

THE COMPANIES ACT CAP 308



GENERAL BY-LAW NO: 1

of

BARBADOS CHESS FEDERATION INC.

Company No: 21304

Enacted July 8, 2021

TABLE OF CONTENTS

BY-LAW	PAGE
1 DEFINITIONS AND INTERPRETATION	1
2 REGISTERED OFFICE	2
3 SEAL	2
4 MEMBERS	2
4.1 Classes of Membership	2
4.2 Member Organizations	3
4.3 Ordinary Members	3
4.4 Junior Members	3
4.5 Honorary Life Members	3
4.6 Applications for Membership	4
4.7 Member Obligations	4
5 FEES AND SUBSCRIPTIONS	5
6 CESSATION OF MEMBERSHIP	5
6.1 Resignation	5
6.2 Non-Payment of Subscription	5
6.3 Disciplinary Action	5
6.4 Non-Transferability of Membership	6
6.5 Liability for Monies Due	6
6.6 Re-admission to Membership	6
7 EXECUTIVE BOARD	6
7.1 Composition	6
7.2 Election of Officers	7
7.3 Governance and Management	8
7.4 Committees	11
7.5 Vacancies	11
8 MEETINGS OF EXECUTIVE BOARD	12
8.1 Calling of Executive Board Meetings	12
8.2 Notice of Meeting	13

	8.3	Quorum.....	13
	8.4	Transacting Business by Electronic Means	13
	8.5	Voting	14
	8.6	Unanimous Resolution	14
9		FOR THE PROTECTION OF DIRECTORS AND OFFICERS	14
10		GENERAL MEETINGS	15
	10.1	Calling of Meetings of Members	15
	10.2	Members' Resolution	16
	10.3	Notice of Meeting	16
	10.4	Chair of Meeting	17
	10.5	Quorum.....	17
	10.6	Proxies.....	17
	10.7	Voting.....	18
	10.8	Adjournments.....	19
	10.9	Unanimous Resolution.....	19
11		VOTING IN OTHER COMPANIES	19
12		NOTICES	20
13		SIGNATURE AND EXECUTION OF DOCUMENTS	21
14		FINANCIAL YEAR	21
15		WORLD ANTI-DOPING CODE	22
16		DISPUTE ON INTERPRETATION OF BY-LAWS	22

COMPANIES ACT CAP 308 OF THE LAWS OF BARBADOS

BARBADOS CHESS FEDERATION INC

COMPANY No. 21304

BY-LAW NO: 1

A By-Law relating generally to the conduct of the affairs of
Barbados Chess Federation Inc (“the Federation”):

1 - DEFINITIONS AND INTERPRETATION

- 1.1 In this by-law and all other by-laws of the Federation, unless the context otherwise requires:
 - 1.1.1 “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 Federation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute;
 - 1.1.2 “BOA Arbitration Commission” means the Arbitration Commission established by The Barbados Olympic Association Inc.;
 - 1.1.3 “by-law” means any by-law of the Federation from time to time in force;
 - 1.1.4 “CAS” means the Court of Arbitration for Sport in Lausanne, Switzerland;
 - 1.1.5 “Code of Conduct” means any code of conduct or code of ethics, however styled, of the Federation or otherwise applicable to the Federation as a member of FIDE.
 - 1.1.6 “day” means a calendar day;
 - 1.1.7 “FIDE” means Fédération Internationale de Échecs;
 - 1.1.8 “general meeting” means the annual meeting of members or a special meeting of members;
 - 1.1.9 “IOC” means the International Olympic Committee;
 - 1.1.10 “Regulations” means any Regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the

by-laws of the Federation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

- 1.1.11 "World Anti-Doping Code" means the World Anti-Doping Code published from time to time by the World Anti-Doping Agency;
- 1.1.12 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 the Regulations;
- 1.1.13 the headings in these By-laws are inserted for convenience only and shall not affect their construction or interpretation;
- 1.1.14 the singular includes the plural and vice versa; any gender includes any other gender; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

2 - REGISTERED OFFICE

- 2.1 The registered office of the Federation shall be in Barbados at such address as the Executive Board may fix from time to time by resolution.

