

THE COMPANIES ACT CAP 13.01



BY-LAW NO: 1

Of

SAINT LUCIA OLYMPIC COMMITTEE INC.

Company No: 2015/ C343

Delivered for filing by McNamara & Company, 20 Micoud Street, Castries, St. Lucia

COMPANIES ACT CAP 13.01 OF THE REVISED LAWS OF SAINT LUCIA

SAINT LUCIA OLYMPIC COMMITTEE INC.

COMPANY No. 2015 / C343

BY-LAW NO: 1

A By-Law relating generally to the conduct of the affairs of Saint Lucia Olympic Committee Inc. ("the Company"):

WHEREAS:

1. The Company is recognized by the International Olympic Committee (IOC) as the National Olympic Committee (NOC) of Saint Lucia.
2. The Company's goal is to become the single, collective voice of sport in Saint Lucia, encouraging and promoting women in sport in all manner to ensure equality of participation of men and women, bringing together all stakeholders on a regular basis, addressing specific issues in a timely manner, being a model for good governance, sound administrative operations with the highest level of ethical performance of duties, effectively using current available technology in the delivery of services to members and athletes and increasing volunteerism in sport.
3. The Company embraces all of the fundamental principles of Olympism, Rules and By-Laws adopted by the IOC.
4. The Company fosters, develops and protects the Olympic Movement, respects and observes the Olympic Charter and high ideals throughout Saint Lucia vowing never to associate with any activity which itself would be in contradiction with the said Charter (even if working or partnering with governmental or non-governmental entities) and simultaneously preserving its autonomy and resisting all pressures of any kind, including those of a political, religious or economic nature that may prevent it from complying with the said Charter.
5. The Company recognizes its obligation as a NOC to participate in the Games of the Olympiad by sending athletes through the National Federations of Sport in Saint Lucia resulting in the representation of Saint Lucia by the best available competitors in the Olympic, Commonwealth, Pan American, Central American and Caribbean Games and any other international games recognized and approved by the IOC.
6. The Company further recognizes its obligation to guide public opinion as to the importance of properly organized physical recreation in improving the health of St. Lucians thereby developing character and the spirit of citizenship and to assist and/or to co-operate in the provision of better facilities for general recreation, taking care to support, encourage and demonstrate a responsible concern for environmental issues.

7. The Company exercises exclusive jurisdiction either directly or through its constituent members or committees over all matters pertaining to the participation of Saint Lucia delegations in the Olympic, Commonwealth, Pan American, Central American and Caribbean Games and any other International games recognized and approved by the IOC and to be responsible for the behaviour of the members of the delegations.
8. The Company recommits itself to taking all requisite action against any form of discrimination and violence on the grounds of race, religion, politics, sex or otherwise and to promote peace.
9. The Company reaffirms its commitment to support and encourage the promotion of sports ethics in the fight against the use of substances and procedures prohibited by the IOC or International Sport Federations and in this regard, to ensure the observance of the World Anti-Doping Code through the World Anti-Doping Agency ("WADA" or such other organization recognized by the IOC), to encourage and support measures relating to the medical care and health of athletes, and to abide by the decisions of the IOC which provisions shall apply *mutatis mutandis* to all persons and competitions under the Company's jurisdiction and to work with and support the Government of Saint Lucia to enact such enabling legislation from time to time in the furtherance of this objective.
10. The Company continues to register and control the design form and award of National Olympic Colours, flag, emblem and anthem (the flag, emblem and anthem being subject to the prior approval of the IOC Executive Board) which includes the ownership of any copyright and to restrain the unauthorized use thereof and to take disciplinary or other action in respect of any such unlawful use of the National Olympic Colours.

BE IT ENACTED as the General By-law No: 1 of the Company as follows:

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THE COMPANIES ACT CAP. 13.01 OF THE REVISED LAWS OF SAINT LUCIA

BY-LAW NO: 1

OF

SAINT LUCIA OLYMPIC COMMITTEE INC.

Company No. 2015 / C343

An entity affiliated to the Olympic Movement, which respects the provisions of the Olympic Charter, the World Anti-Doping Code and abides by the decisions of the International Olympic Committee.

