

CONSTITUTION AND BYLAWS

*Establishing the Governance Framework for Youth Participation
in CARICOM Regional Agri-Food Policy*

Status: Draft for Adoption

Registration: Non-Governmental Organization — Cooperative Republic of Guyana

Year: 2026

PREAMBLE

WE, the youth representatives of the Caribbean Community Member States, assembled in recognition of the urgent imperative to secure food sovereignty and sustainable agri-food systems across the Caribbean region;

AFFIRMING the centrality of youth as agents of transformation in agriculture, fisheries, and rural development, and recognising that youth participation in regional policy processes is both a right and a responsibility;

ACKNOWLEDGING the 25x2025+5 Vision of CARICOM Heads of Government and the critical role of structured youth engagement in achieving regional food production targets;

RECOGNISING the mandate of the Special Ministerial Taskforce on Food Production and Food Security and the need for an organised, credible, and accountable youth advisory mechanism;

GUIDED by the principles of transparency, accountability, regional equity, environmental sustainability, and political neutrality;

RESOLVED to establish the CARICOM Agriculture Youth Advisory Body as a non-profit, non-governmental, regional advisory entity with the institutional capacity to meaningfully contribute to CARICOM policy processes;

DO HEREBY ADOPT this Constitution and Bylaws as the foundational governance document of the CARICOM Agriculture Youth Advisory Body.

LIST OF ABBREVIATIONS AND ACRONYMS

Abbreviation	Meaning
AGA	Annual General Assembly
CARDI	Caribbean Agricultural Research and Development Institute
CARICOM	Caribbean Community
CDB	Caribbean Development Bank
ExCo	Executive Committee
FAO	Food and Agriculture Organization of the United Nations
IFAD	International Fund for Agricultural Development
IICA	Inter-American Institute for Cooperation on Agriculture
MTF	Special Ministerial Taskforce on Food Production and Food Security
NGO	Non-Governmental Organisation
SIDS	Small Island Developing States
WGAM	Working Group on Agriculture and Maritime (or applicable CARICOM mechanism)
CAYAB	CARICOM Agriculture Youth Advisory Body (CAYAB) (also referred to as 'the Body')

PART ONE — CONSTITUTION

Article 1 — Name and Legal Status

1. The name of the organisation shall be the CARICOM Agriculture Youth Advisory Body (CAYAB) (hereinafter referred to as 'CAYAB' or 'the Body').
2. CAYAB shall be established as a non-profit, non-governmental organisation, recognised as a regional advisory entity of the Caribbean Community (CARICOM). CAYAB has no authorised share capital and shall be carried on without pecuniary gain to its members.
3. CAYAB shall be registered as a Non-Governmental Organisation (NGO) under the laws of the Cooperative Republic of Guyana. The registered office of CAYAB shall be maintained at such address in Guyana as the Executive Committee (ExCo) may determine by resolution.
4. The liability of members shall be limited. In the event of CAYAB having a deficit in disposable assets over its liabilities at the time of dissolution, Member States will contribute the shortfall using a formula as agreed by the General Assembly.

5. CAYAB shall operate as a non-partisan, advisory body and shall not exercise executive or policy-making authority on behalf of CARICOM or its Member States.
6. To facilitate initial registration, CAYAB shall appoint a Board of Directors who shall have fiduciary responsibility for the Body.

Article 2 — Purpose and Mandate

1. CAYAB shall serve as the regional advisory and strategic youth engagement body for CARICOM in matters relating to agri-food systems, rural development, food security, and agricultural innovation, providing structured, evidence-based recommendations to CARICOM institutions, including the Special Ministerial Taskforce on Food Production and Food Security (MTF) and relevant CARICOM Councils.
2. CAYAB shall support the implementation of the 25x2025+5 Vision and related regional agri-food strategies, contributing youth perspectives to the design, implementation, monitoring, and evaluation of regional programmes.
3. CAYAB shall facilitate the meaningful integration of youth voices into CARICOM's agricultural development frameworks, including engagement with the Caribbean Development Bank (CBD), Caribbean Agricultural Research and Development Institute (CARDI) Food and Agriculture Organisation of the United Nations (FAO), Inter-American Institute for Cooperation on Agriculture (IICA), International Fund for Agricultural Development (IFAD), and other development partners operating in the region.
4. CAYAB shall not issue binding directives to CARICOM institutions, Member States, or development partners. All outputs of CAYAB shall be advisory in nature.

Article 3 — Objectives

CAYAB shall pursue the following objectives:

1. Enhance meaningful youth participation in regional agri-food systems policy, planning, and implementation.
2. Provide evidence-based policy recommendations, and solutions-oriented youth perspectives to CARICOM policy processes and inter-governmental bodies.
3. Promote innovation, digital agriculture, agri-entrepreneurship and structured market system, and sustainable agricultural practices among Caribbean youth.
4. Facilitate regional coordination of youth-led agricultural initiatives, networks, and knowledge-sharing platforms.
5. Advocate for increased investment in youth in agriculture, including access to land, finance, markets, and technology.
6. Support the mainstreaming of climate resilience and environmental sustainability in Caribbean agri-food systems from a youth perspective.
7. Build the capacity of member representatives to engage effectively in regional policy processes.