3 - SEAL

- 3.1 The common seal, an impression of which appears in the margin hereof shall be the common seal of the Federation.



4 - MEMBERS

4.1 Classes of Membership

- 4.1.1 There shall be four classes of membership, namely:
 - 4.1.1.1 Member Organizations;
 - 4.1.1.2 Ordinary Members;
 - 4.1.1.3 Junior Members;
 - 4.1.1.4 Honorary Life Members.

4.2 **Member Organizations**

- 4.2.1 Subject to by-law 4.6, a club, school, Chess training academy or other organization playing or interested in Chess is eligible to be a Member Organization of the Federation.
- 4.2.2 A Member Organization is entitled to receive notice of, attend, speak, and vote at general meetings but is not entitled to hold office.
- 4.2.3 A Member Organization is entitled to be represented at general meetings by two delegates, who shall together have one vote, whether on a show of hands or on a ballot.

4.3 **Ordinary Members**

- 4.3.1 Subject to by-law 4.6, an individual Chess player or a person interested in Chess who is 18 years of age or older is eligible to be an Ordinary Member of the Federation.
- 4.3.2 An Ordinary Member is entitled to receive notice of, attend, speak, and vote at general meetings and is entitled to hold office.

4.4 **Junior Members**

- 4.4.1 Subject to by-law 4.6, an individual Chess player or a person interested in Chess who is under the age of 18 years is eligible to be a Junior Member of the Federation.
- 4.4.2 A Junior Member shall not be entitled to receive notice of, attend, speak, or vote at general meetings or to hold office.

4.5 **Honorary Life Members**

- 4.5.1 An individual may be elected an Honorary Life Member by the Members at a general meeting on the recommendation of the Executive Board in recognition of extraordinary work for the Federation or an extraordinary contribution to the promotion of Chess.
- 4.5.2 An Honorary Life Member shall:
 - 4.5.2.1 be under no obligation to pay any fees or subscriptions;
 - 4.5.2.2 be entitled to receive notice of, attend and speak at general meetings but shall not be entitled to vote or hold office.

4.6 Applications for Membership

- 4.6.1 Applications for membership shall be made to the General Secretary upon such form as the Executive Board may from time to time prescribe and shall be supported by such evidence as may be required.
- 4.6.2 Ordinary and Junior Members shall be admitted to membership upon payment of the prescribed fee and subscription and the approval of the Executive Board.
- 4.6.3 Member Organizations shall be admitted to membership upon the following conditions:
 - 4.6.3.1 the Executive Board is satisfied that the applicant is properly constituted;
 - 4.6.3.2 in the case of a school, membership of the Federation has been sanctioned in writing by the Principal of the school and a Teacher of the school has been designated as the school contact person;
 - 4.6.3.3 payment of the prescribed fee and annual subscription; and
 - 4.6.3.4 the approval of the Executive Board.
- 4.6.4 A Junior Member may on reaching the age of 18 years request to have his membership transferred to that of Ordinary Member without having to make a new application for membership, but subject to the payment of the applicable fee and annual subscription.

4.7 Member Obligations

- 4.7.1 As a condition of their continued membership, all members shall:
 - 4.7.1.1 be bound by and comply with and in the case of Member Federations ensure that their members comply with:
 - (a) any Code of Conduct;
 - (b) the applicable provisions of the World Anti-Doping Code;
 - (c) all by-laws, regulations and rules of the Federation;
 - 4.7.1.2 be subject to the disciplinary and dispute resolution procedures enacted by the Federation and submit to the jurisdiction of and be bound by any decision rendered pursuant to such procedures.
 - 4.7.1.3 pay such fees and annual subscriptions as may be applicable to their class of membership.

- 4.7.2 A Member Organization that is a school shall ensure that a Teacher of the school is at all times designated as the school contact person.

5 - FEES AND SUBSCRIPTIONS

- 5.1 The entrance fee and annual subscription for membership shall be such sum as the Executive Board may from time to time determine.
- 5.2 All annual subscriptions (except the first subscription by a new member) shall be due and payable on the first day of January in each year and shall be paid by thirty-first day of January.

