

BARBADOS FILM & VIDEO ASSOCIATION INC.

By-law No. 1

Enacted the 9th day of December, 2009

GENERAL BY-LAW OF A NON-PROFIT
COMPANY WITH NO AUTHORISED SHARE CAPITAL
INCORPORATED UNDER THE COMPANIES ACT, CAP. 308

THE COMPANIES ACT, CAP. 308

BY-LAW No.1

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

BARBADOS FILM & VIDEO ASSOCIATION INC.

(hereinafter called “the Association”)

BE IT ENACTED as the general by-law No. 1 of BARBADOS FILM & VIDEO ASSOCIATION INC (hereinafter called “the Association”) as follows:

1.0 INTERPRETATION

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

- i. “Act” means the Companies Act Cap. 308 of the Laws of Barbados as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- ii. “Affiliate” means any group organisation or body of persons having objects similar to those of the Association and with which the Association is for the time being affiliated;
- iii. “Board” means the Board for the time being of the Association as constituted and authorised to act pursuant to these Articles;
- iv. “By-Laws” means any By-Law of the Association from time to time in force;
- v. “Director” means a member of the Board;
- vi. “Association” means Barbados Film & Video Association Inc., a non-profit company with no authorised share capital incorporated under the Companies Act Cap. 308 of the Laws of Barbados;
- vii. “Member” means those persons set out at Clause 5 of these by-laws.
- viii. “Seal” means the common Seal of the Association;
- ix. “Secretary” means any person appointed to perform the duties of the Secretary of the Association;

- x. Words importing the singular number shall include the plural number and vice versa;
- xi. Words importing the masculine gender shall include the feminine and neuter gender and vice versa;
- xii. The word “person” shall include bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word individual means a natural person;
- xiii. In this By-Law expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;
- xiv. Any marginal notes which may be reproduced with these Articles do not form part of these Articles, and shall have no bearing on the interpretation thereof.

2.0 RESTRICTION ON THE UNDERTAKINGS OF THE ASSOCIATION

- (a) The Association will restrict its undertaking to the non-profit service of promoting the development of the audio visual sector and related services and trades. Such service will include such other useful activities as may reasonably be regarded as furthering, directly or indirectly the undertaking of the Association for both members and non members of the Association;
- (b) The Association has no authorised share capital and is to be carried on without pecuniary gain to its members, and any profit or other accretions to the Association will be used in furthering its undertaking.

2.0A AIMS AND OBJECTIVES OF THE ASSOCIATION

- To be the primary advocate for the creation of an effective audio visual policy and regulatory environment that promotes and supports the growth of professionals and businesses in the audio visual sector.
- To establish internationally accepted industry standards and to ensure that members adhere to these standards.
- To establish and maintain an adequate and up-to-date database of workers in the profession, equipment and members’ projects.
- To establish, maintain and encourage continuing professional development, education and training programmes and to require such for members.
- To promote collaboration and mentoring amongst members.
- To foster and promote linkages with regional and international film and video associations.
- Any other aims and objectives that would further the advancement of members of the Association.

3.0 REGISTERED OFFICE

The registered office of the Association shall be in Barbados at such address as the Directors may fix from time to time by resolution.

4.0 THE SEAL

- (a) The common seal, an impression of which appears in the margin hereof, shall be the common seal of the Association;
- (b) The Board may by resolution authorise for use in any country other than Barbados or for use in any district or place not situated in Barbados, an official seal, which shall be a facsimile of the common seal of the Association with the addition on its face of the name of that country, district or place where it is to be used;
- (c) The Association may, by instrument in writing under its common seal, authorise any person appointed for that purpose to affix the Association's official seal to any document to which the Association is party in the country, district or place where its official seal can be used;
- (d) A person who affixes an official seal of the Association to a document shall, by writing under his hand, certify on the document the date on which, and the place at which the official seal is affixed.

5.0 MEMBERSHIP

Member: Membership shall be open to individuals working in the audio visual sector that have the number of credits necessary for membership as determined by the members in a General Meeting.

Associate Member: Associate Membership shall be open to individuals that have an interest in the audio visual sector but do not have the requisite credits as determined by the members in a General Meeting.

Student Member: Student Membership shall be open to individuals involved in a course of study in the audio visual sector or related services as may be determined by the members in a General Meeting.

Honorary Member: Honorary Membership shall be granted only in exceptional circumstances to an individual that has made an outstanding contribution to the Association as determined by the Members in a General Meeting; such member shall not be eligible to vote or sit on the Board of the Association.

