

ORGANISATION OF CARIBBEAN UTILITY REGULATORS (OOCUR)

AGREEMENT

Preamble

WHEREAS the Organisation of Caribbean Utility Regulators was established by Agreement dated 26th July 2002 signed by the then participating members, namely Eastern Caribbean Telecommunications Authority (ECTEL), Fair Trading Commission of Barbados, Office of Utilities Regulation of Jamaica, Public Utilities Commission of The Bahamas (succeeded by the Utility Regulation and Competition Authority), Public Utilities Commission of Guyana and the Regulated Industries Commission of Trinidad and Tobago (the "Agreement"); and

WHEREAS Article 8 of the said Agreement provides that the General Assembly may amend the Agreement by a two-thirds majority vote of Full Members on a Resolution in writing; and

WHEREAS the General Assembly has by Resolution dated 9th November 2012 agreed to further amend the Agreement, Amendment No. 4, as provided herein and that the Agreement as redrafted and restated herein constitutes the entire Agreement.

Article 1

Name

By Agreement between and among the parties that are signatories hereto, a non-profit organization named the Organization of Caribbean Utility Regulators (hereinafter called "OOCUR") is hereby established.

Article 2

Vision, Mission & Objectives

Section 1 Vision

The Vision of OOCUR is:

"To be a visible, recognized and proactive regional organization dedicated to promoting independent, efficient and transparent utility regulatory practices in the Caribbean."

Section 2 Mission

The Mission of OOCUR is:

"To foster the development of autonomous regulators in the Caribbean which will facilitate the process of economic growth and sustainable development of the member countries and people of the region."

Section 3 Objectives

The Objectives of OOCUR are to:

- i. Provide an environment and mechanisms for members to benefit from the sharing of expertise, experiences and information.
- ii. Provide for the development of the human capital among members through its Annual Conferences, other general conferences, workshops, working groups and targeted training and educational programmes, including internships and exchange programmes.

- iii. Enhance the effectiveness of its members through appropriate research initiatives and information exchange.
- iv. Contribute to the development of regional policies in the utility sectors, including ICT.

Article 3 Membership

Section 1 Categories of Membership

There shall be two categories of membership:

(a) **Full Membership**

Regulatory agencies with responsibilities in the information and communication technologies (ICT) including telecommunications and spectrum management, electricity, natural gas, water and sewerage or transportation sectors in the Member States and the Associated Member States of the Caribbean Community (CARICOM) shall be eligible for Full Membership of OOCUR.

(b) **Associate Membership**

Organizations eligible for Associate Membership are:

- i. Governmental organizations within the Caribbean which are not utility regulators but which have responsibilities related to utility regulation;
- ii. Non-Caribbean utility regulators;
- iii. Non-Caribbean associations of utility regulators.

Applications for full membership or associate membership from regulatory agencies based in the wider Caribbean region which are not Member States or Associated Member States of the Caribbean Community (CARICOM) shall be considered on an individual basis by the Executive Council, which shall make a recommendation to the General Assembly for its decision on the membership application.

Section 2 Membership Admission, Suspension & Termination

(a) Applications for membership shall be submitted in writing to the Executive Director who shall refer these to the Executive Council. Recommendations on membership shall be by majority vote of the Executive Council. A successful applicant, upon payment of the requisite fee, shall be admitted as a "Full Member" or as an "Associate Member" as appropriate.

(b) Members may withdraw from membership at any time upon giving one month's notice in writing to the Executive Director.

(c) Full Members whose membership fees and contributions fall in arrears for six (6) months shall lose their voting rights. Associate Members whose membership fees and contributions that are in arrears for six (6) months shall be restricted from participating in OOCUR activities.

(d) The continued membership of a member whose membership fees and contributions that are in arrears for two years shall be reviewed by the Executive Council which shall make recommendations to the General Assembly.

Article 4 Governance

Section 1 Structure

The governance responsibilities for OOCUR shall be discharged through the General Assembly, the Executive Council and the Executive Director.

