

THE COMPANIES ACT Chapter 13:01

BY-LAW NO. 1

A By-law relating generally to the conduct of – **THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF SAINT LUCIA INC.**

BE IT ENACTED as the general By-law of **THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF SAINT LUCIA INC.** (hereinafter called the “Company”) as follows

1. INTERPRETATION

1.1. In this By-Law and all other By-laws of the Company unless the context otherwise requires –

- (a) “Act” means the Companies Act Chapter 13:01 as from time to time amended and every statute substitute therefore and, in the case of such substitution, any references in the Bylaws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) “Regulations” means any Regulations made under the Act and every regulation substituted therefore and, in the case of such substitution, any references in the Bylaws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new Regulations;
- (c) “By-laws” means any By-Law of the Company from time to time in force;
- (d) all terms contained in the By-Laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular includes the plural and the plural includes the singular, the masculine gender includes the feminine and neuter genders; the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association of person.

2. REGISTERED OFFICE

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

3. SEAL

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

4. MEMBERS

4.1. There shall be six categories of membership namely:

(a) **Fellows** – who shall comprise every person who has been elected to the class of Fellows as long as his name is on the Register as such. A Fellow shall be a person who is distinguished by his work in engineering science or practice or who has rendered conspicuous service to the Company. Fellows shall be elected by the Company from among persons who at the time of their election are Members of the Company and such election shall be announced at the Annual General Meeting of the Company.

(b) **Ordinary Members** - Every candidate for election or transfer to the class of Members shall be a person who, in the opinion of the Directors, has by his attainments acquired an established reputation as an engineer and whose admission as an Ordinary Member will be in the interest of the Company. In addition he shall be of the full age of twenty-six (26) years or over and shall either:

(i) have passed the examinations prescribed by the Company or hold an Engineering Degree, or other equivalent award from a University or other place of learning at which the syllabus for the particular field of Engineering is approved by the Company.

(ii) and have satisfied the Company that he has occupied for not less than four (4) years a position of responsibility in Engineering practice after completion of his Engineering Degree or *that he has been occupied for not less than three (3) years in recognised post-graduate work.*

(iii) shall be a Corporate Member of an Engineering Institution similarly constituted and which is approved by the Company or is a Registered Professional Engineer of a body approved by the Company.

(c) **Honorary Members** – the Directors may confer the status of Honorary Member on any distinguished individuals, not members of the Company, in recognition for their work for the Company. An Honorary Member shall be under no obligation to pay subscriptions or make any donation to the funds of the Company. The Directors may in their discretion revoke any such membership.

(d) **Graduates** - Every candidate for election or transfer to the class of Graduate shall be not less than twenty-one (21) years and shall possess one of the educational qualifications specified in sub-paragraph (b(i)) of the By-Law 4 above.

(e) **Associates** - Every candidate for election to the class of Associate shall be a person whose admission will, in the opinion of the Directors, be in the interest of the Company but who does not possess the academic qualifications required for Corporate Membership and who

(i) shall be more than twenty-six (26) years of age, and who has held a position of responsibility related to engineering for a period of not less than six (6) years.

(ii) Or trained to Diploma level or a minimum as required by the Company.

(f) **Students** - Every candidate for election to the class of Student shall be:-

(i) Over sixteen (16) years of age, and

(ii) Receiving regular training in engineering, which the Company considers, will eventually lead to Corporate Membership of the Company

No person shall be elected a Student after the completion of his 30th year or remain a Student after completion of his 36th year.

- 4.2. A person falling into any one of these six [6] categories shall for purposes of classification be either a Corporate Member or a Non-Corporate Member as follows:
- (a) Corporate Members shall be comprised of Fellows, Ordinary Members,
 - (b) Non-Corporate Members shall be comprised of Honorary, Graduates, Associates and Students.
- 4.3 Honorary and Fellow members shall be proposed by The Directors and confirmed by a meeting of members of the Company.
- 4.4 Application for Ordinary, Graduate, Associate and Student membership, shall be made to the Secretary of the Company upon such form as the directors shall from time to time prescribe and shall be supported by such evidence as may be required.
- 4.5 Candidates for Corporate Membership, except for Fellow, shall be proposed by a Corporate Member and seconded by another Corporate Member and shall submit to the Secretary of the Company a form of Proposal for membership.
- 4.6. Candidates for Non-corporate membership, except for Honorary Membership, shall be proposed by a Corporate Member.
- 4.7. A form of proposal for election (see Appendix 1) shall be sent by the candidate to the Secretary of the Company. The suitability of a candidate for election shall be determined by the Directors.
- 4.8. If the Directors decide that the candidate is eligible for election, the Chairman of the meeting of the Directors shall sign the proposal on which shall be stated the class for which the candidate is eligible.
- 4.9. A list of such candidates shall be published and issued to all Members as soon as possible after such Meeting of the Directors. After the lapse of at least one month from the date of such publication, during which time the Secretary will be prepared to receive reports from the members to the Directors respecting the qualifications or character of any candidate. The Directors if satisfied that he is fit and proper to become a Member, and if satisfied that no objections have been filed shall declare the candidate elected. If any objection to the candidate's membership has been filed the candidate's application shall be referred to a meeting of the Company.