BY-LAW 1 – DEFINITIONS AND INTERPRETATION

- 1.1 In this by-law and all other by-laws of the Company, unless the context otherwise requires:
- 1.1.1 "Act" means the Companies Act Cap 13.01 of the Revised Laws of Saint Lucia as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute;
 - 1.1.2 "By-law" means any by-law of the Company from time to time in force;
 - 1.1.3 "Day" means a calendar day;
 - 1.1.4 "General Assembly" and "Extraordinary General Assembly" mean an annual meeting of members and a special meeting of members respectively;
 - 1.1.5 "IOC" means the International Olympic Committee;
 - 1.1.6 "Meeting of members" means a General Assembly or an Extraordinary General Assembly of the Company;
 - 1.1.7 "Regulations" means any Regulations made under the Act, and every regulation substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
 - 1.1.8 "World Anti-Doping Code" means the World Anti-Doping Code published from time to time by the World Anti-Doping Agency;
 - 1.1.9 All terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
 - 1.1.10 The headings in these By-laws are inserted for convenience only and shall not affect the construction thereof;

- 1.1.11 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.

BY-LAW 2 - REGISTERED OFFICE

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

BY-LAW 3 - SEAL

- 3.1 The common seal of the Company shall be such as the directors may by resolution from time to time adopt

BY-LAW 4 - MEMBERS

- 4.1 There shall be seven classes of membership, namely:
- 4.1.1 Members of the IOC who are over the age of 18 years, and are nationals of and reside in Saint Lucia;
 - 4.1.2 Olympic Sport National Federations;
 - 4.1.3 Non-Olympic Sport National Federations;
 - 4.1.4 The Athletes' Commission;
 - 4.1.5 The immediate past President of the Company;
 - 4.1.6 Persons who have been elected as directors of the Company pursuant to by-law 9.1.
 - 4.1.7 Persons who have rendered distinguished service to sports

4.2 IOC Members

- 4.2.1 A member of the IOC described in by-law 4.1.1 shall be a member of the Company.
- 4.2.2 A member of the IOC is entitled to receive notice of, attend, speak, and vote at meetings of members.

4.3 Olympic Sport National Federations

- 4.3.1 An Olympic Sport National Federation which is affiliated to an International Federation recognized by the IOC and the sport of which is included in the programme of the Olympic Games is eligible to be a member.

4.3.2 Olympic Sport National Federations shall constitute the voting majority of the Company, and are entitled to receive notice of, attend, speak, and vote at meetings of members.

4.3.3 An Olympic Sport National Federation is entitled to be represented at meetings of members by two delegates, who shall vote as one, whether on a show of hands or on a ballot.

4.4 **Non-Olympic Sport National Federations**

4.4.1 A Non-Olympic Sport National Federation which is affiliated to an International Federation recognized by the IOC and the sport of which is not included in the programme of the Olympic Games is eligible to be a member.

4.4.2 A Non-Olympic Sport National Federation is entitled to receive notice of, attend, speak, and vote at meetings of members, but shall not have the right to vote on any matters pertaining to Olympic Games.

4.4.3 A Non-Olympic Sport National Federation is entitled to be represented at meetings of members by two delegates, who shall vote as one, whether on a show of hands or on a ballot.

4.5 **Athletes' Commission**

4.5.1 The Athletes' Commission shall be established in accordance with the IOC guidelines for the NOCs' Athletes' Commissions and shall be a member of the Company.

4.5.2 The Athletes' Commission is entitled to receive notice of, attend, and speak, and vote at meetings of members.

4.5.3 The Athletes' Commission is entitled to be represented at meetings of members by two delegates, who shall vote as one, whether on a show of hands or on a ballot. At least one of the two delegates shall have participated in any of the last three editions of the Olympic Games and shall be the one entitled to vote on behalf of the Athletes' Commission.

4.6 **Immediate Past President and Directors**

4.6.1 The immediate past President and individuals elected as directors shall be members of the Company, and shall be entitled to receive notice of, attend, speak, and vote at meetings of members, except in the case of election of directors where the outgoing directors shall not exercise any right to vote in such capacity.

