



Strengthening Community Development Through Weightlifting

Constitution

of

CARIBBEAN WEIGHTLIFTING ASSOCIATION

(Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees)

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## CONSTITUTION of the CARIBBEAN WEIGHTLIFTING ASSOCIATION (CWA)

### 1. Name

The name of the Charitable Incorporated Organisation (“the Association”) is:

***Caribbean Weightlifting Association (CWA)***  
(hereafter referred to as “the Association”).  
*(‘Foundation’ model constitution)*

### 2. National location of principal office

The principal office of the Association is in London, England.

### 3. Legal Status

The Association is a non-profit organisation established exclusively for charitable and community sporting purposes.

### 4. Objects

The objects of the Association are:

- a. To advance amateur sport and promote community development for the public benefit through the sport of weightlifting.
- b. To promote and support the sustainable growth of weightlifting across the Caribbean region and its diaspora through education, capacity-building, and structured development initiatives.
- c. To strengthen governance, leadership, and operational standards within national weightlifting federations and affiliated organisations across the Caribbean.
- d. To collaborate with recognised national federations, clubs, educational institutions, and regional partners to expand access, strengthen capacity, and promote inclusive participation in weightlifting.
- e. To undertake such other charitable and community-focused activities as are incidental or conducive to the attainment of these objects.

*The Association shall operate as an independent development and support body and shall not act as the governing authority for weightlifting within any national jurisdiction.*

## **5. Powers**

The Association has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, it may:

- a. Employ and remunerate such staff as are necessary for carrying out the work of the Association, provided that any employment or remuneration of a charity trustee complies with Clause 7 (Benefits and payments to charity trustees and connected persons).
- b. Raise funds and receive grants, donations, sponsorship, and other contributions.
- c. Provide financial assistance, equipment, or other material support to affiliated organisations and partners in furtherance of its objects.
- d. Establish committees and delegate functions in accordance with this constitution.
- e. Enter into partnerships, agreements, or collaborative arrangements locally and internationally.
- f. Acquire, hold, manage, and dispose of property or assets.
- g. Do all such lawful things as are necessary for the achievement of its objects.

## **6. Application of Income**

Nothing in this clause shall prevent a charity trustee or connected person from receiving any benefit or payment which is authorised by Clause 7 (Benefits and payments to charity trustees and connected persons).

1. All income and property shall be applied solely toward the promotion of the Association's objects.
2. No surplus shall be distributed to members.
3. Trustees may be reimbursed for reasonable expenses.
4. Payments to trustees shall only be permitted under strict conflict-of-interest safeguards.

## **7. Benefits and payments to charity trustees and connected persons**

Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

## **8. Affiliation and Recognised Partners categories**

The Association may establish the following categories of affiliated members and recognised partners:

### **a. Categories of affiliation**

- i. **Individual Affiliation**  
*Individuals who support the objects of the Association, including athletes, coaches, officials, volunteers, and supporters.*
- ii. **Partner Members (Non-Voting)**
  1. *Recognised national weightlifting federations within the Caribbean region may be admitted as Partner Members.*
  2. *Partner Members shall collaborate with the Association in furthering its objectives, but shall not have voting rights in the governance of the Association unless expressly provided by resolution of the Board.*
- iii. **Associate Partners**  
*Clubs, educational institutions, community organisations, or diaspora-based organisations aligned with the purposes of the Association.*
- iv. **Corporate Supporters**  
*Companies or organisations that support the Association through sponsorship, partnership, or financial contribution.*
- v. **Honorary Affiliates**  
*Individuals recognised by the Board for outstanding contribution to weightlifting or to the Association. Honorary membership shall not carry voting rights.*

### **b. Admission of affiliates**

Membership shall be granted at the discretion of the Board of Trustees upon application and subject to any criteria or subscription determined by the Board.

### **c. Rights of affiliates**

Unless otherwise specified:

- i. Individual Affiliates and Partner Members may attend General Meetings.
- ii. Voting rights (if any) shall be defined by the Board and set out in regulations.
- iii. Associate, Corporate, and Honorary affiliates or partners shall not have voting rights unless expressly granted by resolution of the Board.

