

**THE COMPANIES ACT CAP. 308**

**BY-LAW NO.1**

**OF**

**BARBADOS TENNIS ASSOCIATION INC.**

**Company No. 3282**

*(Changes are highlighted in red)*

*Made August 12, 2009.*

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## **PART 1**

### **INTERPRETATION**

- 1.1 In the by-law and all other by-laws of the Company, unless the context otherwise requires:
- (a) “Act” means the Companies Act 1982 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 Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute of statutes;
  - (b) “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 Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
  - (c) “By-laws” means any by-law of the Company from time to time in force;
  - (d) 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; and
  - (e) The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word “individual” means a natural person.

## **PART 2**

### **REGISTERED OFFICE**

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

### **PART 3**

#### **SEAL**

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

### **PART 4**

#### **MEMBERS**

- 4.1 There shall be seven classes of membership namely:
- (a) Ordinary members, being individuals over the age of eighteen years of age.
  - (b) Life members, being those members who pay to the Company a sum equivalent to 15 years subscription at the date of payment and include those members who have already paid a sum equivalent thereto and are already Life Members.
  - (c) Honorary members, being those individuals who accept election as honorary members upon the invitation of the directors in recognition of their work for the Company or for outstanding contribution in a field related to any undertaking of the Company. An honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Company but is entitled to receive notices of all meetings of the Company and speak thereat.
  - (d) Honorary Life Vice Presidents, being those individuals who are elected as such by the company in annual general meeting, and who -
    - (i) have actively participated in the administration of or contributed to Tennis; and
    - (ii) are nominated for membership by not less than 15 members
  - (e) Affiliated members, being any association, club, society, non-profit company or companies having a similar purpose.
  - (f) Junior members, being individuals under the age of eighteen years and who are ineligible to vote at all meetings of the Company.

- (g) Ex officio members, being those members who are under no obligation to pay any subscription or make any donation to the funds of the Company.
- 4.2 Application for membership shall be made to the Secretary of the Company upon such form as the directors shall from time to time prescribe and shall be supported by such evidence as may be required.
- 4.3 Candidates for all classes of membership shall be elected by the directors.
- 4.4 A person who holds the office of Executive Officer shall be an ex officio member of the Company.
- 4.5 The interest of a member in the Company is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Company.

## **PART 5**

### **ENTRANCE FEE**

- 5.1 The entrance fee for all classes of membership shall be such sum as the directors may from time to time determine.

## **PART 6**

### **ANNUAL SUBSCRIPTION**

- 6.1 The annual subscription for all classes of membership shall be determined from time to time by the directors.
- 6.2 All annual subscriptions (except for the first subscriptions of a new member) shall be payable on the first day of January in each year.

## **PART 7**

### **CESSATION OF MEMBERSHIP**

- 7.1 Any member may withdraw from membership by giving fourteen days notice to the directors in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 31<sup>st</sup> day of July in any year he shall not be liable to pay his subscription for that year.

- 7.2 If any member who is liable to pay an annual subscription shall fail to pay the same within six months after the same shall become due, the directors may order his name to be struck off the list of members whereupon he shall cease to be a member of the Company.
- 7.3 If any member refuses or neglects to comply with the provisions of the by-laws or conducts himself in a way which in the opinion of the directors is or may be injurious to the Company, the member, if when called upon to resign does not do so within twenty-eight days of the receipt of such notice when (provided he is first given an opportunity of being heard by the directors) he may forthwith be expelled by the directors 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.
- 7.4 An individual to whom paragraph 7.3 of this by-law has been applied shall not thereafter be entitled to membership of the Company.
- 7.5 Subject to paragraph 7.1 of this by-law, a member resigning or expelled under paragraph 7.3 or whose name is struck off pursuant to paragraph 7.2 of this by-law shall nevertheless remain liable for all monies then due from him to the Company.
- 7.6 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 the office by virtue of which he became an ex officio member.

## **PART 8**

### **OFFICERS**

- 8.1 The officers of the Company shall consist of the President, two Vice-Presidents, a Secretary and Assistant Secretary, a Treasurer and not more than 5 other officers who shall be ordinary members of the Company who shall be elected by members of the Company and who shall retire at the end of second annual general meeting following their election and shall be eligible for re-election.
- 8.2 Unless his tenure is sooner determined, an officer shall hold office from the close of the meeting at which he is elected or appointed until the close of the second annual general meeting next following or until his successor is elected or appointed, whichever shall first occur.
- 8.3 In the case of a casual vacancy in any of the offices, the directors may appoint any ordinary member to fill the vacancy. An officer so appointed shall hold office for the unexpired term of his predecessor.