Article 4 — Guiding Principles

CAYAB shall operate in accordance with the following principles:

1. **Transparency and Accountability** — All governance decisions, financial management, and advisory outputs shall be conducted openly and with full accountability to members, CARICOM, and the public.

2. Youth Inclusion and Equity — CAYAB shall actively promote gender equity, inclusion of youth from rural and underserved communities, and representation across priority agri-food value chains.
3. Regional Balance — Governance structures and processes shall promote equitable participation across all CARICOM Member States.
4. Environmental Sustainability — CAYAB activities and recommendations shall reflect a commitment to ecological integrity, climate resilience, and the long-term sustainability of Caribbean natural resources.
5. Political Neutrality — CAYAB shall operate independently of political parties and electoral processes. Members shall uphold the non-partisan character of the Body in all official engagements.
6. Merit and Excellence — Leadership selection, membership confirmation, and advisory outputs shall be grounded in merit, competence, and commitment to regional development.

Article 5 — Membership

1. Membership shall comprise youth representatives from CARICOM Member States, selected in accordance with the criteria and procedures established in the Bylaws.
2. Each CARICOM Member State including Associate Member States shall be entitled to nominate one Primary Youth Representative and one Alternate Representative, subject to confirmation by the General Assembly in accordance with the Bylaws.
3. Non-CARICOM Member States, Development Partners and Institutions may be granted Observer status upon approval of the General Assembly.
4. Membership selection shall follow a hybrid nomination model combining:
 - (a) National open calls coordinated with youth and agricultural institutions; and
 - (b) Formal endorsement by relevant national or regional bodies.
5. Membership criteria, nomination procedures, vetting processes, and grounds for removal shall be detailed in the Bylaws.
6. CAYAB membership is not transferable and shall not confer any proprietary interest in the assets of the Body.

Article 6 — Youth Eligibility

1. Members shall be between eighteen (18) and thirty-five (35) years of age at the time of nomination and appointment.
2. A member who reaches the age of thirty-six (36) during their term may continue to serve until the natural conclusion of that term.
3. Under no circumstance shall active membership extend beyond age thirty-seven (37), after which a member shall automatically transition to an advisory, alumni, or mentorship capacity without voting rights.
4. Detailed transitional and age-band provisions shall be set out in Part III of the Bylaws.

Article 7 — Organs of the CAYAB

CAYAB shall be composed of the following organs, each with defined powers, responsibilities, and accountability relationships as set out in this Constitution and the Bylaws:

1. The General Assembly — the supreme deliberative body of CAYAB.
2. The Executive Committee — the governing and implementation body.

3. The Secretariat — the administrative and technical support function.
4. Standing Technical Committees — permanent thematic bodies supporting the mandate.
5. Ad Hoc Working Groups — temporary bodies established for specific purposes.

Article 8 — The General Assembly

1. The General Assembly shall be the supreme deliberative body of CAYAB, comprising Primary Representatives from all confirmed Member States.
2. The General Assembly shall convene as the Annual General Assembly (AGA) once per calendar year. Special meetings may be convened in accordance with the Bylaws.
3. The General Assembly shall exercise the following exclusive powers:
 - (a) Approve the Constitution, Bylaws, and any amendments thereto;
 - (b) Approve the strategic plan, annual work programme, and annual report;
 - (c) Elect Officers of the Executive Committee;
 - (d) Confirm or reject member nominations submitted by Member States;
 - (e) Appoint external auditors;
 - (f) Receive and approve audited financial statements.
4. The General Assembly shall not issue binding directives to CARICOM institutions or Member States.
5. Quorum, notice requirements, virtual participation, and voting procedures shall be governed by Part IV of the Bylaws.

Article 9 — The Executive Committee

1. The Executive Committee (ExCo) shall be the governing body of CAYAB responsible for implementation of decisions made by the General Assembly and the oversight of the Secretariat.
2. The Executive Committee (7) shall comprise:
 - (a) The Chairperson;
 - (b) The Vice-Chairperson;
 - (c) The Administrator (Secretary);
 - (d) The Treasurer; and
 - (e) Three (3) additional elected members as determined by the General Assembly.
3. The Executive Committee shall act at all times within mandates approved by the General Assembly and shall not exercise powers reserved for the General Assembly.
4. The Executive Committee shall meet no less than four (4) times per year. A simple majority of Executive Committee members (4) shall constitute a quorum.
5. Detailed powers, limitations, decision-making procedures, and accountability mechanisms shall be set out in Part II of the Bylaws.

