

**THE COMPANIES ACT OF 1995
NO. 18 OF 1995**

BY-LAWS OF A NON-PROFIT ORGANIZATION

A By-Law relating generally to the conduct of the affairs of:

CARIBBEAN ASSOCIATION OF SAILING, INC.

BY-LAW NO. 1

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BE IT ENACTED as the general By-Laws of CARIBBEAN ASSOCIATION OF SAILING 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 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the By-Laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means any Regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the By-Laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "By-Laws" means any By-Law of the Company from time to time in force;
- (d) all terms contained in the By-Laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts, and any association of persons, and the word "individual" means a natural person;
- (f) "Directors" means the Board of Directors of the Company; and
- (g) "Company" means the Company.

2. REGISTERED OFFICE

2.1. The registered office of the Company shall be in Antigua & Barbuda at such address as the Board may fix from time to time by resolution.

3. SEAL

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

4. OBJECTIVES

4.1 To govern, promote and encourage interest and participation in the sport of sailing in the Caribbean.

4.2 To facilitate the ability of Members to compete in local and overseas sailing events and to provide them with the framework and logistical support to succeed at the International and Olympic level.

4.3 To administer rating rules for sailboats of various sizes and types.

4.4 To promote educational programs and the training of sailors, measurers, race officials, and race management personnel for participation in regional, national, and international competitions.

4.5 To sanction sailing events in the Caribbean and be the governing body to orchestrate the official Company race calendar.

4.6 Other objectives that the Company determines from time to time that will further the mission and goals of the Company.

5. DIRECTORS

5.1 The Directors of the Company shall be the President, four Vice Presidents, Secretary, Treasurer and Past President. Supernumerary directors may be appointed by the Directors pursuant to By-Law 5.5. All Directors except supernumerary directors shall also be Officers.

5.2 The delegates at the Annual General Meeting shall elect the Directors of the Company. Any Member or appointed delegate of the Company in good standing shall be eligible to hold office.

5.3 All Directors agree upon election to serve and actively participate on committees.

5.4 In the case of a casual vacancy, the remaining Directors shall appoint a Member in good standing to fill the vacancy until the next Annual General Meeting.

5.5 The Directors may appoint any member of the Company to be a supernumerary director for any period not exceeding the current term of office. Any such supernumerary director shall not be entitled to vote at meetings of the Directors.

5.6 One of the two World Sailing Group O representatives shall be a supernumerary director for each term of office. The two World Sailing Group O representatives shall determine which one of them shall be the Company supernumerary director.

5.7 The affairs of the Company shall be conducted on behalf of the membership by the Directors and the respective committees, who shall be responsible for fulfilling the intent of By-Law 4 and reporting back to the membership on their actions and activities at the Annual General Meeting. The Directors shall have full authority to conduct the affairs of the Company throughout their elected term of office.

5.8 If any of the President, Secretary or Treasurer has held that office for three consecutive years he/she shall not be eligible for re-election to that office for a period of one year, provided there are others who are qualified and willing to hold those positions.

5.9 Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as a Director; provided that a Director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

6. MEETINGS OF DIRECTORS

6.1 Meetings of the Directors and any committee of the Directors may be held at any place within the Caribbean.

6.2 A meeting of Directors may be convened by the President, Vice-President, or any two directors at any time.

6.3 Subject to subsection 79(1) of The Companies Act of 1995, the notice of any meeting of Directors need not specify the purpose of the business to be transacted at the meeting.

6.4 Meetings of Directors may be held at any time without formal notice if all 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 may be waived by any Director.

6.5 A quorum of Directors for the transaction of the business of the Company shall be a majority of Directors. No business shall be transacted at a meeting of Directors unless a quorum is present. To constitute a quorum any Director may participate and vote at any meeting of Directors via telephonic, video, or other electronic means.

6.6 Decisions to be made at any meeting of Directors shall be decided by a majority of votes. In the case of any equality of votes the President, in addition to his/her general vote, shall have a second or casting vote.

6.7 Notwithstanding any of the foregoing provisions, a resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of Directors or any committee of the Directors is as valid as if it had been passed at a meeting of Directors or any committee of Directors.

