

ACP LEGAL (EASTERN CARIBBEAN) INC.

Company No.: _____

Bye-Law No. 1

Presented for filing by—
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CASTRIES

ACP LEGAL (EASTERN CARIBBEAN) INC.

Company No.: _____

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ACP LEGAL (EASTERN CARIBBEAN) INC.

Company No.: _____

BYE - LAW NO. 1

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

ACP LEGAL (EASTERN CARIBBEAN) INC.

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BE IT ENACTED as the general Bye-law of **ACP Legal (Eastern Caribbean) Inc.** (hereinafter called the “Association”) as follows:

1. INTERPRETATION

1.1 In this Bye-law and all other Bye-laws of the Association, unless the context otherwise requires —

“**Act**” means the Companies Act, Cap. 13.01 of the Laws of Saint Lucia as amended and every statute substituted therefor and, in the case of such substitution, any references in the Bye-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute;

“**affiliated chapter**” means any of the societies in other countries, having objects similar to those of the Association, with which the Association is for the time being affiliated;

“**Board**” means the Board of Directors of the Association;

“**Bye-law**” mean any Bye-law of the Association from time to time in force;

“**director**” means a director of the Board;

“**Member**” means a Member of the Association;

“**Member State**” means a Member State of the OECS;

“**OECS**” means the Organisation of Eastern Caribbean States established under the Treaty signed on 18 June 1981 at Basseterre, St Kitts, as amended or revised from time to time;

“Officer of the Association” includes any director or consultant director, Executive Officer and the Secretary for the time being of the Association;

“Regulations” means any Regulations made under the Act and Regulations substituted therefor and, in the case of such substitution, any references in the Bye-law of the Association to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new Regulations.

1.2 All terms contained in the Bye-law and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

1.3 The singular includes the plural and the plural includes the singular, the masculine gender includes the feminine and neuter 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 Association shall be at Mac Vane Drive, Sans Souci, in the quarter of Castries in the State of Saint Lucia, or at such other address as the 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 Association.

3.2 The common seal of the Association may be affixed to contracts, documents and instruments in writing signed in accordance with *paragraph 26*.

4. MEMBERS

4.1 There shall be 2 classes of membership of the Association, namely —

(a) Ordinary Members, being individuals over the age of 18 years, and any other person elected as such; and

(b) Honorary Members, being those individuals who accept election as Honorary Members upon the invitation of the Board in recognition of their work for the Association. An Honorary Member shall not be under an obligation to pay any subscription or to make any donation to the funds of the Association.

4.2 Application for membership in the Association shall be made to the Secretary of the Association on such form as the Board shall determine and shall be supported by such evidence as the Board may require.

4.3 Candidates for membership in the Association shall be approved by the Board.

4.4 Subject to *paragraph 6*, the interest of a Member in the Association ceases to exist on the death of the Member or when that person ceases to be a Member by resignation or otherwise in accordance with the Bye-law of the Association.

4.5 The entrance fee for membership in the Association shall be such sum as the Board may from time to time determine.

5. ANNUAL SUBSCRIPTION

5.1 An annual subscription may be determined by the Board.

5.2 All annual subscriptions (except the first subscription of a new Member) shall be payable on the first day of June in each year or such other date as the Board may determine.

6. CESSATION OF MEMBERSHIP

By notice by the Member

6.1 A Member may withdraw from membership by giving 14 days notice to the Board in writing to that effect and thereupon the Member shall cease to be a Member, and if such notice is given before the 15th day of May, or such other date as the Board may determine, in any year the Member shall not be liable to pay the Member's subscription for that year.

By the Board

6.2 If a Member (who is liable to pay an annual subscription) fails to pay the same within 6 months after the same shall become due the Board may order the Member's name to be struck off the list of Members, whereupon the Member shall cease to be a Member.

6.3 If a Member refuses or neglects to comply with any Bye-law or conducts himself in a manner which in the opinion of the Board is or may be injurious to the Association, the Board may by notice, in writing, call upon the Member to resign. If such Member when called upon to resign does not do so within 28 days of the receipt of such notice then (provided the Member is first given an opportunity of being heard by the Board) the Member may forthwith be expelled by the Board after a resolution for this purpose has been passed by a majority of not less than two-thirds of the Members present and voting at a specially convened meeting of the Members.