4.7 **Persons who have rendered distinguished service to sports**

4.7.1 Persons who have rendered distinguished service to sports may be granted honorary membership with no voting rights. Such members shall be approved by the General Assembly on recommendation of the directors.

4.8 **Applications for Membership**

4.8.1 Applications for membership by Olympic Sport National Federations and Non-Olympic Sport National Federations shall be made to the Secretary General of the Company upon such form as

the directors may from time to time prescribe and shall be supported by such evidence as may be required.

- 4.8.2 The directors shall admit Olympic Sport National Federations and Non-Olympic Sport National Federations to membership subject to ratification by members at the General Assembly next following.
- 4.8.3 Only one National Federation for each sport governed by an International Federation shall be recognized at any one time by the Company in accordance with the Olympic Charter.

BY-LAW 5 - ENTRANCE FEE

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

BY-LAW 6 - ANNUAL SUBSCRIPTION

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

BY-LAW 7 - CESSATION OF MEMBERSHIP

- 7.1. The interest of a member in the Company is not transferable and lapses and ceases to exist upon:
 - 7.1.1. Death
 - 7.1.2 Resignation
 - 7.1.3 Loss of qualifications for membership
 - 7.1.4 Dissolution of the Association/Federation or
 - 7.1.5 Expulsion, if the member breached the Olympic Charter and/or the company's by laws.
- 7.2 **Resignation**
Any member may withdraw from membership by giving 14 days' notice to the directors in writing to that effect and thereupon the member shall cease to be a member.
- 7.3 **Non-Payment of Subscription**
 - 7.3.1 If any member who is liable to pay an annual subscription shall fail to pay the same within 6 months after the same shall become due the directors may order that the member be suspended for such period as the directors may determine or that the member's name to be struck off the list of members whereupon the member shall cease to be a member of the Company.

7.4 **Disciplinary Action**

- 7.4.1 If, in the opinion of the directors, a member is in breach of the provisions of the by-laws or conducts himself or herself in a manner which is or may be injurious to the Company, or acts in a manner which brings the Company into disrepute, or which is prejudicial to the interests of the Company, the directors may, within 28 days of the date that the alleged breach or misconduct is reported to the directors, consult with the International Federation to which the member is affiliated. Provided there is no conflict between the rules of such International Federation and this by-law 7.4, the directors may appoint a Disciplinary Commission to conduct a hearing into the alleged breach or misconduct.
- 7.4.2 The Disciplinary Commission so appointed shall comprise three persons, at least one of whom shall be an Attorney-at-Law and none of whom shall be a director or a former director who has held office within the last 4 years.
- 7.4.3 The directors shall, within 7 days of the appointment of the Disciplinary Commission, notify the member and the Disciplinary Commission of the particulars of the breach or misconduct, and the Chairperson of the Disciplinary Commission shall, within 14 days of the receipt of particulars, notify the directors and the member in writing of the date and time of a hearing into the matter, and their right to attend in person, to be heard and represented, and to call witnesses.
- 7.4.4 On hearing the matter, the Disciplinary Commission shall make a determination within 28 days of the conclusion of the hearing and shall notify the directors and the member in writing of the disciplinary action, if any (including but not limited to withholding of financial support, reprimand, suspension, or expulsion) that should be taken against the member or whether the matter has been dismissed.
- 7.4.5 If the member fails to attend the hearing without a reasonable explanation, the Disciplinary Commission shall proceed with the hearing in the absence of the member and shall notify the directors and the member in writing within 28 days of the conclusion of the hearing of the disciplinary action, if any, that should be taken against the member or whether the matter has been dismissed.
- 7.4.6 Where the Disciplinary Commission finds that disciplinary action should be taken against the member, the member may, within 7 days of the date of notification of the decision, appeal against the decision of the Disciplinary Commission, and, subject to the right of the directors to suspend the member pending expulsion under paragraph 7.4.9, all disciplinary action shall be stayed pending the outcome of the appeal. If no appeal is lodged, the directors may take the disciplinary action decided by the Disciplinary Commission.
- 7.4.7 Except in the case of appeals against expulsion which shall be made to the General Assembly, all appeals against disciplinary action shall be made to an Appeals Commission. The appeal shall be filed with the Secretary General in writing setting out the grounds of appeal.
- 7.4.8 The directors shall appoint an Appeals Commission to hear appeals against decisions of the Disciplinary Commission other than a decision to expel a member. The Appeals Commission shall be independent of the Disciplinary Commission and comprise three persons, at least one of whom shall be an Attorney-at-Law and none of whom shall be a director or a former director who has held office within the last 4 years. Appeals shall be heard and determined by the

