



Barbados Employers'
Confederation

CONSTITUTION

OBJECTS, CONSTITUTION, RULES & CONDITIONS OF MEMBERSHIP

Abstract

The revised constitution seeks to ensure good governance of the organization and makes provision for membership categories as agreed at the 2022 Annual General Meeting.

It is being presented for adoption at the Special General Meeting scheduled for October 12, 2022.

October 10, 2022

BARBADOS EMPLOYERS' CONFEDERATION
OBJECTS, CONSTITUTION, RULES AND CONDITIONS OF MEMBERSHIP

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1. NAME

(a) The name shall be the "Barbados Employers' Confederation," hereinafter referred to as "The Confederation".

2. REGISTERED OFFICE

(a) The registered office of the Confederation and the place of meetings for business shall be at "Braemar Court," Deighton Road in the parish of Saint Michael, Barbados or at such other place as the Council shall decide and give notice to the Registrar.

3. OBJECTS

The objects of the Confederation shall be:

(a) The regulation of relations between employers and employees (including workmen), and the promotion of the interests of employers in Barbados, and in particular:

(i) To provide consultation between members, ascertain their views on matters of common concern, and take steps to give effect thereto.

(ii) To collect, collate, and circulate information for the guidance of members, to keep them informed on national and international movements in industrial relations and where necessary, to represent them with regard to the operation of existing laws, legislative proposals and the activities of government which may affect the interest of employers.

(iii) To undertake the functions of the industrial organisation most representative of employers in Barbados under the Constitution of the International Labour Office.

(iv) To co-operate with, or be a member of, any organisation whose objects are consistent with those of the Confederation.

(v) To encourage by negotiation and/or arbitration the settlement of differences and disputes between employees and any member of the Confederation.

(vi) To make the Executive Director's advice available by his presence or that of his nominee, if required, at any industrial negotiation, conciliation, arbitration, or Court of Inquiry affecting a member or members.

(vii) To encourage mutual support and cooperation in dealing with demands and the equitable carrying out of agreements.

AND PROVIDED ALSO that nothing shall be done or construed to have been done which in any way prejudices or affects the position of any member which is registered as a trade union in any of its statutory obligations or liabilities, and

(b) To do all such other things as are in the opinion of the Council of the Confederation incidental or conducive to the objects of the Confederation.

PROVIDED that nothing shall be done by the Confederation in pursuance of its objects which would constitute an interference with any member in the conduct or management by that member of its affairs or which is inconsistent with the retention by all members of the Confederation of their individual autonomy and independence of action.

4. INTERPRETATION

In the Objects, Constitution, Rules, and Conditions of Membership:

“Association of employers” or “employers’ organization” means any association or organization which represents a group of employers, whether or not it is a Union registered under the Trade Union Act 1964.

“Business day” means any day other than a Saturday, Sunday, or public holiday on which the Barbados Postal Service maintains its normal hours of operation and conducts business.

“Civic membership” means a category of membership for non-profit or charitable organisations.

“Connect membership” means a category of membership for business support professionals, including Attorneys-at-Law and Human Resources Consultants, who are not individual employers.

“Council member” means a member of the Council constituted in accordance with section 5.

“Council” means the governing body of the Confederation constituted in accordance with section 5.

“Elite membership” means a category of membership for individual employers who do not qualify to be or do not wish to be admitted to membership as a connect member, a civic member, or a growth member.

“Employee” means a person employed under a contract of employment to perform service to an employer whether the contract be by way of manual labour, clerical work or otherwise, be expressed or implied, oral or in writing, and whether it be a contract of service or of apprenticeship or a contract personally to execute any work or labour, and includes a workman within the meaning of the Trade Unions Act Chapter 361 of the Laws of Barbados.

“Employer” means a person, entity or company who hires a person or who has entered into a contract to employ a person under a contract of employment, whether the contract be by way of manual labour, clerical work or otherwise, be expressed or implied, oral or in writing, and whether it be a contract of service or of apprenticeship or a contract personally to execute any work or labour.

“General Meeting” means an Annual General Meeting, Emergency General Meeting or a Special General Meeting.

“Immediate Past President” means the President who held such office immediately prior to the current holder of such office in accordance with section 5.

“Growth membership” is a category of membership for professionals and entrepreneurs with businesses that have been in existence for less than five (5) years, whether or not they are individual employers.

“Individual employer” means an employer who or which is not an association of employers.

“Individual member” means a member who or which is not an association of employers.

“Member” means an individual member or an associate member who meets the criteria set out in section 7 except where specifically stated otherwise.

“Registrar” means the registrar of trade unions appointed under the Trade Unions Act Chapter 361 of the Laws of Barbados.

“Trade Group” means an organisation made up of a collection of companies and/or individuals with common interests or who work in the same industry.

