

THE COMPANIES ACT, 1995

BY-LAW NO. 1

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

TRINIDAD AND TOBAGO DRAGON BOAT FEDERATION

BE IT ENACTED as the general by-law of TRINIDAD AND TOBAGO DRAGON BOAT FEDERATION (hereinafter called "the Federation") as follows:

1. INTERPRETATION

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

- (a) "Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Federation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or 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 Federation 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 Federation from time to time in force;
- (d) "voting entitlement" means a vote exercisable by a member;
- (e) 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;
- (f) and 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, club, crew and any association of persons; and the word "individual" means a natural person.

2. **REGISTERED OFFICE**

2.1 The registered office of the Federation shall be in Trinidad and Tobago at such address as the directors may fix from to time by resolution.

3. **MEMBERS**

3.1 There shall be five classes of membership namely:

- (a) **Registered Club** member, being a dragon boat club whose Club Constitution and logo have been approved by and registered with the Federation.
 - i. A Registered Club is entitled to have two individuals registered as its delegates to the Federation. The delegates shall be appointed by their respective Registered Club in general meeting. The appointment shall be proven by submitting the minutes of the general meeting at which the delegates have been appointed.
 - ii. A delegate must be eighteen years and over and a member of his Registered Club in good standing.
 - iii. A delegate shall act for and behalf of the Registered Club at meetings.
 - iv. A delegate where applicable, may exercise voting rights at meetings on behalf of his Registered Club subject to any provisions contained in these by-laws.
 - v. Upon a Registered Club being admitted to membership of the Federation, a delegate of such Registered Club shall within 14 days of such admission, give to the Secretary in writing the particulars of all of its members with voting rights which shall include but not be limited to full names, addresses, descriptions and class of membership. In default, such Registered Club may be suspended from participating in any activity of the Federation in accordance with paragraph 6.0 of these by-laws.
 - vi. A delegate of the Registered Club shall notify the Secretary of any change in the particulars of its membership within 14 days of any such change occurring. In default, such Registered Club may be suspended from participating in any activity of the Federation in accordance with paragraph 6.0 of these by-laws.
 - vii. If at any time, an individual is no longer able or competent to fulfill his duties as a delegate of his Registered Club, the Registered Club shall immediately notify the Secretary and nominate another individual as its delegate in accordance with these by-laws.
 - viii. At all times, whether within the precincts of or outside the Federation, a Registered Club member shall be jointly and severally responsible for the good conduct and

behaviour of the members of the Registered Club and shall be vicariously liable jointly and severally to the Federation and/or its members for the acts omissions or other wrong-doings of its own Registered Club members.

- (b) **Registered Crew** member, being a dragon boat crew whose name, crew colours and/or logo have been approved by and registered with the Federation.
 - i. A dragon boat crew shall consist of sixteen or more individuals.
 - ii. A Registered Crew is entitled to have two individuals registered as its delegates to the Federation. The delegates shall be appointed by their respective Registered Crew in general meeting. The appointment shall be proven by submitting the minutes of the general meeting at which the delegates have been appointed.
 - iii. A delegate must be eighteen years and over and a member of his Registered Crew.
 - iv. A delegate shall act for and behalf of the Registered Crew at meetings.
 - v. The delegate where applicable may exercise voting rights at meetings on behalf of his Registered Crew subject to any provisions contained in these by-laws.
 - vi. Upon a Registered Crew being admitted to membership of the Federation, the delegate shall within 14 days of such admission, give to the Secretary in writing the particulars of all of its members which shall include but not limited to full names, addresses, descriptions of all their club members. In default, such Registered Crew may be suspended from participating in any activity of the Federation in accordance with paragraph 6.0 of these by-laws.
 - vii. The delegate of the Registered Crew shall notify the Secretary of any change in the particulars of its membership within 14 days of any such change occurring or where applicable, before the fifth (5th) working day of the month following a member's admission to the Registered Crew. In default, such Registered Crew may be suspended from participating in any activity of the Federation in accordance with paragraph 6.0 of these by-laws.
 - viii. If at any time, an individual is no longer able or competent to fulfill his duties as a delegate of his Registered Crew, the Registered Crew shall immediately notify the Secretary and nominate another individual as its delegate in accordance with these by-laws.
 - ix. At all times, whether within the precincts of or outside the Federation, the Registered Crew shall be jointly and severally responsible for the good conduct and behaviour of the members of their Registered Crew and shall be vicariously liable jointly and severally to the Federation and/or its members for the acts omissions or other wrong-doings of its own Registered Crew members.