Corporate Member: Corporate Membership shall be open to persons (companies) primarily engaged in the audio visual sector the conditions for which shall be determined by the members in a General Meeting.

GENERAL PROVISIONS

6.0 THE BOARD

6.1 Composition of the Board:

- (a) The Board shall consist of eleven members three of which shall be Floor Members with the other members holding the office of President, First Vice President, Second Vice President, Honorary Secretary, Assistant Secretary Treasurer, Treasurer, Public Relations Officer, Membership Officer.
- (b) Each member of the Board of Directors shall be elected for a term of one year and shall be eligible for re-election. Notwithstanding the foregoing a Director elected as President shall not serve for more than three consecutive terms as President. Unless sooner determined every Director shall continue in office until the conclusion of the General Meeting at which his successor is elected.
- (c) The members may, by resolution, remove any Director before expiration of that Director's term of office and may appoint any person in that Director's stead for the remainder of that Director's term.
- (d) Notwithstanding any of provision of this By-Law, the members may, by resolution, make provision for the retirement and or rotation of such number of Directors as deemed fit.

6.2 Casual Vacancy:

- (a) The Board may, in the event of any casual vacancy occurring among the Directors fill such vacancy by appointing any person eligible for such appointment and any Director so appointed shall hold office until the next Annual General Meeting following appointment whereupon he shall retire, but shall be eligible for re-election.
- (b) In the event that the President's office is vacated before the expiration of his tenure the First Vice-President shall automatically fill the vacancy but only to serve out the remainder of the term of the President, but he shall be eligible for re-election.

6.3 Directors' remuneration and expenses:

- (a) Each Director may be entitled to receive for each meeting of the Board or of any committee of the Board which he attends such sum as the Association may determine in General Meeting;
- (b) Each Director may be paid all reasonable travelling, hotel and other expenses properly incurred by him in attending and returning from meetings in connection with the Association's business outside of Barbados.

7.0 POWER AND DUTIES OF THE BOARD

7.1 General Powers vested in the Board:

The affairs of the Association shall be managed by the Board, which may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not, by the by-laws or any special resolution of the Association or the Companies Act expressly directed or required to be done by the Association at a General Meeting of the Association.

7.2 Certain specific powers:

Without prejudice to the general powers vested in the Board, and the other powers conferred by this by-law, it is hereby expressly declared that the Board shall have the following powers, that is to say, power:-

- (a) from time to time to appoint any person, as Chief Executive Officer or other Officer of the Association for such term and at such remuneration as it may think fit, and subject to any contract entered into between the Association and such Chief Executive Officer or other Officer, and may from time to time remove him and appoint some other person as Chief Executive Officer or other Officer in his place;
- (b) to delegate to a Chief Executive Officer or other Officer all or such of its administrative powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the Association;
- (c) to appoint agents and engage servants and or agents as deemed necessary from time to time to perform such duties and or works as may be determined by the Board;
- (d) to fix the remuneration of all servants and or agents;
- (e) to authorise and or make expenditures on behalf of the Association for the purpose of furthering the objects and purpose of the Association;
- (f) to borrow money not exceeding the sum of \$1,000,000.00 and to mortgage or charge the undertaking and property of the Association or any part thereof and to issue debentures, as security for any debt, liability or obligation of the Association or any third party; and any loan exceeding \$1,000,000.00 shall first require a resolution in respect thereof by the members voting in an Extra-Ordinary General Meeting;
- (g) to enter into a trust arrangement for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms as the Board may prescribe;
- (h) to determine who shall be entitled to sign on the Association's behalf; bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- (i) to provide for the establishment and conduct of any branch office in any part of the world for the transaction and management of the business of the Association; and

- (j) from time to time to appoint any corporation, firm, person or body of persons to be the attorney or attorneys of the Association in any part of the world for such purposes and with such powers, authorities and discretions and subject to such conditions as may be deemed fit.