Article 10 — The Chairperson

1. The Chairperson shall be merit-elected by the General Assembly from among confirmed Primary Representatives, in accordance with the election procedures set out in the Bylaws.
2. The Chairperson shall:

- (a) Preside over meetings of the General Assembly and the Executive Committee;
 - (b) Represent CAYAB in official regional and international engagements;
 - (c) Serve as the principal liaison between CAYAB and CARICOM institutions;
 - (d) Ensure alignment of CAYAB activities with regional agri-food priorities;
 - (e) Present an annual leadership report to the General Assembly.
3. The Chairperson shall not bind CARICOM institutions, Member States, or development partners, and shall not enter into financial or contractual commitments without prior Executive Committee approval.
 4. The Chairperson shall serve a term of one (1) year. No person shall serve two consecutive terms as Chairperson.
 5. Detailed election procedures, term limits, and rotation principles shall be set out in Part II of the Bylaws.

Article 11 — The Secretariat

1. A Secretariat shall be established to provide administrative, operational, and technical support to all organs of CAYAB.
2. The Secretariat may be hosted by the CARICOM Secretariat, a Development Partner or established as an independent administrative unit under an approved institutional arrangement, as determined by the Executive Committee.
3. The Secretariat shall operate under the authority of the Executive Committee and within the framework of this Constitution and the Bylaws.
4. The Secretariat shall not exercise policy-making authority. All policy and strategic decisions shall remain with the General Assembly and Executive Committee.
5. Staffing, financial controls, procurement procedures, and operational standards for the Secretariat shall be governed by Part VIII of the Bylaws.

Article 12 — Finance and Assets

1. CAYAB may mobilise financial resources, including grants, contributions, and donations, consistent with its mandate and in accordance with applicable laws and donor requirements. The CAYAB shall not enter into loan or mortgage commitments without prior consent of the General Assembly.
2. All funds shall be held in designated bank accounts and used exclusively for the purposes and objectives of CAYAB as set out in this Constitution.
3. The Body is prohibited from distributing dividends, returns of capital, or profits to members. Any surplus funds shall be applied to the advancement of CAYAB's objectives.
4. Annual audited financial statements shall be required and shall be presented to the General Assembly for approval.
5. Financial management, controls, procurement, and accountability mechanisms shall be governed by Part VIII of the Bylaws.

Article 13 — Accountability and Reporting

1. CAYAB shall report annually to CARICOM institutions through agreed formal channels, including submission of an annual report and audited financial statements.
2. CAYAB shall comply with all donor reporting, audit, and accountability standards as required by funding agreements.
3. CAYAB shall maintain a public register of governance structures, membership, and advisory outputs, accessible to CARICOM Member States and relevant stakeholders.
4. Detailed reporting requirements, records management, and transparency obligations shall be governed by Part IX of the Bylaws.

Article 14 — Amendments to the Constitution

1. Amendments to this Constitution may be proposed by:
 - (a) The Executive Committee; or
 - (b) Written petition of at least one-third (1/3) of Active Members.
2. Proposed amendments shall be circulated to all members no less than twenty-eight (28) days prior to the meeting at which they are to be considered.
3. Amendments shall require the affirmative vote of two-thirds (2/3) of Active Members present at a properly convened General Assembly.
4. No amendment shall be inconsistent with the CARICOM Charter, applicable host-country laws, or the registered purposes of CAYAB.
5. Amendments to the Bylaws shall require a simple majority of Active Members present and shall follow the procedural requirements set out in Part IX of the Bylaws.

Article 15 — Dissolution

1. CAYAB may be dissolved by a resolution passed by no less than three-quarters (3/4) of Active Members at a Special General Meeting called expressly for that purpose, with not less than twenty-eight (28) days' notice.
2. Upon dissolution, after satisfaction of all debts and liabilities, remaining funds and assets shall not be distributed to members. Residual assets shall be transferred to a CARICOM-recognised regional youth or agricultural development organisation, as determined by the final General Assembly.
3. The Executive Committee shall oversee all winding-up activities and shall ensure that donor obligations, data protection requirements, and applicable legal obligations are fully discharged prior to dissolution.

Article 16 — Board of Directors

1. Powers

- (a) The Board shall have fiduciary responsibility for CAYAB and shall serve as the governing body with ultimate accountability for the organisation for the purposes of legal registration and incorporation. The Board shall be responsible to the organisation and accountable to it.
- (b) The Board shall direct, oversee, and be accountable for CAYAB achieving its defined purpose and for the affairs of the Body, except as otherwise expressly provided by the laws of the Cooperative Republic of Guyana, the Articles of Incorporation of CAYAB, or these Bylaws.

Where there is any conflict between the laws, the Articles of Incorporation, or these Bylaws, the law shall be given precedence.

2. Number of Directors

The members of the initial Board shall be those individuals named in the Articles of Incorporation. Thereafter, the Board of CAYAB shall be composed of no fewer than three (3) and no more than seven (7) individuals.

3. Appointment of Directors

The initial members of the Board of Directors shall be drawn from the Project Steering Committee and need not be Members of the CAYAB. Once the ExCo has been established, the Committee will perform dual roles with the Chairperson of the ExCo also being appointed as Chairperson of the Board of Directors. Terms of Office, vacancies, cessation, resignation and removal will be consistent with the producers for Executive Committee Members.

