

BYLAWS  
of the  
ANGUILLA ANIMAL RESCUE FOUNDATION CORP.

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 Corp. (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, assist and provide resources to encourage the public in the humane treatment and care of animals in Anguilla.
  - 2.1.2 Educate local Government on the needs of animals and advise on how to best achieve shared objectives.
  - 2.1.3 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.
  - 2.1.4 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.
  - 2.1.5 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.
  - 2.1.6 Conduct research or investigation as needed to determine the needs of animals in Anguilla.
  - 2.1.7 Consider, explore and execute any further ideas / scenarios which the Executive Committee believes will further the objectives of AARF.

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 and outlined in the Policies and Procedures Manual. At present, terms include an annual membership fee and provides for voting privileges for candidates for office.

4. EXECUTIVE COMMITTEE

- 4.1 The membership shall at each Annual General Meeting (hereinafter "AGM") elect the members of the Executive Committee, which shall be responsible for the management of the affairs of AARF until the next AGM.  
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 Chairpersons of the Standing Committee are *ex officio* voting members of the Executive Committee.
  - 4.1.9 The immediate past President shall be an *ex officio* member of the Executive Committee for one (1) year after his/her replacement.  
Election of the Executive Committee Members
  - 4.1.10 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.
  - 4.1.11 Members in good standing will be requested to submit their nominations up to 45 days prior to the next AGM. All nominated persons will be contacted to confirm their interest in standing for nomination. The list of proposed candidates will be submitted to the general membership for election.
  - 4.1.12 Executive Committee members shall reflect the highest standards of ethical behavior, integrity and public responsibility. Executive Committee members have an inherent right to pursue interests outside of their responsibilities to AARF. However Executive Committee members shall not:
    - 4.1.12.1 Knowingly engage in any activity which conflicts with or has the potential to conflict with the objectives as outlined in 2.1.
    - 4.1.12.2 Serve in a fiduciary role for another organization that competes with AARF or takes public positions adverse to those of AARF.
    - 4.1.12.3 Benefit financially as a result of his/her role with AARF, nor hold a high profile in the political sphere.
  - 4.2 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:
    - 4.2.1 Conduct the business of AARF.
    - 4.2.2 Consider and advise on the financial position and the day-to-day administration of AARF.
    - 4.2.3 Consider any other matter which may concern AARF.
  - 4.3 Any vacancy occurring in the Executive Committee may be filled by nomination by the Executive Committee from among the general membership.
    - 4.3.1 The office of a member of the Executive Committee shall be vacated if he/she:
      - 4.3.1.1 Dies or becomes of unsound mind or becomes bankrupt.
      - 4.3.1.2 Resigns the office by notice in writing to the President; or
      - 4.3.1.3 Misses two (2) consecutive meetings of the Executive Committee without communication with a member of the Executive Committee.
    - 4.3.2 Any appointment under 4.3 shall be for the unexpired balance of the term and shall terminate either for one of the causes under 4.3 or at the next AGM.
  - 4.4 All nominees of the Executive Committee running unopposed shall be elected by a show of hands at the AGM. When two or more candidates are running for the same position, elections 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.
  - 4.5 The President shall have and exercise direct charge of and general supervision over the business and affairs for AARF and perform all duties incident to the

president of a corporation and other duties as from time to time may be assigned by the Executive Committee.

- 4.6 The Vice-President shall assist the President in his/her duties and act in his/her place upon the President's designation and in his/her absence.
- 4.7 The Secretary shall work with the President to prepare and distribute the agenda for all AARF meetings and be responsible for keeping the minutes of the meetings, as well as acknowledge all donations via electronic or postal thank you note. In the absence of the Secretary, the Chairperson of the meeting shall appoint an Acting Secretary from amongst the members present at the meeting. The Secretary will record, prepare, and distribute minutes of all meetings to the Board within seven (7) days after the meeting has taken place.
- 4.8 The Treasurer shall have the care and custody of all the local funds and securities and perform all duties incident to the office of a Treasurer of a corporation.
- 4.9 The Members-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.
- 4.10 The Directors shall be the Officers, ex-officio, who have chosen to provide their personal information to the Registrar as part of the company of AARF, a non-profit company incorporated under the Anguilla Companies Act.
- 4.11 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 Corp. (heretofore know as "AARC"), a 501(c)(3) non-profit company currently incorporated in the State of Florida. Duties to be performed are outlined in the Policies and Procedures Manual.