Appeals Commission within 28 days of the date of the appeal. The decision of the Appeals Commission shall be final, subject to by-law 22.

- 7.4.9 On receipt of a notice under by-law 7.4.4 or 7.4.5 that the member should be expelled from membership, the directors shall call on the member to resign within 28 days of the receipt of such notice, and if the member fails to resign, the directors may suspend the member until the General Assembly next following. The decision of the directors to suspend the member shall be binding until confirmed or set aside by the General Assembly.
- 7.4.10 At the General Assembly, the members present shall hear the appeal lodged and may, by resolution adopted by at least a two-thirds majority of those present and voting resolve that:
- 7.4.10.1 No further disciplinary action should be taken against the member;
 - 7.4.10.2 any period of suspension should continue, and, if so, the length of such additional period;
 - 7.4.10.3 additional disciplinary action (other than expulsion) should be taken against the member, or
 - 7.4.10.4 the member should be expelled from membership.
- 7.4.11 The decision of the General Assembly made under by-law 7.4.10 shall be final, subject to by-law 22.
- 7.4.12 The directors may, on such terms as it thinks just, extend the period within which a person is required or authorised to do any act required by by-law 7.4.

7.5 **General**

- 7.5.1 A member who has withdrawn, resigned, had his or her name struck off the list of members or been expelled from membership may, after a period of not less than one year, apply to the directors to be re-admitted to membership of the Company, subject to the admission procedure set out in by-law 4.8.
- 7.5.2 A member who ceases to be a member pursuant to by-law 7 shall nevertheless remain liable for all monies then due from him or her to the Company up to the time he or she ceases to be a member.

BY-LAW 8 - OFFICERS

- 8.1 The officers of the Company shall consist of:
- 8.1.1 A President;
 - 8.1.2 A 1st Vice President
 - 8.1.3 A 2nd Vice-President;
 - 8.1.4 A Secretary General;
 - 8.1.5 A Treasurer;
 - 8.1.6 An Assistant Secretary General/Assistant Treasurer;

who shall be elected at a General Assembly and, subject to by-law 9.2, hold office for 4 years and be eligible for re-election.

- 8.2 In the case of the absence or inability to act of the President, one of the Vice-Presidents or any other officer of the Company or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the directors concur therein.
- 8.3 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 incidental to his or her office and shall have such other powers and duties as may from time to time be assigned to him or her by the directors.
- 8.4 The Vice-Presidents shall be vested with all the powers and one of them shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-Presidents shall have such powers and duties as may from time to time be assigned by the directors.
- 8.5 The Secretary-General shall, when present, act as secretary of all meetings shall have charge of the minute books of the Company and the documents and registers referred to in section 177 of the Act and shall perform such other duties as the directors require of him or her
- 8.6 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 banks or with such depositories as the directors may direct and shall perform such other duties as the directors require of him or her. The Treasurer 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 no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.
- 8.7 The Assistant Secretary-General/Treasurer shall perform the duties of the Secretary-General and Treasurer in their absence and undertake such other functions as the directors shall require of him or her

BY-LAW 9 - DIRECTORS

- 9.1 The directors of the Company shall be:
 - 9.1.1 The officers as hereinbefore provided at by-law 8.1;
 - 9.1.2 Any member of the IOC who is a member of the Company;
 - 9.1.3 The outgoing President subject to ratification by the General Assembly, will serve for no more than one term (4 years) as immediate Past President
 - 9.1.4 4 individuals who shall be elected as Federation representatives at a General Assembly and, subject to by-law 9.2, who shall hold office for 4 years and be eligible for re-election.

