

Draft of proposed Constitution

PHARMACEUTICAL SOCIETY OF JAMAICA LIMITED (the "Society")

1. The objects of the Society (hereinafter referred to as "the objects") shall be:
 - a) to advance the general knowledge of, and education in, pharmacy and its application, thereby fostering good professional practice.
 - b) to safeguard, maintain the honour, and promote the interests of pharmacists in their exercise of the profession of pharmacy.
 - c) to encourage a spirit of goodwill, sympathy and co-operation among members of the Profession.
 - d) to uplift and maintain the high standard of the profession.
 - e) to seek affiliation with like organisations in other Commonwealth Countries and other parts of the world.
 - f) to arrange educative and informative lectures and demonstrations, and hold regular seminars and conferences so as to enable members of the profession to keep apace with the advancement of science in general and modern concepts of Pharmacy in particular.
 - g) to assist in the promotion and maintenance of pharmaceutical education at the School of Pharmacy, The University of Technology, or at any other recognized Institution offering Pharmaceutical Education.
 - h) to promote the discipline of members of the profession by further developing and maintaining the profession's Code of Ethics.
 - i) to promote and protect the health and well-being of the public through the regulation and professional leadership and development of the pharmacy profession and the regulation of other persons engaged in related activities;
 - j) to maintain and develop the science and practise of pharmacy in its contribution to the health and well-being of the public.
 - k) to co-operate with Government Agencies in suppressing illicit trading in Drugs and to assist in the eradication of drug abuse in the Island.
 - l) to protect the general public against fraud, deception and exploitation imposed by unauthorized or other unqualified dealers in Drugs and Poisons.
 - m) to ensure that members of the Society maintain a satisfactory standard of service for the benefit of the public.

n) to see that the rights and privileges of members of the profession are not infringed upon and that members are adequately remunerated for the services performed in their professional field.

o) to act as bargaining agents in the securing of satisfactory remuneration for services performed and for proper working conditions on behalf of members of the Profession.

p) to act as a medium in helping to obtain employment for registered Pharmacists.

q) to provide assistance to deserving members of the Society and to other local organisations where there is an urgent need, subject to the prevailing resources of the Society.

r) to create and maintain an educational fund to assist in the training of Pharmacy Students at The University of Technology or towards advanced studies in Pharmacy at an approved College or University for members who show an aptitude for further training.

s) to promote a system of co-operative funding whereby Pharmacists may be enabled amongst themselves to set up and operate co-operative trading ventures in drugs, medicines and related commodities.

t) to participate in such National Health Care Policies and proposals of the Government of Jamaica.

u) to promote, maintain and recognise branches of the Society in approved areas.

v) to encourage and stimulate associations of Pharmacy Students and to extend affiliation with the Society.

2. In furtherance of the objects, but not otherwise, and without prejudice to its powers, the Society shall have power:

a) to promote by any means necessary, the public's understanding of Pharmacy so that its contribution to the health of the nation is understood and recognized;

b) to maintain any charitable or benevolent trusts for the relief of poverty or distress amongst members or former members or their dependants or students of the Society;

c) to encourage adherence within the profession, to any stipulation or function designed to maintain fitness to practise, relating to the regulation of pharmacists or other persons engaged in related activities as conferred by or under any subsequent or existing Act of Parliament;

