduct in accordance with Bye-Law 27; and
 - 16.1.2 a written nomination of that person from a Member.
- 16.2 If no candidate has been validly nominated for a position or there is one unopposed candidate who fails to receive a majority vote then any person present at the relevant meeting may put themselves forward for election.
- 16.3 A member shall not stand for election to any position if he or she has been convicted of a criminal charge other than a traffic offence, and/or found guilty of a breach of the Code of Ethics of the IOC , NAJO or his or her IF
- 17 **ELECTION PROCESS** Each election to the Executive Committee by the General Assembly shall be determined by secret ballot, with each Member casting a vote for one candidate or, where there is only one candidate, a vote for or against that candidate. Election shall be by successive balloting with the progressive single elimination of the candidate receiving the least number of votes until one candidate receives a majority of the total votes cast. Blank, spoiled or incorrectly completed written ballots shall be discarded and will not be taken into consideration in the calculation of the required majority, nor will abstentions. In the event of a tie vote, further ballots will be held until the tie ceases. An unopposed candidate who does not receive a majority vote cannot be elected in that round. In such case, additional candidates may be nominated from amongst those present at the meeting.
- The Election Meeting shall elect the President first, the General Secretary second, the Treasurer third and then the Regular Members.
- 17.1 At least two scrutineers shall be appointed to collect and tally completed ballots during elections and then report results to the Chair of the meeting. Electronic voting may be used.
- 17.2 The General Secretary shall ensure that NAJO retains the ballots cast in any election until at least 1 month after that election.
- 18 **TERM OF OFFICE**
- 18.1 Subject to Bye-Laws 19 and 20, the term of office of every Officer or Regular Member elected by the General Assembly shall be from the close of the Election Meeting at which they are elected until the close of the next Election Meeting
- 18.2 No person may serve as an Officer or a Regular Member of the Executive Committee for more than three (3) consecutive terms of four years each.
- 19 **TERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**
- A person ceases to be a member of the Executive Committee:
- 19.1 if by notice in writing to **NAJO** he or she resigns (but only if at least two members of the Executive Committee remain in office when the notice of resignation is to take effect);
- 19.2 if the Executive Committee resolves by two-thirds majority that that person's office be vacated because:
- 19.2.1 he or she is absent from three (3) or more regular **and/or ad hoc** meetings without a written reason or with a reason which is not accepted by the Executive Committee, or

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- 19.2.2 he or she commits a sufficiently serious breach of the NAJO Code of Conduct established pursuant to Bye-Law 27 or the IOC Code of Ethics,

provided that, if they so choose, and without prejudice to their immediate removal from the Executive Committee, such person may speak at the next General Assembly meeting to request his/her reinstatement, which may be effected by a majority vote.

20 VACANCIES AND CO-OPTION

- 20.1 The Executive Committee may appoint any elected member to fill a vacancy that arises in the office of President, Vice President, General Secretary or Treasurer. Such an appointment will only be effective until the next General Assembly meeting, at which time there will be an election for a person to serve in that office until the next Election Meeting.
- 20.2 The Executive Committee may co-opt non-voting members in accordance with the provisions of the NAJO Constitution.

21 CALLING MEETINGS

- 21.1 Subject to the provisions of the **NAJO** Constitution and these Bye-Laws, the Executive Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as the members think fit.
- 21.2 At any time the President or any three Executive Committee members may summon a meeting of the Executive Committee by submitting a request to the General Secretary.
- 21.3 Any such summons shall specify where, when and how the meeting is to be held. Any Executive Committee member may waive notice of any meeting and such waiver may be retrospective.
- 21.4 All acts done in good faith by any meeting of the Executive Committee or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee or member of the committee as the case may be.

22 QUORUM FOR MEETINGS

- 22.1 The quorum necessary for the transaction of business of the Executive Committee may be fixed from time to time by the Executive Committee and, unless so fixed at any other number shall be a majority (50 per cent plus one) of the Executive Committee.
- 22.2 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Committee.

23 CHAIRING MEETINGS

The President shall chair meetings of the Executive Committee, provided that if the President is not present then the Vice President shall with the President's approval, chair the meeting failing which the Executive Committee shall elect one of their number to chair the meeting.

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24 VOTING

- 24.1 Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
- 24.2 All votes will be by show of hands except where otherwise agreed.

25 MEETINGS BY TELEPHONE/VIDEO CONFERENCE

- 25.1 All or any of the Executive Committee or any committee of the Executive Committee may participate in a meeting of the Executive Committee or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to communicate effectively with each other throughout the meeting.
- 25.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 25.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair then is.