6.4 A person to whom *subparagraph 6.3* has been applied shall not thereafter be entitled to membership of the Association.

6.5 The membership of any Member may be suspended by the Board if, after hearing such Member, the Board decides that the Member has undermined the objectives, policy or program of the Association, and such suspension shall remain in effect until a special general meeting of Members called for that purpose votes to reinstate the Member or to revoke the membership.

By death

6.6 On the death of the Member his membership shall cease and shall not be transmitted to any other person, but the rights (if any) already vested in the Association by the Member, or controlled by the Association by virtue of his membership, shall, subject to *paragraph 29*, remain so vested or controlled —

- (a) for a period ending either on the 31st day of December in the seventh year following the year in which the Member's death took place unless within that period on election as mentioned in the following *clauses (b) and (c)* takes place;
- (b) if a successor is admitted to the membership during such periods, therefore so long as such successor remains a Member; or
- (c) if a person is admitted during such a period to membership of an affiliated chapter in respect of the rights of the deceased Member, then up to the date of such admission.

By liquidation

6.7 The membership of a corporation that is a Member shall cease, in the event of and upon the liquidation of such corporation (other than voluntary liquidation for the purpose of reconstruction), and, the membership of a firm that is a Member shall cease, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the rights (if any) already vested in the Association by that corporation or firm, or controlled by the Association by virtue of the membership of that corporation or firm, shall, subject to *paragraph 29*, remain so vested or controlled for a period ending on the 31st day of December in the third year following the year which the liquidation or cession of business occurred. Any payment to which the corporation or firm would, if it had remained a member, have been entitled in respect of such period shall be made to the person entitled for the time being to receive debts due to the corporation or firm.

By disposal of interest

6.8 In case of any Member being an executor or administrator, upon his having disposed of all interest in all rights which may have vested in the Member as such executor or administrator.

Reapplication for membership

6.9 A person who has ceased to be a Member for any reason may reapply for membership and be readmitted in accordance with this Bye-law.

Monies due to the Association

6.10 Subject to *subparagraph 6.1* a Member who resigns or is expelled under *subparagraph 6.3* or whose name is struck off pursuant to *subparagraph 6.2* shall nevertheless remain liable for all monies then due from him to the Association.

Ex officio member

6.11 An ex officio member unless he was a Member in his own right at the time he became an ex officio member, shall cease to be a Member when he ceases to hold office by virtue of which he became an ex officio member.

7. OFFICERS

7.1 The officers of the Association shall consist of a President, a Vice President, and a Treasurer who shall be Ordinary Members of the Association and may be representatives from one or more Member States and shall be elected at the Annual General Meeting of the Association in each year and shall retire annually but shall be eligible for re-election.

7.2 In the case of a casual vacancy in any of the offices, the Board may appoint one of their numbers to fill such casual vacancy until the next annual general meeting.

7.3 In case of the absence or inability to act of the President, the Vice-President or any other officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other director for the time being, provided that a majority of the members of the Board concur therein.

The President

7.4 The President shall, if present, preside at all meetings of the Board and Members; he shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board.

The Vice-President

7.5 The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Board.

The Secretary

7.6 The Secretary shall be appointed by the Board for such term and on such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

7.7 The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Association and the documents and registers required under the Act and shall perform such other duties as the Board may require of the Secretary.

7.8 A provision of this Bye-Law requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as a Director and Secretary as, or in the place of, the Secretary.

The Treasurer

7.9. The Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or with such other depository as the Board may direct and shall perform such other duties as the Board may require of him. He may be required to give such bond for the faithful performance of his duties as the Board in their uncontrolled discretion may require and a director shall not be liable for failure to require any bond or for the insufficiency of any bond or for any loss by the reason of the failure of the Association to receive any indemnity thereby provided.