- d) to encourage adherence within the profession, to any measure relating to the control and licensing of premises used in connection with pharmacy as may be conferred by or under any Act of Parliament.
- e) to maintain registers of members and to charge fees in this connection;
- f) to fix, vary and charge fees and other amounts to members or other persons in respect of any service, right or activity provided by or on behalf of the Society other than in pursuance of an objective conferred by or under these Articles;
- g) to propose new and enforce existing standards of education or training and to hold, or cause to be held, with assent of the Pharmacy Council of Jamaica, examinations;
- h) to award fellowships, honorary fellowship or membership, and other distinctions of the Society;
- i) to establish and maintain databases, indices, libraries, and collections, and to publish or promote the publication of information or other material in any form;
- j) to undertake, encourage, fund or commission research and to publish or promote the publication of the results thereof;
- k) to engage and remunerate agents and staff, and to provide pensions and other entitlements for employees or their dependants;
- l) subject to such consents as may be required by law and these Articles, to acquire, dispose of or mortgage any real or personal property belonging to the Society whatsoever and wheresoever situated, and any interest in any such property;
- m) to acquire, build or maintain any building or premises;
- n) to take out any insurance for the protection of the Society in respect of any potential liability of the Society;
- o) to receive any form of income, legacy or gift, and to borrow money or obtain any form of credit, whether on the security of the property of the Society or otherwise, to deal with promissory notes, bills of exchange or other instruments, whether transferable or not, and to operate bank accounts;
- p) to invest monies of the Society not immediately required for its purposes in any manner and to appoint investment managers and delegate powers to them in accordance with regulations made by the Society;
- q) to carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto; and

r) to do all such other lawful acts and things as may promote the attainment of the objects.

3. The income and property of the Society shall be applied solely towards the promotion of the objects and shall not be paid or distributed directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or officer of the Society provided that nothing in these Articles shall prevent the payment in good faith by the Society of:

a) reasonable remuneration to any member of the profession (not being a member of the Society) for services rendered to the Society;

b) charitable benefits to any person (not being an Officer of the Society) in their capacity as a beneficiary of the Society;

c) reasonable attendance fees in respect of meetings and other functions of the Society and its Committees, and reasonable out of pocket expenses; or

d) remuneration to any member of the Society or to any firm or company for professional or specialist services rendered to the Society upon its request provided that such member, firm or company shall not be present during any discussion, or be party to any decision, relating to such remuneration or instruction.

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

4. The Board of Directors of the Society (hereinafter referred to as the "Board") shall consist of no less than seven (7) registered pharmacists who are members of the Society elected by the members of the Society.

5. The Board shall consist of a President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

6. The Executive Committee (hereinafter referred to as the "Committee") shall consist of fifteen (15) members including the said members of the Board, the Immediate Past President, Immediate Past Secretary and six (6) other members elected by the Board.

7. All members of the Board and the Committee shall be officers of the Society.

TENURE OF OFFICE

8. All members of the Board and the Committee shall be elected bi-annually.

9. Each Officer shall hold office for a term of two (2) years and shall, except the President, be eligible for re-election in the same office for not more than six (6) consecutive years.

10. The President shall be eligible for re-election in the same office for not more than four (4) consecutive years.

ELECTION OF BOARD MEMBERS

11. All members of the Board shall be elected by the members of the Society at Annual General meeting.

ELIGIBILITY FOR ELECTION

12. A pharmacist shall only be eligible for election to the Board if:

- a) his/her name appears within the Register of Pharmacists, kept by the Pharmacy Council of Jamaica as a practising Pharmacist;
- b) he/she is a member of the Society;
- c) he/she is normally resident in Jamaica.
- d) he/she has not received a criminal conviction or police caution nor been the subject of any finding, penalty or censure issued by the Society, or a Committee of the Society or any other regulatory or public body, or any other like decision by any person or body;
- e) he/she not in arrears with any subscription fee or penalty due and payable by him/her to the Society.

ELIGIBILITY TO VOTE IN BOARD ELECTONS

13. All members are eligible to vote in general election of the Board, provided:

- a) he/she is not in arrears with subscription fees due and payable by him/her to the Society;
- b) his/her registration with the Society is not suspended on the date when the electoral roll is closed.

14. Affiliated associations shall be granted voting rights at the Annual General Meeting or regular Monthly Meeting through their appointed representatives in the ratio of one (1) vote to every ten (10) Pharmacy Students and/or Pharmacy Technicians, who are members of their affiliate Association.