4.10. The suitability of a candidate for membership shall be determined by the Directors.

4.11. The interest of a member in the Company is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the Bylaws of the Company.

5. Admission

5.1. A candidate elected shall be admitted as a Fellow, Ordinary, Associate, Graduate, or Student member as the case may be, on payment of such entrance fee or instalment thereof and annual subscription as these By-Laws may prescribe. Should payment of such dues not be made within a period of three (3) calendar months after the date of notification of the candidate of his election, such election may be declared null and void by the Directors and the candidate shall be notified accordingly.

5.2. The transfer of a Member from one class to another shall be by the Directors except in the case of Fellows. Every candidate for the transfer from one class to another shall be proposed and supported in the manner prescribed by the **By-Law 4** for election to the class to which he is desirous of being transferred.

5.3. **By-Laws 4 and 5** shall apply to the transfer of a Member from one class to another in like manner, as they apply to election of membership.

6. ENTRANCE FEES

6.1. The entrance fee shall be such sum as the directors may from time to time determine.

6.2. Persons transferred from one class to the other shall pay the fees applicable to the class to which they have been transferred after deduction of any fees previously paid by them.

7. ANNUAL SUBSCRIPTION

7.1. The annual subscription shall also be determined from time to time by the directors.

7.2. All annual subscriptions (except the first subscription of a new member) shall be payable on the first date of January of each year.

7.3. Members of any class elected before the first day of July in any year shall pay

the annual subscription for that year, and those elected on or after the first day of July in any year shall for that year pay half such annual subscription. Those transferred from one class to another before the first of July shall pay the difference between the annual subscription of the two classes and those transferred after the first of July shall pay one half of such difference.

8. CESSATION OF MEMBERSHIP

- 8.1. Any member may withdraw from membership by giving fourteen days notice to the directors in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15th day of March in any year he shall not be liable to pay his subscription for that year.
- 8.2. Any Members of any class whose annual subscription is more than six (6) months in arrears shall be notified in writing and in the event of continuing in arrears of one (1) month after such notification, he will not be entitled to attend or take part in any meeting of the Company that may be held, or to receive any notice or publication of the Company that may be issued, before he has paid his dues in full or until such payment, to exercise any of the rights and privileges of membership, or (in the case of a Corporate Member) to vote. He may by resolution of the Directors be excluded from the register, but such removal shall not relieve him of the liability for the payment of arrears up to the date of his removal.
- 8.3. If any member refuses or neglects to comply with the provisions of the By-Laws or conducts himself in a way which in the opinion of the directors is or may be injurious to the Company the directors may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by the directors) he may forthwith be expelled by the directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of the members.
- 8.4. An individual to whom paragraph 8.3 of this By-law has been applied shall not thereafter be entitled to membership of the Company.
- 8.5. Subject to paragraph 8.1 of this By-Law, a member resigning or expelled under paragraph 8.3 or whose name is struck off pursuant to paragraph 8.2 of this By-Law shall nevertheless remain liable for all moneys then due from him to the Company.

9. RE - ADMISSION

- 9.1. The Directors may readmit to membership any person whose membership has terminated from any cause provided he satisfies the Directors that he is worthy of readmission and pays such amounts in respect of entrance fees and arrears of subscription as the Directors may determine.
- 9.2. In the event of the Company deciding to refuse readmission in any particular case, they may do so without assigning any reason.

10. EXPULSION

The Company, in accordance with By-Law 11, may expel any member who has wilfully acted in contravention of the By-Laws and / or Code of Professional Conduct of the Company, or who, in the opinion of the Company, shall have been guilty of such conduct as shall render him unfit to continue to belong to the Company, and he shall thereupon cease to be a Fellow, Ordinary Member, Honorary Member, Graduate, Associate or Student (as the case may be) of the Company.