8. BOARD OF DIRECTORS

General Powers

8.1 The affairs of the Association shall be managed by the Board of Directors who 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 Bye-law or any special resolution of the Association or the Act expressly directed or required to be done by the Association at a general meeting of the Association.

Composition

8.2 The directors of the Association shall be —

- (a) the officers, ex officio; and
- (b) such number of other Ordinary Members of the Association under *paragraph 8.2*, who may be nominated from one or more Member States and elected at the Annual General Meeting of the Association in each year and who shall be eligible for re-election.

8.3 The number of the directors and the names of the first directors are stipulated in the Articles of Incorporation and shall not be less than 3 or more than 18.

8.4 The number of directors may be increased or decreased from time to time by resolution of the Board confirmed by at least two thirds (2/3) of the votes cast at a special general meeting of Members called for that purpose.

8.5 Candidates for election as a director may be proposed from one or more Member States, and seconded by Members entitled to vote at general meetings of the Association.

8.6 Directors shall be appointed to serve in a manner that allows for continuity of experience in office.

Vacancy

8.7 If a casual vacancy occurs, other than in any of the offices, the Board may appoint an Ordinary Member of the Association, from the same Member State to fill the vacancy.

Qualification

8.8 A director shall be an Ordinary Member of the Association and may be from any Member State.

Term of Office

8.9 Unless otherwise determined, a director's term of office shall, be from the date of the meeting at which he is elected or appointed until the conclusion of the annual general meeting next following or until his successor is elected or appointed.

Removal from Office

8.10. The Members may, by ordinary resolution at a special meeting, remove any director from office.

Vacancy may be Filled

8.11 A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.

8.12 If the vacancy is not filled under *subparagraph 8.11* it may be filled by the Board.

8.13 A director elected or appointed under *subparagraph 8.2, 8.11 or 8.12* holds office for the unexpired term of his predecessor.

Remuneration

8.14 The directors shall serve without remuneration and a director shall not directly or indirectly receive any profit from his position as a director.

Expenses

8.15 A director is entitled to be paid all traveling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Association or in connection with the business of the Association.

Vacating of Office

8.16 The office of a director shall be vacated if the director —

- (a) without consent of the Association in general meeting, holds any other office of profit under the Association;
- (b) becomes prohibited from being a director by reason of any order of a court made under the Companies law or any other law of a Member State;
- (c) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by the Association;
- (d) by notice in writing resigns from office;
- (e) ceases to be a Member;
- (f) does not attend 4 consecutive meetings of Board, unless the Board otherwise determines;
- (g) is removed from office in accordance with *subparagraph 8.10*;
- (h) becomes bankrupt, suspends payment, compounds with his creditors, makes an authorised assignment or is declared insolvent;
- (i) is found by a registered medical practitioner or tribunal appointed by the Association, to be suffering from a mental disorder or to be of unsound mind; or
- (j) is convicted of any criminal offence involving fraud or dishonesty.

9. EXECUTIVE OFFICER

9.1 The Board may appoint an Executive Officer and may delegate to him full authority to —

- (a) 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
- (b) employ and dismiss agents and employees of the Association or may delegate to him any lesser power.

9.2 The Executive Officer shall conform to all lawful orders given to him by the Board.

9.3 The Executive Officer shall at all reasonable times give to the Board or any of them all information they may require regarding the affairs of the Association.

10. COMMITTEES

10.1. The Board may appoint committees consisting of such numbers of directors or Members as may be considered desirable and may determine their duties.

10.2. A committee appointed under *subparagraph 10.1* may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit.

10.3 Unless otherwise determined by the Board, 2 members of a committee shall be a quorum.

10.4 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 chairperson of the meeting shall have a second or casting vote.

Chairman of Committees

10.5 The Board may elect a Chairman for any committee appointed by the Board, if no such Chairman is elected by the Board the Committee may elect a Chairman of its meetings. If no such Chairman is elected by the Committee, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the directors present may choose one of their numbers to be Chairman of the meeting.

Committees- meeting and voting

10.6 Any committee appointed by the Board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the directors present, and in case of equality of votes the Chairman of the meeting shall have a second or casting vote.