8.0 DISQUALIFICATION OF DIRECTORS

8.1 Vacation of office of Director:

The office of a Director shall be vacated:

- (a) If the Director becomes bankrupt or makes arrangements or composition with his Creditors generally;
- (b) if the Director is convicted of any criminal offence involving fraud or dishonesty;
- (c) if the Director becomes of unsound mind;
- (d) if the Director, by notice in writing to the Association, resigns his office;
- (e) if the Director without special leave of absence from the Board absents himself from the meetings of the Board, either during a period of four successive calendar months or during a period covered by four consecutive meetings, whichever is the longer; and
- (f) if the Director is directly or indirectly interested in any contract with the Association or participates in the profits of any contract with the Association; provided, however, that a Director shall not vacate his office by reason of his having entered into contracts with or done any work for the Association or by reason of his being the nominee or a member of any Corporation or firm which has entered into contracts with or done any work for the Association, if he shall have declared the nature of his interest or the nature of the interest of such Corporation or firm in manner required by section 90 of the Companies Act but the Director shall not vote in respect of any such contract or work or any matter arising thereout; and if he does so vote, his vote shall not be counted; provided also that no Director shall vacate his office by reason of his being remunerated pursuant to these by-laws;
- (g) dies;
- (h) is duly removed from office.

9.0 PROCEEDINGS OF THE BOARD AND COMMITTEES OF THE BOARD

9.1 Meetings and voting:

- (a) The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote;

- (b) The President, First Vice President, Second Vice President or any Director may at any time summon a meeting of the Board or of any committee of the Board;
- (c) The Honorary Secretary at the request of the President, First Vice President, Second Vice President or any Director may at any time summon a meeting of the Board or of any Committee of the Board.

9.2 Quorum:

- (a) The quorum necessary for the transaction of the business of the Board or of any committee of the Board may be fixed by the Board and, unless so fixed, shall, in the case of the Board be a majority of the members.
- (b) If a quorum is not present within 30 minutes of the time appointed for a meeting, the meeting shall stand adjourned to the same day in the next week at the same time, and place, and if at the adjourned meeting a quorum is not present within 30 minutes of the appointed time, the Directors present and entitled to vote shall constitute a quorum.

9.3 Limited Power to act even without quorum:

The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these by-laws as the necessary quorum of the Board the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Association but for no other purpose.

9.4 Chairman:

The President, and, in his absence, the First Vice President, and in his absence the Second Vice President shall preside at all meetings of the Board. If at any meeting of the Board, neither the President nor First Vice President nor Second Vice President is present within 30 minutes of the time appointed for the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

9.5 Resolution in lieu of meeting:

A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at such a meeting duly convened and held.

10.0 OFFICERS

10.1 Chief Executive Officer:

The Board may from time to time appoint a Chief Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Association, except such matters and duties as by law must be transacted or performed by the Board or by the members in general meeting, and to employ and discharge agents and employees of the Association or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Board. He shall at

all reasonable times give to the Association and or any Director thereof all information they may require regarding the affairs of the Association.

10.2 Secretary:

10.2.1 Appointment of Secretary:

The Secretary shall be appointed by the Board for such term, at such remuneration, and upon such conditions, as it may think fit, and any Secretary so appointed may be removed by the Board.

10.2.2 Director acting as Secretary:

A provision of the Companies Act or these by-laws requiring or authorising a thing to be done by or to a Director and or the Secretary, shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

11.0 PROTECTION OF DIRECTORS AND OFFICERS

11.1 Directors and Officers entitled to indemnity:

(a) Subject to section 97 of the Companies Act, except in respect of an action by or on behalf of the Association to obtain a judgment in its favour, the Association shall indemnify a Director or Officer of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor, and his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of such Association, if:

- (i) he acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful;

(b) No Director or Officer of the Association shall be liable to the Association for:

- (i) the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity;
- (ii) any loss, damage or expenses incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association;
- (iii) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested;

- (iv) any loss damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom the monies, securities or effects shall be lodged or deposited;
 - (v) any loss, conversion, misapplication or misappropriating or any damages resulting from any dealings with any monies, securities or other assets belonging to the Association; and
 - (vi) any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Association and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) Nothing herein contained shall relieve a Director or Officer from the duty to act in accordance with the Companies Act or the Regulations or relieve him from liability for a breach thereof.

12.0 GENERAL MEETINGS

12.1 Annual General Meetings:

The Association shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall lapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

12.2 Extra-Ordinary General Meetings:

Save as herein provided all General Meetings, other than Annual General Meetings, shall be called Extra-Ordinary General Meetings.

12.3 Rights of the Board to convene Extra-Ordinary General Meetings:

The Board may, whenever it thinks fit, convene an Extra-Ordinary General Meeting;

12.4 Special meetings:

Special meetings of the members may be convened by order of the President, First Vice President, Second Vice President or by the Board at any time and at any place in Barbados.