11. PROFESSIONAL CONDUCT

- 11.1. The Rules contained in the Code of Ethics set out in Schedule 1 shall regulate the professional practice, etiquette, conduct and discipline of members of the Company.
- 11.2. The Directors may from time to time make, amend or rescind Regulations for the purpose of:
 - (a) Setting up (either temporarily or for a period or ad-hoc), a Disciplinary Body or Bodies to investigate any allegation of improper conduct on the part of a member;
 - (b) Setting up (either temporarily or for a period or ad-hoc), a Body or Bodies to adjudicate upon any such complaint or allegation and (if the same shall be held to be justified) to recommend such order (if any) as it or they may consider appropriate;
 - (c) Providing for the publication of recommendations of the aforesaid disciplinary body or bodies;
 - (d) Determining the constitution and membership and regulating the procedure of any body referred to in this By-Law;

(e) Dealing with any other matter, which may be relevant to any such body or its functions.

11.2 The said Regulations shall be designed to "ensure" that any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by the Disciplinary Body; that before being called on to deal with any complaint or allegation of improper conduct on his own part a Member shall know what is *the* complaint or allegation against him;

11.3 That before being found guilty of such conduct the Member shall be given full and fair opportunity of being heard; that in all other respects the investigation shall be made the proceedings conducted and the decision reached in accordance with natural justice; and that any decision shall be made known to Members and others so far as may appear to be necessary or desirable

11.4 Every Member, in any class, is required to conduct themselves in a manner to uphold the reputation of the Company.

11.5 For the purpose of this and the next two succeeding By-Laws "improper conduct" shall mean:

(a) Any breach of these By-Laws or Regulations or Rules or directions made or given thereunder, and

(b) Any other conduct, which shall indicate unfitness to be a Member of the Company.

For the said purpose any member who shall be convicted by a competent tribunal of a criminal offence, which in the opinion of the Directors renders him, unfit to be a member shall be deemed to have been guilty of improper conduct.

11.6 If any Member shall have been guilty of improper conduct, the Disciplinary Body may recommend to the Company such order, as it may consider appropriate. The orders which the Disciplinary Body shall have power to recommend shall be expulsion from membership of the company, suspension of membership for any period, reprimand or admonition.

11.7 The Disciplinary Body shall have also power to recommend that a member found guilty of improper conduct shall contribute towards the cost and expenses of the Company of an incidental to any hearing before the Disciplinary Body. Membership shall not be suspended, nor shall a member be expelled from the Company except by a majority of at least two-thirds of the members of the Company present and voting on the consideration of the recommendation of the Disciplinary Body.

- 11.8 Every Corporate Member is required so to order his conduct as to uphold the dignity of his profession and to act, in whatever capacity he may be engaged, in a strictly fiduciary manner towards his clients and employers and towards others with whom his work is connected and towards other members, in a manner consistent with the best interests of the Company.
- 11.9 Any alleged breach of **By-Law 11** which may be brought before the Directors, properly vouched for and supported by sufficient evidence, shall be dealt with by the Company, either by expulsion of the offender from the Company under the procedure of **By-Law 10** as far as it applies, or in such a manner as the Company may think fit.

12. OFFICERS

- 12.1 The officers of the Company shall consist of a President, a Vice President, a Treasurer and a Secretary who shall be Corporate Members of the Company and shall be elected at an Annual General Meeting of the Company and shall retire at the end of a period of two years, but shall subject to paragraph By-Law 13.1 (b) and (c) be eligible for re-election.
- 12.2 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 annual general meeting.
- 12.3 In case of the absence or inability to act of the President, the Vice President 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 board of director concur therein.
- 12.4 **The 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.
- 12.5 **The Vice-President:** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by directors.
- 12.6 **The Secretary:** The Secretary 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.

12.7 **The Treasurer:** The Treasurer shall have the care and custody of all of the funds and securities of the Company and shall deposit the same in the name of the Company in such bank or banks or with such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

13. DIRECTORS (See Division D of Part I of the Act)

13.1 The directors of the Company shall be –

- (a) The officers;
- (b) such number of other members of the Company as is fixed in the Articles of Incorporation of the Company who may be elected at an Annual General Meeting of the Company and who shall retire at the end of a period of two years and shall subject to paragraph 13.1 (c) below be eligible for reelection; and
- (c) The President shall subject to paragraph 13.1 (b) above be eligible for re-election to any position other than that of President. The Vice-President shall subject to paragraph 13.1(d) above be eligible for re-election to any position other than that of Vice-President.
- (d) The Immediate Past President.