11. CERTAIN OTHER SPECIFIC POWERS OF THE BOARD

11.1 Without prejudice to the general powers conferred under *subparagraph 8.1*, and the other powers conferred by this Bye-law, the Board shall have the following powers —

- (a) to delegate to the Executive Officer or other officer such of its administrative powers as aforesaid as they may deem necessary for the full and proper administration of the affairs of the Association;
- (b) to borrow money and to mortgage or charge the under-taking 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;

- (c) to determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents;
- (d) to provide for the establishment and conduct of any branch or agency office in any Member State or any part of the world for the transaction and management of the business of the Association;
- (e) to establish rules, processes and mechanisms to facilitate the handling of complaints by and the resolutions of disputes between Members and between Members and the Association.

12. POWER OF ATTORNEY

12.1 The Board may by power of attorney appoint any firm or person, whether nominated directly or indirectly by the Board to be the attorney of the Association in any Member State or in any part of the world for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under this Bye-law) and for such period and subject to such conditions as they may think fit.

12.2 Any power of attorney under *subparagraph 12.1* may contain such provisions for the protection and convenience of person dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

13. ALLOCATIONS OF MONIES

Order of application of receipts

13.1 All monies received by the Association shall be applied to pay all expenses of and incidental to the conduct, management and operation of the Association.

13.2 The declaration of the Board supported by the certificate of the Auditors as to the amount of the monies received by the Association shall be conclusive.

14. RESERVE FUND

Within 5 years of the establishment of the Association, or at such later period as the Board may deem necessary, the Board shall set aside, out of the receipts of the Association, such sums not exceeding 5 per centum of the receipts of the Association for the proceeding financial year as they think 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 they may think fit, and 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 they think fit with full power to employ the assets constituting the reserve fund in the business of the Association and that without being bound to keep the same separate from the other assets.

15. CHEQUES

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

16. CORPORATIONS ACTING BY REPRESENTATIVE AT MEETING

A corporation or firm which is a Member may by resolution of its Board or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation or firm which he represents as that corporation or firm could exercise if it were an individual Member.

17. MEETING OF BOARD OF DIRECTORS

Place

17.1 The place for the conduct of meetings of the Association shall be determined by the Board.

Convener

17.2. A meeting of Board may be convened by the President, the Vice-President or any 2 directors at any time and the Secretary by direction of any such officer, or any 2 directors shall convene a meeting of the Board.

17.3 The President may convene a meeting of the Association by video, teleconference or other electronic means with the concurrence of a majority of the directors.

Notice

17.4 The notice of any meeting of the Board need not specify the purpose of or the business to be transacted at the meeting.

17.5 Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

17.6 Notice of any meeting of the Board shall be served in the manner specified in *subparagraph 17.4* not less than 2 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.

17.7 A director may in any manner waive notice of a meeting of the Board and attendance of a director at a meeting of the Board shall constitute a waiver of notice of the meeting except where a director 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.

17.8 It shall not be necessary to give notice of a meeting of the Board to a newly elected or appointed director for a meeting held immediately following the election of directors by the Members or the appointment to fill a vacancy among the directors.

17.9 Meetings of the Board may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence.

Quorum

17.10 A majority of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors; a quorum may exercise all the powers of the Board.

17.11 No business shall be transacted at a meeting of the Board unless a quorum is present.

17.12 A director may, if all the directors consent, participate in a meeting of the Board or of any committee of the Board by means of such telephone or other communication 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 that meeting.

Voting

17.13 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of any equality of votes the chairperson of the meeting in addition to his original vote shall have a second or casting vote.

Resolution in Lieu of Meeting

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

18. MINUTES

How to be kept

18.1 The Board shall cause minutes to be duly entered in the books provided for purposes of

- (a) all appointments of officers made by the Board;
- (b) the names of the directors present at each meeting of the Board or of any committee thereof;
- (c) orders made by the Board or a committee thereof;
- (d) all resolutions and proceedings at General Meetings and meetings of the Board and committees thereof.

18.2 Any such minutes of any meeting of the Board, or any committee, if purporting to be signed by the Chairman of such meeting, or by the Chairman if the next succeeding meeting shall be receivable as *prima facie* evidence of the matters stated in such minutes.