### **d. Suspension or Termination**

The Board may suspend or terminate affiliation where an affiliate member:

- i. Acts in a manner contrary to the objects of the Association,

- ii. Brings the Association into disrepute,
- iii. Fails to comply with its policies or regulations.

*A fair process must be followed.*

**e. Non-Transferability**

Affiliation is non-transferable and shall cease upon resignation, death, dissolution (if corporate), or termination.

**9. Board of Trustees**

Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Association and may, for that purpose, exercise all the powers of the Association. It is the duty of each charity trustee:

1. To exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the Association in the way he or she decides in good faith would be most likely to further the purposes of the Association; and
2. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular to:
3. Any special knowledge or experience that he or she has or holds himself or herself out as having; and,
4. if he or she acts as a charity trustee of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

**a. Composition**

There must be at least three (3) charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

In selecting individuals for appointment as charity trustees, the Board shall seek an appropriate balance of skills, experience, and regional representation relevant to the Association's charitable purposes.

**b. Eligibility for trusteeship**

- i. Every charity trustee must be a natural person.
- ii. No individual may be appointed as a charity trustee of the Association:
  1. If he or she is under the age of 16 years

- iii. No one is entitled to act as a charity trustee, whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- iv. At least one of the trustees of the Association must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees or appoint a new charity trustee.

**c. First charity trustees**

The first charity trustees are as follows, and are appointed for the following terms:

Jennifer Maysmor-Gee  
 Dyana Altenor  
 Omarie Mears

**d. Nominated trustees**

- i. The Association may appoint up to 5 charity trustees.
- ii. Each appointment must be for a term of three years.
- iii. The appointment will be effective from the later of:
  - 1. The date on which the charity trustees, their secretary, or clerk are informed of the appointment.
- iv. The person appointed need not be a member of the appointing body.

**e. Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- i. a copy of the current version of this constitution; and
- ii. a copy of the Association's latest Trustees' Annual Report and statement of accounts.

**10. Duties**

The charity trustees shall:

- i. Set strategic direction
- ii. Ensure financial integrity
- iii. Oversee safeguarding and compliance
- iv. Approve policies
- v. Protect the reputation of the Association

**b. Retirement and removal of a charity trustee**

- i. A charity trustee ceases to hold office if he or she:

1. retires by notifying the Association in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  2. is absent without the permission of the charity trustees from all their meetings held within a period of six months, and the trustees resolve that his or her office be vacated;
  3. dies;
- ii. Any person retiring as a charity trustee is eligible for reappointment.
- c. Making decisions by charity trustees  
Any decision may be taken either:
- At a meeting of the charity trustees, or
  - By resolution in writing [or electronic form] agreed by a majority of all the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees have signified their agreement. Such a resolution shall be effective provided that  
A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees.
- d. Delegation by charity trustees
- i. The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- e. Meetings of the charity trustees
- i. Calling meetings
    1. Any charity trustee may call a meeting of the charity trustees.
    2. Subject to that, the charity trustees shall decide how their meetings are to be called and what notice is required.
  - ii. Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

iii. Procedure at meetings

1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.

iv. Participation in meetings by electronic means

1. A meeting may be held by suitable electronic means agreed by the charity trustees, in which each participant may communicate with all the other participants.
2. Any charity trustee participating in a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

v. Membership of the Association

1. The members of the Association shall be its charity trustees for the time being. The only persons eligible to be members of the Association are its charity trustees. Membership of the Association cannot be transferred to anyone else.
2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the Association.

vi. Decisions which must be made by the members of the Association

1. Any decision to:
  - a. Amend the constitution of the Association; or
  - b. Wind up or dissolve the Association (including transferring its business to another charity) must be made by a resolution of the members of the Association in accordance with Clause 14 (Amendment

of the Constitution) or Clause 17 (Voluntary Winding Up or Dissolution), as applicable.