5. GENERAL COMMITTEE OF MANAGEMENT

- (a) The affairs of the Confederation shall be conducted by a general committee of management called "the Council", which shall include representatives of Trade Groups and members, which are employers' associations, individual members and associate members.
- (b) The Council shall have the power to manage and control the Confederation and to perform the functions conferred by these Rules, including the power to:
- i. Determine the policies or by-laws of the Confederation;
 - ii. Control the funds of the Confederation for the furtherance of the objects set out in section 3 herein;
 - iii. Invest money in real or personal property or borrow money by way of mortgages, debenture or otherwise on the security of any property of the Confederation;
 - iv. Receive, consider, accept or decline applications for membership in the Confederation and establish by-laws itemising the process or criteria for doing so;
 - v. Discipline members of the Confederation;
 - vi. Discipline members of Council;
 - vii. Prepare and submit for the consideration of the members at a General Meeting proposals or resolutions in furtherance of the objects of the Confederation.
 - viii. Subscribe to shares in limited liability companies and form partnerships or joint ventures, to carry out such activities as the Council considers would best be conducted by separate entities;
 - ix. Carry out, transact or perform such other acts, matters or things as may be necessary or expedient to advance the interest and policies of the Confederation.
- (c) The Council shall comprise the following:
- i. The President;
 - ii. Two (2) Vice Presidents;
 - iii. Two (2) Trustees;

- iv. One (1) representative of each Trade Group;
 - v. As many representatives of individual members (not being representatives of a Trade Group) as the Council may determine; and
 - vi. As many Associate members as the Council may determine.
- (d) The Immediate Past President shall be an ex-officio member of the Council.
- (e) At the First General Meeting and every Annual General Meeting of the Confederation, members shall elect the President, two (2) Vice Presidents and two (2) Trustees who shall be eligible for re-election.
- (f) In addition to the officers elected at section (5) paragraph (e), members shall elect at every Annual General Meeting the other members of the Council, including one (1) representative for each of the constituent Trade Groups of the Confederation.
- (g) The Council shall appoint a Nominations Committee, which shall nominate candidates to be presented for election to Council by the members at every Annual General Meeting.
- (h) Every member in good standing and present at the Annual General Meeting shall have the right to nominate any other member who is in good standing for election to Council or as a representative of the member's Trade Group.
- (i) Where a member of the Council resigns, is expelled or dies, or a position on the Council becomes otherwise vacant during a member's term, a vacancy is deemed to have arisen.
- (j) Unless otherwise stated therein, a letter of resignation from a council member will take effect 30 days after the date of the letter.
- (k) A Council member shall be deemed to have resigned from the Council without further notice where the Council member:
- i. Resigns by submitting a letter to the secretary;
 - ii. Is suspended from the membership of the Confederation;

- iii. Ceases to be a representative of the Trade Group that he or she represents;
 - iv. Is a representative of a Trade Group who has been suspended under the Rules of the Confederation;
 - v. Ceases to be in good standing; or
 - vi. Fails to attend five (5) consecutive meetings of the Council without having a leave of absence or a reason considered adequate by the Council.
- (l) Where a vacancy arises, it shall be filled by the Council until the members elect a member in good standing to fill the vacancy at the next ensuing general meeting.
- (m) A member elected at a Special General Meeting by the members to fill a vacancy on the Council shall hold office until the next Annual General Meeting.
- (n) No member of the Council shall be elected to serve more than three (3) consecutive terms in the same position.
- (o) The Secretary of the Confederation shall convene a meeting of the Council whenever requested to do so by:
- i. The President;
 - ii. Any Vice President, in the absence of the President; or
 - iii. Any other (5) members of the Council;
- (p) The general duties of the officers and officials shall be as follows:
- i. The President
- The President shall preside at all meetings at which he/she is present, enforce the observance of the Constitution of the Confederation, sign minutes of the meetings after confirmation of their accuracy, endorse all accounts for payment after approval by the Council, and generally exercise supervision over the affairs of the Confederation and perform such other duties as by usage and custom pertaining to the office.

ii. The Vice President

The Vice President shall, in the absence of the President, possess and may exercise the powers of the President. The Vice President shall perform all functions that may assist the President in the execution of his/her duties. In the event that the President and Vice President are absent, a chairperson shall be chosen from the Council members present who shall so acting, exercise all of the powers of the President.

iii. Secretary

The Secretary shall keep property books of accounts in such form as may be prescribed by the Council; receive requisitions for meetings; issue notices of meetings; conduct all correspondence of the Confederation; keep original letters received and copies of those sent by the Council; record minutes of all meetings; keep a register of members and their postal address and telephone numbers and, in the event of resignation or expulsion of a member, the date thereof; and perform such other duties as the Council may direct.

iv. Treasurer

The Treasurer shall collect membership fees and levies, issue official receipts for all money received, prepare budgets, prepare financial statements, and perform such other duties as the Council may direct.

v. The Immediate Past President

The Immediate Past President shall act as Parliamentarian at meetings of the Council and provide relevant advice for the continuity of the Confederation.

vi. The Executive Director

The Executive Director shall report directly to the Council and shall be primarily responsible for directing and managing the affairs of the Confederation in furtherance of fulfilling the needs of the members and the strategic objectives set by the Council. The Executive Director's duties shall include:

1. ensuring that all members have access to advice and support from the Confederation as they shall require during any industrial negotiation, conciliation, arbitration or Court or Tribunal inquiry affecting a member or members;
2. developing and recommending to the Council activities, programmes and initiatives to add value to the membership and promote retention of members;

3. observing and ensuring that the Confederation abides by all requirements and stipulations of the Barbados Trade Unions Act or any amending legislation or other legislation concerning the Confederation;
4. performing advocacy functions and attending key meetings on behalf of the Confederation;
5. attending Council meetings, formulating policy for the approval of the Council and observing, complying with and implementing all resolutions, policies and directions made or given by the Council;
6. managing all staff and operations of the office of the Confederation; and
7. undertaking such duties and executing such powers in relation to the Confederation and its business as the Council shall from time-to-time assign.

6. STAFF

- (a) The staff (including an Executive Director, Secretary, Treasurer and other employees) shall be appointed and removed by the Council on such terms and conditions as the Council may think proper.
- (b) The Council shall have the power to fix the conditions of employment of all staff members and define the scope of their duties.
- (c) At the discretion of the Council, the offices of the Secretary and Treasurer may be held by the same person.

7. MEMBERSHIP

- (a) Membership in the Confederation is voluntary.
- (b) Applications for individual membership shall be made in the form shown in Appendix I hereto or as near thereto as circumstances permit and submitted to the Secretary of the Confederation.

- (c) Application for associate membership may be made by associations of employers and shall be made in the form shown in Appendix II or as near thereto as circumstances permit and submitted to the Secretary of the Confederation.
- (d) An application for membership shall be considered by the Council within sixty (60) days of receipt of the Application.
- (e) The Council shall consider and may accept or reject applications for membership.
- (f) The Council shall only admit an applicant to membership who has:
 - i. completed the written application form shown in Appendix I or Appendix II hereto;
 - ii. agreed to comply with the Rules of the Confederation;
 - iii. agreed to pay the annual subscription fee as determined by the Rules of the Confederation;
 - iv. a corporate or business culture and reputation that aligns with and furthers the objects of the Confederation; and
 - v. satisfied all other criteria for membership as prescribed in the by-laws of the Confederation, if any.
- (g) Upon admission to membership of an individual member, the Council shall assign the new member to one of the following categories of membership:
 - i. Elite membership;
 - ii. Civic membership;
 - iii. Connect membership; or
 - iv. Growth membership.
- (h) Every member shall notify the Secretary in writing, of their postal address, email address, telephone number, and changes thereof within fourteen (14) days of the date the change took place.
- (i) A member who has resigned or been expelled from the Confederation may be readmitted as a member on such conditions as the Council may determine.
- (j) A member shall cease to be a member of the Confederation

- i. if they give three (3) calendar months' notice in writing to the Secretary of the Confederation of their intention to resign, during which they will be bound to discharge all of their obligations and undertakings to the Confederation as may be determined by the Council.
 - ii. if at any time a member's dues, subscription or levies remain unpaid for a period of three (3) months after they become payable. However, such member may, during a further period of three (3) months, be reinstated upon payment of all outstanding dues, subscriptions or levies and on such other terms as the Council may think fit.
- (k) The Council may request a member who brings the organisation into disrepute to terminate their membership. If the member declines to terminate their membership voluntarily, the Council will notify the member of a date and time at which a hearing will take place as to why the member should not be expelled from the Confederation. The member shall be notified of the hearing at least (7) days before the hearing.

8. ORGANISATION

- (a) Individual members of the Confederation shall be organized, insofar as possible, into branches to be known as Trade Groups.
- (b) Individual members shall be registered separately into every Trade Group in respect of each type of trade or business in which the member is engaged as set out in the Application for Membership.
- (c) Each Trade Group shall bear the title of the trade or section of a trade represented by the Group.
- (d) An Associate Member shall not be registered in any particular Trade Group.
- (e) The members may, by a majority vote of the members present at a General Meeting, dissolve an existing Trade Group, modify or amend the composition or title of an existing Trade Group or establish a new Trade Group, upon consideration of a written proposal from:

- i. the Council;
 - ii. at least one-third (1/3) of the Trade Groups; or
 - iii. at least one-third (1/3) of the members of the Confederation in good standing.
- (f) Trade Groups or members shall address and submit proposals pursuant to section 8(e)ii. or section 8(e)iii. to the Secretary of the Confederation.
- (g) The Secretary of the Confederation shall include any proposal made under section 8(e) in the notice of the next ensuing Annual General Meeting or, if specifically requested pursuant to section 15(c), at a Special General Meeting.

9. OBJECTS OF TRADE GROUPS

- (a) The objects of each Trade Group shall be:
- i. To promote the interest of the Group and the objects of the Confederation.
 - ii. To take such action, after consultation with the Council, as may be necessary with a view to avoiding industrial disputes.
 - iii. After consultation with the Council, to endeavour to settle differences or disputes between any member or members of a Trade Group or the Trade Group as a whole and their employees, if requested.
 - iv. To encourage cooperation between Groups and the Confederation in dealing with demands or action taken by employees and/or representatives.
 - v. To encourage the honouring of agreements made in the name of an individual member or members.