15. Votes may be given either personally or by proxy.

16. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

17. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the Island as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

18. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

APPOINTMENT OF PROXY <i>Pursuant to Articles 15 and 18 of the Society's Articles of Incorporation</i>	FORM 1B
Pharmaceutical Society of Jamaica Limited	
I/We, _____ of _____, being a member/members of the above named Society, hereby appoint _____ or failing him _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Society to be held on the _____ day of _____ 20____ and any adjournment thereof.	
Signed this _____ day of _____ 20____	
This form is to be used in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.*Strike out whichever is not desired.	

19. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

20. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

NOTICE OF ELECTION

21. Where an election is to be held, the Secretary shall publish on the Society's website, a Notice of Election.

22. The Notice of Election shall be published no later than (21) twenty-one days before the date of the Annual General Meeting and specify—

- (a) the numbers and description of Society places to which persons are to be elected in that election;
- (b) the method, place, date and latest time by which nominations shall be received by him/her;
- (c) the date and latest time by which nominations may be withdrawn;
- (d) the date on which the electoral roll will be closed;
- (e) the method, place, date and latest time by which completed voting forms shall be received by him/her.

23. Before issuing the Notice of Election, the Secretary shall—

- (a) notify the members of the Society of the names of those members of the Society whose term of office has expired or is due to expire;
- (b) notify the members of any casual vacancy that has occurred; and
- (c) fix the place, date and latest time by which all nomination forms shall be returned to him/her.

NOMINATIONS

24. All nominations shall be made on the form prescribed immediately below, and shall comply with the requirements of Articles 26 and 27 below.

PHARMACEUTICAL SOCIETY OF JAMAICA LIMITED	FORM 1C
NOMINATION FORM	
20__ BOARD OF DIRECTORS	
(Deadline to submit nominations are June __, 20__)	
I nominate _____ of _____, aged _____ having professional registration no. _____ for the following position: <i>(Only active Pharmacist may be nominated. Active Pharmacists may nominate themselves for these positions.) Please use separate forms for each nomination.</i>	
<input type="checkbox"/> / PRESIDENT Shall superintend the general administration of the affairs of the Society and endeavour to secure the observance of the Articles and any subsequently made rules or regulations, by all concerned.	
<input type="checkbox"/> / FIRST VICE PRESIDENT Shall assist the President in the performance of his/her duties. In the absence of the President, he/she shall perform the duties of that office.	
<input type="checkbox"/> / SECOND VICE PRESIDENT Shall act in the absence of the President and the First Vice President.	
<input type="checkbox"/> / SECRETARY Shall conduct the business of the Society in accordance with the Articles and shall carry out the instructions given to him/her by the President or the Executive Committee. He/she shall also be responsible for the conduct of the Board elections process. This office shall be under the direct supervision of the President.	
<input type="checkbox"/> / ASSISTANT SECRETARY Shall assist the Secretary in all matters concerning the Secretarial duties of the Society and shall in absence of the Secretary act in the office.	
<input type="checkbox"/> / TREASURER Shall keep the accounts of the Society.	
<input type="checkbox"/> / ASSISTANT TREASURER Shall assume the duties of the Treasurer in his/her absence.	
Nominee's signature: _____	
Submitted by _____, with registration no. _____ (if applicable).	
*DEADLINE TO SUBMIT FORMS: _____, 20__. The election for Directors will be held in June. Mail to: The Secretary, 41 Lady Musgrave Road, Kingston 10, Jamaica. Or fax to: 876- - .	

