

BYLAWS  
of the  
ANGUILLA ANIMAL RESCUE FOUNDATION CORPORATION

INCORPORATED UNDER THE COMPANIES ACT OF THE GOVERNMENT OF ANGUILLA  
REGISTERED UNDER SECTION 188, COMPANIES NOT-FOR-PROFIT

1. NAME AND REGISTERED OFFICE

- 1.1 The name of the Company is the Anguilla Animal Rescue Foundation Corporation (hereinafter referred to as "AARF").
- 1.2 The Registered Office of AARF shall be situated at Counsel Limited in The Valley, Anguilla as the Executive Committee shall from time to time determine.

2. OBJECTIVES

- 2.1 The objectives of AARF shall be to:
  - 2.1.1 Promote, develop and assist in the humane treatment and care of animals in Anguilla.
  - 2.1.2 Educate the public in the humane treatment and care of animals.
  - 2.1.3 Advise Government on the needs of animals.
  - 2.1.4 Lobby for changes in legislation as necessary to assist in achieving these objectives.
  - 2.1.5 Acquire and hold by purchase or exchange or by gift or bequest any personal property, and to sell, exchange, mortgage or otherwise dispose of any such property in pursuance of the purposes of AARF.
  - 2.1.6 Invest the money of AARF upon the security or purchase of any personal property and to sell, exchange, mortgage, vary or dispose of the same as AARF may from time to time determine.
  - 2.1.7 Make such rules for the constitution of the Committee of Management (hereinafter called the "Executive Committee") from among the members of AARF and the general conduct of its business, as AARF shall see fit.
  - 2.1.8 Conduct research or investigation as needed to determine the needs of animals in Anguilla.
  - 2.1.9 Do anything which the Executive Committee believes will further the objectives of AARF.
  - 2.1.10 Encourage enlightened legislation to support such policies, as AARF shall think proper.
  - 2.1.11 Provide means by which financial assistance could be realized.

3. MEMBERSHIP

- 3.1 Any person wishing to join AARF and abide by the objectives of 2.1 may join and then receive benefits based on terms and conditions set out by the Executive Committee. At present, terms include an annual membership fee and provides for voting privileges for candidates for office.
- 3.2 Any member whose dues subscription has been unpaid for one (1) year shall cease to be a member.
- 3.3 Only members in good standing are eligible to vote.
- 3.4 Only members in good standing may be voted or appointed to the Executive Committee.

- 3.5 Cessation of Membership: If any member refuses or neglects to comply with the provisions of the bylaws or conducts himself/herself in a way which in the opinion of the Executive Committee is or may be injurious to the Company the directors may by notice in writing call upon him/her to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by the directors), he may forthwith be expelled by the directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of the members.

#### 4. EXECUTIVE COMMITTEE

- 4.1 The membership shall at each Annual General Meeting (AGM) elect the members of the Executive Committee, which shall be responsible for the management of the affairs of AARF until the next Annual General Meeting.

The Officers of the Company shall consist of:

- 4.1.1 President;
- 4.1.2 Vice President;
- 4.1.3 Secretary; and
- 4.1.4 Treasurer.

In addition to the Company Officers, the Executive Committee shall also consist of:

- 4.1.5 Members-at-Large (2);
- 4.1.6 Directors (2); and
- 4.1.7 US Directors (2).
- 4.1.8 The immediate past President shall be an *ex officio* member of the Executive Committee for one (1) year after his/her replacement.
- 4.1.9 The Secretary will contact the general membership for nominations for the Executive Committee (4.1.1 - 4.1.5). Positions 4.1.6 and 4.1.7 are permanent positions and can be filled by the same individual(s), if needed.
- 4.1.10 Members in good standing will be requested to submit their nominations before the next AGM. All nominated persons will be contacted to confirm whether or not they are interested in standing for nomination. The list of proposed candidates will be submitted to the general membership for election.
- 4.1.11 Executive Committee members should have no conflict of interest and no high profile in the political sphere and may neither be paid by AARF nor be a member of its staff.

- 4.2 In addition to the elected members, the Chairpersons of the Standing Committees shall be members of the Executive Committee.

- 4.3 The Executive Committee shall meet as often as necessary but at least one meeting every two (2) months. The powers and duties of the Executive Committee shall be to:

- 4.3.1 Conduct the business of AARF.
- 4.3.2 Consider and advise on the financial position and the day-to-day administration of AARF.
- 4.3.3 Consider any other matter which may concern AARF as a whole.