6 - CESSATION OF MEMBERSHIP

6.1 Resignation

- 6.1.1 Any member may resign his membership by giving 14 days' notice to the Executive Board in writing to that effect and thereupon the member shall cease to be a member on the effective date of the resignation.

6.2 Non-Payment of Subscription

- 6.2.1 Subject to by-law 6.2.2, if the annual subscription of any member is in arrears after the thirty-first day of March in any year, the Executive Board may suspend the member for such period as it may determine. If by the thirtieth day of June, the annual subscription still remains unpaid, the member shall automatically cease to be a member.
- 6.2.2 If by the thirty-first day of January following the attainment of the age of 18 years, a Junior Member does not request to have his membership transferred to that of Ordinary Member, the Executive Board may suspend the Junior Member for such period as it may determine. If by the thirtieth day of June, the request still has not been made and the annual subscription remains unpaid, the Junior Member shall automatically cease to be a member.

6.3 Disciplinary Action

- 6.3.1 A member who has been expelled from membership as a result of disciplinary action shall cease to be a member on the date that the final decision has been made for their expulsion.

6.4 **Non-Transferability of Membership**

- 6.4.1 The interest of a member in the Federation is not transferable and lapses and ceases to exist upon death, dissolution, resignation, bankruptcy, or otherwise in accordance with the by-laws of the Federation.

6.5 **Liability for Monies Due**

- 6.5.1 A member who ceases to be a member shall nevertheless remain liable for all monies then due from him to the Federation up to the time he ceases to be a member.

6.6 **Re-admission to Membership**

- 6.6.1 A member who ceases to be a member for any reason other than by a disciplinary sanction may apply to the Executive Board to be re-admitted to membership of the Federation, subject to the admission procedure set out in by-law 4.6.
- 6.6.2 A member who ceases to be a member due to a disciplinary sanction may, after a period of not less than one year, apply to the Executive Board to be re-admitted to membership of the Federation, subject to the admission procedure set out in by-law 4.6.

7 - EXECUTIVE BOARD

7.1 **Composition**

- 7.1.1 The Executive Board shall comprise the following Officers who shall be the directors of the Federation:

7.1.1.1 President;

7.1.1.2 First Vice-President, Member Development (hereinafter "First Vice President");

7.1.1.3 Second Vice-President, Tournaments (hereinafter "Second Vice President");

7.1.1.4 Third Vice-President, Communications and Marketing (hereinafter "Third Vice President");

7.1.1.5 General Secretary;

7.1.1.6 Treasurer;

7.1.1.7 Assistant Secretary Treasurer.

7.2 **Election of Officers**

7.2.1 The Officers shall be elected at an annual general meeting and, subject to by-law 7.2.3, hold office for three years and be eligible for re-election.

7.2.2 Unless sooner determined, an elected Officer's term of office shall, subject to the provisions, if any, of the articles of incorporation of the Federation and by-law 7.2.3, be from the date of the meeting at which he is elected or appointed until the conclusion of the third annual general meeting next following or until his successor is elected or appointed, whichever shall first occur.

7.2.3 All Officers shall retire at the conclusion of the 2022 annual general meeting and shall thereafter serve staggered terms and retire by rotation as follows:

7.2.3.1 The First Vice-President, the Second Vice-President, and the General Secretary shall retire at the conclusion of the 2024 annual general meeting and thereafter at the conclusion of the third annual general meeting next following.

7.2.3.2 The President, Third Vice President, Treasurer and Assistant Secretary/Treasurer shall retire at the conclusion of the 2025 General Assembly and thereafter at the conclusion of the third annual general meeting next following.

7.2.4 In order to be eligible for election or re-election a candidate must be an Ordinary Member in good standing with the Federation at the time of his nomination and election.

7.2.5 A candidate for election shall be proposed and seconded by a member in good standing with the Federation who is eligible to vote.

7.2.6 The name and a short biographical profile of each candidate nominated for election together with the names of their respective proposers and seconders shall be submitted in writing to the General Secretary of the Federation by 4.30 pm no later than 30 days before the date of the general meeting and shall be circulated to members with the notice and agenda of the annual general meeting.