26 RESOLUTIONS IN WRITING

- 26.1 A resolution executed by all the Executive Committee, or by all the members of a committee constituted including at least two (2) Executive Members under these Bye-Laws, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 26.2 For the purposes of this Bye-Law 26:
- 26.2.1 a resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the General Secretary;
 - 26.2.2 a written instrument is executed when the person executing it signs it;
 - 26.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the General Secretary shall prescribe;
 - 26.2.4 the Executive Committee, or (as the case may be) members of a committee constituted under these Bye-Laws, need not execute the same written instrument or electronic communication;
 - 26.2.5 a resolution shall be effective when the General Secretary certifies that they have received sufficient evidence the resolution has been executed in accordance with this Bye-Law 26; and
 - 26.2.6 if no General Secretary is appointed, the President shall perform the functions of the General Secretary under this Bye-Law 26.

27 NAJO CODE OF CONDUCT

- 27.1 The Executive Committee shall approve and maintain a code of conduct which requires that the Executive Committee members act in an ethical manner which is consistent

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with good corporate governance principles. The code of conduct shall incorporate the IOC Code of Ethics.

27.2 A register of Code of Conduct breaches shall be kept by NAJO.

27.3 All those standing for election to the Executive Committee must as part of their confirmation of willingness to stand explicitly state on their written form that they have not been found guilty of a breach of the Code of Conduct or IOC Code of Ethics and/or any IFs and confirm that they have not been found guilty of a criminal charge excluding a traffic offence and that, if elected, they agree to be bound by the Code of Conduct and IOC Code of Ethics. Each newly elected member of the Executive Committee must sign the Code of Conduct or their election will be deemed invalid.

28 CONFLICTS OF INTEREST

28.1 An Executive Committee member shall declare to the other members any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of NAJO unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

28.2 An interest of a member to be disclosed under Bye-Law 28.1 may be declared at a meeting of the Executive Committee or by means of a general notice recorded on a register of Executive Committee members' interests and renewed annually.

28.3 If a conflict of interest arises for a member of the Executive Committee, the remaining members may authorise such a conflict of interest if each of the following conditions is satisfied:

28.3.1 the member is absent from the part of any meeting at which there is discussion of the conflict of interest;

28.3.2 the member does not vote on any such matter and is not to be counted when calculating whether a quorum of members is present at the meeting; and

28.3.3 the remaining members are satisfied and agree that it is in the interests of **NAJO** to authorise the conflict of interest which has arisen.

29 DELEGATION

29.1 Subject to the Constitution and these Bye-Laws, the Executive Committee may delegate any of the powers which are conferred on it:

29.1.1 to such person or committee;

29.1.2 by such means;

29.1.3 to such an extent;

29.1.4 in relation to such matters or territories; and

29.1.5 on such terms and conditions;

as it thinks fit.

29.2 If the Executive Committee so specifies, any such delegation may authorise further delegation of the Executive Committee's powers by any person or persons to whom they are delegated.

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29.3 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.

30 COMMITTEES

30.1 Committees to which the Executive Committee delegates any of its powers must contain at least two (2) Executive Committee member and must follow procedures which are based as far as they are applicable on those provisions of the Bye-Laws which govern the taking of decisions by the Executive Committee.

30.2 The Executive Committee may make terms of reference and rules of procedure for all or any committees, which prevail over any rules derived from the Bye-Laws pursuant to Bye-Law 30.1 if they are not consistent with them.

31 RECORDS OF EXECUTIVE COMMITTEE MEETINGS AND WRITTEN RESOLUTIONS

The Executive Committee shall ensure that NAJO keeps a record, in writing, for at least ten years from the date of the decision recorded, of every decision taken by the Executive Committee.

GENERAL

32 NOTICES

32.1 Any notice to be sent to or by any person pursuant to the NAJO Constitution or these Bye-Laws including a notice calling a meeting of the Executive Committee shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

32.2 Subject to the NAJO Constitution and these Bye-Laws, any notice or document to be sent or supplied to an Executive Committee member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.

32.3 An Executive Committee member may agree with NAJO that notices or documents sent to that Executive Committee member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

32.4 Subject to Bye-Law 32.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by electronic communication shall be deemed to have been delivered 48 hours following the date on which the communication was sent and electronic confirmation of successful sending or receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.

33 CIRCULATION OF ACCOUNTS TO MEMBERS

NAJO shall, where practicable, send a copy of its annual accounts and reports for each financial year to every Member or place a copy of its accounts and reports on its website and send a notice to every Member specifying the website address at which they can view the accounts and reports. Copies need not be sent to a person for whom NAJO does not have a current address.

34 RULES AND REGULATIONS

The Executive Committee may from time to time make (and vary) such rules or regulations as it may deem necessary or expedient or convenient for the proper conduct and governance and management of NAJO. The Members shall have power to alter, add to or repeal any such rules or regulations according to the procedures set out in the NAJO Constitution and these Bye-Laws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or Bye-Laws, which shall be binding on all members, provided that no rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the NAJO Constitution or these Bye-Laws.

Approved by the General Assembly on the **[date]**