(a) General Assembly

The General Assembly is the supreme decision making body. It is comprised of accredited representatives of all Full Members, and it shall meet annually.

The General Assembly sets overall policy and the strategic direction for OOCUR.

The General Assembly:

- i. receives and reviews the Annual Report from the Executive Council on the activities of OOCUR;
- ii. approves the annual plan and budget;
- iii. receives and adopts the Audited Annual Financial Statements;
- iv. appoints the Auditors.

The General Assembly elects its Chairman, Deputy Chairman (who shall be the Chairman and Deputy Chairman of the Executive Council) and other members of the Executive Council annually. The Annual Meeting of the General Assembly may be held concurrently with the Annual Conference. The General Assembly shall meet in emergency session at any other time upon the request of fifty percent (50%) plus one (1) of the Full Members in writing (including by e-mail), stating the reasons for the request.

Quorum & Voting

A quorum for a meeting of the General Assembly shall be a simple majority of the Full Membership. Voting at the General Assembly shall be by show of hands except where otherwise agreed by the Full Members present. Each Full Member shall have one vote.

The decisions of the General Assembly shall be by majority vote of qualified members present. In the event of a tie, the Chairman shall have a casting vote.

The General Assembly shall agree the procedures for the conduct of its meetings.

(b) Executive Council

The Executive Council shall comprise the Chairman, Deputy Chairman, who shall be representatives of Full Members, and three other members one of whom may be a representative of Associate Members, elected at the General Assembly.

The term of the Chairman is one year. The Chairman shall be eligible for reelection but shall not serve more than two consecutive terms at any one time.

The members of the Executive Council shall take office at the end of the General Assembly at which the election took place and serve to the end of the subsequent Annual Meeting of the General Assembly. The Executive Director is a non-voting ex officio member of the Executive Council, who performs the functions of Corporate Secretary for the organization in addition to being its Chief Executive Officer.

The Executive Council shall meet at least twice per year. One of these meetings shall be in conjunction with the Annual Meeting of the General Assembly.

The Executive Council is responsible for ensuring the good governance of OOCUR, and promoting the public profile of the organisation. It is responsible for:

- i. The implementation of resolutions passed by the General Assembly.
- ii. Providing general direction to the Executive Director.
- iii. Promoting initiatives to generate sustainable income sources for OOCUR.
- iv. Recommending the OOCUR Annual Budget for submission to the General Assembly.

- v. Recommending the venue for the Annual Conference and providing general oversight to the Executive Director in planning and executing the Annual Conference.
- vi. Approving the strategic and annual plans prepared by the Executive Director.
- vii. Appointing committees as necessary for good governance of the organisation.
- viii. Arranging for audit of the Financial Statements and approving same for submission to the Annual Meeting of the General Assembly.
- ix. Appointing the Executive Director.
- x. Any other activities that the General Assembly may direct or delegate.

The decisions of the Executive Council shall be by majority vote. In the event of a tie, the Chairman shall have a casting vote. The Executive Council may establish rules of procedure for its functioning.

(c) The Executive Director

The Executive Director has the executive responsibility for the strategic and operational leadership of the organisation. The Executive Director liaises with members and is responsible for managing all matters relating to their membership of the organisation and is also the interface between OOCUR and the general public.

The Executive Director is responsible to the Executive Council for, *inter alia*:

- i. Advising the Executive Council on all aspects of the organization's strategic development.
- ii. Preparing strategic, and annual plans and annual budgets for presentation to the Executive Council.
- iii. Acting as the spokesperson and ambassador for OOCUR.
- iv. Promoting the OOCUR brand.
- v. Establishing and maintaining contacts with regional, multilateral and international agencies to promote the activities of OOCUR and its interests.
- vi. Planning and managing the execution of the Annual Conference.
- vii. Planning and managing the delivery of approved programmes and other activities in the best interest of OOCUR and its members.
- viii. Developing proposals and sourcing funding for new programmes in accordance with the needs and priorities established in the approved strategic plan.
- ix. Preparing monthly financial statements for presentation to the Chairman.
- x. Coordinating the preparations for the conduct of the Annual Financial Audits.
- xi. Drafting the Annual Reports of the Executive Council.
- xii. Exercising financial control and budgetary management of OOCUR.
- xiii. The management and administration of the OOCUR Secretariat.