- 9.1.5 2 honorary members (non-voting) who shall be endorsed by the General Membership upon recommendation of the directors/officers
- 9.1.6 One member of the Athletes' Commission who has been elected by the Athletes' Commission, and who shall hold office for 4 years and be eligible for re-election;
- 9.2 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 fourth General Assembly next following.
- 9.3 The following shall apply to the nomination of candidates for election as an officer or director:
- 9.3.1 A candidate for election as an officer shall be proposed and seconded by an Olympic Sport National Federation in good standing with a right to vote. Such candidate shall be an individual who is a member in good standing of the Company with a right to vote or of an Olympic Sport National Federation with a right to vote.
- 9.3.2 A candidate for election as a director (other than an officer) shall be proposed and seconded by an Olympic Sport National Federation or Non-Olympic Sport National Federation in good standing with a right to vote. Such candidate shall be an individual who is a member in good standing of the Company with a right to vote or of an Olympic Sport National Federation or Non-Olympic Sport National Federation with a right to vote PROVIDED HOWEVER that not more than two directors shall at any time be members of a Non-Olympic Sport National Federation.
- 9.5 In the case of election of directors, the notice and agenda of the General Assembly shall be circulated to all members of the Company, and by a notice published in one or more of the daily newspapers circulating in Saint Lucia, at least 45 days before the date of the General Assembly. The election process shall be conducted by an independent election committee established and ratified beforehand by the General Assembly or an Extra Ordinary General Assembly upon proposal of the directors. The independent election committee shall consist of three persons, at least one of whom shall be a lawyer and none of whom shall be a director or a candidate or a voting member in the elections.
- 9.6 The names of candidates nominated for election together with the names of their respective proposers and seconders shall be submitted in writing to the election committee at the registered office of the Company by 4.30 pm no later than 30 days before the date of the General Assembly and shall be circulated to members no later than 25 days before the date of the General Assembly.
- 9.7 Every nomination for election shall be accompanied by a note or memorandum signed by the individual nominated indicating the consent of that individual to be nominated and his or her willingness to serve if elected.
- 9.8 If in respect of any office or other directorship, no nomination has been, or not a sufficient number of nominations have been, duly received by the election committee at the registered office of the Company, then nominations for such office or other directorship may be received

and acted upon at the General Assembly provided the written consent of the candidate has been received.

- 9.9 If two or more candidates obtain an equal number of votes, a secret ballot shall be taken in respect of those candidates and, if they again obtain an equal number of votes, the Chairperson of the meeting shall by lot determine the election as between those candidates.
- 9.10 The affairs of the Company shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the by-laws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a meeting of members of the Company.
- 9.11 In the case of a vacancy in any of the offices, the directors shall appoint one of their numbers to fill such vacancy, subject to ratification at the next General Assembly. In the case of such vacancy occurring other than in an office, the directors shall fill such vacancy from among individuals who are members of the Company or members of an Olympic Sport Federation in good standing, subject to ratification at the next General Assembly.
- 9.12 The members of the Company may, by ordinary resolution at an Extraordinary General Assembly, remove any director from office. A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office. If the vacancy is not filled by the members, it may be filled by the directors.
- 9.13 A director elected or appointed pursuant to by-law 9.11 or by-law 9.12 holds office for the unexpired term of his or her predecessor.
- 9.14 The directors shall serve without remuneration and no director shall 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.
- 9.15 The office of a director of the Company shall be vacated:
- 9.15.1 If by notice in writing he or she resigns his or her office;
 - 9.15.2 If he or she ceases to be a member of the Company;
 - 9.15.3 If he or she does not attend 4 consecutive meetings of the directors without good reason, unless the directors otherwise determine;
 - 9.15.4 If he or she is removed from office in accordance with by-law 9.12;
 - 9.15.5 If he or she becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
 - 9.15.6 If he or she becomes of unsound mind;
 - 9.15.7 If he or she is convicted of any criminal offence involving fraud or dishonesty.