- 4.4 Any vacancy occurring in the Executive Committee may be filled by nomination by the Executive Committee from among the general membership.

4.4.1 The office of a member of the Executive Committee shall be vacated if he/she:

- 4.4.1.1 Dies or becomes of unsound mind or becomes bankrupt;
- 4.4.1.2 Resigns the office by notice in writing to the President; or
- 4.4.1.3 Misses two (2) consecutive meetings of the Executive Committee without communication with a member of the Executive Committee.

- 4.4.2 Any appointment under (4.4) shall be for the unexpired balance of the term and shall terminate either for one of the causes under (4.4.1) or at the next Annual General Meeting.
- 4.5 All nominees of the Executive Committee running unopposed shall be elected by a show of hands at the Annual General Meeting. When two or more candidates are running for the same position, election shall be conducted by secret ballot at the AGM. The Officers so elected shall hold office until the next AGM, when they shall be eligible for re-election.
- 4.6 The President shall:
  - 4.6.1 Preside at all meetings of the Executive Committee and at all General and Special Meetings of AARF.
  - 4.6.2 Execute all documents of AARF except documents related to the property of AARF vested in the Directors.
  - 4.6.3 Exercise general supervision of the affairs of AARF, subject to the approval of the Executive Committee.
  - 4.6.4 Appoint all the chairs of all Standing Committees with the approval of the Executive Committee. He/she shall be an ex-officio member of all committees and shall perform all usual duties incidental to his/her office.
  - 4.6.5 Attend any local meetings which may be of interest to AARF.

- 4.7 The Vice President shall:
  - 4.7.1 Serve as Chairman of one of the standing committees as appointed by the President and assume all duties and responsibilities of that committee.
  - 4.7.2 Assist the President in his/her duties.
  - 4.7.3 Act in his/her place upon the President's designation and in his/her absence.

- 4.8 The Secretary shall:
  - 4.8.1 Prepare the agenda as directed by the President for all meetings of AARF, sending a copy of the agenda to all members at least TWO days before the meeting.
  - 4.8.2 Record, prepare and distribute minutes of all meetings to the President within SEVEN days after the meeting has taken place.
  - 4.8.3 Secure permission and reserve, if needed, a meeting place.
  - 4.8.4 Acknowledge all donations via either an electronic or postal thank you note.

In the absence of the Secretary, the Chairperson of the Meeting shall appoint an Acting Secretary from among the members present at that meeting.

- 4.9 The Treasurer shall:
  - 4.9.1 Have the care and custody of all the local funds and securities and shall deposit the same in the name of AARF in such bank or banks.
  - 4.9.2 Collect all membership dues and keep a financial account of all funds collected.
  - 4.9.3 Keep an itemized account of all receipts and disbursements and present a written report to AARF at the Annual General Meeting.
  - 4.9.4 Prepare and propose an annual target.
  - 4.9.5 Submit all books of accounts for annual review. Produce financial statements after the end of each Financial Year. Aforesaid Financial Statements must also be provided to the US Director and also filed with the Company's registrar, again on a timely basis.
  - 4.9.6 Review proposals/recommendations from other committees with regard to financial feasibility.
  - 4.9.7 Maintain an up-to-date list of all financial donors, notifying the secretary at least monthly of necessary information to acknowledge donation(s). Refer to 4.8.4.
  - 4.9.8 Deliver to the newly elected Treasurer all money, vouchers, books and papers of AARF in his/her custody with a supplementary report covering all transactions to date.

- 4.9.9 Account to Executive Committee on Demand.
- 4.10 The Member-at-Large (2) shall serve as Chairman of one of the standing committees as appointed by the President and assume all duties and responsibilities of that committee.
- 4.11 The Directors shall be the Officers, ex officio, who have chosen to provide their personal information to the Registrar as part of the company registration of AARF, a non-profit company incorporated under the Anguilla Companies Act.
- 4.12 The US Directors shall be the Officers, ex officio, who are United States citizens and have chosen to provide their personal information to the United States Government as part of the company registration of Anguilla Animal Rescue Corporation (AARC), a 501c3 non-profit company currently incorporated in the State of Florida.