Section 2 Committees

The General Assembly may establish Standing Committees as it may from time to time deem necessary. Special committees may be appointed by the General Assembly and/or the Executive Council for specific purposes on an *ad hoc* basis.

Article 5

Funding

Revenues

a) Membership fees and contributions

- i. Full Members shall pay an annual fee which shall be fixed by the General Assembly, by consensus, from time to time.
- ii. Associate Members shall pay an annual fee which shall be fixed by the General Assembly, by consensus, from time to time.
- iii. Full Members shall be required to make a contribution to the annual budget of OOCUR on the basis of a formula to be determined by the General Assembly, by consensus.

b) Charges for Services

Charges for training and other specific services shall be determined by the Executive Council.

c) Other Sources of Revenue

OOCUR is permitted to and shall actively seek to obtain donations, grants and such other revenue as may facilitate the advancement of its objectives.

Article 6
Annual Conferences

The General Assembly shall decide at its Annual Meeting which Member will host the Annual Conference for the next year. The Annual Conference will normally be held in conjunction with the Annual Meeting of the General Assembly and a meeting of the Executive Council. The Annual Conference shall be open to all OOCUR Members, other regulators, the utility industry, consultants, students and other interested parties. The host Member will develop the conference programme in conjunction with the Executive Director and such committees established for such purposes as necessary. The main objective of the programme is to combine the fundamentals of utility regulation with current and emerging regulatory issues.

Article 7
Research

OOCUR shall promote and support cooperation and collaboration between its members on research projects that may have general application regionally, and which will contribute to the body of knowledge on regional regulatory issues. Where necessary and appropriate such research activities may be coordinated through the Executive Director.

Article 8
Amendment

The General Assembly may amend this Agreement by a two-thirds majority vote of all Full Members on a resolution in writing.

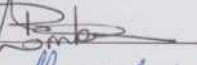
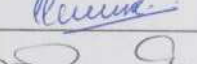
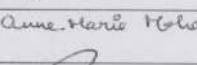
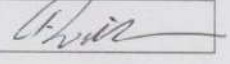
Article 9
Liability

Members shall not be liable for any OOCUR liability, debt, obligation, fee, judgment or costs. Any such liabilities shall be met solely by OOCUR.

Article 10
Termination & Dissolution

Members at a General Assembly may agree by unanimous vote in writing to resolve to terminate this Agreement and to dissolve OOCUR. Liquidation shall be carried out by the Executive Council. Any surplus assets shall be applied in accordance with decision taken by the General Assembly.

List of Full Members – Signatories to this Agreement

COUNTRY	MEMBER ORGANIZATION	REPRESENTED BY	SIGNATURE
Anguilla	Public Utilities Commission		
The Bahamas	Utility Regulation and Competition Authority	Randol Dorsett	
Barbados	Fair Trading Commission	PEGGY GRIFFITH	
Belize	Public Utilities Commission	JOHN AVERY	
British Virgin Islands	Telecommunications Regulatory Commission		
Dominica	Independent Regulatory Commission	BERNADETTE LAMB	
Guyana	Public Utilities Commission	PREM PERSAUD	
Jamaica	Office of Utilities Regulation	MAURICE CHARUS	
St. Lucia	National Water and Sewerage Commission	Kelly Joseph	
Trinidad and Tobago	Regulated Industries Commission	ANNE-MARIE MOWHAMMED	
Turks and Caicos Islands	Telecommunications Regulatory Commission	JOHN WILLIAMS	