Such a resolution must be passed either:

- i. by a resolution agreed by a 75% majority of the members voting at a general meeting; or
- ii. by a resolution agreed in writing by all members of the Association.

All such decisions shall comply with the Charities Act 2011, the Charitable Incorporated Organisations (General) Regulations 2012, and the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012, as applicable.

## **11. General meetings of members**

### **i. Calling of general meetings of members**

The charity trustees may designate any of their meetings as a general meeting of the members of the Association. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the Association as specified in clause (Decisions which must be made by the members of the Association).

### **ii. Notice of general meetings of members**

1. The minimum period of notice required to hold a general meeting of the members of the Association is 7 days.

### **b. Savings provisions**

All decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

### **c. Execution of documents**

- i. The Association shall execute documents either by signature or by affixing its seal (if it has one).

### **d. Use of electronic communications**

#### **i. General**

The Association will comply with the requirements of the communications provisions in the general regulations, and in particular.

1. The requirement to provide, within 21 days, to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

**e. Keeping of Registers**

The Association must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

**f. Minutes**

The charity trustees must keep minutes of all:

- i. appointments of officers made by the charity trustees;
- ii. proceedings at general meetings of the Association;
- iii. meetings of the charity trustees and committees of charity trustees, including:
  1. the names of the trustees present at the meeting;
  2. the decisions made at the meetings; and
  3. where appropriate, the reasons for the decisions;

**g. Accounting records, accounts, annual reports and returns, register maintenance**

- i. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Association, within 10 months of the financial year end.

## **12. Rules**

The charity trustees may, from time to time, make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Association, but such rules or bye-laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye-laws currently in force must be made available to any member of the Association on request.

## **13. Disputes**

If a dispute arises between members of the Association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

#### **14. Amendment of the Constitution**

As provided by sections 224-227 of the Charities Act 2011:

- i. This constitution can only be amended:
  - 1. 75% majority at a general meeting
  - OR
  - 2. unanimous written resolution

#### **15. Committees**

The Trustees may establish standing committees, including:

- i. Youth & Community Development Committee
  - ii. Education & Coaching Committee
  - iii. Partnership & Fundraising Committee
  - iv. Safeguarding & Ethics Committee
  - v. Finance & Audit Committee
- b. Partnership/Advisory Clause
- 1. The Board may establish a Federation Advisory Forum consisting of representatives from recognised national federations.
  - 2. The purpose of the Forum shall be to facilitate collaboration, share best practices, and provide strategic input to the Association.
  - 3. The Forum shall not have governing authority over the Association.

*Committees report to the Trustees.*

#### **16. Conflicts of Interest and conflicts of loyalty**

A charity trustee must:

- a. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared;
- b. Trustees must declare any conflicts of interest and withdraw from decision-making processes where appropriate.

#### **17. Voluntary winding up or Dissolution**

Upon dissolution, any remaining assets shall be applied for charitable purposes consistent with the objects of the Association and transferred to another charity or charities with similar purposes.

- a. As provided by the Dissolution Regulations, the Association may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Association can only be made:
  - i. by a resolution agreed in writing by all members of the Association.

- b. Subject to the payment of all the Association's debts:
  - i. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Association shall be applied.
- c. The Association must observe the requirements of the Dissolution Regulations in applying to the Commission for the Association to be removed from the Register of Charities, and in particular:
  - i. The charity trustees must send their application to the Commission:
  - ii. a declaration by the charity trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
- d. The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Association, and to any charity trustee of the Association who was not privy to the application.
- e. If the Association is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **18. Interpretation**

In this constitution:

“Connected person” means:

- a. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- b. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- c. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- d. an institution which is controlled –
  - i. by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - ii. by two or more persons falling within the sub-clause
    - e. (d)(i), when taken together
- f. a body corporate in which –
  - i. the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

*Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.*

## Notes

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in the General Regulations.

“**charity trustee**” means a charity trustee of the Association.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.