10. MANAGEMENT OF TRADE GROUPS

- (a) Each Trade Group shall elect a Trade Group Representative who shall also be Chairman of the Trade Group.

- (b) Each Trade Group shall elect one (1) Vice-Chairman, who shall act as the Trade Group Representative and Chairman of the Trade Group in the absence of the substantive Trade Group Representative and Chairman.
- (c) The affairs of each Trade Group shall, if necessary, be managed by a Committee of Management, and the Secretary of the Confederation shall be the Secretary of each such Committee.
- (d) The Council shall appoint the members of the Committee of Management.
- (e) The Trade Groups shall meet as often as may be necessary but no less than four (4) times each year.
- (f) The Chairman or, in the absence of the Chairman, the Vice-Chairman shall convene the meetings of the Trade Group as he considers necessary or at the request of no less than three (3) members of the Trade Group.
- (g) Each Trade Group shall determine a quorum for meetings.
- (h) At any meeting of the Trade Group, each member shall have one (1) vote, and the Chairman shall have a casting vote.

11. COMMITTEES

- (a) The Council may appoint Standing Committees or Ad-hoc Committees to deal with matters relating to the objects of the Confederation.
- (b) The persons appointed to the Ad-hoc Committees need not be members of the Council.
- (c) The President and the Vice Presidents shall be entitled to sit as ex officio members of any Standing Committee or Ad-hoc Committee.
- (d) Each Standing Committee or Ad-hoc Committee shall consider such other matters as may be referred to it by the Council or the general membership of the Confederation and shall make reports and recommendations as required by the Council upon request.

- (e) Standing Committees and Ad-hoc Committees may not incur expenditure without the prior approval of the Council.
- (f) Standing Committees and Ad-hoc Committees shall report directly to the Council unless otherwise instructed by the Council.
- (g) Standing Committees and Ad-hoc Committees shall present annual reports and recommendations in writing to the Confederation.
- (h) No Standing Committee or Ad-hoc Committee has the power or authority to commit the Council to any policy.
- (i) The Council may dissolve a Standing Committee or Ad-hoc Committee by a majority vote at any time.
- (j) To ensure coordination and efficiency in the transactions of the Confederation and realize its objectives, the following committees are hereby created:

- i. The Membership Committee

The Membership Committee shall be responsible for managing the recruitment of new members, new member orientation and verification of current members fulfilment of requirements for good standing.

- ii. The Audit Committee

The Audit Committee shall require an audit of the books and records of the Confederation at such time or times as the members of the Audit Committee choose and shall review the scope of the audit and approve any non-audit services to be performed for the Bank by the independent accountants. The Audit Committee shall review examination reports by the independent accountants and auditors, review credit issues, loan policies and procedures, the classification of loans and the adequacy of the allowance for loan losses. The Audit Committee shall submit any recommendations it may have from time to time with respect to financial reporting and accounting practices and policies and financial, accounting, and operation controls and safeguards.

iii. The Policy Development Committee

The Policy Development Committee will oversee, review and coordinate the research and develop policies to further the Confederation's representation of its members.

12. REPRESENTATIVES ON EXTERNAL BOARDS, TRIBUNALS, COUNCILS OR COMMITTEES

- (a) The Council shall have the power to select any member of the Confederation to sit on any external board, tribunal, council or committee.
- (b) The Council shall have the power to replace or recall a member of the Confederation from any external board, tribunal, council or committee.
- (c) The process for selecting a member to sit on or replacing or recalling a member of the Confederation from any external board, tribunal, council or committee and any guidelines governing such representatives shall be determined by the Council and promulgated in the bylaws.

13. FINANCE

- (a) The funds of the Confederation shall be controlled by the Council and shall be applied solely towards the promotion of the objects set out herein at section 3, the payment of expenses, the acquisition of property and for such lawful purpose as may be decided upon by the Council.
- (b) The financial year shall be from the 1st day of January to the 31st day of December.
- (c) The Council shall have the right to make special levies on Individual members, Associate members or Trade Groups with the consent of those concerned.
- (d) Annual subscriptions shall become due and payable on the 1st day of January and shall be paid by the 31st day of March each year. If a member is admitted to membership after the 30th day of June, the subscription will be pro-rated for each calendar month of membership in that financial year, inclusive of the calendar month in which membership was accepted.