- (c) **Associate Member** being a firm, body corporate, company, partnership, syndicate, enterprise, trust, club, organization or individual with an interest in the sport of dragon boating (hereinafter collectively referred to as “an Associate”) who wishes to support the aims of the Federation and is not a member of a Registered Club or Registered Crew.
 - i. An Associate Member is entitled to have one individual registered as its delegate to the Federation. Where the Associate is a firm, body corporate, company, partnership, syndicate, enterprise, trust, club, organization the delegate shall be appointed by their respective Associate. The appointment shall be proven by submitting the resolution of the directors or governing body of that Associate.
 - ii. If at any time, an individual is no longer able or competent to fulfill his duties as the delegate, the Associate shall immediately notify the Secretary and nominate another individual as its delegate in accordance with these by-laws.

- (d) **Life Member**, being an individual who accepts election as a Life Member upon the invitation of the directors in recognition of outstanding service to the Federation.
 - i. The directors may confer Life membership to a person over eighteen years of age, after a resolution for this purpose is affirmed by ballot and passed by a majority of not less than three-quarters of the total number of voting entitlements present and voting at a specially convened meeting of members.
 - ii. Notice of a special meeting for life membership shall be accompanied by a resume of the proposed Life Member’s contribution of service.
 - iii. A Life member may exercise voting rights in all meetings subject to the provisions contained in these by-laws.

- (e) **Honorary Member**, being a distinguished visitor or a person who has made an outstanding contribution to the Federation.
 - i. The directors may at its own discretion confer Honorary Membership to a person for a limited period of time.
 - ii. Honorary Members shall not be entitled to vote at meetings.
 - iii. Notice of Honorary Membership shall be given to all members within fourteen days of such admission.

3.2 Application for membership shall be made to the Secretary of the Federation upon such form as the directors shall from time to time prescribe and shall be supported by such evidence as may be required.

3.3 Candidates for membership shall be elected by the directors. No person shall be admitted a member of the Federation unless he is first approved by the directors and the directors shall have full discretion as to the admission of any person to membership.

3.4 The interest of a member in the Federation 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 Federation.

4. **ANNUAL REGISTRATION FEE**

4.1 The annual registration fee shall also be determined from time to time by the directors.

4.2 All annual registration fees shall be payable at such time as the directors may in their discretion determine.

5. **CESSATION OF MEMBERSHIP**

5.1 Any member may withdraw from membership by giving fourteen (14) days written notice to that effect to the Federation addressed to the Secretary and thereupon he shall cease to be a member.

5.2 If any member (who is liable to pay an annual registration fee) shall fail to pay the same by the due date and within a month of having been sent a reminder notice, the directors may order his name to be struck off the list of members whereupon he shall cease to be a member of the Federation.

5.3 A member who has been expelled in accordance with paragraph 6.0 of this by-law shall cease to be a member.

5.4 A member to whom paragraph 5.3 of this by-law has been applied shall not thereafter be eligible or entitled to membership of the Federation.

5.5 A member resigning under paragraph 5.1 or whose name is struck off pursuant to paragraph 6.0 of this by-law shall lose and forfeit to the Federation all interest and benefit in the funds and property of the Federation and all rights attached to membership and shall also remain liable for all moneys then due from him to the Federation.

