



ICT ASSOCIATION OF SAINT LUCIA INC.

BYE-LAWS

Revision Date: 30th August 2015

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THE COMPANIES ACT
BYE-LAW NO. 1
A Bye-law relating generally to the conduct of—
ICT ASSOCIATION OF SAINT LUCIA INC.

BE IT ENACTED as the general Bye-law of **ICT ASSOCIATION OF SAINT LUCIA INC.**

(hereinafter called the “Company”) as follows—

1. INTERPRETATION

- 1.1. In this bye-law and all other bye-laws of the Company unless the context otherwise requires—
- (a) “Act” means the Companies Act as amended and every statute substituted therefore and, in the case of such substitution, any references in the bye-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
 - (b) “Regulations” means any Regulations made under the Act and every regulation substituted therefore and, in the case of such substitution, any references in the bye-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new Regulations;
 - (c) “bye-laws” means any bye-law of the Company from time to time in force;
 - (d) “ICT” means Information and Communication Technology
 - (d) all terms contained in the bye-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.

2. REGISTERED OFFICE

- 2.1. The registered office of the Company shall be in Saint Lucia at such address as the directors may fix 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 Company.

4. MEMBERS

4.1. The following shall be the classes of members allowed for membership in the Company:

- (a) **Student members:** being individuals over the age of 12 years pursuing secondary education with an interest in ICT or individuals over the age of 18 pursuing higher, tertiary or professional education in ICT or ICT-related field. Student membership of tertiary students will be limited to no more than four years;
- (b) **Associate members:** being individuals who possess any of the following:
- a Bachelor's degree in ICT related field;
 - a Bachelor's degree in a non ICT field and one year's industry experience;
 - Associate degree/diploma plus two years experience in ICT field;
 - three years experience in the ICT industry.
- (c) **Professional Member:** being individuals who possess any of the following:
- a Bachelor's degree in an ICT related field and two years experience in the industry;
 - a Bachelor's degree in a non ICT related field and four years experience in the ICT industry;
 - Associate degree/diploma in an ICT related field and five years experience in the ICT industry;
 - Professional certification plus one year experience in an ICT related field;

and shall maintain professional development credits as may be specified by resolution by the Board of Directors from time to time. -

- (d) **Fellow Member:** being individuals over the age of 18 and has been a Member for seven years. Requires nomination from a member or someone of equivalent standing in a related field, or submit a paper for approval by the Board.
- (e) **Reciprocal member:** the Board may from time to time in their absolute discretion admit to membership, on such terms as they consider appropriate any member of an IT body outside St. Lucia, which in their opinion is of equivalent standing to that of the Association in conforming to the admission bye-laws.
- (f) **Honorary members:** are nominated by any member in good standing (in accordance with section 5 herein) for selection by the Board who may by resolution passed by three-fourths of those present at a meeting of the Board, approve any person to be an Honorary member of the Association who has contributed to the growth and

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development of the ICT industry. An Honorary Member shall not be liable to pay any fee on admission or to pay an annual subscription to the Company.

Every Honorary member shall sign an undertaking to observe the Constitution, the Bye-Laws and the Regulations of the Company so far as the same may be applicable to Honorary Members.

An Honorary member shall not be qualified to be elected as a Member of the Company or be entitled to receive notice of or to attend or vote at any general meeting, provided that none of these disabilities shall apply in the case of a person who, prior to his election as an Honorary Member, was a member of the Company in his own right.

- (g) **Corporate Members:** An entity, legally incorporated under the applicable laws of St. Lucia and in the business of providing ICT products and or services. A corporate member shall name a representative entitled to vote on its behalf. Where a change of representative is required the corporate member shall inform the Association in writing.
- (h) **Affiliate Member:** An individual qualified with a minimum of a bachelor's degree in non-computer related discipline nor currently working in the field of computing or ICT industry but having interest in such; or a person not so qualified but having at least 6 years experience working in any field outside of computing and ICT industry but with interest in such.

Application for Membership

- 4.2. All applications for membership shall be made to the Secretary in the form for the time being prescribed by the Board.

Method and Terms of Admission

- 4.3. The Board shall have full discretion subject to the Bye-Laws to determine admission of all applicants and their decision shall be final. The Board shall not be bound to give any reason for their decision.
 - (a) Every person shall, on applying for admission, sign an undertaking that he/she will, if admitted, and so long as he/she is a Member, observe the Constitution, the Bye-Laws and the code of ethics for the time being in force.
 - (b) Every member shall be entitled to a certificate of admission which shall be in such form as the Board may from time to time prescribe. A certificate issued by the Company shall remain the property of the Company and shall be returned by the holder on his ceasing to be a member of the Company for any reason whatsoever.