- (e) The Council shall nominate an auditor or auditors yearly at the Annual General Meeting or a special general meeting for the members to appoint by majority vote.
- (f) The auditor or auditors shall be a chartered accountant or chartered accountants. The auditor shall audit, verify and examine all financial accounts of the Confederation. The auditor shall also supervise the entries in the financial records of the Confederation and shall render a report of his audit as may be required by the Council or the Confederation.
- (g) The auditor may be a member of the Confederation but not a member of the Council.
- (h) Audited general statement of the receipts, funds, effects and expenditure for each financial year and certified balance sheet shall be laid before the members of the Confederation at the Annual General Meeting. A copy of the aforementioned documents shall be forwarded to each representative of each Trade Group and as required by other members.
- (i) The Council may remove the auditor or auditors on reasonable grounds.
- (j) Should the position of auditor become vacant during the year by reason of death, resignation or otherwise, the vacancy shall be filled by the Council, and the auditor or auditors so appointed shall hold office for the balance of the term of the auditor or auditors whose place has been filled.
- (k) The Council shall pay the auditor or auditors such fees as may be negotiated with them by the Council.
- (l) All monies received by the Confederation, including cheques and negotiable instruments payable to the Confederation, shall be paid to a bank account in the name of the "Barbados Employers' Confederation".
- (m) The Council may, by the promulgation of bylaws, establish guidelines, procedures and restrictions governing the making of payments by the Confederation by the signatories identified in section 13(n).
- (n) Subject to any bylaws promulgated by the Council in accordance with section 13(n), cheques or other negotiable instruments shall be signed by any two of following, namely:

- i. the President;
- ii. a Vice President;
- iii. a Trustee;
- iv. the Executive Director;
- v. the Secretary; or
- vi. the Treasurer.

(o) The Confederation shall not impose a fine on any member.

(p) The funds of the Confederation shall be invested in such manner as the Council may think fit.

(q) The financial records and the names of the members of the Confederation may be inspected at all reasonable times by every person having an interest in the funds of the Confederation.

14. SUBSCRIPTIONS AND FEES

(a) The Council may establish or vary the rates of subscription for each category of members at any General Meeting, subject to fourteen (14) days' notice to those concerned.

(b) The Council may at any time call upon its members for a special subscription to meet any special financial needs. The resolution approving such a call shall be passed by a three-fourths (3/4) majority vote of the members present and entitled to vote at a General Meeting.

(c) The total amount of the special subscription shall not in any one (1) financial year exceed the amount payable by such member as the annual subscription fee for the same year.

(d) Every payment of subscriptions, fees or other charges by a member of the Confederation shall be evidenced by a receipt signed by the Treasurer or a duly authorized representative.

15. MEETINGS

(a) Location

- i. Council Meetings and General meetings shall be held at such physical place (in-person) or by use of such electronic videoconferencing platform as the Council shall determine.

(b) The Annual General Meeting

- i. The Annual General Meeting shall be held within five (5) months of the end of the financial year.
- ii. The Council shall serve notice of the Annual General Meeting, including the business to be transacted thereat, on all members not less than fourteen (14) clear days before the date of such meeting.
- iii. The business of the Annual General Meeting shall be to consider the financial records of the Confederation, to elect the incoming Council, to appoint an auditor for the ensuing year and to conduct such business as shall be specified by the Council in the notice calling the Annual General Meeting.

(c) Special General Meetings:

- i. The Council may convene a Special General Meeting where the Council thinks it necessary to discuss any matters of interest to the Confederation or at the written request of at least one-third (1/3) of all members in good standing with the Confederation.
- ii. The Council shall serve notice of the Special General Meeting, including the business to be transacted thereat, on all members not less than seven (7) clear days before the meeting date.

(d) Emergency General Meetings:

- i. The Council may convene an Emergency General Meeting where the Council thinks it necessary to discuss any matters of interest to the Confederation which must be urgently resolved within seven (7) days.
- ii. The Council shall serve notice of the Emergency General Meeting, including the business to be transacted thereat, on all members no less than twenty-four (24) hours of the meeting.

(e) Quorum of Meetings

- i. The quorum for a General Meeting shall be twenty-five members of the Confederation who are entitled to vote.

- ii. If a quorum is not present within thirty (30) minutes of the time fixed for a General Meeting, subject to any relevant bylaws promulgated by the Council, the meeting shall be adjourned for a date to be fixed by the Council.
- iii. The quorum for a Council meeting shall be a majority of the members of the Council.
- iv. If a quorum is not present within thirty (30) minutes of the time fixed for a meeting of the Council, the meeting shall be adjourned for a date to be fixed by the President.

16. VOTING

- (a) At meetings of the Council, members have one (1) vote each, and the Chairman shall have a casting vote. Voting shall be by a show of hands.
- (b) At General Meetings, members of the Confederation present at the meeting who are in good standing shall have one (1) vote each and the Chairman shall have a casting vote.
- (c) At all General meetings, voting shall be determined by a majority of the members present by:
 - i. a show of hands; or
 - ii. by ballot, if a majority of the members present at the meeting demand or the Council has given to each member of the Confederation at least three days' notice prior to the meeting of the voting by ballot.
- (d) Voting by ballot may be by physical ballot as provided herein or entirely or partially by electronic means or other communication facilities as the Council shall determine appropriate.
- (e) Where General Meeting is in person and voting is by physical ballot:
 - i. The Council shall appoint two scrutineers to supervise any ballot and the results thereof.
 - ii. Ballot boxes shall be inspected by the scrutineers and sealed by the Chairman in their presence prior to the issue of ballot papers.
 - iii. The Council shall provide the ballot paper. The issue to be voted upon shall be set forth clearly on the ballot papers, and such papers shall not contain any information by means of which it is possible to identify the voter.