NOTE

The Constitution shall come into force upon adoption by two-thirds of the founding membership at the inaugural General Assembly and upon registration as an NGO under the laws of the Cooperative Republic of Guyana.

PART TWO — BYLAWS

These Bylaws give operational effect to the Constitution of the CAYAB. They shall be read together with the Constitution as a single governance instrument. In the event of any conflict between the Constitution and these Bylaws, the Constitution shall prevail.

Part I — Membership Operations

Section 1 — Country Allocation and Representation

1.1 Allocation of Seats

1. Each CARICOM Member State and Associate Member State shall be entitled to:
 - (a) One (1) Primary Youth Representative; and
 - (b) One (1) Alternate Representative.
2. Non-CARICOM Members may be granted Observer status upon approval of the General Assembly. Observers shall not hold voting rights.
3. Representation shall aim to promote: geographic balance; gender equity; inclusion of youth from rural and underserved communities; and participation across priority agri-food value chains.

1.2 Role of Primary Representative

The Primary Representative shall:

- Exercise the voting rights of the Member State at all CAYAB meetings;
- Serve on Standing Committees and Working Groups as assigned;
- Represent national youth agricultural perspectives in CAYAB deliberations;
- Maintain active engagement with national youth and agricultural institutions;
- Report back to national stakeholders on CAYAB activities and decisions.

1.3 Role of Alternate Representative

The Alternate Representative shall:

- Participate in all meetings and committee work;
- Vote only in the formally confirmed absence of the Primary Representative;
- Support national outreach, consultation, and stakeholder engagement;
- Be prepared to assume the role of Primary Representative in the event of a vacancy.

1.4 Term of Service

1. Members shall serve unlimited on the General Assembly. a term of 1 year from the date of confirmation by the General Assembly.
2. Members may serve on the Executive Committee for a period of two (2) years in any position **except as chairperson**. Members may be reappointed for one (1) additional consecutive term.
3. No member shall serve more than four (4) consecutive years on the Executive Committee.
4. Members who have served four years shall be eligible for reappointment after an absence of at least one (1) full term (2 years).

Section 2 — Youth Eligibility and Qualification Criteria

2.1 Age Requirement

1. Members must be between eighteen (18) and thirty-five (35) years of age at the time of nomination.
2. A member who reaches age thirty-six (36) during an active term may complete that mandate.
3. No active membership shall extend beyond age thirty-seven (37).

2.2 Eligibility Requirements

Candidates must demonstrate:

- Active and documented involvement in agriculture, agri-food systems, fisheries, or rural development;
- Leadership, entrepreneurial, research, or advocacy experience relevant to the agri-food sector;
- Commitment to regional Caribbean collaboration;
- Good standing and integrity within their national community;
- Compliance with CAYAB's Code of Ethics and Conflict of Interest policies.

Candidates shall not:

- Hold elected political office at the national or regional level at the time of nomination;
- Have been convicted of a criminal offence involving fraud, corruption, dishonesty, or related matters;
- Be subject to active disciplinary sanctions by CAYAB or any professional body.

Section 3 — Hybrid Nomination Procedures

The CAYAB shall adopt a hybrid nomination model combining open participation and institutional endorsement, to ensure both democratic legitimacy and institutional accountability.

3.1 Open National Call

1. Each Member State shall facilitate a public call for applications through the relevant Ministry of Agriculture and national youth development institutions.

2. The call shall clearly outline eligibility criteria, be publicly accessible through at least two channels, and remain open for no less than fourteen (14) calendar days.

3.2 National Review and Endorsement

1. Applications shall be reviewed by a National Vetting Panel, which shall include:
 - (a) A representative of the Ministry of Agriculture or equivalent;
 - (b) A representative of a national youth development institution; and
 - (c) A representative of a farmer, agri-business, or private sector organisation.
2. The Panel shall shortlist up to two (2) candidates for Primary Representative and up to two (2) for Alternate Representative, and shall forward a formally endorsed shortlist to CAYAB.

Section 4 — Regional Vetting and Confirmation

4.1 Compliance Review

The CAYAB Executive Committee shall review all nominations to ensure compliance with eligibility criteria, absence of conflicts of interest, and alignment with CAYAB governance standards. The Secretariat shall prepare a compliance report for each nomination.

4.2 Confirmation by General Assembly

1. Final confirmation of all Primary and Alternate Representatives shall be granted by simple majority vote of the General Assembly.
2. Where a nominee is not confirmed, the Member State shall be notified in writing and shall submit an alternate nominee within thirty (30) calendar days.

Section 5 — Vacancies

A vacancy in the position of Primary Representative shall arise upon: resignation; removal pursuant to Section 6; death or permanent incapacity; loss of eligibility; or three (3) consecutive unexcused absences from scheduled meetings.

Upon the occurrence of a vacancy, the Alternate Representative shall assume the role of Primary Representative until the end of the current term or until a new nomination is confirmed, whichever is earlier. The Member State shall be notified to initiate a nomination process for a new Alternate.