18.3 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 Members between the hours of 9:00 am and 12 noon on each business day.

19. VALIDATION OF APPOINTMENT OF DIRECTOR

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 duly appointed and was qualified to be a director.

20. ACCOUNTS

Books of Accounts to be kept

20.1 The Board shall cause proper books of account to be kept 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 take place; and
- (b) the assets and liabilities of the Association.

20.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

20.3 The books of account shall be kept at the registered office of the Association or at such other place or places in Saint Lucia or in another Member State as the Board thinks fit and shall be open to the inspection of the directors.

Inspection of books of accounts

20.4 The Board shall from time to time determine whether, and to what extent, and 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 Member (not being director) shall have any right of inspecting any account or book or document of the Association, except as conferred by the Companies law of a Member State, or authorised by the Board, or by the Association in the General Meeting.

Accounts, balance sheets and reports

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

Copies of balance sheet and reports

20.6 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 21 days before the date of the meeting, be sent to all such Members as are entitled to receive notice of General Meetings of the Association. Except that this Bye-law shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.

21. AUDIT

Auditors to be appointed

Auditors shall be appointed, and their duties regulated, in accordance with the Act.

22. PROTECTION OF DIRECTORS AND OFFICERS

22.1 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 interest of the Association and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, a director or officer of the Association shall not be liable to the Association for —

- (a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense 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;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be paid out or invested;
- (d) loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;

- (e) any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association; or
- (f) 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.

22.2 Nothing contained in this Bye-law shall relieve a director or officer from the duty to act in accordance with the Act or Regulations made under the Act or relieve him from liability for a breach thereof.

22.3 The directors for the time being of the Association 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 Association, except such as are submitted to and authorised or approved by the Board.

22.4 If any director or officer of the Association —

- (a) is employed by or performs service for the Association otherwise than as a director or officer; or
- (b) is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Association,

the fact of him being a member, director or officer of the Association shall not disentitle the director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

23. MEETINGS OF MEMBERS

Annual Meetings

23.1 The annual meeting of the Members shall be held on such day in each year and at such time as the Board may by resolution determine, at any place within a Member State or, if all the Members entitled to vote at such meeting so agree, outside a Member State.

Special Meetings

23.2 Special meetings of the Members may be convened by order of the President, the Vice-President or by the directors at any date and time and at any place within a Member State or, if all the Members entitled to vote at such meeting so agree, outside a Member State.

23.3 The requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office of the Association, and may consist of several documents in like form each signed by one or more of the requisitionists.

23.4 If the directors do not, within 21 days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after 3 months from the date of such deposit.

23.5 Any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to this Bye-law and Divisions E and F of Part 1 of the Act.

Chairman

23.6 When the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting; but if no director is present or all the directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairperson.

Notice

23.7 A printed, written or typewritten notice stating the day, hour and place of the meeting shall be given by serving such notice on each Member entitled to attend such meeting, on each director and on the auditor of the Association, if any, in the manner specified in *subparagraph 25.1* not less than 21 days or more than 50 days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting.

23.8 Notice of a meeting at which special business is to be transacted must state —

- (a) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon; and
- (b) the text of any special resolution to be submitted to the meeting.

Waiver of Notice

23.9 A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person 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.

Omission of Notice

23.10 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.

Votes

23.11 Every question submitted to any meeting of Members 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 and, if the Bye-law so provide, in the case of an equality of votes the chairperson of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

23.12 At every 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 Bye-law, have one vote.

23.13 At any meeting unless a ballot is demanded, a declaration by the chairperson 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.

Ballot

23.14 A ballot may, either before or after any vote by a show of hands, be demanded by any person entitled to vote at the meeting.

23.15 If at any meeting a ballot is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment.

23.16 If at any meeting a ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson 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.

Proxies

23.17 Votes at meetings of Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorised by a resolution of the Board or governing body of that body corporate or association to represent it at meetings of Members.