- iv. In the presence of the scrutineers, each voter shall be issued with one ballot paper which they shall then complete, fold and deposit in a ballot box provided for the purpose.
 - v. The ballot papers shall not be signed or marked in any way apart from the mark required to be made by a member in recording their vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.
 - vi. On completion of a ballot or as soon as possible thereafter, the result thereof shall be ascertained by the scrutineers in the presence of the Chairman and made known to the Council. In the event of elections, the required number of candidates receiving the highest number of votes shall be declared elected.
 - vii. The ballot papers, including the spoilt papers, shall be placed in a container that shall be sealed after having been counted and retained by the Council for not less than three (3) years.
- (f) Where a vote is conducted entirely or partially by electronic means or other communication facilities, the guidelines and the procedures governing the vote shall be those selected by the Council from time to time and in the bylaws.
- (g) A member of the Confederation who is entitled to vote at any meeting held under these rules, but is absent from the meeting, shall not be entitled to vote on any item included on the agenda of the meeting that is subject to a vote.
- (h) No proxies shall be permitted.
- (i) No ballots by post shall be permitted at the meetings of Council or the General Meetings.
- (j) Any member who is two (2) or more months in arrears in payment of the annual subscription at the date of notice of a General Meeting shall not be in good standing and shall be disqualified from voting.

17. TRUSTEES

- (a) The property and funds of the Confederation shall be vested in two (2) trustees for the purpose of the use and benefit of the Confederation and the members thereof, and such trustees shall deal with such property and funds as directed by the Council.
- (b) The Council may by majority vote appoint, change or replace a Trustee. However, any such appointment, change, or replacement will be subject to approval at the next General Meeting without prejudice to the validity of anything done or omitted to be done prior to such General Meeting.
- (c) The Trustees and staff shall be indemnified against all actions, costs, charges, losses, damages and expenses which he or they may incur or sustain in dealing with the affairs of the Confederation otherwise than by or through his or their respective willful neglect or default, and neither shall be answerable for the acts, neglect, or default of the other.
- (d) The Trustees shall exercise their powers jointly except where a Trustee:
- i. is executing cheques or negotiable instruments in accordance with section 13(m)ii.;
 - ii. is dead or has resigned or been removed;
 - iii. is unavailable for more than three (3) consecutive months;
 - iv. refuses to act in the capacity of Trustee;
 - v. is unfit or incapable (for whatever reason) of acting in the capacity of Trustee of this Trust; or
 - vi. is adjudicated bankrupt.
- (e) A Trustee shall be disqualified from their office if any of the following events occur: -
- i. the death of the Trustee;
 - ii. the unavailability of the Trustee for a continuous period of more than three (3) consecutive months;
 - iii. the resignation of the Trustee or any other refusal of the Trustee to act in the capacity of Trustee of this Trust;

- iv. the unfitness, incapacity or incapability (for whatever reason) of the Trustee to act in the capacity of Trustee of this Trust;
 - v. an adjudication of bankruptcy against the Trustee, or (in the event that the Trustee is a company), the liquidation of the Trustee; or
 - vi. the Trustee has been removed from the office of Trustee.
- (f) The Trustee may resign at any time by giving written notice of their intent to resign to the Council. Unless the Council determines otherwise, such resignation shall take effect sixty (60) days from the date of delivery to the Council.
- (g) Upon the death, resignation or removal of a trustee, the property of the Confederation shall vest in the succeeding Trustee, for the same estate and interest as the former trustees had therein subject to the same trusts, without any Conveyance or assignment, except in the case of stocks and securities in the public funds of the Island, which shall be transferred to the name of the new trustees.
- (h) The Council shall call a Special General Meeting to appoint a new Trustee no more than 30 days after the death or effective date of resignation or removal of a Trustee.
- (i) The Trustees shall bring or defend, or cause to be brought or defended, any action, suit, prosecution or complaint in any court concerning the property or right or claim to the property of the Confederation.

18. DISCIPLINE

- (a) The Council shall have the power to discipline any member of the Confederation.
- (b) The penalties or orders that may be imposed include a reprimand, interim suspension pending the hearing of any charges, suspension and expulsion.
- (c) The Council shall have the power to suspend or expel any member who, after hearing a complaint and due consideration, in the opinion of the Council as determined by a majority vote, shall have been guilty of:
- i. any act which constitutes an unfair labour practice;