BY-LAW 10 - MEETINGS OF DIRECTORS

- 10.1 Meetings of the directors and of any committee of the directors may be held within or outside Saint Lucia.
- 10.2 A meeting of directors may be convened by the President, either Vice-President, or any two directors at any time and the Secretary General by direction of such officer or any two directors shall convene a meeting of directors.
- 10.3 Subject to subsection 79 (1) of the Act, the notice of any such meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in by-law 16.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting of 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 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.
- 10.5 Meetings of the directors may be held at any time without formal notice if all the directors are present or those absent waive notice to signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.
- 10.6 7 voting directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors; a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of directors unless a quorum is present.
- 10.7 A director may, if all the directors consent, participate in a meeting of directors or any committee of 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.
- 10.8 Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote
- 10.9 Notwithstanding any of the foregoing provisions of this by-law 10 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.

BY-LAW 11 - EXECUTIVE OFFICER

- 11.1 The directors may from time to time 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 at a meeting of members) 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.

BY-LAW 12 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 12.1 No director or officer of the Company shall be liable to the Company for:
- 12.1.1 The acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
 - 12.1.2 Any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company for or on behalf of the Company;
 - 12.1.3 The insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Company shall be placed out or invested;
 - 12.1.4 any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be lodged or deposited;
 - 12.1.5 Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies securities or other assets belonging to the Company;
 - 12.1.6 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.
- 12.2 Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or Regulations 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 authorized or approved by the directors.
- 12.4 If any director or officer of the Company is employed by or performs services for the Company otherwise than as a director or officer or is a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Company, the fact of his 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.

BY-LAW 13 - MEETINGS OF MEMBERS

- 13.1 The General Assembly 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 by the 31st of December in each year. The elective General Assembly shall be held in the year immediately following the Olympic Games and no later than 31st March in such year.
- 13.2 The business of the General Assembly shall include:
- 13.2.1 Reading of the Notice convening the General Assembly;
 - 13.2.2 Confirmation of delegates' credentials & proxies;
 - 13.2.3 Roll call;
 - 13.2.4 Confirmation of the minutes of the previous General Assembly & matters arising therefrom;
 - 13.2.5 Presentation of the annual report of the directors, and approval & adoption of the audited financial statements.
 - 13.2.6 Election of directors (where applicable);
 - 13.2.7 Appointment of the auditor or reappointment of the incumbent auditor;
 - 13.2.8 Motions;
 - 13.2.9 General business.
- 13.4 An Extraordinary General Assembly may be convened by order of the President, either of the Vice-Presidents 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.
- 13.5 The directors shall, on the requisition 5% of the members of the Company that carry a right to vote at the meeting requisitioned, forthwith convene an Extraordinary General Assembly, and in the case of such requisition the following provisions shall have effect:
- 13.5.1 The requisition must state the purposes of the Extraordinary General Assembly and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more of the requisitionists.
 - 13.5.2 If the directors do not, within 21 days from the date of the requisition being so deposited, proceed to convene an Extraordinary General Assembly, the requisitionists or any of them may themselves convene the Extraordinary General Assembly, but any meeting so convened shall not be held after 3 months from the date of such deposit.
 - 13.5.3 Unless subsection (3) of section 131 of the Act applies, the directors shall be deemed not to have duly convened the Extraordinary General Assembly if they do not give such notice as is required by the Act within 14 days from the deposit of the requisition.

