

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE AFFAIRS OF**

BARBADOS HOCKEY FEDERATION INC.

TABLE OF CONTENTS

<u>PARAGRAPH</u>	Page
1	INTERPRETATION
1.1	Definitions 1
2	AFFAIRS OF THE COMPANY 2
2.1	Head Office 2
2.2	Corporate Seal 2
2.3	Financial Year 2
2.4	Execution of Instruments 2
2.5	Cheques, Drafts and Notes 2
2.6	Banking Arrangements 3
2.7	Voting Rights in Other Bodies Corporate 3
2.8	Auditors 3
2.9	Minutes 3
2.10	Rules and Regulations 3
3	BORROWING AND SECURITY 3
3.1	Borrowing Power 3
4	MEMBERS 4
4.1	Membership 4
4.2	Application of membership 4
4.3	Qualifications and Rights 4
4.4	Term of Membership 5
4.5	Membership Fees 5
4.6	Honorary Life Members 5
4.7	Honorary Life Vice-Presidents 5
4.8	Resignation 5
4.9	Termination for Non-Payment 5
4.10	Removal 5
4.11	National and Representative Teams 6

5	OFFICERS	6
5.1	President	6
5.2	Vice-President	6
5.3	Secretary	6
5.4	Assistant Secretary.....	6
5.5	Treasurer	6
5.6	Powers and Duties of Officers	7
5.7	Agents and Attorneys.....	7
6	DIRECTORS	7
6.1	First Directors	7
6.2	Number of Directors	7
6.3	Qualification	7
6.4	Election and Term	7
6.5	Removal of Directors	7
6.6	Vacation of Office	8
6.7	Vacancies	8
6.8	Action by the Board	8
6.9	Meeting by Telephone	8
6.10	Place of Meetings	8
6.11	Calling of Meetings	8
6.12	Notice of Meeting	9
6.13	First Meeting of New Board	9
6.14	Regular Meetings	9
6.15	Chairman	9
6.16	Quorum	9
6.17	Votes to Govern	9
6.18	Remuneration and Expenses	9
7	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	9
7.1	Limitation of Liability	9
7.2	Indemnity	10
8	MEETING OF MEMBERS	10
8.1	Annual General Meeting	10
8.2	Special Meetings	11
8.3	Place of Meetings	11
8.4	Notice of Meetings	11
8.5	Meetings Without Notice	11
8.6	Chairman and Secretary	12
8.7	Persons Entitled to be Present	12
8.8	Quorum	12
8.9	Right to Vote	12
8.10	Votes to Govern	12
8.11	Show of Hands	12

8.12	Ballots	13
8.13	Casting Vote.....	13
9	COMMITTEES	13
9.1	Executive Committee	13
9.2	Other Committees of the Board	13
9.3	Action by Committees	13
9.4	Advisory Bodies	13
9.5	Procedure	13
10	NOTICES.....	14
10.1	Method of Giving Notice	14
10.2	Computation of Time	14
10.3	Omissions and Errors	14
10.4	Waiver of Notice	14
11	SIGNATURES.....	14
12	EFFECTIVE DATE.....	15
12.1	Effective Date	15
12.2	Repeal	15

BARBADOS

THE COMPANIES ACT CAP 308

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of:

BARBADOS HOCKEY FEDERATION INC.

BE IT ENACTED as a by-law of *The Barbados Hockey Federation Inc.* (hereinafter called the "Company") as follows:

1 INTERPRETATION

1.1 In this by-law and all other by-laws of the Company, unless the context otherwise requires:

- (a) "Act" means the Barbados Companies Act Cap. 308 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Regulations" means any Regulations made under the Act, and every regulation substituted therefore and, in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (c) "By-laws" means any by-law of the Company from time to time in force;
- (d) "Appoint" includes "elect" and vice versa;
- (e) "Board" means the board of directors of the Company; and the board of directors and directors may also be called respectively the "board of trustees" and the "trustees" and may also be so referred to in any proceedings of the Company;
- (f) "Company" means the Company without share capital incorporated under the Act as a Non-Profit Company;
- (g) All terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations; and
- (h) Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

2 AFFAIRS OF THE COMPANY

2.1 **Head Office** - until changed in accordance with the Act, the head office of the Company shall be the Hockey Center, Sir Garfield Sobers Sports Complex, Wildey, St. Michael and at such location therein as the Board may from time to time determine.

2.2 **Corporate Seal** - The common seal, an impression of which appears in the margin hereof, shall be the common seal of the Company.