6. **DISCIPLINE**

6.1 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 Federation, the directors may by notice in writing:

1. reprimand the Member;
2. suspend the Member from participating in any event(s) hosted by the Federation or from the use of any equipment owned, operated or controlled by the Federation for a fixed period; or

3. call upon the Member to resign;

6.2 If such member when called upon to resign does not do so within twenty eight days of the receipt of such notice then (provided adequate inquiry has been made by the Federation) 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 total number of voting entitlements present and voting at a meeting of the members.

6.3 Such inquiry shall be held at a specially convened meeting of the members. The member shall be given the opportunity to justify or explain his conduct at the inquiry.

6.4 In the exercise of its powers hereunder, the Federation and its directors shall act at all times in accordance with the rules of natural justice.

6.5 Should such member fail, without good cause, to appear at an inquiry conducted under paragraph 6.3 , or any adjournment thereof, the Federation may proceed in that member's absence to conduct the said inquiry and to make its findings as herein before empowered.

6.6 The directors shall notify the relevant member in writing, of any resolution made pursuant to paragraph 6.2 hereof.

7 **ENDOWMENTS**

7.1 The Federation may accept grants, donations, contributions, bequests, legacies and endowments on such terms as to use and investment, by way of deed of trust, deed of conveyance or such other instrument of transfer as the Board of Directors in its sole discretion determines, to be employed:

- (a) in and for the construction, reconstruction, purchase, maintenance and upkeep of any building, premises, equipment and property of the Federation and for funding of the Federation;
- (b) in establishing awards and scholarships;
- (c) in such other manner being charitable as the Board of Director in its absolute discretion thinks fit for the benefit of the Federation and its undertakings.

8. **OFFICERS**

8.1 The officers of the Federation shall consist of a President, a Vice-Present, a Treasurer, a Secretary and a Public Relations Officer each of whom shall be a Life member or the delegate of a Registered Club, Registered Crew or Associate member. The Officers of the Federation shall be elected at the Annual General Meeting in each year and shall retire annually but shall be eligible for re-election.

8.2 In the case of a casual vacancy in any of the offices, the directors shall appoint one of their number to fill such casual vacancy until the next meeting of members.

- 8.3 In the case of the absence, or inability to act, of the President, the Vice-President or any other officer of the Federation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board of directors concur therein.
- 8.4 *President:* 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.
- 8.5 *Vice-President:* The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the directors.
- 8.6 *Secretary:* The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Federation and the documents and registers referred to in section 177 of the Companies Act, 1995 and shall perform such other duties as the directors require of him.
- 8.7 *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 Federation 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. 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 Federation to receive any indemnity thereby provided.
- 8.8 *Public Relations Officer:* Public Relations Officer shall be responsible for managing the reputation of the Federation, fostering community relations of the Federation and to keep all members of the Federation, the public as well as government agencies informed on the activities of the Federation.

9. **DIRECTORS**

- 9.1 The management of the Federation shall be vested in a Board of Directors.
- 9.2 The directors of the Federation shall be -
- (a) the Officers;
 - (b) two members or delegates where applicable, who may be elected at the Annual General Meeting of the Federation in each year and who shall retire annually and shall be eligible for re-election; and

- (c) supernumerary members or delegates where applicable, appointed by the directors pursuant to paragraph 9.6 hereof.
- 9.3 Candidates for election as a director shall be proposed and seconded by members or their delegates where applicable, entitled to vote at general meetings of the Federation.
- 9.4 Where a delegate of a member has been appointed as director, the director shall cease to be the delegate and the respective member shall appoint a new delegate in accordance with these by-laws.
- 9.5 If a casual vacancy occurs, other than in any of the offices, the directors may appoint a member or delegate where applicable of the Federation to fill the vacancy.
- 9.6 The directors may appoint any member or delegate where applicable of the Federation to be a supernumerary director for any period, not exceeding its term of office, in its absolute discretion. Such member or delegate shall not be entitled to vote at meetings of the directors.
- 9.7 *Powers:* The affairs of the Federation shall be managed by the directors for the purposes set out in the Articles of Incorporation who may exercise all such powers and do all such acts and things as may be exercised or done by the Federation and are not by the by-laws or any special resolution of the Federation or the Act expressly directed or required to be done by the Federation at a general meeting of the Federation.
- 9.8 *Qualification:* A director shall be a member or delegate where applicable of the Federation.
- 9.9 *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 Federation, 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.
- 9.10 *Removal from office:* The members where applicable may, by ordinary resolution at a special meeting, remove any director from office.
- 9.11 *Vacancy:* The directors may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Board of Directors shall be valid and effectual notwithstanding that it may be afterwards discovered that any director had been improperly appointed or is not qualified to be a director.
- 9.11.1 A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.
- 9.11.2 If the vacancy is not filled under paragraph 9.11.1, it may be filled by the directors.

