

**ANTIGUA AND BARBUDA YACHTING & MARINE ASSOCIATION INC.(A.B.Y.M.A.) FORMERLY
KNOWN AS ANTIGUA AND BARBUDA MARINE ASSOCIATION (A.B.M.A)**

BY-LAWS

BE IT ENACTED as the general By-Laws of ANTIGUA AND BARBUDA YACHTING & MARINE ASSOCIATION INC. (hereinafter called the 'ABYMA') as follows:-

1. Name

1.1 The association shall be called the Antigua and Barbuda Yachting & Marine Association Inc., also referred to as the 'ABYMA'.

2. Interpretation

2.1 In this By-Law and all other By-Laws of the ABYMA unless the context otherwise requires:

- (a) 'Act' means the Companies Act 1995 as amended from time to time and every statute substituted therefor and, in the case of such substitution, any references in the By-Laws of the ABYMA 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 ABYMA to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations.
- (c) 'By-Laws' means the by-laws of the ABYMA from time to time in force.

2.2 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 Regulation.

2.3 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 natural person.

3. Registered Office

Antigua and Barbuda Marine Association
National Sailing Academy, Dockyard Drive, English Harbour, St. Paul's, Antigua

3.1 The registered office of the ABYMA shall be c/o National Sailing Academy, Dockyard Drive, English Harbour, St. Paul's, Antigua.

4. Financial Year

4.1 The financial year of the ABYMA shall be from January 1 through December 31 or such other financial year as may be determined by the Directors from time to time. Financial reports shall be presented to the membership at the Annual General Meeting.

5. Objectives of the ABYMA

5.1 The objectives of the ABYMA is to promote Yachting & the Marine Industry and to facilitate and advocate for tis interests in Antigua and Barbuda through but not limited ot the following means:

- (a) Advocating on behalf of the industry to government, statutory bodies and local, regional and international organisations as required and appropriate.
- (b) Promotion of Antigua and Barbuda as a premier yachting destination.
- (c) Industry development and community outreach.
- (d) Protecting the environment.
- (e) Other objectives that the organisation determines from time to time that will further the mission and goals of the organisation.

6. Members

6.1 The membership of the ABYMA shall consist of:

- (a) Ordinary members, being individuals over 18 years of age or businesses or corporations, or any other person or organisation approved for membership by the Directors of the ABYMA.
- (b) Honorary members being those individuals or organisations who accept election as honorary members upon the invitation of the Directors in recognition of their contribution to the ABYMA.
- (c) One (1) person representing each of the following offices, namely:
 - Antigua & Barbuda Yacht Workers Association ('ABYWA');

- Antigua & Barbuda Department of Marine Services and Merchant Shipping ('ADOMS');

shall be ex-officio members of the ABYMA.

6.2 The Directors of the ABYMA may from time to time establish additional classes of membership and guidelines for those classes.

6.3 Application for membership shall be made in accordance with procedures outlined by the Directors from time to time using the application form on the ABYMA website or such other form as the Directors shall from time to time prescribe, and shall be supported by such evidence as may be required by these By-Laws.

6.4 Membership applications shall be approved by the Directors or in accordance with guidelines provided by the Directors from time to time.

6.5 The interest of a Member of the ABYMA is not transferable and lapses and ceases to exist upon his death or the winding up of the business or organisation, or when he or it ceases to be a Member by resignation or otherwise in accordance with these By-Laws.

6.6 The Directors of the ABYMA 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 ABYMA, its Directors and Delegates.

6.7 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 Directors of the ABYMA if requested.

6.8 Any Member expelled by a majority vote of the Directors of the ABYMA may apply after one (1) year for readmission as a member with no obligation on the Directors of the ABYMA to accept the application.

7. Obligations of Members

7.1 It shall be the obligation of all Members of the ABYMA:

- (a) to promote the objectives, interests and influence of the ABYMA;
- (b) to recognize and respect the Articles of Incorporation, By-Laws, rules, regulations and decisions of the ABYMA;
- (c) to use reasonable endeavours to persuade others within their jurisdiction to refrain from actions that are inconsistent with the Articles of Incorporation, By-Laws, rules, regulations and decisions of the ABYMA; and
- (d) to pay membership dues in a timely fashion.