2.3 **Financial Year** - Until changed by the Board, the financial year of the Company shall end on the 31st day of October in each year.

2.4 **Execution of Instruments** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Company by two persons:

- (a) The President or one of the Vice- Presidents together with the Secretary or Treasury, or
- (b) any two directors, or
- (c) any one officer together with any one director

and all deeds, transfers, assignments, contracts, obligations, certificates and other instruments in writing so signed shall be binding upon the Company without any further authorisation or formality. The directors shall have power from time to time by resolution to appoint any officers, directors or persons on behalf of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

2.4.1 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed by any officers, directors or persons as specified in paragraph 2.4.1.2 hereof.

2.4.1.2 Subject to section 134 of the Act

- (a) The President or one of the Vice-Presidents together with the Secretary or the Treasury, or
- (b) any two directors, or
- (c) any one officer together with any one director

2.5 **Cheques, Drafts and Notes**- All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

2.6 **Banking Arrangements** - The banking business of the Company including, without

limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organisations as may from time to time be designated by or under the authority of the Board.

2.7 Voting Rights In Other Bodies Corporate - The signing officers of the Company under section 2.4 may execute and deliver proxies and arrange for the insurance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Company. Such instruments shall be in favor of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.8 Auditors - The members shall at each annual meeting appoint an auditor to audit the accounts of the Company to hold office until the next annual meeting if the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the members or by the Board, if they are authorised to do so by the members.

2.9 Minutes - The minutes of the Board or any committee thereof shall not be available to the membership of the Company but shall be available to the Board, each of whom shall upon request receive a copy of such minutes.

2.10 Rules and Regulations - The Board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Company.

3. BORROWING AND SECURITY

3.1 Borrowing Power - Without limiting the borrowing powers of the Company as set forth in the Act, the Board may from time to time on behalf of the Company, without authorisation of the members:

- (a) Borrow money upon the credit of the Company;
- (b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Company, whether secured or unsecured;
- (c) To the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee or otherwise on behalf of the Company to secure performance of any present or future indebtedness; and
- (d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Company including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other present or future indebtedness, liability or obligation of the Company.

Nothing in this section limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the

Company.

4. MEMBERS

4.1 **Membership** – The Company shall consist of the following classes of membership:

- (a) affiliated associations, clubs and schools.
- (b) individual members.
- (c) Honorary life members.

Honorary life members shall enjoy all the rights and privileges of individual members exclusive of voting rights.

4.2 **Application of membership** – Must be made in writing to the Secretary. Such application must be accompanied by the following:

In the case of associations and clubs :

- (a) The Constitution of the association or clubs.
- (b) The names and addresses of its officers.
- (c) The numbers of its members.
- (d) The location of its playing grounds.
- (e) A declaration that they are opposed to any discrimination on the grounds of race, sex, politics, religion or creed.

In the case of schools:

- (a) The names and addresses of the Headmaster and physical education teachers
- (b) The number of students
- (c) The location of its playing grounds
- (d) A declaration that they are opposed to any discrimination on the grounds of race, sex politics, religion or creed.

In the case of individuals:

- (a) Name and address.
- (b) A declaration that they are opposed to any discrimination on the grounds of race, sex, politics, religion or creed.

4.3 **Qualifications and Rights** - Any person may be admitted to membership if such person complies with the requirements of section 4.1 and 4.2 hereof. Associations, clubs and individuals satisfying the criteria for membership may be provisionally admitted by the Board and formally admitted at the first meeting of Members following the application for membership. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote in the case of individual members and four (4) votes in the case of

associations, clubs and schools, in any vote taken at any meeting of members.

4.4 **Term of Membership** - The interest of a member in the Company is not transferable and lapses and ceases to exist upon the death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Company.

4.5 **Membership Fees** - The fees are due and payable by 1st, November for the ensuing year. Other statutory fees must be paid before 31st, March of the year concerned or such other date as the Board may determine. The amount of all fees is decided at each annual general meeting of Members. Any member not having paid outstanding fees within the time limits shall not be entitled to take part in the affairs of the Company and shall be considered as suspended until all arrears have been settled. Any member who has been struck off and who is readmitted to membership shall pay all arrears up to the date of expulsion.

4.6 **Honorary Life Members** - An Honorary Life Member shall be a person elected by the Company at an Annual General Meeting from among persons who have made outstanding contributions to the Company and who have been nominated in writing for such membership by 15 members of the Company in good standing provided that such members shall not at any time exceed 10 in number.