- ii. refusing or failing to obey any of these Rules or to comply with any order authorized by these Rules;
 - iii. acting in any way contrary to the interest of the Confederation, including bringing it into disrepute; or
 - iv. having been convicted of a breach of any labour law.
- (d) The Council shall give the member not less than twenty-eight (28) days' notice of the hearing of any complaint or complaints against the member.
- (e) Before or during the hearing of a complaint, the Council may make an order for the interim suspension of a member if the Council is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of the Confederation.
- (f) The member may elect to answer any complaint in writing or an appearance before the Council.
- (g) A member shall be entitled to call witnesses to support their case when appearing before the Council.
- (h) The decision of the Council shall be determined by a vote of a majority of the Council present at a meeting of the Council.
- (i) Any member aggrieved by the Council's decision may refer the matter to a General Meeting for determination.
- (j) Notice of the intention to appeal the decision of Council shall be given by the member in writing to the Secretary within fourteen (14) days of the date of the decision.
- (k) The Secretary shall issue the notice convening a General Meeting within ten (10) days of receiving a written request from such an aggrieved member.
- (l) The decision by Council may be overturned by a two-thirds (2/3) majority vote of the members present at the General Meeting. Should the appeal by the aggrieved member fail to obtain a two-thirds (2/3) majority, the decision of the Council shall remain.
- (m) Upon the imposition of a penalty of suspension, the member shall not be entitled to exercise any of the rights and privileges of membership during the suspension period.

- (n) Upon the expiry of the period of suspension, the member shall revert to and be entitled to exercise any rights and privileges of membership.
- (o) On expulsion, the member shall be removed from the roll of members and shall not be entitled to exercise any rights.
- (p) On expulsion, the member shall pay any subscriptions, fees or other charges owed to the Confederation.
- (q) A member of the Council or official may be removed from office:
 - i. if they infringe any of the provisions of this Constitution; or
 - ii. if he or she acts in a manner that is detrimental to the interests of the organisation.
- (r) A member of the Council is entitled to call witnesses to support their case.
- (s) The member of the Council may elect to answer any complaint in writing or an appearance before the other members of the Council.
- (t) The decision of the Council shall be determined by a vote of a majority of the Council (excluding the member of the Council against whom the complaint is made) present at a meeting of the Council.
- (u) The Council shall give the member of the Council against whom the complaint is made not less than twenty-eight (28) days' notice of the hearing of the complaint.
- (v) The aggrieved member of Council against whom the complaint is made may refer the decision of the Council to a General Meeting for determination.
- (w) Notice of the intention to appeal the decision of the Council shall be given by the member of the Council in writing to the Secretary within fourteen (14) days of the date of the decision.
- (x) The Secretary shall issue the notice convening a General Meeting within ten (10) days of receiving a written request from such an aggrieved member.

- (y) The decision by Council may be overturned by a two-thirds (2/3) majority vote of the members present at the General Meeting. Should the appeal of the aggrieved member of Council fail to obtain a two-thirds (2/3) majority, the decision of the Council shall remain.

19. GRIEVANCES

- (a) Grievances involving members of the Confederation and its officers shall be made in writing and submitted to the President within fourteen (14) days of the circumstances which gave rise to the grievance.
- (b) If the President is unable to settle the matter amicably, the matter shall be referred to the Council, which shall undertake to investigate the matter and make a determination of the merits.
- (c) The Council shall require the respondent to respond to the complaint in writing within seven (7) days of being requested to do so by the Council.
- (d) Any complainant aggrieved by the Council's decision may refer the matter to a General Meeting for determination.
- (e) The complaint shall give notice of the intention to appeal the decision of the Council in writing to the Secretary within fourteen (14) days of the date of the decision.
- (f) The Secretary shall issue the notice convening a General Meeting within ten (10) days of receiving a written request from such an aggrieved member.
- (g) The decision by Council may be overturned by a two-thirds (2/3) majority vote of the members present at the General Meeting. Should the appeal of the aggrieved member fail to obtain a two-thirds (2/3) majority, the decision of the Council shall remain.

20. DISPUTES, STRIKES AND CLAIMS

- (a) Members of the Confederation should report to the Confederation:
- i. Any strike or lock-out or apprehended difference or dispute;

- ii. Any general communication from employers, direct or through a trade union that, may affect other employers.
- (b) The report shall be made within seven (7) days of the date that the member became aware of the aforementioned information.
- (c) The report shall be made in writing to the Secretary.

21. AMENDMENTS TO THE OBJECTS, CONSTITUTION, RULES AND CONDITIONS OF MEMBERSHIP

- (a) Proposals for amendments to the objects, constitution, rules and conditions of membership may be made by the Council or by not less than one-third (1/3) of the members of the Confederation in good standing.
- (b) Amendments to the objects, constitution, rules and conditions of membership shall only be made at a General Meeting.
- (c) Notice of any proposed amendment to the objects, constitution, rules and conditions of membership shall be given to all members by the notice convening the General Meeting at which such amendments are to be considered. The Notice shall include a draft of the proposed amendments for consideration by the members.
- (d) Subject to the notice being given in accordance with Section 21(c), the objects, constitution, rules and conditions of membership may only be amended by resolution passed by a two-thirds (2/3) majority of the members of the Confederation present at a General Meeting who are entitled to vote.