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- 4.4. The interest of a member in the Company is not transferable and lapses and ceases to exist upon his or her death or when he or she ceases to be a member by resignation or otherwise in accordance with the bye-laws of the Company.

Member in Good Standing

- 4.5 A member in good standing is a member duly approved for membership by the Board of Directors and having paid all outstanding amounts and provided all relevant information due from him/her in accordance with the bye-laws of the Company and resolutions passed by the Board of Directors.

5. ADMISSION FEES AND ANNUAL SUBSCRIPTION

- 5.1. (a) Every member shall be required to pay an annual subscription on election to membership.
- (b) Unless otherwise resolved by the Board, the annual subscription shall be due and payable by each member on the anniversary of the day of approval to membership in each year.
- (c) The amount of the annual subscriptions shall be such as may from time to time be prescribed by resolution made by the Board and approved by the Association in general meeting.
- 5.2 The Board may from time to time by a resolution in that behalf passed at any meeting of the Board and confirmed at a General Meeting of the Association held not less than one month nor more than six months afterwards by majority of the voting members increase all or any of the fees set out by such sums as may be specified in the resolution of the Board.
- 5.3 In cases of exceptional hardship the Board may suspend or waive payment of the subscription payable by any member on such terms and for such period as they may think fit.

Continuation of Membership

- 5.4 A person shall continue to be a member of the Association only for so long as he shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions, appropriate to his grade as shall for the time being be prescribed by or in accordance with these Bye Laws and resolutions of the Board of Directors

Occupation and address of members

- 5.5 On or about the first day of January in each year or at such other time as the Board may decide, every member shall make a return to the Association in such form as the Board may prescribe

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showing whether or not he/she is in practice and notifying a place of business or residence as his registered address.

- 5.6 If any member shall fail to give a registered address in St. Lucia, he shall not be entitled to receive notice of any general meetings or other proceedings of the Association and no such meetings or proceedings shall be invalidated by reason of his not having received such notice as aforesaid.

Cessation of Membership

- 5.7 A person shall cease to be a member of the Association in any of the following cases:

- (a) If he shall fail for a period of four months to pay all subscriptions and fees for the time being due from him to the Association.
- (b) If he shall resign by giving written notice thereof to the Secretary.
- (c) If he shall be removed from membership of the Association by a resolution of the Board passed by not less than three-fourths of the members of the Board present and voting, being not less than half the total membership of the Board, at a special Board meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution, and the general nature of the grounds on which it is proposed, shall have been sent to all the members of the Board, provided always that the member whose removal is in question shall first have been given an opportunity of being heard by a committee of the Board, of which hearing the said member shall be given not less than twenty-one days' notice in writing of the general nature of the grounds on which his removal is proposed and at which hearing he shall have an opportunity to call and cross-examine witnesses and generally to put forward such explanation or defense as he may think fit and provided that both the said member and the Association shall be entitled to be represented or assisted at such hearing by a solicitor, a barrister or an assessor.

Provided further that any person whose membership shall cease in accordance with this Bye-law shall remain liable to the Association for all fees, subscriptions and other sums which may have been due from him at the date his membership ceased.

The Board shall in all cases have absolute discretion in denying membership of the Association to any person.

- 5.8 Any member may withdraw from membership by giving 14 days notice to the directors in writing to that effect and thereupon he or she shall cease to be a member.
- 5.9 If any member refuses or neglects to comply with the provisions of the bye-laws or conducts his or herself in a way which in the opinion of the directors is or may be injurious to the Company the directors may by notice in writing call upon him or her 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 he or she is first given an opportunity of being heard by the directors) he or she may be expelled by the directors after a resolution for this purpose has been passed by a

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majority of not less than $\frac{2}{3}$ of the members present and voting at a specially convened meeting of the members.

6. PROFESSIONAL CONDUCT

- 6.1 Every member of the Association shall exercise his professional skill and judgment to the best of his ability and discharge his professional responsibilities with integrity. He shall at all times order his conduct to safeguard the public interest and to the best of his ability uphold the reputation and dignity of the Profession.