- 9.11.3 A director elected or appointed pursuant to paragraph 9.11.1 or 9.11.2 holds office for the unexpired term of his predecessor.
- 9.12 *Remuneration:* 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 *Vacating of office:* The office of a director of the Federation shall be vacated -
- (a) if by notice in writing he resigns his office;
 - (b) if he ceases to be a member or delegate of a Registered Club, Registered Crew or Associate Member;
 - (c) if he does not attend all consecutive meetings of the directors within a six (6) month period, unless the directors otherwise determine;
 - (d) if he is removed from office in accordance with paragraph 9.10;
 - (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorized 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.

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 Trinidad and Tobago.
- 10.2 *Number of Meetings:* The Board of Directors shall meet as often as is required to conduct the business of the Federation and not less than six times in each calendar year.
- 10.3 *Convener:* A meeting of directors may be convened by the President, the Vice-President, or any two directors at any time and the Secretary by direction of any such officer or any two directors shall convene a meeting of directors.
- 10.4 *Notice:* Subject to section 81(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 15.1 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 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.

- 10.4.1 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.
- 10.4.2 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 meetings or any irregularity in any meeting or the notice thereof may be waived by any director.
- 10.5 *Quorum*: Four 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.
- 10.5.1 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 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.
- 10.5.2 *Voting*: Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting in addition to his original vote shall have a second or casting vote.
- 10.6 *Resolution in lieu of meeting*: 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.

11. **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- 11.1 No director or officer of the Federation shall be liable to the Federation 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 Federation through the insufficiency or deficiency of title to any property acquired by the Federation or for or on behalf of the Federation;
 - (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Federation shall be placed out or invested;

- (d) any 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 or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Federation;
- (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 Federation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 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.

11.3 The directors for the time being of the Federation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name, or on behalf, of the Federation, except such as are submitted to and authorized or approved by the directors.

11.4 If any director or officer of the Federation is employed by or performs services for the Federation 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 Federation, the fact of his being a member, director or officer of the Federation 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.

12 **MEETINGS OF MEMBERS**

12.1 *Annual Meeting:* Subject to the provisions of section 109 of the Act, the annual general meeting of the members shall be held on such day and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the members entitled to vote at such meeting so agree, outside Trinidad and Tobago. Such annual general meeting shall be held no later than five (5) months after the close of the financial year.

12.2 *Special Meetings:* Special meetings of the members may be convened by order of the President, the Vice-President, by the directors at any date and time and at any place within Trinidad and Tobago or, if all the members entitled to vote at such meetings so agree, outside Trinidad and Tobago.

- 12.2.1 The directors shall, on the requisition of fifty percent of the total number of voting entitlements, 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 or with the Secretary, 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 twenty-one 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 133 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 5 and 6 of Part III of the Act.
- 12.3 *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 15.1 hereof, not less than twenty-one days or more than fifty 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.
- 12.4 *Waiver of Notice:* A member, delegate where applicable 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.
- 12.5 *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 Federation shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 12.6 *Votes:* Every question submitted to any meeting of members where applicable shall be decided in the first instance by a show of hands unless a member or delegate where

applicable 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 chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

12.6.1 At every meeting at which he is entitled to vote, every Registered Club, Registered Crew or Associate member or proxy holder 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 Registered Club, Registered Crew or Associate member shall subject to the articles, have one vote.