- 8.4 In the case of the absence or inability to act of the President, one of the Vice-Presidents or any other officer of the Company or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of the President to any other officer or to any director for the time being, provided that a majority of the board of directors concurs therein.
- 8.5 Any of the Vice –Presidents 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. Any of the Vice-Presidents shall have such powers and duties as may from time to time be assigned to him by the directors.
- 8.6 The President shall, if present, preside at all meetings of the directors 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 directors.
- 8.7 The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Company and all the documents and registers referred to in Section 170 of the Companies Act Cap. 308 and shall perform such other duties as the directors require of him.
- 8.8 The Treasurer shall have the care and custody of all the funds and securities of the Company and shall deposit the same in the name of the Company in such Bank or Banks of which such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require and no director 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 Company to receive any indemnity thereby provided.

## **PART 9**

### **DIRECTORS**

- 9.1 The directors of the Company shall be:-
- (a) The officers, ex officio;
  - (b) Such number of other ordinary members of the Company as will complete the number of directors fixed in the Articles of Continuance of the Company who shall be elected by members of the Company and who shall retire at the end of second annual general meeting following his election and shall be eligible for re-election; and

- (c) Supernumerary members appointed by the directors pursuant to paragraph 9.4 hereof.
- 9.2 Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Company.
- 9.3 If a casual vacancy occurs, other than in any of the offices, the directors may appoint an ordinary member of the Company to fill the vacancy.
- 9.4 The directors may appoint any member of the Company to be supernumerary director for any period, not exceeding its term of office, in its absolute discretion. Such member shall not be entitled to vote at meetings of the directors.
- 9.5 The affairs of the Company shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the by-laws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a general meeting of the Company.
- 9.6 A director shall be an ordinary member of the Company.
- 9.7 Unless his tenure is sooner determined, a director's term of office shall, subject to the provisions, if any, of the Articles of Continuance of the Company, be from the date of the meeting at which he is elected or appointed until the close of the second annual general meeting next following or until his successor is elected or appointed, whichever shall first occur.
- 9.8 The members of the Company may, by ordinary resolution at a special meeting, remove any director from office.
- 9.9 A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.
- 9.10 If the vacancy is not filled under paragraph 9.9 it may be filled by the directors.
- 9.11 A director elected or appointed pursuant to paragraph 9.9 or 9.10 holds office for the unexpired term of his predecessor.
- 9.12 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.
- 9.13 The office of a director of the Company shall be vacated –
  - (a) if by notice in writing he resigns his office;



- (b) if he ceases to be a member of the Company;
- (c) if he does not attend three consecutive meetings of the directors, unless the directors otherwise determine;
- (d) if he is removed from office in accordance with paragraph 9.8;
- (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (f) if he is found to be a lunatic or becomes of unsound mind;
- (g) if he is convicted of any criminal offence involving fraud or dishonesty.

## **PART 10**

### **MEETINGS OF DIRECTORS**

- 10.1 Meetings of the directors and of any committee of the directors may be held within or outside of Barbados.
- 10.2 A meeting of directors may be convened by the President, any of the Vice-Presidents, or any two directors at any time and the Secretary by direction of such officer or any two directors shall convene a meeting of directors.
- 10.3 Subject to subsection 76 (1) of the Act the notice of any such 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 paragraph 16.1 hereof 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. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting of directors 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 now lawfully called.
- 10.4 It shall not be necessary to give notice of a meeting of the directors to a newly elected or appointed director for a meeting held immediately following the election of directors by the members of the appointment to fill a vacancy among the directors.
- 10.5 Meetings of the directors may be held at any time without formal notice if all the directors 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 director.

- 10.6 Five 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 directors. No business shall be transacted at a meeting of directors unless a quorum is present.
- 10.7 A director may, if all the directors consent, participate in a meeting of directors or any committee of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.
- 10.8 Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of any equality of votes the chairman of the meeting shall have a second or casting vote.
- 10.9 Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors is as valid as if it had been passed at a meeting of the directors or any committee of the directors.

## **PART 11**

### **EXECUTIVE OFFICER**

- 11.1 The directors 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 Company (except such matters and duties as by law must be transacted or performed by the directors or by the members in general meeting) and to employ and discharge agents and employees of the Company or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the directors of the Company. He shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Company.

## **PART 12**

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- 12.1 No director or officer of the Company shall be liable to the Company 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 Company through the insufficiency or deficiency of title to any property acquired by the Company for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Company shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies securities or other assets belonging to the Company;
- (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;

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 Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 12.2 Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.
- 12.3 The directors for the time being of the Company 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 Company, except such as are submitted to and authorized or approved by the directors.
- 12.4 If any director or officer of the Company is employed by or performs services for the Company otherwise than as a director or 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 Company, the fact of his being a shareholder, director or officer of the Company shall not disentitle such director or officer of such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## **PART 13**