The US Directors shall:

- 4.12.1 Have the care and custody of all the international funds and securities and shall deposit the same in the name of the AARC in such bank or banks.
- 4.12.2 Have the care and custody of the US debit and credit cards.
- 4.12.3 Control the online legal presence of AARC, including but not limited to PayPal, Amazon and any other entities that identify AARF as AARC and contain the associated Employer Identification Number and banking information for AARC.
- 4.12.4 Maintain all United States Federal and State annual filings.
- 4.12.5 Account to the Treasurer on a monthly basis of all international transactions.

Unless sooner determined, the US Director's term of office shall be from the date of the meeting at which he/she is elected or appointed until his/her successor is elected or appointed and all legal/financial paperwork has been processed and approved.

## 5. MEETINGS

- 5.1 Ordinary General Meetings shall be held at such a time and place, as the Executive Committee shall determine.
- 5.2 A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend such meeting:
  - 5.2.1 General Meeting Notice - not less than two days before the date of the meeting.
  - 5.2.2 Annual General Meeting Notice - not less than twenty-one days or more than fifty days before the date of the meeting.
- 5.3 The Annual General Meeting shall be scheduled in the first quarter of the year at a time to be determined by the Executive Committee, and to be held no later than 31 March.
- 5.4 The business of the Annual General Meeting shall be to:
  - 5.4.1 Confirm the Minutes of the previous Annual General Meeting.
  - 5.4.2 Consider, approve and adopt the Annual Report and the Financial Report of AARF.
  - 5.4.3 Elect the officers of AARF and the Members of the Executive Committee.
- 5.5 The business of an ordinary General Meeting shall be to:
  - 5.5.1 Confirm the Minutes of the previous ordinary General Meeting.
  - 5.5.2 Conduct any other business which may be conducted at an ordinary General Meeting.

- 5.6 The Executive Committee may, whenever it thinks fit, or at the request in writing of FIVE percent of the members of AARF, convene a Special General Meeting. In the case of such requisition the following provisions shall have effect:
- 5.6.1 The requisition must state the purposes of the meeting and must be signed by the petitioners and deposited at the Registered Office and may consist of several documents in like form each signed by one or more of the petitioners;
  - 5.6.2 If the Executive Committee does not, within twenty-one days from the date of the petition being so deposited, proceed to convene a meeting, the petitioner or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
  - 5.6.3 The Executive Committee shall be deemed not to have duly convened the meeting if they do not give such notice as is required within fourteen days from the deposit of the requisition;
  - 5.6.4 Any meeting convened under this paragraph by the petitioners shall be called as nearly as possible in the manner in which meetings are to be called.
- 5.7 In the case of a Special Meeting, the notice shall specify the nature of the business and the text of any special resolution to be submitted to the meeting.
- 5.8 No business may be transacted at any meeting unless a quorum is present at the time the meeting proceeds to business. Fifty percent of the Executive Committee shall form a quorum for the transaction of business and notwithstanding any vacancy, a quorum may exercise all the powers of the Executive Committee.
- 5.9 Every member present in person and entitled to vote shall, on a show of hands, have one (1) vote only, except the Chairman of the Meeting, who shall have a casting vote in addition to the vote to which he/she may be entitled as a member. Persons who are off island at the time of elections are permitted to send a written (email) ballot to Secretary. A resolution put to the vote shall be decided on a show of hands by a majority.
- 5.10 A resolution to make, alter, or rescind the Bylaws of AARF shall be by a two-thirds majority of the Executive Committee.

## 6. STANDING COMMITTEES

- 6.1 Nine (9) Standing Committees are established to assist in the execution of the objectives of AARF. The Chairpersons of these committees will be appointed by the President with the approval of the Executive Committee and will be members of the Executive Committee.
- 6.2 The Standing Committees report to the Executive Committee and have no executive power of their own. The Standing Committees shall be:
- 6.2.1 Policy & Procedures
  - 6.2.2 Membership
  - 6.2.3 Education
  - 6.2.4 Communications
  - 6.2.5 Adoption
  - 6.2.6 Fundraising Events/Functions
  - 6.2.7 Shelter
  - 6.2.8 Spay-Neuter
  - 6.2.9 AARF Thrift Shop, Second Chances
- 6.3 The duties of each Committee, which may be modified by the Executive Committee from time to time, shall be as follows:
- 6.3.1 Policy and Procedures Committee
    - 6.3.1.1 Review existing bylaws and as needed recommend changes to the Executive Committee.