4.7 **Honorary Life Vice-Presidents** - An Honorary Life Vice-President shall be a person elected by the Company at an Annual General Meeting from members of the Company who have actively participated in the administration of hockey and who have been nominated in writing for such membership by 15 members of the Company in good standing, provided that Honorary Life Vice-Presidents shall not at any time exceed 5 in number.

4.8 **Resignation** - Members may resign at any time by resignation in writing, which shall be effective upon the date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Company prior to acceptance of such resignation.

4.9 **Termination for Non-Payment** - If membership fees are levied by the directors, the membership of any member who is in arrears may be terminated by or under the authority of the Board if such arrears of fees are not paid within a designated time; and if such arrears are not paid by such designated time the Board may pass a resolution authorising the removal of such member from the register of members of the Company and thereupon such person shall cease to be a member of the Company. Any such member may re-apply for membership in the Company.

4.10 **Removal** - Upon thirty days' notice in writing to a member of the Company, the members may, after giving the member an opportunity to be heard, pass a resolution authorising the removal of such member from the register of members of the Company and thereupon such person shall cease to be a member of the Company.

4.11 **National and Representative Teams**- To qualify to represent the Company's national team, a player must be a citizen of Barbados within the meaning of the Barbados Citizenship Act. To qualify to represent the Company's representative team, a player must be a citizen or a permanent resident within the meaning of the Barbados Citizenship Act or Immigration Act

respectively.

5. OFFICERS - The Officers of the company shall consist of the President, two Vice-Presidents, Secretary, Assistant Secretary and the Treasurer.

5.1 President - The President shall be the chief executive officer and subject to the authority of the Board, shall have general supervision of the affairs of the Company; and shall have such other powers and duties as the Board may specify. The President shall be a director of the Company.

5.2 Vice-President - The Vice-Presidents shall have such powers and duties as the Board may specify. During the absence, disability or refusal of the President to act, one of the Vice-Presidents selected by the board shall also have the powers and duties of that office.

5.3 Secretary – The Secretary shall be empowered by the Board to carry on the affairs of the Company generally under the supervision of the President. He shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the Board and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Company and of all books, records and instruments belonging to the Company, except when some other officer or agent has been appointed for that purpose. The Secretary shall have such other powers and duties as otherwise may be specified.

5.4 The Assistant Secretary- The Assistant Secretary shall assist the secretary and act in whatever manner prescribed under paragraph 5.3.

5.5 Treasurer - The Treasurer shall keep proper accounting records of the financial activities of the Company and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Company. He shall plan and organise fund raising activities, prepare budgets, control expenditure and maintain proper accounting records of all the Federation financial activities. He shall render to the Board whenever required an account of all transactions of the Treasurer and of the financial position of the Company. He shall submit a statement showing the current financial position of the Company to each meeting of the Board. He shall produce to each Annual General Meeting of the Company an audited balance sheet and an income statement made up to the 31st day of October immediately preceding that meeting. He shall have such other powers and duties as otherwise may be specified. If a Treasurer is not appointed, the duties of the Treasurer shall be carried out by the secretary or such other officer as the Board may from time to time determine.

5.6 Powers and Duties of Officer - The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the chief executive officer may specify. The Board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by

such assistant, unless the Board or the chief executive officer otherwise directs.

5.7 Agents and Attorneys - The Company, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Company in or outside Barbados and such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

6. DIRECTORS

6.1 First Directors - The applicants for incorporation shall be the first directors of the Company whose term of office on the Board shall be until the first meeting of members. At the first meeting of members, the Board then elected shall replace the first directors named in the Articles of Incorporation.

6.2 Number of Directors - Until changed in accordance with the Act, the Board shall consist of thirteen directors which includes the President, two Vice Presidents, the Secretary, the Assistant Secretary, the Treasurer and seven other directors. There shall be one Vice President of either sex. The number of directors of the same sex shall not exceed nine.

6.2 (a) Nominations- Nominations for Directors shall be submitted on a prescribed form to the Honorary Secretary or any other person designated by the Board fifteen days before the date of the annual general meeting. Each nomination shall be proposed by an affiliated member or individual member seconded by another affiliated member or individual member. Each form shall be signed by the President, secretary or person in a similar capacity of the club or association. The Principal or Deputy Principal of a School or an individual member. Where no nomination has been received for a position at the time of the meeting, nominations for that position may be received from the floor and shall be proposed by the representative of a club association, school or individual; and seconded by another affiliate member or individual member.