22. BYLAWS

- (a) The Council shall have the power to make and enforce bylaws concerning procedural, administrative and disciplinary matters that are consistent with the objects, constitution, rules, conditions of membership and Trade Union Act Chapter 361.

23. CODES OF CONDUCT

- (a) The Council shall maintain written standards of conduct governing the performance of its members.

24. NOTICES

- (a) Notices to the Confederation may be left by hand at or sent by prepaid post addressed to the Secretary at the registered office of the Confederation.
- (b) Notices to members may be:
 - i. left by hand at or sent by prepaid post addressed to the member at the address as shown by the books of the Confederation or at the last known place of abode or business of the member or its principal,
 - ii. delivered by electronic mail to the last known electronic mail address of the member or its principal shown by the books of the Confederation, or
 - iii. given by advertisement in a Newspaper of daily circulation in Barbados.
- (c) The accidental omission to leave or send any notice to any member of the Confederation of any General Meeting shall not invalidate the proceedings at such meeting.
- (d) Any member who is an individual and who is, at the time of sending any notice, out of the Island of Barbados shall not be entitled to such notice.
- (e) Notice shall be deemed to have been served three (3) business days following the day on which the notice was put in the post or on the same day that it was hand delivered, sent by electronic mail or advertised.

25. DISSOLUTION OF THE CONFEDERATION

- (a) The Confederation may at any time be dissolved by resolution passed by a two-thirds (2/3) majority of those present and voting at a General Meeting.
- (b) At least seven (7) days' notice of the resolution to dissolve the Confederation must be given to every member.

(c) On dissolution, the funds of the Confederation, after payment of all salaries, wages and other liabilities in such manner as the Council thinks fit, shall be distributed as follows:

- i. to all members who are at the date of the resolution fully paid up and not in arrears as to any dues, subscriptions or levies; and
- ii. in proportion to the amount of their subscriptions as computed in accordance with the Rules and By-laws (if any) of the Confederation.

(d) In the event of a deficit, every member undertakes to contribute to the assets of the Confederation in proportion to the amount of their last annual subscription in the event of the Confederation being wound up during the time when they are a member or within (1) year afterwards, for payment of the liabilities of the Confederation contracted before the time they ceased to be a member and of the costs, charges and expenses of winding up the Confederation.

26. INTERPRETATION OF THE RULES

(a) If any doubt arises as to the correct interpretation of these rules, the decision of the Council shall be final and conclusive, provided such decision is recorded in writing.

Approved and adopted by the members on the _____ day of _____, 2022.

President

Vice President

Trustee

Immediate Past President

Vice President

Trustee

Council Member



**Membership Form
Associate**

Dear Sirs,

I am / We are applying for membership in the Barbados Employers' Confederation and hereby agree, if accepted to abide by its Constitution, Rules and Conditions of Membership. In general, I agree to consult the Confederation with regard to communications from Trade Unions and to advise the Confederation of agreements reached.

How did you hear about us? (e.g. Facebook, a Friend, Company Referral, Instagram)

Business' Industry

Business Name

Address of Business

CEO / Manager's Name (please indicate their actual job title)

Principal HR Contact's Name

CEO / Manager's Email Address

HR Contact's Email Address

Office Telephone Number

Home address of CEO / Manager

Contact Number for CEO / Manager

Calculate your Annual Membership Fee

To see your annual membership fee amount, please input the number of employees in the box highlighted in light green and the figure will show in the column next to "Annual Membership Fee".

No. of Employees	<input type="text"/>	Annual Membership Fee	\$	-
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Please note this is not your official invoice. Your official invoice will be provided upon the approval of your application.

Applicant's Signature

Date of Application

Thank you for your application



Promoting Excellence in Employment



Braemar Court | Deighton Road | Brittons Hill | St. Michael

becon@barbadosemployers.com

Tel: (246) 435-4753



Membership Form General

Dear Sirs,

I am / We are applying for membership in the Barbados Employers' Confederation and hereby agree, if accepted to abide by its Constitution, Rules and Conditions of Membership. In general, I agree to consult the Confederation with regard to communications from Trade Unions and to advise the Confederation of agreements reached.

How did you hear about us? (e.g. Facebook, a Friend, Company Referral, Instagram)

Business' Industry

Business Name

Address of Business

CEO / Manager's Name (please indicate their actual job title)

Principal HR Contact's Name

CEO / Manager's Email Address

HR Contact's Email Address

Office Telephone Number

Home address of CEO / Manager

Contact Number for CEO / Manager

Calculate your Annual Membership Fee

To see your annual membership fee amount, please input the number of employees in the box highlighted in light green and the figure will show in the column next to "Annual Membership Fee".

No. of Employees

**Annual Membership
Fee**

\$ -

Please note this is not your official invoice. Your official invoice will be provided upon the approval of your application.

Applicant's Signature

Date of Application

Thank you for your application



Promoting Excellence in Employment



Braemar Court | Deighton Road | Brittons Hill | St. Michael

becon@barbadosemployers.com

Tel: (246) 435-4753