7.2.7 Every nomination shall be signed by the candidate nominated indicating the consent of that individual to be nominated and his willingness to serve if elected or re-elected.

- 7.2.8 If in respect of any office, no nomination has been received by the General Secretary, then nominations for such office may be received and voted on upon at the general meeting provided the consent of the candidate has been received.
- 7.2.9 If two or more candidates obtain an equal number of votes, a secret ballot shall be taken in respect of those candidates and, if they again obtain an equal number of votes, the Chairman of the meeting shall by lot determine the election as between those candidates.

7.3 **Governance and Management**

- 7.3.1 The governance of the Federation shall be vested in the Officers as members of the Executive Board and as the directors of the Federation. The Executive Board shall exercise all such powers and do all such acts and things as may be exercised or done by the Federation and are not by the by-laws or any special resolution of the Federation or the Act expressly directed or required to be done by the Federation at a general meeting.
- 7.3.2 The Executive Board as a whole should have diverse experience in the sport of Chess and key technical, business, financial, marketing, legal and other areas relevant to the Federation.
- 7.3.3 Each Officer shall be effective, in conjunction with the other members of the Executive Board, in serving the long-term interests of the Federation, and shall:
- 7.3.3.1 possess the highest personal values, judgement and integrity, and;
 - 7.3.3.2 in the case of the Treasurer, be financially literate and have financial expertise.
- 7.3.4 The President shall:
- 7.3.4.1 if present, preside at all meetings of the Executive Board and members of the Federation;
 - 7.3.4.2 execute or ensure that the decisions of the Executive Board are executed;
 - 7.3.4.3 represent the Federation officially;
 - 7.3.4.4 sign all instruments which require his signature;
 - 7.3.4.5 perform all duties incidental to his office;
 - 7.3.4.6 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.5 The First Vice-President, shall:

- 7.3.5.1 be responsible for creating programmes to develop the skill and knowledge of Chess players and trainers and the development of Chess clubs;
- 7.3.5.2 be responsible for administering the Federation's Junior programmes and the development of Chess in schools;
- 7.3.5.3 in the absence or inability to act of the President, perform all the duties of the President;
- 7.3.5.4 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.6 The Second Vice-President shall:

- 7.3.6.1 be responsible for administering the Federation's tournament calendar and the development of tournament directors, arbiters and event organizers;
- 7.3.6.2 be responsible for providing administrative and logistical support in relation to international tournaments;
- 7.3.6.3 in the absence or inability to act of the First Vice President, perform all the duties of the First Vice President, and in absence or inability to act of President and First Vice President, perform all the duties of the President;
- 7.3.6.4 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.7 The Third Vice-President shall:

- 7.3.7.1 be responsible for communications, public relations and marketing, including managing the Federation's social media and web presence;
- 7.3.7.2 in the absence or inability to act of the Second Vice President, perform all the duties of the Second Vice President; in the absence or inability to act of the First Vice President and the Second Vice President, perform all the duties of the First Vice President, and in absence or inability to act of President, the First Vice President and the Second Vice President, perform all the duties of the President;
- 7.3.7.3 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.8 The General Secretary shall:

- 7.3.8.1 act as secretary of all meetings of the Executive Board and members of the Federation;
- 7.3.8.2 have charge of the minute books of the Federation and the documents and registers referred to in section 170 of the Act;
- 7.3.8.3 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.9 The Treasurer:

- 7.3.9.1 shall have the care and safe custody of all the funds and securities of the Federation and shall deposit the same in the name of the Federation in such banks or with such depositories as the Executive Board may direct;
- 7.3.9.2 shall keep true the accounts of all monies received and expended by the Federation and the matters in respect of which such receipts and expenditure are written or printed, the assets and liabilities of the Federation and all sales and purchases of assets by the Federation.
- 7.3.9.3 may be required to give such bond for the faithful performance of his duties as the Executive Board in their uncontrolled discretion may require and no Executive Board member shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Federation to receive any indemnity thereby provided;
- 7.3.9.4 shall exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

7.3.10 The Assistant Secretary/Treasurer shall:

- 7.3.10.1 assist the General Secretary and the Treasurer in carrying out their duties;
- 7.3.10.2 perform the duties of the General Secretary and the Treasurer in their absence;
- 7.3.10.3 exercise such other powers and duties as may from time to time be assigned to him by the Executive Board.