25. Only one candidate may be nominated on any nomination form.
26. A nomination form shall—
- a) specify the candidate's name, address and professional registration number;
 - b) be signed by the candidate;
 - c) specify the candidate's age;
 - d) specify the names and registration numbers of the persons nominating the candidate.
27. Any candidate wishing to be nominated shall provide to the Secretary by the specified time, a completed nomination form, signed by him.
28. All nominees shall provide to the Secretary by the specified time—
- a) a declaration signed by the candidate which confirms that—
 - (i) the information provided on the nomination form is correct,
 - (ii) the candidate consents to being nominated,
 - (iii) if elected, the candidate intends to serve for a full term of office,
 - (iv) the candidate is eligible to act as the trustee of a charity;
 - b) particulars of the extent and type of work undertaken by the candidate within and for, the profession of pharmacy;
 - c) a declaration, signed by the candidate attesting that he has not received a criminal conviction or police caution nor been the subject of any finding, penalty or censure issued by the Council, or a Committee of the Society or any other regulatory or public body, or any other decision by any person or body that the candidate considers relevant.
 - d) a statement, signed by the candidate, confirming that no retention fee or penalty due to the Society from that candidate remains unpaid;
 - e) particulars of his professional qualifications; and
 - f) a photograph of himself taken within the previous six (6) months.
29. Nomination forms (together with accompanying material) shall be delivered to the Secretary before the latest time specified thereon for the return of nomination forms and to the place and in the manner specified.

30. The Secretary shall declare invalid any purported nomination form which has not been properly signed or completed, is not accompanied by the items mentioned at Article 28 a) to f) above, is received after the specified latest time for receipt, or which in any other respect does not comply with these Articles.

31. If a prospective candidate dies or ceases to be eligible for election before the close of the nomination period, the nomination shall be deemed to have been withdrawn.

32. Upon the expiry of the latest time for receipt of nominations, the Secretary shall—

- (a) determine the validity or otherwise of nominations received;
- (b) inform prospective candidates as to whether or not they have been validly nominated, and where he has decided that a purported nomination is invalid, provide reasons for that decision;
- (c) publish a list of validly nominated candidates on the Society's website.

HOLDING OF BALLOT

33. Where, after the expiry of the latest time for receipt of nominations in any election, the number of candidates standing for election does not exceed the number of Society places for which they are nominated, the Board shall—

- (a) dispense with the need to hold a ballot; and
- (b) forthwith declare those candidates elected.

34. Where, after all candidates have been declared elected in accordance with Article 33, places on the Society remain unfilled, the Executive Committee shall cause a by-election to be held to the remaining places on the Society.

35. Where, after the expiry of the latest time for receipt of nominations in any election, the number of candidates standing for election is greater than the Society places for which they are nominated, the Executive Committee shall cause a ballot to be held.

36. Each voter shall have as many votes as there are vacancies for which he is eligible to vote.

MEMBERS OF THE BOARD AND THEIR DUTIES

37. **PRESIDENT**. The President shall preside at all meetings of the Society and shall be responsible for the proper conduct of business at all meetings. He/she shall have a casting vote. He/she shall sign the Minutes of the meetings after they are moved, seconded and confirmed.

38. In conjunction with Secretary and Treasurer, the President shall superintend the general administration of the affairs of the Society and shall endeavour to secure the observance of these Articles and any subsequently made rules or regulations, by all concerned.

39. **FIRST VICE PRESIDENT.** The First Vice President shall assist the President in the performance of his/her duties and perform any other duties as assigned by the Board. In the absence of the President, he/she shall also perform the duties of that office.

40. **SECOND VICE PRESIDENT.** The Second Vice President shall act in the absence of the President and the First Vice President and shall perform any other duties assigned to that office by the Board.

41. In the absence of the President, First Vice President and Second Vice President, a Chairman shall be elected by the members present to preside over the meeting.

42. **SECRETARY.** The Secretary shall conduct the business of the Society in accordance with these Articles and shall carry out the instructions given to him/her by the President or the Executive Committee from time to time at all meetings.

43. The Secretary shall be responsible for the conduct of the Board elections process. He/She shall—

- a) specify the method, place, date and latest time for return of nominations and voting forms;
- b) determine any question as to the eligibility of any candidate to stand for election;
- c) determine any question as to the eligibility of any person to vote in an election;
- d) in the event of challenge, and after consultation and receiving the approval of the Committee, determine the outcome of any election;
- e) in the event of challenge, determine the interpretation of these Articles;
- f) notify the Society of any members whose term of office is due to expire and any casual vacancies that may arise;
- g) publish the Notice of Election;
- h) oversee the running of elections;
- i) take all reasonable steps to ensure the secrecy of the ballot and to guard against electoral malpractice;
- j) inform the Society and all candidates of the outcome of any election; and
- k) publish the result of any elections held.