7. THE BOARD

Constitution of the Board

- 7.1 The business of the Association shall be managed by the Board and, subject to the Laws of the Association, the Board shall have sole control in all matters relating to the management and organization of the Association.
- 7.2 The following shall be members of the Board:
- (a) **The President:** The President shall, if present, preside at all meetings of the directors and members; he or she shall sign all instruments which require his or her signature and shall perform all duties incident to his or her office and shall have such other powers and duties as may be assigned to him or her by the directors.
 - (b) **Two Vice Presidents:** 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 be assigned to him or her by the directors.
 - (c) **The Treasurer:** 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 or with such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him or her. He or she may be required to give such bond for the faithful performance of his or her duties as the directors 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 reason of the failure of the Company to receive any indemnity thereby provided.
 - (d) **The Secretary:** The Secretary shall, when present, act as Secretary of all meetings, and shall have charge of the minute books of the Company. The Secretary shall be responsible for

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recording all meeting minutes and maintaining the required schedule of meetings among the Directors as specified herein.

- (e) **The Compliance Officer:** The Compliance Officer shall be appointed by Notice of Secretary duly filed with the Registry of Companies and Intellectual Property and shall be responsible for the documents and registers referred to in section 177 of the Act. The Compliance Officer shall be responsible for maintaining the compliance of the Company as required by the Laws of St. Lucia.
- (f) **The Membership Services Officer:** To implement the policies of the association regarding the services to be provided to membership which includes but is not limited to organizing membership drives, strategies to increase public awareness, recruiting trainers, maintain membership data and other data related services.
- (g) **The Programme and Events Officer:** To ensure programmes and events comply with all policies, procedures and strategic plan of the association. To liaise with the executive and membership on development of all activities and events of the association. Develop and oversee a framework to monitor & evaluate all past & current programmes & events with a view to improve future activities. The Programme and Events officer shall serve as the head of the Events Committee.
- (h) **The Communications Officer:** will be responsible for advancing and promoting the core objectives and activities of the organisation through preparing communications for public awareness, publicity, press releases, news paper articles, radio and television interviews, talk show appearances and appearances on special events related to the mandate of the organization. The Communications Officer shall consult with the president and other members of the executive in the conduct of his or her duties and shall be accountable to the board of directors.
- (i) **Representative of the Coalition of Service Industries:** The duly appointed representative of the SLCSI shall serve on the Board of Directors as a supernumerary Director in accordance with Section 9.4 herein.
- (j) **Immediate Past President:** Every person who, being a voting Member of the Association, shall have held the office of President at any time during the period of two years ending with the last Annual General Meeting of the Association which shall have been held, shall serve on the Board of Directors as a supernumerary Director in accordance with Section 9.4 herein.

Term of Office of the Board

7.3 The Term of Office for members of the Board shall be two years.

8. POWERS OF THE BOARD

8.1 The proceedings of each meeting of the Board including the period of notice to be given to members of the Board; the person to act as Chairman at meetings of the Board; voting rights at such meetings, and all other matters incidental thereto, shall be determined by or in accordance with the Board Regulations.

Subject to the Laws of the Association, the Board shall have the following powers:

- (a) to make Board Regulations;
- (b) to elect persons to the offices of President, Vice-President, Secretary, Treasurer and members of the Board;
- (c) to admit persons to any grade of membership of the Association and to transfer members from one such grade to another;
- (d) to provide arrangements whereby persons or organizations may become affiliated with the Association or associated with its work;
- (e) to appoint and determine the remuneration of the auditor or auditors;
- (f) to accept transfers of all or any part of the property, assets, liabilities, and engagements of the Organization;
- (g) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Association and for that purpose to engage professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may determine;
- (h) to invest any moneys belonging to the Association, or in the purchase of freehold or leasehold property in St. Lucia including rents, provided that as regards leasehold property the term thereof shall have at least sixty years to run;
- (i) to sell, buy, let, exchange, lease and accept leases of real and personal property on behalf of the Association;
- (j) to borrow money on behalf of the Association and for that purpose if the Board think fit to mortgage or charge all or part of the property of the Association, whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Board shall determine;
- (k) to exercise any power which shall have been conferred upon or be exercisable by the Association and which shall not by the Laws of the Association have been assigned to the members.