- 13.5.4 Any Extraordinary General Assembly convened under this by-law by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions E and F of Part I of the Act.
- 13.6 Unless otherwise specified in the case of election of directors (by-law 9.5 hereof), a printed, written or typewritten notice stating the day, hour and place of a meeting of members 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 by-law 16.1 hereof, not less than 21 days and not more than 50 days (in each case exclusive of the day for which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. The notice of the meeting of members shall also be published once in a daily newspaper in circulation in Saint Lucia at least 21 days and not more than 50 days before such meeting.
- 13.7 A copy of the report of the directors and of the audited financial statements and the auditor's report thereon for the preceding financial year shall be sent to the Members entitled to receive notice of a General Assembly not less than 21 days before each General Assembly.
- 13.8 Notice of a meeting of members at which special business is to be transacted shall state:
- 13.8.1 The nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and
- 13.8.2 The text of any special resolutions to be submitted to the meeting of members.
- 13.9 A member and any person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting of members is not lawfully called.
- 13.10 The accidental omission to give notice of any meeting of members or any irregularity in the notice of any meeting of members 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, unless otherwise decided by the General Assembly at the commencement of the meeting if the person(s) directly concerned raise an objection prior to, or at the commencement of, the said meeting, in which case the meeting may be adjourned so that any omission/procedural mistake/irregularity can be rectified.
- 13.11 Except in the case of election of directors which shall be by secret ballot, 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; in the case of a equality of votes whether on a show of hands or on a ballot the Chairperson of the meeting shall have a casting vote in addition to any votes to which he or she may be otherwise entitled, except in the case of election of directors.
- 13.12 At every meeting of members 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.

- 13.13 Whether on a vote by a show of hands or on a ballot, the two delegates representing each Olympic Sport National Federation or each Non-Olympic Sport National Federation, or the Athletes' Commission shall vote as one, and in every case the majority of votes cast shall consist of the votes cast by the Olympic Sport National Federations.
- 13.14 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.
- 13.15 When the President and the Vice-Presidents 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.
- 13.16 A ballot, either before or after any vote by a show of hands, may be demanded by any person entitled to vote at the meeting of members. If at any such meeting a ballot is demanded on the election of a Chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting of members a ballot is demanded on any other question or as to the election of directors, the vote shall be taken by secret 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.
- 13.17 Votes at meetings of members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of the Company.
- 13.18 A proxy shall be executed by the member or his or her attorney authorised in writing and is valid only at the meeting of members in respect of which it is given or any adjournment thereof.
- 13.19 A person appointed by proxy need not be a member.
- 13.20 Subject to the provisions of Part 4 of the Regulations, a proxy maybe in the following form:

*The undersigned member hereby appointsof.....
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
General Assembly/Extraordinary General Assembly [delete as applicable] of the members of the
Company to be held on the day of, 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 Signature of Member

- 13.21 The Chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of 30

days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is given.

- 13.22 Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be 50% of the members, present in person, each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of members, the meeting stands adjourned to the same day two weeks thereafter at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes of the appointed time the members present constitute a quorum.
- 13.23 Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 130 of the Act, as valid as if it had been passed at a meeting of the members.

BY-LAW 14 - COMMITTEES

- 14.1 The directors may from time to time as deemed necessary appoint committees (which includes a commission) consisting of such number of directors or members or representatives of members as may be deemed desirable and may prescribe their duties including but not limited to matters affecting rules, by-laws, disciplinary and arbitration matters, and compliance with the World Anti-Doping Code.
- 14.2 Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

BY-LAW 15 - VOTING IN OTHER COMPANIES

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

BY-LAW 16 - NOTICES

- 16.1 Any notice (including any other document) required by the Act, the Regulations, the articles or the by-laws to be sent to any member, director or auditor shall be sufficiently given if:

- 16.1.1 Delivered personally to the person to whom it is to be sent, or delivered to such person at his or her latest address as shown in the records of the Company;
 - 16.1.2 Mailed to such person at his or her latest address as shown in the records of the Company by mail;
 - 16.1.3 Sent to such person at his or her latest address as shown in the records of the Company in the form of an electronic record by prepaid transmitted or recorded communication;
 - 16.1.4 Sent to such person in the form of an electronic record by means of electronic transmission to an address designated by such person to the Company for the receipt of electronic communication from the Company;
 - 16.1.5 In the case of a director, sent by facsimile or other means of electronic transmission.
- 16.2 If a member has not filed with the Company an address for service, then any notice or other document shall be sufficiently served on him or her if addressed generally to members and posted at the registered office of the Company.
- 16.3 If a notice or document is sent to a member by prepaid mail in accordance with this by-law 16 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.
- 16.4 Where a notice required under by-law 16.1 hereof:
- 16.4.1 Is delivered personally to the person to whom it is addressed or delivered to his or her address as mentioned in paragraph 16.1 hereof, service shall be deemed to be at the time of delivery of such notice;
 - 16.4.2 Is sent by post, service of the notice shall be deemed to be effected 5 working days after posting if the notice was properly addressed and posted by prepaid mail;
 - 16.4.3 Is sent by electronic transmission, the person to whom the electronic record is addressed shall be deemed to have acknowledged receipt therefor, and the Company shall be deemed to have received such acknowledgement at the time of sending, and service is deemed to be effected at the time of sending;
 - 16.4.4 Is sent by facsimile transmission, service is deemed to be effected at the time of sending.
- 16.5 Where a member receives a notice or document required under by-law 16.1 from the Company otherwise than in hard copy form, such member is at all times entitled to require the Company to send him or a version of the notice or document in hard copy form. Where the Company is in receipt of a request from a member for a notice or document in hard copy form, the Company shall deliver, send or mail such notice or document in accordance with by-law 16.1 free of charge within 21 days of such request.

- 16.6 Notwithstanding the foregoing, a member may notify the Company in writing at any time of his or her desire to receive all notices or documents from the Company in hard copy. Where the Company is in receipt of such notification from a member, the Company shall deliver, send or mail all further notices or documents to that member in accordance with by-law 16.1 free of charge until further notice from the member.
- 16.7 The signature of any director or officer of the Company to any notice or document to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 16.8 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.

BY-LAW 17 - CHEQUES, DRAFTS AND NOTES

- 17.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

BY-LAW 18 - EXECUTION OF INSTRUMENTS

- 18.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by any two officers, or any two directors, or any one officer together with any one director, and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The directors shall have power from time to time by resolution to appoint any person on behalf of the Company either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 18.2 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed by any officers, directors or persons as specified in paragraph 18.3 hereof.
- 18.3 Subject to section 136 of the Act, any two officers, or any two directors, or any one officer together with any one director shall have authority to sign and execute (under the seal of the Company or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

BY-LAW 19 - SIGNATURES

- 19.1 The signatures of any officer or any director of the Company or of any person, appointed pursuant to by-law 18 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, director or person is so reproduced shall be deemed to have been manually signed by such officer, director or person

whose signature is so reproduced 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.

BY-LAW 20 - FINANCIAL YEAR

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

BY-LAW 21 - FLAG, EMBLEM and ANTHEM

- 21.1 The flag, the emblem and the anthem adopted by the Company for use in relation to its activities, including the Olympic Games, shall be subject to the approval of the IOC Executive Board.

BY-LAW 22 - COURT OF ARBITRATION FOR SPORT

- 22.1 Any decision made by the Company's Disciplinary Commission or Arbitration Commission or any other committee, person, entity or body acting under the authority of the Company, that is final in nature, concerning an athlete, any member of a Saint Lucia team to the Olympic or Pan American Games, or any member who has a sports-related dispute, may be submitted exclusively by way of appeal within 21 days of receipt of the decision which is the subject of the appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which shall resolve the dispute definitively in accordance with the Code of Sports-Related Arbitration.

BY-LAW 23 - WORLD ANTI-DOPING CODE

- 23.1 The Company adopts and implements the World Anti-Doping Code and the directors will at all times ensure that the Company's anti-doping policies and rules, membership and funding requirements and results management procedures conform with the World Anti-Doping Code and respect all roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code.

BY-LAW 24 - OLYMPIC CHARTER

- 24.1 The Company's articles of incorporation and by-laws, as amended or re-stated, shall at all times, comply with the Olympic Charter and the Act. If there is any doubt as to the meaning or interpretation of the by-laws, or if there is a conflict between the by-laws and the Olympic Charter, the Olympic Charter shall prevail.

BY-LAW 25 - AMENDMENTS TO ARTICLES AND BY-LAWS

25.1 Any amendment or repeal to the articles of incorporation or the by-laws of the Company shall be first submitted to the IOC for approval before approval by the members of the Company.

ENACTED this

18th JULY ,2019



PRESIDENT



SECRETARY GENERAL