- 6.3.1.2 Review and prepare policies and procedures with respect to the care and
  - 6.3.1.2 Investigate needed changes in the laws of Anguilla and recommend proposed changes to the Executive Committee.
  - 6.3.1.3 Liaise with Government, as needed.
  
- 6.3.2 Membership Committee
  - 6.3.2.1 Maintain a record of the members of AARF with contact information.
  - 6.3.2.2 Promote membership for AARF by organising membership drives.
  - 6.3.2.3 Organise AARF-member events for fellowship.
  - 6.3.2.4 Annually recommend a membership fee.
  - 6.3.2.5 Organise, publish and distribute AARF membership information.
  - 6.3.2.6 Recruit volunteers to represent AARF at all sponsored activities.
  - 6.3.2.7 Update information on volunteers.
  
- 6.3.3 Education Committee
  - 6.3.3.1 The Education Committee will prepare an educational programme, subject to the approval of the Executive Committee, which promotes the care and welfare of animals and the objectives of AARF. This programme is to be presented to schools, to service, youth and church groups and other organizations including AARF Members.
  
- 6.3.4 Communications Committee
  - 6.3.4.1 Design, create and maintain all social media, including but not limited to the AARF web site ([www.aarf.ai](http://www.aarf.ai)), Facebook (AARF-Anguilla) and Instagram and incorporate information from all other committees, as needed.
  - 6.3.4.2 Liaise with Standing Committees to approve any informational brochures, flyers and pamphlets of AARF.
  - 6.3.4.3 Disseminate information regarding AARF and its programs and initiatives via newspaper, TV, radio and other communication methods, as necessary.
  - 6.3.4.4 Coordinate incoming and outgoing social correspondence on behalf of AARF.

All publications are subject to approval of the Executive Committee. All committees shall work with Communications before sending out any material to the public.
  
- 6.3.5 Adoption Committee
  - 6.3.5.1 Take photos, create and post fliers regarding animals available for adoption.
  - 6.3.5.2 Work with the Communications Chairman to disseminate information to the general public via radio and newspaper.
  - 6.3.5.3 Maintain an updated list of those wanting pets and have such information readily available for volunteer use.
  - 6.3.5.4 Coordinate with Shelter Manager when adoption days are needed and request permission for use of clinic, organizing volunteers, and setting up for the event(s).
  - 6.3.5.5 Provide adoption records to the Shelter Manager.
  - 6.3.5.6 Provide updated information on the adoption statistics at each Executive Committee meeting.
  - 6.3.5.7 Arrange foster care placements when requested by the Shelter Manager.
  
- 6.3.6 Fund Raising Committee
  - 6.3.6.1 Prepare an on-going fund raising programme to be submitted to the Executive Committee.
  - 6.3.6.2 Implement and organise all fund raising activities of the programme.
  - 6.3.6.3 Order and maintain inventory all AARF merchandise at the shelter and at applicable sales outlets.