Section 6 — Recall and Removal

6.1 Grounds for Removal

A member may be removed for:

- Gross misconduct or breach of fiduciary duty;
- Violation of conflict of interest policies;
- Persistent non-participation (three consecutive unexcused absences or failure to meet 60% attendance threshold);
- Conduct bringing CAYAB into disrepute;
- Loss of eligibility criteria;
- Criminal conviction affecting suitability for the role.

6.2 Due Process

Removal shall follow the due process procedures set out in Part V of these Bylaws.

Section 7 — Membership Fees

7.1 Fees

The CAYAB may require its members or, any category of its members, to pay membership fees at the rates and at the frequency determined by special majority of the Body.

(b) The General Assembly, based on a special majority, may from time to time, give notice to members:

- (i) revoking or postponing the payment of any membership fees
- (ii) extending the time for payment of membership fees
- (iii) allowing for payment of membership fees by instalments or
- (iv) stipulating the amount, the time, the method and place for payment of membership fees.

Where a member is late in the payment of membership fees, the Alliance may levy a penalty in such amount as may from time to time be determined by the Board.

Section 8 — Conflict of Interest

7.1 Disclosure

All members shall submit an annual Declaration of Interests disclosing financial interests in any initiatives being implemented by CAYAB.

7.2 Recusal

Members must formally declare and recuse themselves from deliberations and votes where they or their affiliated organisation may derive direct financial or reputational benefit, or where impartiality may reasonably be questioned. Recusals shall be recorded in meeting minutes.

7.3 Register of Interests

The Secretariat shall maintain a confidential Conflict of Interest Register. A summarised disclosure register, excluding sensitive personal data, may be made publicly available for transparency purposes.

Part II — Elections and Leadership

Section 1 — Leadership Structure

The Officers of CAYAB shall constitute the Executive Committee, together with up to three (3) additional elected members as determined by the General Assembly. The Officers shall be:

- Chairperson
- Vice-Chairperson
- Administrator (Secretary)
- Treasurer

Section 2 — Eligibility for Election

To be eligible for election as an Officer, a member must:

- Be a confirmed Primary Representative in good standing;
- Have served at least six (6) months on CAYAB (except during the inaugural term);
- Be compliant with all disclosure and conflict of interest requirements;
- Not be subject to active disciplinary proceedings at the time of nomination.

Section 3 — Election Procedures

3.1 Timing of Elections

Elections to the ExCo shall be held at the first General Assembly following the expiration of a leadership term. By-elections shall be held to fill vacancies within sixty (60) days of the vacancy arising.

3.2 Nomination Process

1. Nominations may be made by any Primary Representative or by self-nomination supported by at least one (1) additional Member State representative.
2. Nominations shall be submitted in writing, include a brief statement of intent, and confirm the nominee's formal acceptance.
3. Nominations shall close at a time determined by the presiding officer and communicated in the meeting notice.

3.3 Voting Method

1. Each Member State shall have one (1) vote in leadership elections.
2. Voting shall be conducted by secret ballot unless unanimously agreed otherwise by Active Members present.
3. A candidate must receive a simple majority of votes cast to be elected. In the absence of a majority, the candidate with the fewest votes shall be eliminated and a runoff held. Several rounds of votes may be cast until a simple majority is determined.

Section 4 — Chairperson

The Chairperson shall preside over all meetings of the General Assembly and Executive Committee; represent CAYAB in official engagements with CARICOM institutions, development partners, and governments; serve as principal liaison with CARICOM; ensure strategic alignment with regional priorities; and present an annual leadership report to the General Assembly.

The Chairperson shall not bind CARICOM or Member States, and shall not enter into financial or contractual commitments without prior Executive Committee approval.

Section 5 — Vice-Chairperson

The Vice-Chairperson shall support the Chairperson, act in the Chairperson's absence with full powers, and undertake responsibilities assigned by the Executive Committee. The Vice-Chairperson shall be prepared to assume the full responsibilities of the Chairperson in the event of a vacancy.

Section 6 — Administrator (Secretary)

The Administrator shall maintain all official records and minutes of the General Assembly and Executive Committee; ensure proper documentation of decisions and resolutions; manage official CAYAB communications as delegated by the Executive Committee; and support the Secretariat in record-keeping and compliance obligations.

Section 7 — Treasurer

The Treasurer shall oversee financial oversight functions; review all financial reports prior to submission to the Executive Committee and General Assembly; ensure compliance with fiduciary standards and donor requirements; and provide quarterly financial briefings to the Executive Committee.

Section 8 — Term Limits

1. All Officers except the Chairperson shall serve for a term of two (2) years.
2. Officers may serve one (1) additional consecutive term.
3. No Officer shall serve more than two (2) consecutive terms on the ExCO.
4. An Officer shall remain in position until a successor is duly elected and assumes the role, ensuring continuity of governance.

Section 9 — Vacancies in Leadership

A leadership vacancy shall occur upon resignation, removal, loss of membership eligibility, or incapacity. A by-election shall be held within sixty (60) days to fill any vacancy. In the interim, the Vice-Chairperson shall assume the Chairperson's responsibilities, and the Executive Committee shall assign responsibilities for other offices.