13.0 NOTICE OF GENERAL MEETINGS

- 13.1** Annual General Meetings and a meeting called for the passing of a Special Resolution shall be called by twenty-one day's notice in writing at the least, and a

meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen day's notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such members as are, under these by-laws, entitled to receive such notice from the Association.

13.2 Accidental omission of notice:

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the Auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

14.0 PROCEEDINGS AT GENERAL MEETINGS

14.1 Business at General Meetings:

All business that is transacted at an Extra-Ordinary General Meeting is special business, and all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet, the reports of the Board and Auditors, and appointment of Directors in the place of those retiring, and the re-appointment, and fixing of the remuneration, of the Auditors is special business;

14.2 Quorum:

No business shall be transacted at any meeting of members unless there are at least one-third of the members present.

14.3 Adjournment of Meeting:

The Chairman of any meeting may with the consent of the meeting and shall if so directed by the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

14.4 Chairman at General Meetings:

The President being Chairman of the Board shall preside at every General Meeting of the Association. If there is no such Chairman of the Board, or if he is not present within thirty minutes of the time appointed for the meeting, or is not willing to act as Chairman, then the meeting shall be chaired by the First Vice President if he is present or, failing that, the Second Vice President or failing that the Directors present shall choose one of their number to be Chairman of the meeting.

14.5 Choice of Chairman by Members:

If at any meeting no Director is willing to act as Chairman, or if no Director is present within thirty minutes of the time appointed for the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

14.6 Determination of Resolutions and Questions at General Meetings:

- (a) At any General Meeting a resolution put to the meeting shall be decided by the members;
- (b) every question submitted to a meeting of the members shall be decided by the members and no other person is entitled to a vote.

14.7 Proxy and Proxy instrument:

- (a) Votes at meetings of members may be given either personally or by proxy.
- (b) A proxy shall be executed by the member or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.
- (c) In the case of a body corporate the proxy shall be in writing and under the common seal, and hand of a duly authorized officer of the member.

14.8 Deposit of a proxy:

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Association or at such other place within Barbados as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

14.9 Form of proxy:

An instrument appointing a proxy may be in the usual form, or in such form as the Board may approve, and shall be deemed to confer authority to demand or join in demanding a poll.

15.0 MINUTES

15.1 How to be kept:

- (a) The Board shall cause minutes to be duly entered in the books provided for the purpose:
 - (i) of all appointments of Officers made by the Board;
 - (ii) of the names of the Directors present at each meeting of the Board or of any committee thereof;
 - (iii) of all decisions made by the Board or a committee thereof; and

- (iv) of all resolutions and proceedings of General Meetings and of meetings of the Board and committees thereof.
- (b) Any such minutes of any meetings of the Directors, or any committee or of the Association, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.
- (c) The books containing the minutes of the General Meetings of the Association shall be kept at the office of the Association and shall be open to the inspection of the members between the hours of 9:00 a.m. and 1:00 p.m. on each business day.

16.0 MONIES

16.1 Policies and Rules

- (a) The Board shall, subject to this Article, make, and may from time to time amend, policies and rules regulating financial matters.
- (b) Any policies and or rules made by the Board shall be consistent with the terms and conditions of any agreement in force from time to time between the Association and any member or affiliate; and
- (c) Subject to paragraph (d) of this Article no policy and or rule made pursuant to this Article shall have effect until they have been approved by the Association in General Meeting.

16.2 Funds:

- (a) The Board may make provision for:
 - (i) Setting aside, out of the receipts of the Association, such sums not less than five percent (5%) of the receipts of the Association for the preceding financial year as it thinks proper as a reserve fund to meet contingencies, or for special allocations or for repairing, improving and maintaining any of the property of the Association, or for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Association, and to invest the several sums so set aside upon such investments as it may think fit, and
 - (ii) from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Association and to divide the Reserve Fund into such special funds as it thinks fit with full power to employ the assets constituting the Reserve Fund in the business of the Association without being bound to keep the same separate.
- (b) **The Board may on such terms as it may prescribe** enter into a trust arrangement with a trust for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association.

17.0 COMMITTEES

17.1 Committees:

The Board may from time to time as deemed necessary appoint committees consisting of such number of Directors or members as may be deemed desirable and may prescribe their duties. The Board may delegate any of its respective powers to committees consisting of such Director or Directors as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

17.2 Chairman of committees:

Any committee appointed by the Board may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within 30 minutes of the time appointed for the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

17.3 Committees – meetings and voting:

Any committee appointed by the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of equality of votes the Chairman of the meeting shall have a second or casting vote.