- 6.3.6.4 Monitor and empty coin donation boxes. Repair boxes, as necessary. Sort coins and deliver to Treasurer for deposit.
- 6.3.7 Shelter Committee Shelter Manager/Liaison
  - 6.3.7.1 Manage the shelter in a professional manner including scheduling and training of volunteers and providing guidelines and AARF information to the veterinary clinic staff. In the event management of the shelter is outsourced, the responsibility of overseeing the shelter management will fall to this committee.
  - 6.3.7.2 Update the guidelines of the shelter and make necessary changes with approval of the Executive Committee when needed.
  - 6.3.7.3 Record and report to the Executive Committee all information pertaining to animals at the shelter, including end of year reports on adoptions (provided by Adoptions Chairperson), surgeries, and euthanizations.
  - 6.3.7.4 Provide and update, as required, adoption contracts, foster care forms, surrender forms, surgery release forms, trap rental and other applicable forms for shelter use.
  - 6.3.7.5 Present audited and approved AARF shelter bills to the Treasurer to be paid monthly to the veterinary clinic.
  - 6.3.7.6 Maintain a monthly report showing animals at the shelter, when vaxed, when second vax needed, when completed 14 days and other necessary info critical to adoptions and billing.
  - 6.3.7.7 Communicate frequently with Adoptions Chair regarding shelter animal care.
- 6.3.8 Spay/Neuter Committee
  - 6.3.8.1 Coordinate surgeries of AARF adoptions with veterinary clinic staff and keep updated list of all surgeries needed as well as those completed for billing purposes.
  - 6.3.8.2 Provide an updated monthly list of the adoptees who are due for spay/neuter.
  - 6.3.8.3 Update the master list of all adoptions to show when surgery is completed or reason why not.
  - 6.3.8.4 Keep and provide to Morlens and Adoptions Chair a No Adoptions Allowed list showing any adopters who have been deemed, because of refusal to bring for surgery or other circumstances, unacceptable and should not be allowed to adopt in the future.
  - 6.3.8.5 Coordinate with Morlens veterinarian and staff time for free spay neuter clinics throughout the year. Currently two free spay months lasting 6 weeks are provided – one in the Spring and one in the Fall.
  - 6.3.8.6 Provide publicity for the spay/neuter events including radio and social media announcements and displaying banners at different villages either via volunteers or hiring a professional business.
  - 6.3.8.7 Keep statistics and expenses involved regarding the number of spays and neuters per month and provide to the AARF board.
  - 6.3.8.8 Provide a yearly report showing the number of surgeries completed with breakdown of male/female and canine or feline and comparison of past year.
  - 6.3.8.9 Provide spay/neuter information to AARF supporters and request donations to continue the project.
- 6.3.9 AARF Thrift Shop, Second Chances. Manage the AARF Thrift Shop to best maximize profits to AARF.

- 6.4 A member of the Executive Committee shall always ensure a smooth transition for his/her successor, including preparing a memorandum setting out the responsibilities of the position being handed over, including e.g. relevant contacts, user credentials, recent work completed and unfinished projects, as applicable.

## 7. DIRECTORS

- 7.1 Directors shall hold office until they resign in writing to the Executive Committee or until they are removed by AARF in General Meeting by a majority of members present and entitled to vote thereat AND the successor(s) paperwork has been filed with the Company's Registrar.
- 7.2 All property belonging to AARF shall vest in the Directors for the time being of AARF, for the use and benefit of AARF and all members thereof.
- 7.3 Directors shall execute all documents dealing with the Government of Anguilla and other official business as needed.

## 8. ACCOUNTS

- 8.1 The Directors and Treasurer shall, with the consent of the Executive Committee, invest the funds of AARF in a bank or banks with Class I Unrestricted Banking License.
- 8.2 The Treasurer shall enter into the account books regularly the sums of money received and expended by AARF and the matters in respect of which such receipt and expenditure take place, and of the funds, assets, credits and liabilities of AARF.
- 8.3 The financial year for AARF shall be the calendar year, beginning 1 January and ending 31 December.
- 8.4 No money deposited in any local bank may be withdrawn except on the signature of any two of the following persons President, Vice President, Treasurer and Secretary. No money deposited in any offshore bank may be withdrawn without approval of the President and Treasurer.
- 8.5 No AARC credit card transactions (excluding payments to Morlens Veterinary Clinic) exceeding US\$200 shall be conducted without prior approval of the Treasurer. Regardless of transaction amount, Treasurer shall be notified of all credit card transactions, including date, payee and dollar amount of such transaction.



## 9. ONLINE PRESENCE

- 9.1 Any domain of AARF, including “aarf.ai”, is the property of AARF.
- 9.2 All members of the Executive Committee are provided with an email account to be used in such capacity only and during such membership only, whereafter it will be deleted.
- 9.3 All passwords will be changed at least upon the replacement of members of the Executive Committee.
- 9.4 Log-in ID and passwords for all local financial accounts shall be stored with the Treasurer and the President.
- 9.5 Log-in ID and passwords for all offshore financial accounts shall be stored with the US Directors.
- 9.6 Log-in ID and passwords for all electronic media accounts shall be stored with the Communications Chairperson and the President.

## 10. DISSOLUTION

- 10.1 AARF may be dissolved by the consent of two-thirds of the Executive Committee, testified by their signature to the Instrument of Dissolution. The assets of AARF shall, after payment of all proper debts, be disposed of for charitable purposes as the members in General Meeting may decide.

## 11. GOVERNING

- 11.1 These Bylaws shall at all times be governed by the contemporary law of Anguilla, as set forth in The Companies Act.

Enacted as of 6 January 2021

For and on behalf of  
Anguilla Animal Rescue Foundation Corporation