Section 10 — Removal of Officers

An Officer may be removed for breach of fiduciary duty, conflict of interest violations, gross misconduct, or sustained failure to discharge responsibilities. Removal requires a recommendation by the Executive Committee and a two-thirds (2/3) majority vote of Active Members at a properly convened General Assembly, following due process under Part V.

Section 11 — Regional Rotation Principles

While all leadership positions are merit-based and determined by election, CAYAB shall actively encourage geographic balance across CARICOM Member States, inclusion of Associate Member States representatives in leadership, and gender equity in the composition of the Executive Committee. These principles are non-binding and shall not override merit-based election outcomes.

Part III — Youth Age Bands and Transitions

1. Active Membership Eligibility — Individuals aged between eighteen (18) and thirty-five (35) years are eligible for nomination, election, appointment, voting, and holding Executive or Committee positions.
2. Grace Period — A member who reaches age thirty-six (36) during an active term may continue serving until the natural completion of that term. Membership shall not in any circumstance extend beyond age thirty-seven (37).
3. Transition to Advisory Status — Upon reaching age thirty-seven (37), a member shall automatically transition to the advisory pannel, alumni network, or mentorship capacity. Such persons may:
 - (a) Serve in a named Advisory capacity to the Executive Committee;
 - (b) Participate in a formal CAYAB Alumni Network; or
 - (c) Serve as a non-voting Mentor to incoming members.

4. The Executive Committee shall maintain a formal register of transition-eligible members and shall communicate the transition process to affected individuals no less than three (3) months in advance.

Part IV — Meetings and Quorum

Section 4.1 — Annual General Assembly (AGA)

1. CAYAB shall convene one Annual General Assembly (AGA) per calendar year, on a date and at a venue determined by the Executive Committee.
2. The AGA shall:
 - (a) Receive annual reports from the Chairperson, Treasurer, and Secretariat;
 - (b) Review and approve audited financial statements;
 - (c) Approve strategic priorities and work programme for the forthcoming year;
 - (d) Conduct elections where Officer terms expire;
 - (e) Consider proposed amendments to the Constitution or Bylaws.
3. Notice of the AGA shall be circulated to all Active Members no less than twenty-one (21) calendar days prior to the meeting, stating the date, time, venue or virtual access details, and the full agenda.
4. The AGA may be convened in person, virtually, or in hybrid format, provided all participants can see and hear one another in real time.

Section 4.2 — Special Meetings

1. A Special General Meeting may be convened:
 - (a) By the Chairperson;
 - (b) By two-thirds (2/3) vote of the Executive Committee; or
 - (c) Upon written request of at least one-third (1/3) of Active Members, identifying the specific matters to be addressed.
2. At least seven (7) calendar days' notice shall be provided for special meetings. No business other than that specified in the notice shall be transacted.

Section 4.3 — Unanimous Written Consent in Lieu of Meeting

1. The CAYAB may take action, without a meeting, if written consent to the action is received from all of the General Assembly.

Section 4.4 — Virtual Participation

1. Virtual participation via an approved digital platform shall carry the same rights as physical attendance, provided participants can see and hear one another in real time.
2. Members participating virtually shall be counted for quorum purposes and retain full voting rights.
3. Voting may be conducted through secure digital ballot, roll-call vote, or an electronic polling platform approved by the Secretariat.

Section 4.4 — Quorum

1. The quorum for the Annual General Assembly and Special Meetings shall be fifty percent plus one (50% + 1) of Active Members.
2. The quorum for Executive Committee meetings shall be a simple majority of Executive Committee members (4).
3. Where quorum is not present within thirty (30) minutes of the scheduled meeting time:
 - (a) If the meeting was called by Member petition, the meeting shall be dissolved;
 - (b) For all other meetings, the meeting shall be adjourned to a reconvened date within fourteen (14) days, with clear notice that the reconvened meeting shall proceed with Members present.

Section 4.5 — Chairperson and Procedures

1. Where a Chairperson has been elected, the Chairperson shall preside. In their absence, the Vice-Chairperson shall preside. In the absence of both, participants shall elect a temporary presiding officer from among those present.
2. Minutes shall be kept of all meetings and shall be formally adopted at the following meeting. Adopted minutes shall be signed by the presiding officer and maintained by the Secretariat.
3. Meeting procedures shall be consistent with this Constitution and Bylaws.
4. Each Member State shall have one (1) vote. Except where these Bylaws require a different threshold, decisions shall be by simple majority of votes cast. The Chairperson shall have a casting vote in the event of a tie.

Part V — Performance, Recall and Discipline

Section 5.1 — Performance Standards

Members shall:

- Attend no less than sixty percent (60%) of scheduled meetings in any calendar year;
- Participate actively in at least one (1) Standing Committee or Working Group;
- Submit required reports and advisory outputs within agreed timelines;
- Uphold the CAYAB Code of Conduct at all times;
- Maintain active engagement with national stakeholders and agriculture communities.