- 7.3.11 The Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such; provided that an Officer may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.
- 7.3.12 If any Officer is employed by or performs services for the Federation otherwise than as an Officer or is a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Federation, the fact of his being a shareholder, director or officer of the Federation shall not disentitle such Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.
- 7.3.13 The Executive Board may from time to time appoint an Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Federation (except such matters and duties as by law must be transacted or performed by the Executive Board or by the members at a general meeting) and to employ and discharge agents and employees of the Federation or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Executive Board. He shall at all reasonable times give to the Executive Board or any of the Officers all information they may require regarding the affairs of the Federation.

7.4 **Committees**

- 7.4.1 The Executive Board shall establish such committees and task forces as it deems to be necessary and appropriate and shall specify the purpose, powers and responsibilities of such committees and task forces.
- 7.4.2 Any committee or task force so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit and shall take minutes of its meetings. Unless otherwise determined by the Executive Board, a majority of the members of a committee or task force shall form a quorum. Questions arising at any meeting of a committee or task force shall be decided by a majority of votes.
- 7.4.3 The delegation of authority to any committee or task force shall not operate to relieve the Executive Board from any responsibility or standard of conduct imposed by these By-laws.

7.5 **Vacancies**

- 7.5.1 In the case of a vacancy in any of the offices, the Executive Board may appoint a member of the Federation in good standing to fill such vacancy provided an annual general meeting is not due to be held within three months. Where an annual general meeting is due to be held within three months, the vacancy shall be filled at the annual general meeting.

- 7.5.2 The members of the Federation may, by ordinary resolution at a special meeting, remove any Officer from office. A vacancy created by the removal of an Officer may be filled at the meeting at which the Officer is removed from office. If the vacancy is not filled by the members, it may be filled by the Executive Board.
- 7.5.3 An Officer appointed or elected pursuant to by-law 7.51 and 7.5.2 holds office for the unexpired term of his predecessor.
- 7.5.4 The office of an Officer of the Federation shall be vacated if:
- 7.5.4.1 by notice in writing he resigns his office;
 - 7.5.4.2 he ceases to be a member of the Federation;
 - 7.5.4.3 he does not attend four consecutive meetings of the Executive Board without good reason, unless the Executive Board otherwise determines;
 - 7.5.4.4 he is removed from office in accordance with by-law 7.5.2;
 - 7.5.4.5 he is removed from office or is ordered to serve a period of ban or suspension as a result of disciplinary action; such removal from office shall take effect on the date that the final decision has been made for such removal, ban, suspension or expulsion from membership;
 - 7.5.4.6 he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
 - 7.5.4.7 he becomes of unsound mind;
 - 7.5.4.8 he is convicted of a criminal offence which the Executive Board considers to be a serious criminal offence.

8 - MEETINGS OF EXECUTIVE BOARD

8.1 Calling of Meetings

- 8.1.1 Meetings of the Executive Board and of any committee of the Executive Board may be held within or outside Barbados.
- 8.1.2 A meeting of the Executive Board may be convened by the President or the three Vice-Presidents at any time and the General Secretary by direction of the President or the three Vice-Presidents shall convene a meeting of the Executive Board.

8.2 Notice of Meeting

- 8.2.1 Subject to subsection 76 (1) of the Act, the notice of an Executive Board meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in by-law 12.1 not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. An Officer may in any manner waive notice of a meeting of the Executive Board and attendance of an Officer at a meeting of the Executive Board shall constitute a waiver of notice of the meeting except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 8.2.2 It shall not be necessary to give notice of a meeting of the Executive Board to a newly elected or appointed Officer for a meeting held immediately following the election of Officers by the members or the appointment to fill a vacancy on the Executive Board.
- 8.2.3 Meetings of the Executive Board may be held at any time without formal notice if all the Officers are present or those absent waive notice to signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Officer.

8.3 Quorum

- 8.3.1 A majority of the Officers shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Officers, a quorum may exercise all the powers of the Executive Board. No business shall be transacted at a meeting of the Executive Board unless a quorum is present.