44. The Secretary shall be assisted by an Assistant Secretary and may appoint bodies or persons (not being Society members) to provide him/her with such administrative assistance as he/she considers necessary to enable him to carry out his/her functions under these Articles.

45. In addition to the foregoing, the Secretary shall attend all meetings and shall have the minutes recorded. He/she shall have the right to speak and vote, prepare an Annual Report, keep a record of attendance at all General and Executive Meetings, prepare and circulate a slate of candidates to the membership in good time, so that proxies will reflect the considered votes of the members issuing their proxies.

46. The Secretary shall give adequate Notice of all meetings. His/her office shall be under the direct supervision of the President.

47. **ASSISTANT SECRETARY.** The Assistant Secretary shall assist the Secretary in all matters concerning the Secretarial duties of the Society and shall in absence of the Secretary act in the office.

48. **TREASURER.** The Treasurer shall keep the accounts of the Society.

49. He/She shall lodge all monies received to the Account of the Society in an approved Commercial Bank or Financial Institution authorised by the Executive Committee and shall make such payments as may be constitutionally authorised, and in conjunction with the Trustees of the Society, withdraw funds on behalf of the Society.

50. He/She shall maintain proper account books and shall produce such books, vouchers and other relevant documents upon request by the Executive Committee or the Auditors.

51. He/She shall prepare and present annual audited financial statements and monthly reports to the Secretary for submission at the meetings, and shall give any assistance that the Auditors may require.

52. He/She shall be fully responsible to the society for all monies passing through his hands in respect of transactions regarding the Society.

53. **ASSISTANT TREASURER.** The Assistant Treasurer shall assume the duties of the Treasurer in the absence of the latter and perform any other duties assigned to that office by the Board.

TRUSTEES

54. The Trustees shall consist of the President, Secretary, and one other member of the Society nominated and approved in Executive Committee, and shall have responsibility for the assets of the Society. Withdrawals of funds of the Society shall be made on the signatures of any two of the Trustees.

AUDITORS

55. The Board shall appoint two internal Auditors. The Society's Internal Auditors shall audit the Society's accounts at intervals determined by the Committee.

56. They shall prepare an annual report for presentation at the Annual General Meeting.

57. The Final Annual Accounts of the Society shall be prepared and audited by a group of independent and qualified Accountants who shall attach their seal in the normal business manner.

REMUNERATION OF AUDITORS

58. The Committee shall possess the power to determine the Auditors' remuneration.

MEMBERSHIP

59. The membership of the Society shall consist of the persons who are registered pharmacists, pharmacy students and pharmacy interns in Jamaica and such other categories of persons as may be specified and approved by the Board.

HONORARY MEMBERS AND FELLOWS

60. Honorary Members of the Society shall be—

a) the members of the Society who are not registered pharmacists, including Scientific Workers or other persons eminent in national life, who by their interest in the Society or ability to contribute to the general welfare of the profession as a whole, are recommended by the Executive Committee of the Society and ratified by members at any general meeting; and

b) persons other than members, who have rendered distinguished service to the Society or to pharmacy, considered for honorary membership at one meeting of the Society and designated as such by the Executive Committee at a further meeting.

61. Honorary Fellows may be designated by the Society from amongst persons, other than members, who have distinguished themselves in any of the branches of knowledge embraced in the educational or scientific objects of the Society and persons other than members who are eminent in public life.

62.. No Honorary Member or Fellow may use any letters or abbreviation purporting to reflect his/her designation under this section.

LIFE MEMBERSHIP

63. Provision shall be made for life membership to be determined by the consensus of the members of the Executive Committee of the Society. This membership shall be voluntary and its members shall enjoy all privileges and benefits of the Society.

ASSOCIATE MEMBERSHIP

64. Provisions shall be made for Students and interns to gain associate membership at a fee to be determined by the consensus of the Committee.