9. DIRECTORS

(See Division D of Part 1 of the Act)

- 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 is fixed in the Articles of Incorporation of the Company who may be elected at the Annual General Meeting of the Company in every other year who shall retire bi-annually and shall be eligible for re-election; and
 - (c) supernumerary members appointed by the directors under 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 a 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. *Powers:* 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 bye-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 at the Company.
- 9.6. *Qualification:* A director shall be an ordinary member of the Company.
- 9.7. *Term of Office:* Unless sooner determined, a director's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Company, be from the date of the meeting at which he or she is elected or appointed until the conclusion of the second annual general meeting next following or until his or her successor is elected or appointed.
- 9.8. *Removal from Office:* The members of the Company may, by ordinary resolution at a special meeting, remove any director from office.
- 9.9. *Vacancy Filled:* A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.
- 9.9.1. If the vacancy is not filled under paragraph 9.9 it may be filled by the directors.
 - 9.9.2. A director elected or appointed under paragraph 9.9 or 9.9.1 holds office for the unexpired term of his or her predecessor.
- 9.10. *Remuneration:* The directors shall serve without remuneration and a director shall not directly or indirectly receive any profit from his or her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

9.11. *Vacating of Office:* The office of a director of the Company shall be vacated—

- (i) if by notice in writing he or she resigns his or her office,
- (ii) if he or she ceases to be a member of the Company,
- (iii) if he or she does not attend 4 consecutive meetings of the directors, unless the directors otherwise determine,
- (iv) if he or she is removed from office in accordance with paragraph 9.8,
- (v) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorised assignment or is declared insolvent,
- (vi) if he or she is found to be suffering from a mental disorder or becomes of unsound mind,
- (vii) if he or she is convicted of any criminal offence involving fraud or dishonesty.

10. MEETINGS OF DIRECTORS

10.1. *Place:* Meetings of the directors and of any committee of the directors may be held either at the registered office or at any other place within or outside Saint Lucia.

10.2. *Convener:* A meeting of directors 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 directors.

10.3. *Notice:* Subject to section 79(1) of the Act the notice of any meeting of the directors 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 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. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting of the 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 not lawfully called.

10.3.1. 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 or the appointment to fill a vacancy among the directors.

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

10.4. *Quorum:* Five (5) directors shall form a quorum for the transaction of business and, despite any vacancy among the directors, a quorum may exercise all the powers of the directors. Business shall not be transacted at a meeting of directors unless a quorum is present.

10.4.1. A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors 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.

10.5. *Voting*: Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of any equality of votes the Chairperson of the meeting in addition to his or her original vote shall have a second or casting vote.

10.6. *Resolution in lieu of meeting*: Despite 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 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.

11. EXECUTIVE OFFICER

11.1. The directors may appoint an Executive Officer and may delegate to him or her 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 or her any lesser power. He or she shall conform to all lawful orders given to him or her by the directors of the Company. He or she shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Company.

12. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

12.1. A director or officer of the Company is not 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 or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be paid out or invested;
- (d) loss or damage arising from the bankruptcy, insolvency or tortious 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 of any damage resulting from any dealings with any moneys, 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 or her respective office or trust or in relation thereto; unless the same happens by or through his or her failure to exercise the powers and to discharge the duties of his or her 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.

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- 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 or her 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 authorised or approved by the directors.
- 12.4. If any director or officer of the Company is employed by or performs service for the Company otherwise than as a director or officer or 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 Company, the fact of his or her being a member, director or officer of the Company shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

13. MEETINGS OF MEMBERS

- 13.1. *Annual Meeting*: Subject to the provisions of section 107 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.
- 13.2. *Special Meetings*: 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 Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.
 - (1) The requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists.
 - (2) 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.
 - (3) 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 under the bye-laws and Divisions E and F of Part 1 of the Act.
- 13.3. *Notice*: A printed, written or typewritten notice stating the day, hour and place of 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 Company in the manner specified in paragraph 16.1 hereof, 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. 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 text of any special resolution to be submitted to the meeting.

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- 13.4. *Waiver of Notice:* 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.
- 13.5. *Omission of Notice:* The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 13.6. *Votes:* 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 Articles 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 or she may be otherwise entitled.
- 13.6.1. At every meeting at which he or she 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 or she is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the Articles, have one vote.
- 13.6.2. 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.
- 13.6.3. 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.
- 13.6.4. 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. If at any meeting a ballot is demanded on the election of a Chairperson or on the question of adjournment it shall be taken 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 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.
- 13.7. *Proxies:* 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 directors or governing body of that body corporate or association to represent it at meetings of members of the Company.
- 13.7.1. A proxy shall be executed by the member or his or her attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 13.7.2. A person appointed by proxy need not be a member.