8.4 Transacting Business by Electronic Means

- 8.4.1 The Executive Board shall have the power to transact its business by mail, electronic-mail, telephone, or audio or video conferencing or any other electronic means, if in the judgement of the President the urgency of the case requires such action.
- 8.4.2 An Officer may participate in a meeting of the Executive Board or any committee of the Executive Board by means of such teleconferencing, videoconferencing or other communications facilities as permit all persons participating in the meeting to hear each other and an Officer participating in such a meeting by such means is deemed to be present at that meeting.

8.5 **Voting**

- 8.5.1 Questions arising at any meeting of the Executive Board 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.

8.6 **Unanimous Resolution**

- 8.6.1 Notwithstanding any of the foregoing provisions of this by-law 8 a resolution in writing signed by all the Officers entitled to vote on that resolution at a meeting of the Executive Board or any committee of the Executive Board is as valid as if it had been passed at a meeting of the Executive Board or any committee of the Executive Board.

9 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 9.1 No Officer of the Federation shall be liable to the Federation for:

- 9.1.1 the acts, receipts, neglects or defaults of any other Officer or employee or for joining in any receipt or act for conformity;
- 9.1.2 any loss, damage or expense incurred by the Federation through the insufficiency or deficiency of title to any property acquired by the Federation for or on behalf of the Federation;
- 9.1.3 the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Federation shall be placed out or invested;
- 9.1.4 any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be lodged or deposited;
- 9.1.5 any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies securities or other assets belonging to the Federation;
- 9.1.6 any other 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 Federation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 9.2 Nothing herein contained shall relieve an Officer from the duty to act in accordance with the Act or Regulations or relieve him from liability for a breach thereof.
- 9.3 The Officers for the time being of the Federation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Federation, except such as are submitted to and authorized or approved by the Executive Board.

10 = GENERAL MEETINGS

10.1 Calling of Meetings of Members

- 10.1.1 Subject to the provisions of section 105 of the Act, the annual general meeting shall be held on such day in each year not later than 12 months after holding the last preceding annual general meeting at such time as the Executive Board may by resolution determine at any place within Barbados or, if all the members entitled to vote at such meeting so agree, outside Barbados.
- 10.1.2 A special meeting may be convened by order of the President or the three Vice-Presidents at any date and time and at any place within Barbados or, if all the members entitled to vote at such meeting so agree, outside Barbados.
- 10.1.3 The Executive Board may determine that a meeting of members be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The Executive Board shall establish the procedures for the conduct of such meeting including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. A member who establishes a communications link to the meeting or votes at the meeting shall be deemed for the purposes of the Act to be present at the meeting.”
- 10.1.4 The Executive Board shall, on the requisition 5% of the members of the Federation that carry a right to vote at the meeting requisitioned, forthwith convene a special meeting, and in the case of such requisition the following provisions shall have effect:
- 10.1.4.1 The requisition must state the purposes of the special meeting and must be signed by the requisitionists and deposited at the registered office of the Federation and may consist of several documents in like form each signed by one or more of the requisitionists.
- 10.1.4.2 If the Executive Board does not, within 21 days from the date of the requisition being so deposited, proceed to convene an special meeting,

the requisitionists or any of them may themselves convene the special meeting, but any meeting so convened shall not be held after 3 months from the date of such deposit.

10.1.4.3 Unless subsection (3) of section 129 of the Act applies, the Officers shall be deemed not to have duly convened the special meeting if they do not give such notice as is required by the Act within 14 days from the deposit of the requisition.

10.1.4.4 Any special meeting convened under this by-law by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions E and F of Part I of the Act.

10.2 **Members' Resolution**

10.2.1 A member who has a right to vote and who wishes to have a motion included on the agenda of a general meeting shall reduce the same to writing, have it seconded by another member also having the right to vote, and thereafter submit it to the General Secretary at the registered office of the Federation or to an email address designated by the General Secretary at least 60 days before the anniversary date of the last preceding annual general meeting. The proposer and seconder must be in good standing at the time of submitting the motion. The General Secretary shall include such motion on the agenda of the meeting.