No more than twenty six (26) members of a Registered Club or Registered Crew as submitted in accordance with Paragraphs 3.1(a)(v) and 3.1(b)(vi) of these by-laws and no more than two (2) representatives of an Associate member are entitled to attend a meeting as observers. An Honorary member may attend and serve in an advisory capacity at a meeting of the members but is not entitled to vote.

12.6.2 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.

12.6.3 When the President and the Vice-President are absent, the members and/or delegates 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 members and/or delegates who are present and entitled to vote shall choose one of their number to be chairman.

12.6.4 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 chairman or on the question of adjournment, it shall be taken forthwith 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 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.

12.7 *Proxies:* Votes at meetings of members may be given either personally, by a registered delegate where applicable or by proxy.

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

12.7.2. A person appointed by proxy need not be a member or delegate.

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

The undersigned member OF TRINIDAD AND TOBAGO DRAGON BOAT FEDERATION hereby appoints of _____, or failing him, _____ of _____ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the members of the said Federation to be held on the day of _____ 2007 and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____ 2007.

Signature of member

12.8 *Adjournment:* The chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members where applicable 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.

12.9 *Quorum:* Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be fifty (50) percent of the total number of voting entitlements present and voting. If a quorum is present at the opening of any meeting of the members, the members and/or delegates present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of members, the members and/or delegates present or represented and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

12.10 *Resolution in lieu of meeting:* Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members and/or delegates entitled to vote on that resolution at a meeting of the members is, subject to section 132 of the Act, as valid as if it had been passed at a meeting of the members.

13. COMMITTEES

13.1 The directors may from time to time as deemed necessary appoint committees consisting of such number of directors or members and/or delegates as may be deemed desirable and may prescribe their duties.

13.2 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.

14. **VOTING IN OTHER COMPANIES**

14.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Federation may be voted at any and all meetings of shareholders, debentures holders (as the case may be) of such other body corporate and in such manner and by such individual or individuals as the directors of the Federation shall from time to time determine. The officers of the Federation may for and on behalf of the Federation 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.

15. **NOTICES**

15.1 *Method of giving notice:* Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any member, director or auditor may be delivered personally or sent by prepaid mail or cable or telex or telefax to any such person at his latest address as shown in the records of the Federation and to any such director at his latest address as shown in the records of the Federation or in the latest notice filed under section 71 or 79 of the Act, and to the auditor at his business address.

15.2 *Waiver of notice:* Notice may be waived or the time for the notice may be waived or abridged at anytime with the consent in writing of the person entitled thereto.

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

15.4 *Signature of notices:* The signature of any director or officer of the Federation to any notice or document to be given by the Federation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.5 *Computation of time:* Where a notice extending over a number of days or other period is required under any provisions of the articles or the by-laws, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

15.6 *Proof of service:* Where a notice required under paragraph 17.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 17.1 hereof, service shall be deemed to be at the time of delivery of such notice.

15.6.1 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 prepaid mail.

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

15.6.3 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.

16. **CHEQUES, DRAFTS AND NOTES**

16.1 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.

17. **EXECUTION OF INSTRUMENTS**

17.1 Contracts, documents or instruments in writing requiring the signature of the Federation may be signed by:

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

and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint any officers or persons on behalf of the Federation either to sign certificates for shares in the Federation and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17.1.1 The common seal of the Federation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 17.1.2 hereof.

17.1.2 Subject to section 138 of the Act -

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

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

18. **SIGNATURES**

18.1 The signature of the President, the Vice-President, the Secretary, the Treasurer or any director of the Federation or of any officer or person, appointed pursuant to paragraph 17.1 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 Federation executed or issued by or on behalf of the Federation. 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 notwithstanding that 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.

19. **FINANCIAL YEAR**

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

Dated this day of 2007.

Corporate Seal

.....
President

.....
Secretary