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13.7.3. Subject to the provisions of Part 4 of the Regulations, a proxy may be in the following form:

The undersigned member of **ICT ASSOCIATION OF SAINT LUCIA INC.** hereby appoints _____ of _____, or failing him or her, _____ of _____ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the _____ undersigned at the meeting of the members of the said Company to be held on the _____ day of _____ 20____ 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 such adjournment or adjournments thereof.

DATED this _____ day of _____ 20____

Signature of member

- 13.8. *Adjournment:* The Chairperson of any meeting may with the consent of the meeting adjourn the same to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.
- 13.9. *Quorum:* Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be 2/3 of members who have paid their dues and are 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 meeting of the members, the members present or represented may proceed with the business of the meeting despite the fact that a quorum is not present throughout the meeting. 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.
- 13.10. *Resolution in lieu of meeting:* Despite any of the foregoing provisions of 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 been passed at a meeting of the members.

14. COMMITTEES

- 14.1. The directors may 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, 2 members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be

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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.

14.3 The Disciplinary and Ethics Committee

14.3.1 Formation: the Disciplinary and Ethics Committee shall be made up of at least three members of the Board of Directors.

14.3.2 Initiation of Enquiry

(a) Any person may lodge with the Secretary a complaint against any member of the Company for any breach of the Articles of Incorporation and Bye Laws of the Company, or for any other business conduct tending to bring discredit to the Company or to the real estate industry. Any such complaint must be filed within 90 days after the date upon which the event that has given rise to the complaint.

(b) The complaint shall be made in writing, signed by the complainant and shall specify the member complained against and the offending action of that member.

(c) A member against whom a complaint is filed shall be sent a copy of the complaint by the Secretary within 15 day of its receipt.

(d) The member against whom the complaint is filed shall be given the opportunity to present his defence in writing within 30 days of receiving a copy of the complaint. The member may be present his defence through an attorney-at-law if he so desires, at his own expense.

(e) All relevant documentation shall be passed by the Secretary to the Board of Directors.

(f) At this stage the Board of Directors may acquire the services of an attorney-at-law to advise it as to the relevant law.

(g) If a majority of the full Board of Directors deems it fit, the matter shall be referred to the Disciplinary and Ethics Committee which shall hold an enquiry into whether or not the member of the Company has been guilty of:

(i) A breach of the paragraphs and By Laws of the Company; or

(ii) Conduct unbecoming of a member of the Company which tends to bring discredit on the Company or on the industry.

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- (h) In the event that the member against whom a complaint is made is a member of the Board of Directors, the Board of Directors shall be in the absence of the member set up a Special Disciplinary and Ethics Committee to hear the complaint. This special committee shall comprise one member of the Board of Directors and two persons from the general membership of the Company one of whom shall chair the committee.

14.3.3 Procedure for meetings of the disciplinary and Ethics Committee or the Special Disciplinary and Ethics Committee.

(a) The Secretary shall serve upon the member against whom the complaint has been made written notice of the date, time and place of the meeting at which the complaint is to be considered by the Disciplinary and Ethics Committee. This date shall not be less than ten (10) days after serving of the notice.

(b) If the member against whom the complaint has been made receives the written notice mentioned at (a) but:

(i) refuses or fails to appear before the Disciplinary and Ethics Committee; or

(ii) appears but refuses to defend himself when called upon to do so by the Disciplinary and Ethics Committee;

Such conduct may be considered an admission of the complaint brought against the member.

(c) Both the Disciplinary and Ethics Committee and the member against whom the complaint has been made may be represented at the hearing before the Committee by an attorney-at-law of their choice and at their expense. In the case of the Disciplinary and Ethics Committee the prior approval of the chairman of the Board of Directors to hire an attorney must be obtained and the expenses shall be paid by the Company.

(d) After investigation, the Disciplinary and Ethics Committee shall make its recommendation to the Board of Directors within ten (10) days of the meeting.

(e) The Disciplinary and Ethics Committee may recommend that the Board of Directors:

(i) reprimand a member;

(ii) suspend a member for such time as the Board of Directors thinks fit;

(iii) expel a member from membership in the Company;

(iv) Invite a member to resign from membership of the Company;

(v) Make such order as may appear to the disciplinary and Ethics Committee to be appropriate in the circumstances.

(f) In a case where the complaint was made against a member of the Board of Directors, that member of the Board of Directors shall excuse himself from any meeting of the Board of directors at which the matter is considered.