Section 5.2 — Grounds for Recall

A member may be subject to recall for:

- Non-performance — failure to meet the attendance threshold or persistent failure to fulfil assigned duties;
- Misconduct — ethical violations, financial impropriety, harassment, discrimination, or reputational harm to CAYAB;
- Absenteeism — three (3) consecutive unexcused absences from scheduled meetings;
- Conflict of Interest violations — undisclosed or unmanaged conflicts of interest;
- Criminal conviction affecting suitability for continued service.

Section 5.3 — Due Process

1. A written notice of concern shall be issued to the member, specifying the grounds for concern and the evidence relied upon.
2. The member shall have fourteen (14) calendar days to respond in writing, present evidence, and request the right to appear before the Disciplinary Review Panel.

3. A three-member Disciplinary Review Panel shall be appointed by the Executive Committee, excluding any member with a conflict of interest.
4. The Panel shall issue a written recommendation to the Executive Committee within twenty-one (21) calendar days of conclusion of the review.
5. The affected member shall be notified of the outcome and shall have the right to appeal to the General Assembly within fourteen (14) days.

Section 5.4 — Removal Thresholds

1. Removal from Executive Office requires a two-thirds (2/3) majority of Active Members present at a properly convened General Assembly.
2. Removal of a General Member requires a simple majority of Active Members present at a properly convened General Assembly.
3. Immediate suspension pending investigation may be enacted by a two-thirds (2/3) vote of the Executive Committee. Suspension shall not exceed ninety (90) days without referral to the General Assembly.

Part VI — Conflict of Interest and Ethics

Section 6.1 — Ethical Principles

All Members, Officers, and Secretariat staff shall:

- Act at all times in the best interests of CAYAB and the youth of the Caribbean region;
- Uphold the highest standards of integrity, transparency, and accountability;
- Avoid actions that compromise the independence or credibility of CAYAB;
- Maintain non-partisanship in all official functions;
- Protect confidential information obtained through service to CAYAB.

Section 6.2 — Mandatory Disclosure Requirements

1. Upon appointment, each member and staff member shall submit a Declaration of Interests Form disclosing:
 - (a) Political party offices;
 - (b) Grant or funding relationships connected directly to CAYAB.
2. Disclosures shall be updated annually and within thirty (30) calendar days of any material change. All disclosures shall be held by the Secretariat in a secure registry.

Section 6.3 — Political Neutrality Safeguards

1. CAYAB shall operate as a strictly non-partisan advisory body.
2. Members shall not represent CAYAB in support of any political party, use CAYAB affiliation for electoral campaigning, or issue partisan statements under the CAYAB banner.
3. Members holding political office must disclose such positions and refrain from influencing CAYAB decisions for partisan gain.
4. Nothing in this Section shall restrict members' personal political rights, provided such activities are conducted in a strictly personal capacity with no reference to CAYAB.

Section 6.4 — Recusal Procedures

A member shall formally declare a conflict and withdraw from deliberation and voting where a matter directly affects their financial interests, involves an organisation in which they hold leadership, or creates a perceived bias. All recusals shall be recorded in meeting minutes.

Section 6.5 — Sanctions

Where an ethical breach is substantiated following due process under Part V, sanctions may include, in escalating order: written warning; mandatory ethics training; suspension from Committee work; removal from Executive Office; or removal from membership.

Part VII — Committees

Section 7.1 — Standing Technical Committees

The CAYAB may establish Standing Technical Committees to advance its mandate. Standing Committees shall include, but not be limited to:

- Food Security and Agri-food systems Transformation;
- Agri-Entrepreneurship and Youth Employment;
- Climate Resilience and Environmental Sustainability;
- Policy, Advocacy, and Regional Engagement;
- Finance and Resource Mobilisation.

Each Standing Committee shall:

- Have a Chair appointed by the Executive Committee;
- Include at least three (3) Active Members;
- Submit quarterly reports to the Executive Committee;
- Operate within approved Terms of Reference.

Section 7.2 — Temporary Working Groups

1. The Executive Committee may establish Temporary Working Groups for time-bound initiatives, regional consultations, project development, ministerial briefings, or Development Partner collaboration programmes.
2. Temporary Working Groups shall have a defined mandate, specific deliverables, and a fixed duration. They shall dissolve automatically upon completion of their task or upon a resolution of the Executive Committee.
3. External technical advisors may participate in Working Groups in an advisory, non-voting capacity, subject to Executive Committee approval.

Section 7.3 — Committee Authority and Limitations

Committees may conduct research, draft policy recommendations, propose projects, and organise consultations. Committees shall not enter into binding agreements, commit financial resources, or issue official statements on behalf of CAYAB without prior Executive Committee approval.

Section 7.4 — External Participation

Subject to Executive Committee approval, Committees may invite technical advisors, engage academic institutions, collaborate with regional bodies, and partner with development agencies. All external participants shall participate in a non-voting capacity.