13.2 Not later than the 30th day of August in each year of an election the Directors shall publish in an appropriate medium the names of duly qualified persons whom they nominate for election to vacancies about to occur in the offices of the President, Vice-President, Secretary, Treasurer, Public Relations Officer and Ordinary Member of the Directors.

13.3 Not later than twenty-one (21) days after the issue of the Director's list, Corporate Members may nominate any other duly qualified person to fill any of the vacancies specified in the **By-Law (13.2)** by delivering such nomination in writing to the Secretary together with the written consent of such person to

accept office if elected.

13.4 Any two Corporate Members of the Company may nominate candidates for any office.

13.5 Candidates for election as a Director shall be proposed and seconded by members entitled to vote at general meetings of the Company.

13.6 If a casual vacancy occurs, other than in any of the offices, the Directors may appoint an ordinary member of the Company to fill the vacancy.

13.7 **Powers:** The affairs of the Company shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Bylaws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a general meeting of the Company.

13.8 **Qualification:** A Director shall be a Corporate Member of the Company.

13.9 **Term of Office:** Unless sooner determined, a Director's term of office shall, subject to the provisions if any, of these By laws and the Articles of Incorporation of the Company, be two years from the date of the meeting at which he is elected or appointed.

13.10 **Removal from Office:** The members of the Company may, by ordinary resolution at a special meeting, remove any Director from office for any reason in addition to the reasons set out at paragraph 13.13 below.

13.11 **Vacancy Filled:** A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.

(a) If the vacancy is not filled under paragraph 13.11 it may be filled by the directors

(b) A director elected or appointed pursuant to paragraph 13.11 or 13.11 (a) holds office for the unexpired term of his predecessor.

13.12 **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.

- 13.13 **Vacating of Office:** The office of a director of the Company shall be vacated
- (i) if by notice in writing he resigns his office;
 - (ii) if he ceases to be a member of the Company;
 - (iii) if he does not attend four consecutive meetings of the directors, unless the directors otherwise determine;
 - (iv) if he is removed from office in accordance with paragraph 13.10;
 - (v) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorised assignment or is declared insolvent;
 - (vi) if he is found to be suffering from a mental disorder or becomes of unsound mind;
 - (vii) if he is convicted of any criminal offence involving fraud or dishonesty.

14. MEETINGS OF DIRECTORS

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

14.2 **Convener:**

14.2.1 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.

14.2.2 A special General Meeting may be called at any time by the Directors for any specific purpose relating to the direction and management of the affairs of the Company or for revoking, altering and amending any By-Laws of the Company and the Directors shall at times call such meeting on the request of three (3) Corporate Members, specifying the nature of the business to be transacted.

14.3 **Notice:** Subject to Section 79(1) of the Act the notice of any meeting of the directors need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 14.2.1 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.

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

14.3.2 Meeting of the directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

14.4 **Quorum: Four (4) directors**, two (2) of whom shall be Officers of the Company 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.

14.4.1. A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other electronic communication facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

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

14.6 **Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this By-Law resolutions 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 director or any committee of the directors.

15 EXECUTIVE OFFICER

15.1 The directors may from time to time appoint an Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Company (except such matters and duties as by law must be transacted or performed by the Directors or by the members in general meeting) and to employ and discharge agents and employees of the Company or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the directors of the Company. He shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Company.

16 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

16.1 No Director or officer of the Company shall be liable to the Company for –

- (a) the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be paid out or invested;
- (d) loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss conversion, misapplication or misappropriation of , any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; unless the same happens by or through his failure to exercise the powers and discharge the duties of his office honestly and in good faith with a view to the best interests of the Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

16.2 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.

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

16.4 If any Director or officer of the Company is employed by or performs service for the Company otherwise than as a Director or officer or is a member of a firm or a shareholder, Director or an officer of a body corporate which is employed by or performs services for the Company, the fact of his being a member, Director or officer of the Company shall not disentitle such Director or office or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

17 MEETINGS OF MEMBERS

17.1 **Annual Meeting:** Subject to the provisions of section 107 of the Act, the annual meeting of members shall be held in the month of October or at such earlier times as the Directors may determine 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. The business of the Annual General Meeting shall be to receive and consider the Report of the Directors and the accounts of the Company for the past year; to elect Auditors, and (with the approval of the Directors) to transact any other business of which notice in writing shall be given to the Honorary Secretary at least twenty-eight (28) days before such meeting.

