CONSTITUTION AND BYE-LAWS

of

Keep Bermuda Beautiful
Registered Charity #26

Background

Keep Bermuda Beautiful (KBB) is an island-wide non-profit, non-partisan voluntary organisation established in 1964 by Lady Gascoigne and Phyllis West Harron after it transitioned away from its origin as a Garden Club of Bermuda committee. KBB became a Bermuda registered charity in 1966.

It was formed to provide an island-wide public service through which individuals and organisations can co-operate as a team to fight litter proliferation, encourage waste reduction and beautification of the Island.

CONSTITUTION

1) **Name**
The name of the organisation shall be Keep Bermuda Beautiful ("KBB").

2) **Objects**
The objects of KBB are as follows:

a) to bring together all companies, organisations and individuals who are interested in keeping Bermuda beautiful and free from litter
b) to educate Bermudians and residents about the importance of looking after the environment and encouraging best practice in relation to litter prevention, waste reduction and recycling
c) to promote island-wide recognition that a clean Bermuda is good for business as well as for public welfare, security and health
d) to organise regular island-wide volunteer-led collections of litter and direct the collected debris to the appropriate disposal sites for recycling, electronic waste, hazardous waste, composting or landfill
e) to serve as a public advocate on environmental issues that relate to Bermuda's terrestrial and marine litter and the harm that it may cause to public health, environmental pollution and animals/marine life
f) to form community partnerships and broad-based community alliances with public and private organisations to achieve sustainable community improvement
g) to collect and share information and statistics relating to Bermuda's terrestrial and marine litter with other like-minded individuals and organisations both local and abroad, or such other object as the Board of Directors may decide from time to time

3) **Membership**
Membership is open to any person or organisation that is interested in supporting KBB's objects. Membership types include, but are not limited to, corporate, patron, family or individual. All members may nominate either themselves or a person from their organisation to sit on the Board of Directors.

4) **Board of Directors and Officers**

The affairs and business of KBB will be managed by an elected (voluntary) Board of Directors all of whom are Directors and some will also be Officers: President, Vice President, Treasurer and Secretary. The Board of Directors will be elected by the KBB membership at the Annual General Meeting.

No elected member of the Board of Directors shall serve in the same office for more than four (4) consecutive years with the exception of any Director whose job description dictates their inclusion on KBB's Board – this includes ex-officio representatives from the Garden Club of Bermuda, Department of Works & Engineering (Waste Management) and Department of Parks.

The Board of Directors shall be comprised of no less than five (5) and no more than thirteen (13) members. A simple majority will form a quorum.

Decisions on questions arising at any meeting shall be determined by a majority of votes. In the case of equal votes, the motion shall be deemed to have been lost. The motion can be considered and voted upon again at a future meeting.

The President or, in his/her absence, the Vice-President shall preside as chairman at every meeting of the Board of Directors. In the absence of both of them, the members present shall choose one of their number to be chairman of the meeting.

Vacancies on the Board of Directors may be filled at any time by the Board of Directors, and the new Director or Officer will be subject to election at the next Annual General Meeting.

Members of the Board of Directors shall serve until the next Annual General Meeting following their election or appointment unless their term is terminated sooner by resignation or removal. A Board member may resign by submitting a letter of resignation to the President.

The Board of Directors shall meet monthly, attend an annual planning meeting to formulate the next year’s goals, objectives and action plan, and attend an annual budget planning meeting.

5) **Funds**

All monies received by KBB through memberships, fundraising events, donations, and all other means shall be managed by the Executive Director within the remit of KBB’s Board-approved Annual Budget. All payments and financial matters shall be managed by the Executive Director and recorded by a designated staff member, bookkeeper or accountant, with all payment transactions requiring dual approval from any two authorised signatories from the Board of Directors.

6) **Amendments to the Constitution**

This Constitution may be amended by the affirmative majority vote of all voting members present at any duly convened Annual General Meeting or Special General Meeting. Any proposed amendments shall be published on the KBB website or in a newspaper at least two (2) weeks before the date of the meeting at which they will be considered.

7) **Dissolution or Winding Up**

If, on the dissolution or winding up of KBB, there remain any assets (including donations from members) after the satisfaction of all existing debts and liabilities, the surplus of such assets shall not be returned to members but shall be given to some other registered charity or charities in Bermuda who are of good standing and have similar or compatible objects to those of KBB.

BYE-LAWS

Of

Keep Bermuda Beautiful

ARTICLE 1 OFFICERS AND COMMITTEES

Section A: Officers

1) **President**
The President shall chair all meetings of the Board of Directors and all Annual General Meetings or any Special General Meetings and shall be responsible for preparing or arranging the preparation by others of the Annual Report. The President shall be an ex-officio member of all sub-committees (if created) and shall appoint all sub-committee chairs taking into account, but not necessarily following, any recommendations of the Executive Director.

The President shall work in partnership with the Executive Director to ensure that all resolutions of the Board of Directors are carried out but for the avoidance of any doubt the President, in consultation with the other Officers, shall have the final say in relation to the form of all and any measures required to implement such resolutions.

2) **Vice President**
The Vice President shall act on behalf of the President in the President's absence, including chairing meetings of the Board of Directors, giving support and assistance to the President and in the event that the office of the President becomes vacant, becoming the President on an acting basis until the next Annual General Meeting when such appointment will be voted on to become permanent or not. The Vice President shall perform such duties as may be designated to them by the President from time to time.