Part VIII — Secretariat Operations

Section 8.1 — Establishment

CAYAB shall be supported by a Secretariat responsible for administrative, operational, and technical coordination. The Secretariat may be hosted by the Development Partner or established as an independent light administrative unit under an arrangement approved by the Executive Committee and consistent with applicable laws.

Section 8.2 — Functions of the Secretariat

The Secretariat shall:

- Provide administrative and logistical support to all organs of CAYAB;
- Maintain official records, registers, and the membership database;
- Manage official communications and stakeholder engagement;
- Support implementation of approved work plans and project activities;
- Administer financial operations in accordance with this Part;
- Facilitate coordination between Member States, CARICOM institutions, and development partners.

Section 8.3 — Staffing

Secretariat staffing will be determined by resources available and may include an Executive Coordinator, Administrative Officer, Finance and Compliance Officer, and Technical or Project Officers as required. All recruitment shall be merit-based, transparent, non-partisan, and consistent with donor requirements where applicable. Staff shall operate under written contracts, sign confidentiality and conflict of interest declarations, and report to the Executive Committee through the Chairperson or designated Officer.

Section 8.4 — Financial Controls

1. All funds shall be deposited into designated accounts and used exclusively for approved CAYAB purposes.
2. Financial oversight shall include:
 - (a) Dual-signature authorisation for all disbursements above an approved threshold;
 - (b) Segregation of duties between authorisation, payment, and reconciliation functions;
 - (c) Quarterly financial reporting to the Executive Committee;
 - (d) Annual preparation and independent audit of financial statements.
3. The Finance and Compliance Officer shall maintain accurate bookkeeping, supporting documentation for all transactions, and donor-specific reporting schedules.

4. The CAYAB may pay an honorarium to all members of the Executive Committee, including Governmental representatives, for performing their duties and responsibilities on the Committee, at a rate to be determined by the General Assembly is financially feasible, according to the remuneration policy.

Section 8.5 — Procurement Procedures

1. All procurement shall be governed by the principles of transparency, fair competition, value for money, and accountability.
2. The Executive Committee shall establish and maintain a Procurement Policy specifying thresholds for competitive quotation requirements and documented evaluation processes.
3. Members and staff with conflicts of interest shall not participate in procurement decisions. Emergency procurement shall be documented, justified in writing, and reported to the Executive Committee.

Part IX — Records, Transparency and Final Provisions

Section 9.1 — Official Records

The Secretariat shall maintain, in secure digital and physical formats: minutes of all meetings; attendance records; disclosure and conflict of interest registers; financial records and audit reports; policy submissions and advisory outputs; committee reports; and the membership register.

Section 9.2 — Public Reporting

CAYAB shall produce an Annual Report that includes activities undertaken, policy recommendations submitted, financial summary, committee outputs, and membership statistics. CAYAB shall also maintain a publicly accessible summary of its governance structure, current membership, ethical standards, and advisory mandate.

Section 9.3 — Access to Documents

1. Non-confidential documents shall be made available to stakeholders and Member States upon written request.
2. Confidential materials shall include personnel matters, financial account details, sensitive partner communications, and personal data contained in conflict-of-interest disclosures.
3. Access to documents shall be subject to applicable data protection principles and CARICOM or host-country laws.

Section 9.4 — Amendments to the Bylaws

These Bylaws may be amended by a simple majority of Active Members present at a properly convened General Assembly, provided that: proposed amendments have been circulated no less than fourteen (14) days prior to the meeting; the notice of the meeting clearly identifies the proposed amendments; and no amendment is inconsistent with the Constitution.

Section 9.5 — Supplementary Policies

The Executive Committee may prescribe supplementary policies, codes of conduct, and operational guidelines not inconsistent with this Constitution or these Bylaws, which shall be

binding upon members and staff. Such policies shall be made available to all members. A register of all supplementary policies shall be maintained by the Secretariat and shall be open to inspection by any Active Member.

Section 9.6 — Indemnification

Unless otherwise prohibited by law, CAYAB shall indemnify any Officer, Committee member, or Secretariat staff member against expenses and liabilities incurred in good faith in connection with their duties for CAYAB, provided there is no finding of gross negligence, wilful misconduct, or criminal conduct. The Executive Committee may authorise the purchase of appropriate liability insurance for Officers and staff.

Section 9.7 — Omission of Notice

The accidental omission to give notice of a meeting to, or the failure to receive notice by, any member shall not invalidate any resolution passed or proceedings taken at that meeting, provided that the omission was not deliberate and the meeting was otherwise properly constituted.

Section 9.8 — Fiscal Year

The fiscal year of CAYAB shall run from 1 January to 31 December of each year, unless otherwise determined by the Executive Committee and communicated to Members.

ADOPTION

These Bylaws shall come into force simultaneously with the Constitution upon adoption by two-thirds of founding membership at the inaugural General Assembly of the CARICOM Agriculture Youth Advisory Body (CAYAB).

ADOPTED by the General Assembly of the CARICOM Agriculture Youth Advisory Body (CAYAB)

on _____ [Date]

Chairperson

Administrator (Secretary)

[Print Name and Sign]

[Print Name and Sign]