18.0 VALIDATION OF APPOINTMENT OF DIRECTORS:

All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Director or persons acting as aforesaid, and that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

19.0 RESOLUTION IN LIEU OF MEETING:

A resolution in writing, signed by all persons for the time being entitled to receive notice of a meeting or of any committee of the Board shall be as valid and effectual as if it had been passed at such a meeting duly convened and held.

20.0 ACCOUNTS

20.1 Accounts to be kept:

The Board shall cause proper books of account to be kept including accounts with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the Association.

20.2 Books of accounts:

The books of accounts shall be kept at the Registered Office of the Association or at such place or places in Barbados as the Board thinks fit and shall be open to the inspection of the members.

20.3 Inspection of books of accounts:

The Board shall from time to time determine at what times and places, and under what conditions and regulations, the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no person, not being a member or Director, shall have any right of inspecting any account or book or documents of the Association, except as conferred by the Companies Act, or authorised by the Board, or by the Association in General Meeting.

20.4 Accounts, balance sheets and reports:

The Board shall from time to time, in accordance with the Companies Act cause to be prepared, and to be laid before the Association in General Meeting, such accounts, balance sheets and reports as are required by the said Act.

20.5 Copies of balance sheet and report:

A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one days before the date of the meeting, be sent to the members eligible to receive notice of General Meetings of the Association, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.

21.0 AUDIT

21.1 Auditors to be appointed:

Auditors shall be appointed as may be necessary, and their duties regulated, in accordance with the Companies Act Cap. 308 of the Laws of Barbados.

22.0 NOTICES

22.1 Method of giving notice:

Any notice or other document required by the Companies Act Cap 308 of the Laws of Barbados, the Regulations, the Articles or the By-laws to be sent to any member, Director or auditor may be delivered personally or sent by prepaid mail or other electronic means including cable or telex or email or facsimile transmission to any such person at his latest address as shown in the records of the Association and to any such Director at his latest address as shown in the records of the Association or in the latest notice filed under section 66 or 74 of the Companies Act Cap. 308 of the Laws of Barbados, and to the auditor at his business address.

22.2 Waiver of notice:

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto;

22.3 Undelivered Notices:

If a notice or document is sent to a person by prepaid mail in accordance with these provisions and the notice or document is returned because the person cannot be found, it shall not be necessary to send any further notices or documents to the person until he informs the Association in writing of his new address;

22.4 Signature of notices:

The signature of any Director or Officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed;

22.5 Computation of time:

Where a notice extending over a number of days or other period is required under any provisions of the Articles or the by-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period;

22.6 Proof of service:

Where a notice is delivered personally to the person to whom it is addressed or delivered at his latest address as shown in the records of the Association service shall be deemed to be at the time of delivery of such notice;

22.7 Service by post:

Where a notice is sent by post, service of the notice shall be deemed to be effected 48 hours after posting if the notice was properly addressed and posted by prepaid mail;

22.8 Service by electronic means:

Where notice is sent by electronic means service is deemed to be effected on the date on which the notice is so sent.

22.9 Notice of General Meeting:

Notice of every General meeting shall be given to:

- (a) every Director of the Board;
- (b) every member, except those who, having no registered address within Barbados, have not supplied to the Association an address within Barbados for the giving of notices to them; and
- (c) the Auditors for the time being of the Association.

23.0 FINANCIAL YEAR

The Board shall from time to time by resolution establish the financial year of the Association.

24.0 CHEQUES DRAFTS AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers or persons and in such manner as the Board may from time to time designate.

25.0 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by such Officer or person as the Board may from time to time by resolution appoint. All contracts, documents or instruments in writing so signed shall be binding on the Association without any further authorisation or formality. The common seal of the Association may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officers or persons duly appointed by the Board as stated herein.

26.0 PROCEDURE ON WINDING UP

In the event of and upon the winding up of the Association whether voluntary or otherwise, at any time, the assets of the Association shall in so far as they are available for the purpose, be given or transferred at or before the time of dissolution to the members of the Association or some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association.

27.0 AMENDMENT

- (a) **The by-laws of the Association may be amended at any Annual General Meeting or Extra-Ordinary General Meeting of the Association;**
- (b) Notice of a proposal to amend the by-laws of the Association shall be given in writing to the members of the Association at least twenty-one days prior to the calling of the meeting at which the amendment is to be made and the nature of the proposed amendment shall be indicated.

ENACTED this 9th day of December, 2009

Corporate Seal

President

Secretary