## 5. MEETINGS

- 5.1 Ordinary Meetings shall be held at such a time and place as the Executive Committee shall determine.
- 5.2 A printed, written or electronic email 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 Meeting Notice – not less than five (5) days before the date of the meeting.
  - 5.2.2 AGM Notice – not less than twenty-one (21) days or more than fifty (50) days before the date of the meeting.
- 5.3 The AGM shall be scheduled for 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 AGM shall be to:
  - 5.4.1 Confirm the minutes of the previous AGM.
  - 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 meeting shall be to:
  - 5.5.1 Confirm the minutes of the previous ordinary meeting.
  - 5.5.2 Conduct any other business which may be conducted at an ordinary meeting.
- 5.6 The Executive Committee may, whenever it thinks fit, or at the request in writing of five percent (5%) 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 (21) 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 (14) 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 way Ordinary General Meetings are called.
- 5.7 In the case of a Special General 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 (50%) 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 Chairperson of the Meeting (current President or acting appointed President), 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 the elections are permitted to send a written (email) ballot to the 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 (2/3) majority of the Executive Committee.

## 6. STANDING COMMITTEES

- 6.1 There shall be Nine (9) Standing Committees to assist in the execution of the objectives of AARF. Additional committees and/or task forces may be established by the Executive Committee as needed. 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 Policies and 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 are outlined in the Policy and Procedures Manual, which may be modified by the Executive Committee from time to time. The purpose of each committee is:

- 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 Develop and maintain policies and procedures with respect to the operational efficiency of AARF.
    - 6.3.1.3 Advise and assist the Government of Anguilla, as needed.
  - 6.3.2 Membership Committee to promote and maintain a robust membership in AARF.
  - 6.3.3 Education Committee to engage schools, service, youth and church groups, the public, and other organizations and promote the care and welfare of animals and the objectives of AARF.
  - 6.3.4 Communications Committee to inform members of the community on important issues regarding AARF through communications vehicles such as the AARF website, social media platforms, mailings, and email communications.
  - 6.3.5 Adoption Committee to promote adoption of animals and maintain records of such.
  - 6.3.6 Fundraising Events/Functions Committee to build and maintain an ongoing fund-raising program to provide resources to AARF to pursue its mission.
  - 6.3.7 Shelter Committee to manage the shelter in a professional and efficient manner and maintain records of such.
  - 6.3.8 Spay-Neuter Committee to build and maintain a robust spay & neuter program for AARF adoptions as well as sponsored community clinics throughout the year.
  - 6.3.9 AARF Thrift Shop, Second Chances Committee to manage the 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 a 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 be in the Directors domain 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 operating with a valid banking license in Anguilla and/or the United States.
- 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 fiscal 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, Secretary and Directors. 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 the transaction amount, the Treasurer shall be notified of all credit card transactions, including date, payee and dollar amount of each transaction.

8.6 All purchases on behalf of AARF over US \$200 need to be approved by the Executive Committee.

## 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 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 maintained with the Communications Chairperson and the President and appropriate committee members.

9.7 Proposed social media content \* will be presented to the board for comment at least 24 hours prior to posting or until a simple majority has been reached within the Executive Committee. (\*) with the exception of Second Chances Thrift Shop, Adoptions and Shelter Committee.

## 10. DISSOLUTION

10.1 AARF may be dissolved by the consent of two-thirds (2/3) 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 of the 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.

## 12. BYLAWS REVISIONS

12.1 These Bylaws may be amended by a resolution of the Executive Committee to

the membership, as outlined in Section 5.10. The change in Bylaws will become effective upon an affirmative vote of two-thirds (2/3) of the members voting at a meeting of the membership.

Revised 1/10/2024.

For and on behalf of the Anguilla Animal Rescue Foundation Corp.

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