17.2 **Special Meetings:** Special meetings of the members may be convened by order of the President, the Vice-President or by the Directors at any date and time and at any place within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

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

(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) 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 Bylaws and Divisions E and F of the Part I of the Act.

17.3 **Ordinary Meetings:** The Directors may at their discretion arrange for other meetings to be held for the dissemination of engineering knowledge by means of lectures or cinematography or other pictorial representations or for the discussions of papers thereon; and the Directors shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.

17.3.1. The Ordinary Meetings of the Company shall be conducted as prescribed by the Directors from time to time and the Directors shall determine the conditions of admission to such meetings.

17.3.2 At Ordinary Meetings no question shall be discussed or motion be made, relating to the direction and management of the Company.

17.3.3 Every member of any class shall have the privilege of introducing one or more visitors at each Ordinary Meeting of the Company by writing his or their names in the book provided for that purpose.

17.4 **Notice:** A printed, written or typewritten notice, or *electronic notice (including email, fax)* stating the day, hour and place of a 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 20.1 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 of 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.

17.5 **Waiver of Notice:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called .

- 17.6 **Omission of Notice:** The accidental omission to give notice or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 17.7 **Votes:** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and, if the Articles so provide, in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.
- 17.8 At every meeting at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member who is present in person shall have one vote on a show of hands upon a ballot at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the Articles, have one vote.
- 17.9 At any meeting unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, lost, or not carried by a particular majority shall be conclusive evidence of the fact.
- 17.10 When the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose another director as Chairman of the meeting; but if no director is present or all the directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be Chairman.
- 17.11 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 a 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 the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.
- 17.12 **Proxies:** Votes at meetings of members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of

the Company.

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

17.12.2 A person appointed by proxy *should be* a member.

17.12.3 Subject to the provisions of Part IV of the Regulations, a proxy may be in the following form:

The undersigned member of **THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF SAINT LUCIA INC.** hereby appoints _____ 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 Company to be held on the _____ day of _____ 20__ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was present at the said meeting or such adjournment or adjournments thereof.

Dated this _____ day of _____ 20__

Signature of member

17.13 **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 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.

17.14 **Quorum:** Subject to the Act, a quorum for the transaction of business at any meeting of the member shall be one-third of the fully paid up 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 the fact that a quorum is not present throughout the meeting. If a quorum is not present within thirty minutes of the time fixed for a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

- 17.15 **Resolution in lieu meeting:** 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.

18. COMMITTEES

- 18.1 The directors may from time to time as deemed necessary appoint committees consisting of such number of directors or members as may be deemed desirable and may prescribe their duties.
- 18.2 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.

19 VOTING IN OTHER COMPANIES

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

20. NOTICES

- 20.1 **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 auditors may be delivered personally or sent by prepaid mail, electronic mail, facsimile or cable or telex to any such person at his latest address as shown in the records of the Company and to any such director at his latest address as shown in the records of the Company or in the latest notice filed under Section 69 or 77 of the Act, and to the auditor at his business address.

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

20.3 **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 Company in writing of his address.

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

20.5 **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 Bylaws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

20.6 **Proof of Service:** Where a notice required under paragraph 20.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 20.1 hereof, service shall be deemed to be at the time of delivery of such notice.

20.6.1 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.

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

20.6.3 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.

21. CHEQUES, DRAFTS AND NOTE

21.1 All cheques, drafts or orders for the payment of money and all notes and acceptance 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.

22. EXECUTION OF INSTRUMENTS

22.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by –

- (a) The President or 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 Company 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 Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

22.1.1 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 22.1 hereof.

22.1.2 Subject to Section 136 of the Act –

- (a) The President or the Vice-President together with the Secretary or the Treasurer; or

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

23. SIGNATURES

23.1 The signature of the President, the Vice-President, the Secretary, the Treasurer or any director of the Company or of any officer or person, appointed pursuant to paragraph 18.1 hereof by resolution of the directors may, if specially authorised by resolution of the directors, be printed, engraved,

lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing has 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.

24. FINANCIAL YEAR

24.1. The Financial year of the Company shall end on the 31st day of December in each year; and the accounts of the Company shall be made up to date, and after having been approved by the Directors and audited by the Auditor or Auditors, shall, together with the Auditors report be laid before the Annual General Meeting next following.

Enacted this day of , 2010

Corporate Seal

.....

President

.....

Secretary