7. OFFICERS

7.1 The Directors elected in accordance with By-Law 6.2 shall be Officers of the Company.

7.2 The Chief Measurer, elected by the measurers' group at the Annual Conference, shall also be an Officer.

8. DUTIES OF THE OFFICERS

8.1 The President of the Company shall preside at Annual General Meetings and Extraordinary General Meetings and generally perform the duties of a president and chairman of the organization.

8.2 The Vice Presidents shall support the President in the conduct of the affairs of the Company and deputize as requested for the President in his/her absence.

8.3 The Secretary shall be responsible for all official documents, papers and records of the Company and the dissemination of communications to all Members. The Secretary shall keep minutes of all Executive, Special and General Company meetings, serve all official notices and conduct the correspondence of the Company. The Secretary shall also be responsible for membership and all associated matters and shall act as Chair of the Membership Committee.

8.4 The Treasurer shall be responsible for ensuring that any payments required for the purposes of the Company are made and that all paper and electronic records are kept of all financial transactions of the Company. He/she shall ensure that all

monies due or payable to the Company are collected and recorded and that such monies are deposited for safekeeping. The Treasurer shall present reports on the Company's financial position at the Annual General Meeting and shall be responsible for ensuring that the funds of the Company are not misappropriated. The Treasurer shall act as Chair of the Finance Committee.

8.5 The Chief Measurer shall act as Chair of the Rating Rule Committee and shall be responsible for the proper functioning of that Committee.

9. INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.1 Each Director and Officer of the Company shall be indemnified by the Company against reasonable expenses actually and necessarily incurred by him/her in the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the Company, negligence or misconduct in performing his/her duties as such Director or Officer, and such right of indemnification shall not be exclusive of any other right to which he/she may be entitled under any statute, by-law, agreement, vote of Members, or otherwise.

9.2 Nothing herein contained shall relieve a Director or Officer from the duty to act in accordance with The Companies Act of 1995 or any regulations made thereunder, or relieve him/her from liability for a breach thereof.

10. MEMBERS

10.1. The classes of membership shall consist of:

- (a) sailing clubs or associations with an interest in the sport of sailing;
- (b) regattas and organized sailing events;]
- (c) schools or organizations having as their primary objective the teaching of sailing;
- (d) other associations or organizations having an interest in the sport of sailing. The qualification of any such association or organization to be a member of the Company shall be at the sole discretion of the Officers of the Company;
- (e) class associations;
- (f) individual members including junior, adult, family, benefactor and honorary;
- (g) measurers appointed under By-Law 19.

10.2 Candidates for membership specified in By-Law 3.1, with the exception of 10.1(g), shall make application in writing or via the official website to the Company. The Company may accept or refuse membership to any individual or entity.

10.3 The Officers of the Company may appoint Honorary Members on an annual or lifetime basis that have been chosen for their special contribution to the Company and to the furtherance and development of sailing in the Caribbean.

10.4 The Officers of the Company may from time to time establish additional classes of membership and guidelines for those classes.

10.5 The Officers of the Company may expel from membership any Member that fails to meet its obligations of membership or exhibits conduct injurious to the character or interests of the Company, its Officers and Delegates.

10.6 Any Member whose expulsion is under consideration shall be entitled to:

- (a) notice of any proceedings the subject of which is the Member's expulsion;
- (b) be advised of the grounds on which and the reasons for the expulsion proceedings;
- (c) offer an explanation or justification either orally or in writing;
- (d) a hearing before the Officers of the Company if requested.

10.7 Any Member expelled by a majority vote of the Officers of the Company may apply after one year for readmission as a Member with no obligation on the Officers of the Company to accept the application.

10.8 The Company shall not discriminate in any way based on race, creed, gender, sexual orientation or national origin.

11. OBLIGATIONS OF MEMBERS

11.1 It shall be the obligation of all Members of the Company:

- (a) to promote the objectives, interests and influence of the Company;
- (b) to recognize and respect the constitution, by-laws, rules, regulations and decisions of the Company and of World Sailing;
- (c) to use reasonable endeavors to persuade others within their jurisdiction to refrain from actions that are inconsistent with the constitution, by-laws, rules, regulations and decisions of the Company and of World Sailing; and
- (d) to pay membership dues in a timely fashion.

12. ANNUAL PERIOD OF MEMBERSHIP AND DUES

12.1 The annual period of membership in the Company will be 12 months, corresponding with the financial year as specified in By-Law 27.1.