6.3 Qualification - No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Barbados or elsewhere; is not an individual; or has the status of a bankrupt. A director shall be a member.

6.4 Election and Term - The election of directors shall take place at the annual general meeting of members. The term of office for directors shall be no more than two years. Retiring directors if qualified shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. The maximum number of Directors retiring shall be no more than seven. The maximum number of Officers retiring shall be no more than three.

6.5 Removal of Directors - Subject to the Act, the members of the Company may by ordinary resolution passed at a special meeting called for such purpose remove any director from the office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors. A director elected or appointed pursuant to this paragraph holds office for the unexpired term of his predecessor.

6.6 **Vacation of Office** – The office of a director of the company shall be vacated:

- (a) If by notice in writing he resigns his office;
- (b) If he ceases to be a member of the company;
- (c) If he does not attend four (4) consecutive meetings of the directors, unless the directors otherwise determine;
- (d) If he is removed from the office in accordance with paragraph 6.5;
- (e) If he is found to be a lunatic or becomes of unsound mind;
- (f) If he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorised assignment or is declared insolvent;
- (g) If he is convicted of any criminal offence involving fraud or dishonesty;

6.7 **Vacancies** - Vacancies on the Board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose or by the Board if the remaining directors constitute a quorum. If the number of directors to be elected is increased within the minimum or maximum numbers provided in section 6.2, a vacancy or vacancies on the Boards to the number of the authorised increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6.8 **Action by the Board** - The Board shall manage the business and affairs of the Company utilising the powers afforded to the Company by the Act or otherwise. The powers of the Board may be exercised at a meeting (subject to section 6.9) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

6.9 **Meeting by Telephone** - If all the directors of the Company consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

6.10 **Place of Meetings** - Meetings of the Board may be held at any place in or outside Barbados.

6.11 **Calling of Meetings** - Meetings of the Board shall be held from time to time at such time and at such place as the Board, the President, any of the Vice-Presidents, the Secretary or any two directors may determine.

6.12 **Notice of Meeting** - Notice of the time and place of each meeting of the Board shall be given in the manner provided in section 10.1 to each director not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or business to be transacted at the meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.13 **First Meeting of New Board** - Provided a quorum of directors is present; each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

6.14 **Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

6.15 **Chairman** - The President shall preside at all meetings of the Board. He may in his discretion request the meeting to appoint a Chairman in his place. In the event of the President being unable to attend the Secretary shall open the meeting and invite members to nominate one of the Vice-Presidents or, in their absence, any other Director to act as Chairman.

6.16 **Quorum** - The quorum for the transaction of business at any meeting of the Board shall consist of seven directors of whom at least two must be officers. In the event of a quorum not being present 30 minutes after the time set for a Board meeting, the meeting shall be adjourned to the following week at the same time when those Directors present shall form a Quorum.

6.17 **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting, shall in addition to his original vote have a second or casting vote.

6.18 **Remuneration and Expenses** - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such a position. However, the directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the Company. Also, nothing herein contained shall be construed to preclude any director from serving the Company as an officer or in any other capacity and receiving reasonable compensation therefore.

7. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 **Limitation of Liability** - Every director and officer of the Company in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no

director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Company shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

7.2 **Indemnity** - Subject to the Act, the Company shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Company or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Company; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Company shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8. MEETING OF MEMBERS

8.1 **Annual General Meetings** – Subject to the provisions of section 105 of the Act, the annual general meeting of the members shall be held on such day and in each year and at such time as the directors may by resolution determine at such place within Barbados or, if all the members entitled to vote at such meeting so agree, outside Barbados, between the 1st day of January and the 31st January in each year and not later than the 28th day of February in each year.

Twenty-one (21) days notice in writing of the AGM or a Special General Meeting, excluding the date of the Notice and the date of the meeting, shall be given in writing to all members and shall be published once in a daily newspaper in circulation in Barbados. For an AGM, there shall be sent to all members five (5) days prior thereto:

1. A Copy of the Directors Report and Audited Financial Statements for the year under review.
2. Notice of all resolutions and amendments proposed for consideration.

The business of the AGM shall include :

1. Reading of the Notice convening the meeting.
2. Confirmation of delegates/representatives, individual members' credentials.
3. Roll Call.
4. Confirmation of the Minutes of the previous AGM and matters arising therefrom.
5. Consideration for approval & adoption the audited Financial Statements.
6. Directors Report presented by the President or his nominee.
7. Election of Officers as provided.
8. Election of Directors as provided.
9. Election of an Auditor.
10. Consideration of resolutions and amendments.
11. General Business

8.2 **Special Meetings** – Special meetings of the members may be convened by order of the President, any of the Vice-Presidents or the directors at any date and time and at any place within Barbados or, if all the members entitled to vote at such meeting agree, outside Barbados.