65. In these Regulations, "student" means an undergraduate student of a school of pharmacy in Jamaica reading for a degree granted in respect of pharmacy that has been approved by the Pharmacy Council of Jamaica for the purpose of registration as a pharmacist in Jamaica,

or a graduate who has been awarded such a degree, who is not registered as a pharmacist and who is undertaking postgraduate research or studies leading to a higher degree related to pharmacy, or who is a preregistration trainee in Jamaica.

67. Students may attend meetings of the Society's Branches and of other subdivisions of the Society.

68. In pursuance of its objects and the Rules, the Society may maintain an agreement to cooperate with, consult and support an association of students.

SUSPENSION/ TERMINATION OF MEMBERSHIP

69. A member of the Society may be suspended from participation in the business of the Society in accordance with these Articles or by special resolution of the Society following a decision by the Society that the member is regarded to be temporarily incapacitated by virtue of adverse physical or mental health or where he/she is in arrears for over one year, of payment of subscription fees.

70. A member of the Society shall cease to hold office or to be a member of the Society, if—

a) he/she resigns by writing to the Secretary, provided that such resignation shall not be of effect if it would cause there to be fewer than the number of the Society members required to form a quorum for a meeting of the Society; or

b) where applicable, he/she ceases to be registered in the Register of practising Pharmacists or is no longer an intern or student; or

c) Subject to investigation and decision of the Committee, the member repeatedly disregards any Rules or Regulations of the Society. In such circumstances, such a member shall have the right to an appeal, and shall be allowed to appear and defend themselves before an investigating panel appointed by the Committee; or

BRANCHES

71. The Society shall provide for the maintenance of a system of local Branches of the Society and shall determine or provide for the determination of their constitution and functions. The Society may determine the geographical areas to be covered by Branches, may require Branches to furnish financial or other information, and may issue guidance to Branches on any matter.

72. A Branch shall consist of members of the Society whose registered addresses are within the area of the Branch concerned. With the permission of, or under procedure approved by, the Society, a member may transfer from one Branch to another.

73. The Society shall arrange for meetings to be held to be attended by representatives of Branches and shall determine the purposes, composition, agenda, frequency, and location of such meetings.

FEEES

74. An Annual Subscription Fee shall be paid by all members at the beginning of each calendar year. This fee amount shall be determined by the Committee and shall be subject to annual revision.

75. Affiliated Student Associations shall pay to the parent body a fee per pharmacy student member per annum, as determined by the members of the Committee of the Society.

76. Registered members of the Student Organisations are not required to pay direct fees to the Pharmaceutical Society of Jamaica, but should be in good financial standing with their student body.

77. Honorary members shall be exempted from the payment of Annual Subscription Fees.

78. Pharmacy interns shall pay an annual subscription fee to the Society an equivalent to Fifty percent (50%) of the Annual Subscription of the Annual fee of Pharmacists.

THE SOCIETY, ITS MEETINGS AND PROCEEDINGS

79. The Society shall meet not fewer than three (3) times in each calendar year, on such day and at such time and at such place as it chooses. The date and location shall be published in advance of each meeting. Any further meetings shall be notified in writing to the members of the Society by the Secretary upon the direction of the President or the Committee.

80. The quorum for a Society meeting shall be sixteen (16) members.

81. The Secretary shall give to all members of the Society at least seven (7) clear days' notice of a meeting of the Society beginning with the day of sending the notice by fax, post or email.

82. A decision of a meeting of the Society may be implemented as soon as practicable, notwithstanding that the minutes of the meeting at which the decision was made have not been confirmed at a subsequent meeting.

83. In pursuance of the objects of the Society and in the exercise, on its behalf, of the Society's powers in these Articles, the Society may from time to time establish or dissolve committees or other informal groups, composed of its own members or other persons, for any purpose as may be expedient;

TYPES OF MEETINGS

EXECUTIVE MEETINGS

84. The Committee shall meet at least once each month at a time and place predetermined by the Secretary in consultation with the President with prior notice of such meetings being sent to members of the Committee. Any elected executive member who is absent from three (3) consecutive meetings, without submitting an apology, acceptable to the Executive Body, shall be deemed to have demitted office.