3) **Secretary**
The Secretary shall be responsible for preparing the minutes of all meetings, correspondence and all other documents relating to meetings of the Board of Directors, the Annual General Meeting and any Special General Meetings. He/she shall be the custodian of all documents, records and papers relating to KBB, including the safe and permanent storage of all minutes.

4) **Treasurer**
The Treasurer shall be responsible for presenting a financial report at each meeting of the Board of Directors, the Annual General Meeting and at a Special General Meeting if requested to do so. The Treasurer, working with the Executive Director, will ensure that all information is kept safe and secure and complies with all local regulations and external reporting requirements (if any), including the safe and permanent storage of all approved year-end financial statements.

The Treasurer shall assist the Executive Director in the preparation of the annual operations budget and any programme budgets as and when required. The Treasurer will also assist with the annual audit process and year-end financial reporting.

5) **Directors**
The Directors shall attend all meetings including but not limited to those of the Board of Directors, Annual General Meetings, Special General Meetings and annual planning meetings when they are able. They shall read all minutes, reports and other materials provided and use their best endeavours to make decisions which are in the best interests of KBB free from all other personal or other third-party interests or influences which may compete with this. Directors shall comply with the KBB conflict of interest policy at all times during their tenure in office.

6) **Compliance Officer**
The Board shall appoint a Compliance Officer who shall be responsible for receiving reports from KBB members, employees and volunteers in relation to suspicions of money-laundering and/or terrorist financing offences and, if necessary, submitting a report to the relevant authorities in Bermuda. The Compliance Officer shall receive adequate training and shall be responsible for training any relevant KBB officers and for maintaining an anti-money laundering and anti-terrorist financing policy and the associated internal processes and procedures. The Compliance Officer position shall be filled by a Director or another volunteer.

7) **Executive Director**
The day-to-day business of KBB will be carried out and managed by an Executive Director. The Executive Director will report directly to and be managed by the President or in his/her absence by the Vice President or any other member of the Board of Directors appointed to do so by the President.

The Executive Director will attend and report to the Board of Directors at its monthly meetings and annual planning meetings. For the avoidance of any doubt the Executive Director will not be able to vote at any such meetings.

The Executive Director will be employed under a contract which terms will be approved by the Board of Directors.

8) **Removal of a Director**
A Director may be removed from his/her post either (a) by a majority vote of the Board of Directors passing a resolution for this to happen or (b) by a resolution being proposed and agreed by the majority of members at an Annual General Meeting or a Special General Meeting.

Section B: Committees

1) **Board of Directors**
The Board of Directors shall meet in accordance with clause 4 of the Constitution and shall have the power to fill any vacancies on the Board which may arise from time-to-time by way of Co-Option.

2) **Sub-Committees**
Any member of the Board of Directors shall have the power to call for the creation of a sub-committee to deal with all matters which are relevant to KBB from time-to-time, but which would be better dealt with by a sub-committee rather than the full Board of Directors. The exact

composition of any such committee will be decided by the Board of Directors on a simple majority vote basis. Such committees may include, but not be limited to, areas such as events, membership, fundraising and PR/marketing or such other matters as the President or member of the committee may propose provided such proposal is agreed by a majority of the Board of Directors.

ARTICLE 2 MEMBERSHIP

Section A: New Members

All new members shall complete a membership application form and pay the appropriate membership fees before being accepted as a member of KBB. The Board of Directors shall have the power to increase all membership fees from time-to-time as and when it considers it appropriate to do so subject to the pre-approval of any such increases from the Members at the Annual General Meeting or at a Special General Meeting.

All existing members who wish to renew their membership should do so at the start of the membership period each year.

ARTICLE 3 MEETINGS

Section A: Annual General

The Annual General Meeting shall be held once in every twelve (12) month period for the purpose of receiving the Annual Report from the President which includes the year-end financial statements, recognizing any achievements or award winners, and electing the Board of Directors.

Section B: Special General

Special General Meetings may be called by the President or by the written request of any three (3) members of the Board of Directors given or sent to the Secretary. Not less than two weeks' notice of the said meeting shall be given to Members either by email, letter or publication on the KBB website or in a newspaper stating the time, date and location of the meeting. The notice will give members details of the topics which will be discussed at the meeting.

Section C: Board of Directors

The Board of Directors will meet as per clause 4 of the Constitution. Additional meetings may be called by the President if this is deemed necessary.

Section D: Quorum

At any Annual General Meeting five (5) or more members shall constitute a quorum for the transaction of business.

At any Special General Meeting five (5) or more members shall constitute a quorum for the transaction of business.

At any Board of Directors meeting a simple majority shall constitute a quorum for the transaction of business.

ARTICLE 4 ELECTION OF OFFICERS

Members in good standing may stand for election. The nominations for officers shall be made in writing to the President no later than three (3) weeks before the Annual General Meeting. Such nominations shall be advertised on the KBB website or in a newspaper not later than two (2) weeks before the Annual General Meeting.

ARTICLE 5 AMENDMENTS

These Bye-Laws may be amended at any Annual General Meeting or Special General Meeting by a simple majority of those members present. Any proposed amendments shall be published on the KBB website or in a newspaper at least two (2) weeks before the date of the meeting at which they will be considered.

ARTICLE 6 INDEMNITY

KBB shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of it against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceedings not to have acted in good faith in the reasonable belief that such action was in the best interest of KBB.

APPROVED AND ADOPTED AT THE KBB ANNUAL GENERAL MEETING on the 8th Day of May 2024