10.3 **Notice of Meeting**

10.3.1 A printed, written or typewritten notice stating the day, hour and place of a general meeting shall be given by serving such notice on each member entitled to attend such meeting, on each Officer and on the auditor of the Federation in the manner specified in by-law 12.1, not less than 21 days or more than 50 days (in each case exclusive of the day for which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting.

10.3.2 A copy of the audited financial statements and the auditor's report thereon for the preceding financial year shall be sent to the members entitled to receive notice of a general meeting not less than 21 days before each annual general meeting.

10.3.3 Notice of a general meeting at which special business is to be transacted shall state:

10.3.3.1 the nature of that business in sufficient detail to permit members to form a reasoned judgment thereon, and

10.3.3.2 the text of any special resolutions to be submitted to the meeting.

10.3.4 A member and any person entitled to attend a general meeting may in any manner waive notice of the meeting and attendance of any such person at a general meeting shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.3.5 The accidental omission to give notice of any general meeting or any irregularity in the notice of any general meeting or the non-receipt of any notice by any member, Officer or the auditor of the Federation shall not invalidate any resolution passed or any proceedings taken at any general meeting.

10.4 **Chair of Meeting**

10.4.1 If the President, the First Vice President, the Second Vice President and the Third Vice President are absent from a general meeting, the persons who are present and entitled to vote shall elect another Officer to chair the meeting; but if no Officer is present or if all the Officers present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be Chairman.

10.5 **Quorum**

10.5.1 Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be one third or 15 of the members, whichever is less, present in person, each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of any general meeting, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a general meeting, the meeting stands adjourned to the same day two weeks thereafter 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 members present constitute a quorum.

10.6 **Proxies**

10.6.1 A proxy shall be executed by the member or his attorney authorised in writing and is valid only at the general meeting in respect of which it is given or any adjournment thereof.

10.6.2 A person appointed by proxy shall be a member.

- 10.6.3 Subject to the provisions of Part V of the Regulations, a proxy maybe in the following form:

*The undersigned member hereby appointsof.....
or failing him,of.....as the nominee of the
undersigned to attend and act for the undersigned and on behalf of the
undersigned at the General Meeting/Special Meeting [delete as applicable] of
the Members of the Federation to be held on, and at
any adjournment(s) thereof in the same manner, to the same extent and
with the same powers as if the undersigned were present at the said
meeting or such adjournment(s) thereof.*

Dated

Signature of Member

10.7 **Voting**

- 10.7.1 Except in the case of election of Officers which shall be by secret ballot, every question submitted to any general meeting shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot.
- 10.7.2 Subject to by-law 7.2.9, in the case of a equality of votes whether on a show of hands or on a ballot the Chairman of the meeting shall have a casting vote in addition to any votes to which he may be otherwise entitled.
- 10.7.3 At every general meeting at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the articles, have one vote.
- 10.7.4 Whether on a vote by a show of hands or on a ballot, the two persons representing a Member Organization shall vote as one.
- 10.7.5 At any meeting unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 10.7.6 A ballot, either before or after any vote by a show of hands, may be demanded by any person entitled to vote at the meeting of members. If at any such meeting a ballot is demanded on the election of a Chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting of members, a ballot is demanded on any other question, or there is an election of Officers, the vote shall be taken by secret ballot in such manner and either at

once, later in the meeting or after adjournment as the Chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

- 10.7.7 Votes at general meetings may be given either personally or by proxy or, in the case of a member who is a Member Organization, by an individual authorized by a resolution of the governing body or, if a school, by the written authorization of the Principal of that Member Organization to represent it at general meetings of the Federation.

10.8 **Adjournments**

- 10.8.1 The Chairman of any meeting may with the consent of the meeting adjourn the same 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 given.

10.9 **Unanimous Resolution**

- 10.9.1 Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the members entitled to vote on that resolution at a general meeting is, subject to section 128 of the Act, as valid as if it had been passed at a general meeting.

11 - VOTING IN OTHER COMPANIES

- 11.1 All shares or debentures or membership carrying voting rights in any other body corporate that are held from time to time by the Federation may be voted at any and all meetings of shareholders, debenture holders or members (as the case may be) of such other body corporate and in such manner and by such person or persons as the Executive Board shall from time to time determine. The Officers of the Federation may for and on behalf of the Federation from time to time execute and deliver proxies; and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Executive Board.