23.18 A proxy shall be executed by the Member or his attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.

23.19 A person appointed by proxy need not be a Member.

23.20 A proxy may be in the following form —

The undersigned Member of the ACP Legal (Eastern Caribbean) Inc. hereby appoints [proxy’s name] of [address] or failing him [name] of [address] as the nominee of the undersigned to attend and act for the undersigned at the meeting of the Members of the said Association to be held on the [date] day of [month] [year] and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was present at the said meeting or adjournment or adjournments thereof.

DATED this day of 20[].

.....

Signature of Member

Adjournment

23.21 The chairperson 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.

23.22 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.

Quorum

23.23 Subject to the Act, a quorum for the transaction of business at any meeting of the Members shall be a majority of the Members 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.

23.24 If a quorum is present at the opening of any meeting of the Members, the Members present or represented may proceed with the business of the meeting notwithstanding the fact that a quorum is not present throughout the meeting.

23.25 If a quorum is not present within 30 minutes of the time fixed for a meeting of Members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

Resolution in lieu of Meeting

23.26 Notwithstanding this Bye-law a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the Members is, subject to section 130 of the Act, as valid as if it had passed at a meeting of the Members.

24. VOTING IN OTHER COMPANIES

24.1 All shareholders or debentures carrying voting rights in any other body corporate that are held by the Association may be voted at any and all meetings of shareholders, debenture holders (as the case may be) of such other body corporate and in such manner and by such person as the Board of the Association shall determine. The officers of the Association may for and on behalf of the Association —

- (a) execute and deliver proxies; and
- (b) 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 Board.

25. NOTICES

Method of Giving Notice

25.1 Any notice or other document required by the Act, the Regulations, or the Bye-laws to be sent to any Member, director or auditor may be delivered personally or sent by electronic mail, prepaid mail facsimile or courier to any such persons at his latest address as shown in the records of the Association or in the latest notice filed under section 69 or 77 of the Act and to the auditor at his business address.

Waiver of Notice

25.2 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 persons entitled thereto.

Undelivered Notices

25.3 If a notice or document is sent to a Member by prepaid mail in accordance with this paragraph 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 Association in writing of his new address.

Signatures of Notices

25.4. 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.

Computation of Time

25.5 Where a notice extending over a number of days or other period is required under the Bye-law, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

Proof of Service

25.6 Where a notice is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in *subparagraph 25.1* service shall be deemed to be at the time of delivery of such notice.

25.7 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.

25.8 Where a notice is sent by facsimile or courier, service is deemed to be effected on the date on which the notice is so sent.

25.9 A certificate of an officer of the Association 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.

26. EXECUTION OF INSTRUMENTS

26.1 Contracts, documents or instruments in writing requiring the signature of the Association may be signed by —

- (a) the President or the Vice President together with the Secretary or the Treasurer, or
- (b) any 2 directors,

and all contracts, documents and instruments in writing so signed shall be binding on the Association without any further authorisation or formality.

26.2 The Board may by resolution appoint any officer or person on behalf of the Association either to sign certificates for shares in the Association and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

26.3 Subject to section 136 of the Act —

- (a) the President or the Vice President together with the Secretary or the Treasurer, or
- (b) any 2 directors,

shall have authority to sign and execute (under the seal of the Association or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

27. SIGNATURES

27.1 The signature of the President, the Vice President, the Secretary, the Treasurer or any director of the Association or of any officer or person, appointed pursuant to *subparagraph 26.2* by resolution of the Board may, if specifically authorised by resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Association executed or issued by or on behalf of the Association.

27.2 Any document or instrument in writing on which the signature of any officer or person referred to in *subparagraph 26.1* is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been manually and notwithstanding that the officer or the person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

28. FINANCIAL YEAR

The Board may by resolution establish the financial year of the Association.

29. WINDING UP

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 (other than the rights vested in or controlled by the Association pursuant to this Bye-law and any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be given or transferred to some other institutions having objects similar to the objects of the Association to be determined by the Members at or before the time of dissolution.

Done this first day of April 2013.

Sgd...Keats COMMPTON...

PRESIDENT

Renuya MORRIS

SECRETARY