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- (g) Secretary shall notify the accused member of the outcomes of the enquiry in writing within thirty (30) of the hearing of the matter.
- (h) A member forfeiting his membership through expulsion, suspension or otherwise, shall forfeit all claim to any interest in the property of the Company or its assets.
- (i) A member so excluded shall forfeit all claims to a return of money paid to the Company by way of annual subscription r otherwise, and shall cease to be a member of the Company, subject nevertheless to the obligations, if any, that the member may have incurred prior to cessation of his membership.
- (j) A member who is dissatisfied with an order made by the Board of Directors on the recommendation of the Disciplinary and Ethics Committee under sub clause (e) may appeal in writing to the Board of Directors within 14 days of receipt of notification of the Committee's recommendation by the Secretary.
- (k) If the appeal is against an order for reprimand or suspension, it shall be heard by members of the Board of Directors other than those who constituted the Disciplinary and Ethics Committee that conducted the original hearing of the matter.
- (l) The Board of Directors as constituted under (9) may recommend that the earlier order for a reprimand, suspension or punishment other then expulsion or request for resignation be reversed.
- (m)The appeal of a member against an order for expulsion or a request for resignation shall be subjected to the arbitration procedure below.

14.4 The Legal Committee

14.4.1 Formation: the Legal Committee shall be made up of at least three members of the Board of Directors, must include the Compliance Officer and is to be headed by the Legal Counsel of the Association.

- (a) The committee shall be responsible for providing advice and support in the development of appropriate legislation and regulation to govern the ICT sector.

14.5 The Membership Services Committee: Shall consist of at least 3 members and shall be headed by the Membership Services Officer. The committee shall implement the mandate of the Membership Services Officer.

15. ARBITRATION

In the event that a member

- (a) has been asked by the Board of Director to resign; or

- (b) has been ordered expelled from the Company by the Board of Directors; or

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(c) in relation to some other dispute brought under the Code of Ethics and Standards of Practice does not accept the decision of the Board of Directors, that member may agree, in writing, that the Chairman of the Board of Directors refer the matter to two arbitrators, one of whom is an attorney-at-law of not less than ten years call to the Bar of Saint Lucia and the other, a member of the Company and has been in full practice for not less than ten years. In a case where the parties request arbitration, the costs must be borne by the parties and not the Company.

16. VOTING IN OTHER COMPANIES

- 16.1. All shares or debentures carrying voting rights in any other body corporate that are held by the Company 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 or persons as the directors of the Company shall determine. The officers of the Company may for and on behalf of the Company—
- (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.

17. NOTICES

- 17.1. *Method of giving Notice:* Any notice or other document required by the Act, the Regulations, the Articles or the Bye-laws to be sent to any member, director or auditor may be delivered personally or sent by prepaid mail or cable or telex to any such person at his or her latest address as shown in the records of the Company and to any such director at his or her latest address as shown in the records of the Company or in the latest notice filed under section 69 or 77 of the Act, and to the auditor at his or her business address.
- 17.2. *Waiver of Notice:* Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- 17.3. *Undelivered Notices:* 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 or she informs the Company in writing of his or her new address.
- 17.4. *Signatures of Notices:* 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.
- 17.5. *Computation of Time:* Where a notice extending over a number of days or other period is required under any provisions of the articles or the bye-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

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17.6. *Proof of Service*: Where a notice required under paragraph 18.1 hereof is delivered personally to the person to whom it is addressed or delivered to his or her address as mentioned in paragraph 18.1 hereof, service shall be deemed to be at the time of delivery of such notice.

17.6.1. Where such 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.

17.6.2. Where the notice is sent by cable or telex, service is deemed to be effected on the date on which the notice is so sent.

17.6.3. A certificate of an officer of the Company 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.

18. CHEQUES, DRAFTS AND NOTES

18.1. 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 designate by resolution.

19. EXECUTION OF INSTRUMENTS

19.1. Contracts, documents or instruments in writing requiring the signature of the Company 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 upon the Company without any further authorisation or formality. The directors shall have power by resolution to appoint any officers or persons on behalf of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

19.1.1. The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 18.1.2 hereof.

19.1.2. 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 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.

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20. SIGNATURES

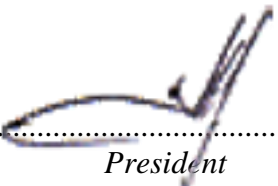
20.1. The signature of the President, the Vice-President, the Secretary, the Treasurer or any director of the Company or of any officer or person, appointed under paragraph 18.1 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person 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 signed manually and although the officer or 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.

21. FINANCIAL YEAR

21.1. The directors may by resolution establish the financial year of the Company.

Enacted this 30th day of August, 2015




.....
President


.....
Secretary