12 - NOTICES

- 12.1 Any notice (including any other document) required by the Act, the Regulations, the articles or the by-laws to be sent to any member, Officer or auditor shall be sufficiently given if:
 - 12.1.1 delivered personally to the person to whom it is to be sent, or delivered to such person at his latest address as shown in the records of the Federation;
 - 12.1.2 mailed to such person at his latest address as shown in the records of the Federation by prepaid mail;
 - 12.1.3 sent to such person at his latest address as shown in the records of the Federation in the form of an electronic record by prepaid transmitted or recorded communication;
 - 12.1.4 sent to such person in the form of an electronic record by means of electronic transmission to an address designated by such person to the Federation for the receipt of electronic communication from the Federation.
- 12.2 If a member has not filed with the Federation an address for service, then any notice or other document shall be sufficiently served on him if addressed generally to members and posted at the registered office of the Federation.
- 12.3 If a notice or document is sent to a member by prepaid mail in accordance with this by-law 12 and the notice or document is returned on 3 consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Federation in writing of his new address.
- 12.4 Where a notice required under by-law 12.1 hereof:
 - 12.4.1 is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in by-law 12.1.1 hereof, service shall be deemed to be at the time of delivery of such notice;
 - 12.4.2 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;
 - 12.4.3 is sent by electronic transmission, the person to whom the electronic record is addressed shall be deemed to have acknowledged receipt therefor, and the Federation shall be deemed to have received such

acknowledgement at the time of sending, and service is deemed to be effected at the time of sending;

- 12.5 The signature of any Officer of the Federation to any notice or document to be given by the Federation may be written, scanned, stamped, typewritten or printed or partly written, scanned, stamped, typewritten or printed.
- 12.6 A certificate of an Officer of the Federation in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

13 - SIGNATURES AND EXECUTION OF INSTRUMENTS

- 13.1 All cheques, drafts, orders, contracts, documents and other instruments in writing (“documents”) shall be signed by such Officers in such manner as the Executive Board may from time to time designate and any documents so signed shall be binding upon the Federation without any further authorization or formality.
- 13.2 The Executive Board shall have power from time to time to appoint any person on behalf of the Federation either to sign documents generally or to sign specific documents.
- 13.3 Subject to section 134 of the Act, any two Officers shall have authority to sign and execute (under the seal of the Federation or otherwise) all the documents that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any shares, stocks, bonds, debentures, rights, warrants or other securities.
- 13.4 The signatures of any Officer of the Federation or of any person, appointed pursuant to by-law 13.2 hereof may be written, scanned, stamped, typewritten or printed or otherwise mechanically or electronically reproduced upon any document of the Federation executed or issued by or on behalf of the Federation. Any document on which the signature of any such Officer or person is so reproduced shall be deemed to have been manually signed by such Officer or person whose signature is so reproduced has ceased to hold office at the date on which such document in writing is delivered or issued.

14 - FINANCIAL YEAR

- 14.1 The members may from time to time by resolution establish the financial year of the Federation.

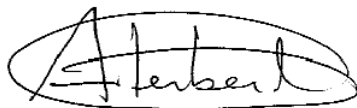
15 - WORLD ANTI-DOPING CODE

- 15.1 The Federation adopts and implements the World Anti-Doping Code and the Executive Board will at all times ensure that the Federation's anti-doping policies and rules, membership and funding requirements and results management procedures conform with the World Anti-Doping Code and respect all applicable roles and responsibilities for the Federation.

16 - DISPUTE ON INTERPRETATION OF BY-LAWS

- 16.1 Any dispute or question arising under or in connection with the interpretation of any By-law of the Federation shall be referred by the Executive Board to the BOA Arbitration Commission for resolution.
- 16.2 Any party may appeal a decision of the BOA Arbitration Commission to the CAS, which shall resolve the dispute definitively in accordance with the CAS Code of Sports-related Arbitration.

ENACTED by the Members of the Federation this July 8, 2021.



President



General Secretary