85. Five (5) members shall form a quorum.

86. The Committee shall have powers to co-opt.

GENERAL/BRANCH MEETINGS

87. General Meetings shall be held at regular intervals, decided by branch executives, at a time and place for which due notice has been given to all members. Twelve (12) members shall form a quorum.

SPECIAL MEETINGS

88. Special Meetings maybe called at the discretion of the Committee.

EXTRA-ORDINARY MEETINGS

89. Extra-ordinary meetings may be called at any time on the written application of any twelve (12) financial members of the Society.

90. Such application should state the reasons for calling the meeting and the notice of intention should be sent to the Secretary at least seven (7) clear days before the proposed date of the meeting.

NATIONAL REGIONAL MEETINGS

91. Three (3) such meetings shall be held each year One (1) in each region ie. Western, Eastern and Central Branches.

ANNUAL GENERAL MEETINGS

92. Annual General Meetings shall be held at a time to coincide with The Society's Annual Retreat during which there will be election of Officers, who shall take office and be installed at the beginning of the following year.

93. Resolutions for consideration at the Annual General Meeting should be submitted in writing to the Secretary at least one (1) month before the meeting is convened.

VOTING

94. Further to Article 13 above, Members who are in arrears with subscriptions for more than one (1) year shall not be entitled to vote at any meetings, and in accordance with Article 69, may be suspended from participation in the business of the Society.

95. Voting shall be by secret ballot and certified proxy votes of eligible members and shall be permissible for all members of the executive.

96. Affiliated associations shall be granted voting rights at the Annual General Meeting or regular Monthly Meeting through their appointed representatives in the ratio of one (1) vote to every ten (10) Pharmacy Students who are members of their affiliate Association.

SEAL

97. The Seal shall bear the Society's name, and its crest and motto, as registered.

98. The Secretary shall be the custodian of the Seal.

99. The Society may direct that the Seal be affixed to any document, and the Secretary shall keep a record of its use.

100. Any document to which the Seal is applied shall bear the signature of the President, or First Vice-President, the Secretary and one other Officer of the Society.

RULES, PROTOCOLS AND GUIDANCE

101. Subject to these Articles, the Society may make, approve, publish, amend or revoke any form of Rules, protocol, instrument or guidance document for any purpose connected with the management of the affairs of the Society and the pursuit of its objects, whether for the observance of the Society and its Committees or of the members of the Society or for the information of the public.

SPECIAL RESOLUTIONS

102. Where the Society passes or proposes to pass a resolution of the Society on a matter specified by these Articles or any Rule, as requiring to be subject to a Special Resolution, the Society shall determine in relation to such resolution that it shall be confirmed:

- a) by a two-thirds majority vote on a show of hands (or in a poll, conducted by secret ballot) of the members present at a general meeting of the Society; or
- b) by a two-thirds majority vote of the members present at a general meeting, including the votes cast by the chairman of the meeting on behalf of absent members for whom he holds proxies indicating how the proxy-giver wishes to vote on the resolution; or
- c) by a two-thirds majority vote of the members voting electronically or in a postal ballot, or by a combination of both methods, as determined by the Society.

PROCEDURE FOR MAKING AND AMENDING REGULATIONS

103. Any proposal to make, amend or revoke a regulation shall be considered by the Committee and, if adopted, shall be published in accordance rules developed by the Society.

104. Following publication, the Committee may make technical or drafting modifications which do not alter the substance of the proposal before it is submitted for approval by the Board.

PREPARED AND FILED by **LEGAL RESEARCH & DRAFTING SERVICES LIMITED**,
47E Old Hope Road, Suite 3A, Kingston 5, Jamaica, (876) 620-6933, Corporate Services Providers,
for and on behalf of the **PHARMACEUTICAL SOCIETY OF JAMAICA LIMITED**.