12.2 The annual membership dues for each class of membership shall be established by the Officers of the Company.

12.3 All Members of the Company who are more than six months in arrears in payment of dues may have their membership terminated.

13. COMMITTEES

13.1 The Chairs of the committees shall be appointed by the President, subject to the provisions of the individual committees set out below and confirmation by the Officers.

13.2 Committee members shall not be required to be Officers.

13.3 All committees shall create operating manuals and policies to define the objectives and procedures of the committee and to help guide future committees.

13.4 The President may form any other committee as may be required to properly conduct the business of the Company.

13.5 All committee decisions shall be made by majority vote of the Members of that committee, and meetings may be conducted in person or via telephonic, video, or other electronic means.

14. FINANCE COMMITTEE

14.1 The Finance Committee shall consist of a minimum of three Members: The Treasurer who shall serve as the Chair, the President, and at least one other person appointed by the President.

14.2 It shall be the duty of the Finance Committee to oversee and assist in the preparation of the budgets of the committees, and, in consultation with such committees, to submit an annual operating and capital budget to the Officers through the Committee Chair for each fiscal year no later than 30 days after the date of the Annual General Meeting in each fiscal year.

15. MARKETING COMMITTEE

15.1 The Marketing Committee shall consist of a minimum of three Members appointed by the President.

15.2 The Marketing Committee shall be responsible for overseeing maintenance of the Company website, generating regular newsletters, and overseeing all other public relations and promotional needs of the Company.

16. NOMINATING COMMITTEE

16.1 The Nominating Committee shall consist of three delegates appointed by the President, at least 60 days prior to the Annual General Meeting.

16.2 It shall be the duty of the Nominating Committee to nominate a slate of Officers, with the exception of the Chief Measurer, to be voted on at the Annual General Meeting. Nominations for all positions except Chief Measurer may also be taken from the floor at the Annual General Meeting.

16.3 The Nominating Committee shall submit its slate of nominees to the Secretary at least 30 days prior to the date of the Annual General Meeting and the Secretary shall include such slate of nominees with the notice of Annual General Meeting distributed to Members.

17. MEMBERSHIP COMMITTEE

17.1 The Membership Committee shall consist of a minimum of three Members: The Secretary who shall serve as Chair, the Treasurer, and at least one other person appointed by the President.

17.2 The Membership Committee shall be responsible for ensuring that a membership application form is available, that all applications for membership are processed in a timely manner, and that a membership database is maintained and kept up-to-date. The Committee may, at its discretion and in accordance with By-Law 3, elect or reject any application for membership.

18. CALENDAR COMMITTEE

18.1 The Calendar Committee shall consist of a minimum of three Members appointed by the President. It shall be the duty of the Calendar Committee to work with the various yacht clubs and regattas to help achieve an orderly racing calendar for the Caribbean region.

18.2 The Calendar Committee shall be responsible for ensuring that proposed regatta dates are gathered on an annual basis and the approved calendar on the Company website is kept current. It shall negotiate any conflicting dates in the best interests of the region and the sailors.

19. SAILING DEVELOPMENT COMMITTEE

19.1 The Sailing Development Committee shall consist of a minimum of three Members appointed by the President.

19.2 It shall be the duty of the Sailing Development Committee to promote and facilitate the growth of the sport of sailing, assist Members to compete in local and overseas sailing events, and assist them with the framework and logistical support to succeed at the International and Olympic level.

19.3 The Sailing Development Committee shall sanction on an annual basis one design and other discipline events in the Caribbean region, with the goal of helping create high caliber events to bring the top sailors in the region together for annual

Caribbean Championships. A wide variety of classes and disciplines are envisioned including Olympic classes.

19.4 The Sailing Development Committee shall be responsible for liaising with World Sailing and the World Sailing delegate to the region to help communicate information to Members, secure available grants and training opportunities, and communicate the needs and interests of the Caribbean region.

20. RATING RULE COMMITTEE

20.1 The Rating Rule Committee shall consist of at least three Members: The Chief Measurer who shall act as Chair, a senior measurer appointed by the Chief Measurer and at least one more Member appointed by the President.