8.3 **Place of Meetings** - Meetings of members shall be held at the registered office of the Company or elsewhere in the municipality in which the registered office is situate or, if the Board shall so determine, at some other place in Barbados or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Barbados.

8.4 **Notice of Meetings** - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in section 10 not less than 21 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Company. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's reports and Board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.5 **Meetings Without Notice** - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and (b) if

the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such meeting any business may be transacted which the Company at a meeting of members may transact. If the meeting is held outside Barbados, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

8.6 Chairman and Secretary - The Chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: The President, a Vice-President or the secretary. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of the other Directors present to be Chairman. If the secretary of the Company is absent, the Chairman shall appoint a member to act as secretary of the meeting.

8.7 Persons Entitled to be Present - The persons entitled to be present at a meeting of members shall be individual members, not more than two delegates from each affiliated association or clubs and members of the Board who shall all have the right to speak. Bona fide members of affiliated associations or clubs may attend meetings of members and may speak at the discretion of the Chairman

8.8 Quorum - The quorum for the transaction of business at any meeting of members shall be at least fifteen or one-fifth (whichever is less) by number of those entitled to attend and vote thereat. In the event of a quorum not being present thirty minutes after the time scheduled for a meeting of members, the meeting shall be adjourned to the following week at the same time when those members present shall form a quorum.

8.9 Right to Vote – The persons entitled to vote at meetings of members shall be individual and Board members who shall have one vote each. The delegates mentioned at paragraph 8.7 who shall have four votes per association or club. Bona fide members referred to in paragraph 8.7 shall have no right to vote.

8.10 Votes to Govern - Unless the Act or any by-law of the Company otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

8.11 Show of Hands - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have the votes in accordance with paragraph 8.9. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the questions has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect on the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.12 Ballots - On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon, the Chairman may require or any

member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner, as the Chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present and entitled to vote shall vote in accordance with paragraph 8.9.

8.13 **Casting Vote** - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the Chairman of the meeting shall not be entitled to an additional or casting vote.

9. COMMITTEES

9.1 **Executive Committee** – The executive committee shall comprise of the President who shall be the Chairman, the Secretary, Treasury, one of the Vice Presidents and a director not being an officer appointed by the Board. The committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board. Notice of the time and place of each meeting of the executive committee or other committee of the Board shall be given in the manner provided in section 10 to each committee member not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting and such notice need not specify the purpose of or business to be transacted at the meeting. Executive committee members and members of other committees of the Board shall serve as such without remuneration. However, committee members shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of committees.

9.2 **Other Committees of the Board** - The Board may from time to time as deemed necessary appoint other committees consisting of such number of directors, members and other persons as may be deemed desirable and may prescribe their duties.

9.3 **Action by Committees** – Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the directors, the simple majority of committee members shall form a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

9.4 **Advisory Bodies** - the Board may from time to time appoint such advisory bodies, as it may deem advisable.

9.5 **Procedure** - Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

10. NOTICES

10.1 **Method of Giving Notices** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered in writing to the last address of such person as recorded in the books of the Company or if mailed by prepaid ordinary mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so deposited in a post office or public letter box, shall be deemed delivered 48 hours after posting; and a notice sent by means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication Company or agency or its representative for dispatch. The Secretary may change the address on the Company's books of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.

10.2 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

10.3 **Omissions and Errors** - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.4 **Waiver of Notice** - Any member, director, officer or auditor may waive any notice required to be given under any provision of the Act, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SIGNATURES

11. The signatures of any officer or any director of the Company or of any person, appointed pursuant to paragraph 2.4 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer, director or person is so reproduced shall be deemed to have been manually signed by such officer, director or person

whose signature is so reproduced has ceased to hold office or appointment at the date on which such document or instrument in writing is delivered or issued.

12. EFFECTIVE DATE

12.1 **Effective Date** - This by-law shall come into force when confirmed by the members in accordance with the Act.

12.2 **Repeal** - All previous by-laws of the Company are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any predecessor charter documents of the Company obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

PASSED by the Board 4th day of OCTOBER 2005

President

Secretary

CONFIRMED by the members the 13th day of DECEMBER 2005

Secretary

Corporate Seal

AMENDED 2007