### **MEETINGS OF MEMBERS**

- 13.1 Subject to the provisions of section 105 of the Act, the annual meeting of the members shall be held on or before the 30<sup>th</sup> day of April in each year and at such time as the directors may, by resolution, determine at any place within Barbados.
- 13.2 Special meetings of the members may be convened by order of the President, any of the Vice-Presidents or by the directors at any date and time and at any place within Barbados.
- 13.3 The directors shall, on the requisition in writing of ten (10) members entitled to attend and vote at the meeting requisitioned, forthwith convene a meeting of members, and in the case of such requisition the following provisions shall have effect:-
- (a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office of the Company, and may consist of several documents in like form each signed by one or more of the requisitionists.
  - (b) if the directors do not, within fourteen 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 three months from the date of such deposit.
  - (c) Unless subsection (3) of section 129 of the Act applies, the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen days from the deposit of the requisition.
  - (d) 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 the by-laws and Divisions E and F of Part 1 of the Act.
- 13.4 A printed, written or typewritten notice stating the day, hour and place of the meeting shall be given by serving each notice on each member entitled to vote at such meeting, on each director and on the auditor of the Company in the manner specified in paragraph 16.1 hereof, not less than twenty-one days or more than fifty 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. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a

- reasoned judgment thereon, and (b) the test of any special resolutions to be submitted to the meeting.
- 13.5 A member and any 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.
- 13.6 The accidental omission to give notice of any meeting or any irregularity in the notice or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 13.7 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 in the case of an 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.
- 13.8 At every meeting at which he is entitled to vote, every member or individual authorized 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, or individual authorized to represent a member shall, subject to the Articles, have one vote.
- 13.9 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.
- 13.10 When the President and any of the Vice-Presidents are absent, the persons who are present and entitled to vote shall choose another director as chairman 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 chairman.
- 13.11 A ballot, either before or after any vote by show of hands, may be demanded by any person entitled to a vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment it shall be taken forth without adjournment. 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 a 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.

- 13.12 Votes at meetings of members may be given either personally or in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of the Company.
- 13.13 The chairman of the 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 thirty 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.
- 13.14 Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be fifteen (15) persons being ordinary members, life members or representatives of affiliated members. 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 a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for the 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.
- 13.15 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 meeting of the members is, subject to section 128 of the Act, as valid as if it had been passed at a meeting of the members.

## **PART 14**

### **COMMITTEES**

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

## **PART 15**

### **VOTING IN OTHER COMPANIES**

15.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Company may be voted at any and all meeting of shareholders, debenture holders (as the case may be) of such other body corporate and in such matter and by such person or persons as the Directors of the Company shall from time to time determine. The officers of the Company may for and on behalf of the Company from time to time:-

- (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 Directors.

## **PART 16**

### **NOTICES**

16.1 Any notice or other document required by the Act, the Regulations, the Articles or the by-laws to be sent to any shareholder, debenture holder, director or auditor may be delivered personally or sent by prepaid mail, cable, telex, telecopier or electronic mail to any such person at his latest address as shown in the records of the Company or its transfer agent and to any such director at his latest address as shown in the records of the Company or in the latest notice filed under section 66 or 74 of the Act, and to the auditor at his business address.

16.2 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 person entitled thereto.

16.3 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 three consecutive occasions because the member or debenture holder cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Company in writing of his new address.

16.4 The signature of any director or officer of the Company to any notice or document to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

- 16.5 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.
- 16.6 Where a notice required under paragraph 16.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address in paragraph 16.1 hereof, service shall be deemed to be at the time of delivery of such notice.
- 16.7 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by pre-paid mail.
- 16.8 Where the notice is sent by cable, telex, telecopier or electronic mail, service is deemed to be effected on the date on which the notice is so sent.
- 16.9 A notice of all general meetings shall be published in one section of the press (print media) at least fourteen (14) days before the date of all such meetings and shall be deemed to be notice to all members.

## **PART 17**

### **CHEQUES, DRAFTS AND NOTES**

- 17.1 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 directors may from time to time designate by resolution.

## **PART 18**

### **EXECUTION OF INSTRUMENTS**

- 18.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by:
- (a) any two officers, or
  - (b) any two directors, or
  - (c) any one officer together with any one director,

and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The directors shall have power from time to time by resolution to appoint any person on behalf



of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

18.2 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed by any officers, directors or persons as specified in paragraph 18.3 hereof.

18.3 Subject to Section 134 of the Act-

- (a) any two officers, or
- (b) any two directors, or
- (c) any one officer together with any one director,

shall have authority to sign and execute (under the seal of the Company 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.

## **PART 19**

### **SIGNATURES**

19.1 The signatures of any officer or any director of the Company or of any person, appointed pursuant to paragraph 18.1 hereof by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issues by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer, director or person is so reproduced shall be deemed to have been manually signed by such officer, director or person whose signature is so reproduced has ceased to hold office or appointment at the date on which such document or instrument in writing is delivered or issued.

## **PART 20**

### **FINANCIAL YEAR**

The directors may from time to time by resolution establish the financial year of the Company.

ENACTED by Council on August 12, 2009, and confirmed by Members on \_\_\_\_\_, 2009.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President