20.2 It shall be the duty of the Rating Rule Committee to:

- (a) oversee the adoption and implementation of rating rules for the non-exclusive use of Members of the Company;
- (b) train and appoint official Company measurers of various rankings and specify their duties and responsibilities;
- (c) oversee yacht measurement and the issuing of rating certificates to yachts conforming to the rating rules;
- (d) keep appropriate records and ensure that measurement fees are remitted to the Treasurer in a timely fashion;
- (e) make rules and provisions for the proper functioning of the rating rules that the Rating Rule Committee administers;
- (f) remove from the list of measurers any measurer who fails to comply with his or her requirements and obligations;
- (g) attend to any other duties that would normally come under the jurisdiction of the Rating Rule Committee.

21. CONFERENCE PLANNING COMMITTEE

20.1 The Conference Planning Committee shall consist of a minimum of three members, one of whom shall be the Treasurer. The President shall appoint at least two other members.

21.2 The Conference Planning Committee shall be responsible for identifying an island and venue at which the Annual Conference shall be held, preparing budgets and all other aspects of planning the Annual Conference. The Committee shall also be responsible for ensuring that the Conference website is updated on an as-needed basis.

22. GENERAL MEETINGS

22.1 The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and at such place in the Caribbean as may be

determined by the Officers and shall specify the meeting as such in the notice of meeting.

22.2 The Secretary shall give at least 21 days' notice to all Members of any Annual General Meeting and specify the place, the day and the hour of the meeting. Such notice shall include an agenda and any other information required by these By-Laws.

22.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Officers may call Extraordinary General Meetings whenever they consider such course necessary.

22.4 Any four Members entitled to appoint delegates to attend a general meeting may request that the Officers call an Extraordinary General Meeting within 14 days of receipt of any such request for a date not later than 60 days from receipt of the request. Should the Officers neglect to do so within the stated time limit, the requesting parties may themselves call the Extraordinary General Meeting.

22.5 The Secretary shall give at least 21 days' notice to all Members of any Extraordinary General Meeting and specify the place, the day, and the hour of the meeting. Such notice shall include an agenda and any extraordinary matters to be addressed.

22.6 All communication and notices may be given electronically via email or fax, or in writing if sent by courier service or delivered personally.

23. APPOINTMENT OF DELEGATES

23.1 Each Member of the Company, other than individual Members and measurers, shall be entitled to appoint one delegate to Annual General Meetings and Extraordinary General Meetings. The Company measurers' group shall be treated as an association and shall be eligible to appoint one delegate. Notice of such appointments shall be given to the Secretary at least 48 hours in advance of an Annual General Meeting or Extraordinary General Meeting at which such delegate is authorized to attend.

24. QUORUM

24.1 A quorum for any Annual or Extraordinary General Meeting of the Company shall consist of at least nine delegates, of whom at least five must be present in person, and the balance may be by proxy or telephonic means.

25. ORDER OF BUSINESS

25.1 At all Annual General Meetings, the regular order of business shall be as follows:

- (a) Establishment of a quorum.

- (b) Approval of the previous year’s minutes.
- (c) Presentation of financial statements.
- (d) Officers’ and committee reports.
- (e) Election of Officers of the Company.
- (f) Old Business.
- (g) New Business.

26. VOTING

26.1 Each delegate shall be entitled to one vote in person or by proxy on all motions placed before a meeting, and in the event of a tie vote, a representative of the Board shall be entitled to one vote. Written confirmation of proxy votes shall be presented to the Secretary at least 48 hours prior to the start of the meeting at which they will be exercised.

26.2 To constitute a quorum any Officer or eligible delegate may participate and vote at any meeting of the Company via telephonic, video, or other electronic means, subject to the provisions of By-Law 24.

27. FINANCIAL YEAR

27.1 The financial year of the Company shall be from September 1 through August 31; financial reports shall be presented to the membership at the Annual General Meeting.

28. AMENDMENTS TO THE BY-LAWS

28.1 The By-Laws of the Company may only be amended or annulled by the affirmative vote of a two-thirds majority of the delegates of the Company at an Annual General Meeting or an Extraordinary General Meeting. A draft of any amendments must be registered with the Secretary of the Company at least 30 days prior to the meeting and must be distributed with the notice of meeting.

29. PARLIAMENTARY AUTHORITY

29.1 All parliamentary procedures not otherwise specified in these By-Laws will be in accordance with Robert’s Rules of Order, latest revised edition.

CORPROATE SEAL

Made this day of , 2019

.....
Alison Sly-Adams

.....
Geoffrey Piddick

.....
Elizabeth Jordan