8. Annual Period of Membership and Dues

8.1 The annual period of membership in the ABYMA shall be twelve (12) months corresponding with the calendar year.

8.2 The annual membership dues for each class of membership shall be established by the Directors of the ABYMA from time to time.

8.3 All Members of the ABYMA who are more than four (4) months in arrears in payment of dues may have their membership terminated.

8.4 An ex-officio member, unless he was a member in his own right at the time he became an ex-officio member, shall cease to be a Member when he ceases to hold the office by virtue of which he became an ex-officio member.

9. Directors

9.1 The Directors of the ABYMA, who shall also be known as Officers, shall be:

- President
- Past President
- Vice President
- Secretary
- Treasurer
- 5 additional directors without specific duties

9.2 The Directors shall be elected at the Annual General Meeting to serve for a period of two (2) years.

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

9.4 If any of the President, Secretary or Treasurer has held that office for two (2) consecutive terms totalling four (4) years, he or she shall not be eligible for re-election to that office for one (1) term, provided there are others who are qualified and willing to hold those positions.

9.5 In the case of a casual vacancy in any of the offices, the remaining Directors shall appoint a Director to fill the vacancy until the next Annual General Meeting.

9.6 Only Members in good standing shall be eligible to be Directors.

9.7 In the case of the absence or inability to act of the President, the Vice President or any other Director of the ABYMA, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Director to any other Director for the time being, provided that a majority of the Directors concur.

9.8 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. Directors may charge for services they provide to the ABYMA outside of their remit as a Director, provided they have agreement in writing in advance from the other Directors.

9.9 The Members of the ABYMA may, by ordinary resolution with two-thirds (2/3) majority vote at a special meeting of the Members, remove a Director, from office.

10. Duties of Directors

10.1 The President of the ABYMA shall preside at Annual General Meetings and Extraordinary General Meetings and generally perform the duties of a president and chairman of the organisation. He shall sign all instruments which require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Directors.

10.2 The Past President shall have no specific portfolio but shall assist the President and provide continuity to that role as well as generally supporting the other Directors and the organisation as a whole.

10.3 The Vice President shall support the President in conducting the affairs of the ABYMA and 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 other powers and duties as may from time to time be assigned to him by the Directors.

10.4 The Secretary shall be responsible for ensuring the secretariat keep a record of all official documents, papers and records of the ABYMA and shall have charge of the minute books of the ABYMA and the documents and registers referred to in section 177 of the Act. The Secretary shall be responsible for ensuring the secretariat disseminate communications to all Members including serving all official notices and shall ensure minutes are kept of all Executive, Special and General ABYMA meetings whether by themselves or by appointing an official minute taker and perform any other duties as may from time to time be assigned to him by the Directors.

10.5 Treasurer shall be responsible for ensuring that the secretariat make any payments incurred by or on behalf of the ABYMA and that all appropriate financial paper and electronic records of all financial transactions of the ABYMA are kept. They :-) He shall ensure that all monies due or payable to the ABYMA are collected and recorded and that such monies are properly deposited for safekeeping. The Treasurer shall ensure proper management of the Marine Development Fund ('MDF'). The Treasurer shall also present reports on the ABYMA's financial position at the Annual General Meeting and shall be responsible for ensuring that the funds of the ABYMA are not misappropriated.

10.6 The Director(s) at Large shall have no specific portfolio but shall assist all other Directors and take on any special projects as required from time to time.

11. Ex-Officio Directors

11.1 There shall be three (3) Ex-Officio Directors to include one (1) person representing each of the following offices, namely:

- Antigua & Barbuda Yacht Workers Association ('ABYWA')
- Antigua & Barbuda Department of Marine Services and Merchant Shipping ('ADOMS')
- Antigua & Barbuda Ministry of Tourism Yachting Liaison

11.2 Ex-Officio Directors shall be appointed from time to time by the offices they represent.

11.3 Ex-Officio Directors shall have no specific responsibilities other than to represent their respective offices, shall not be required to sit on any committees, although they are not precluded from such involvement should they wish to, and shall have no voting rights.

12. Committees

12.1 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 Directors.

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

12.3 The President may from time to time form any other committee as may be required to properly conduct the business of the ABYMA and take account of any challenges or opportunities in the industry.

12.4 All committee decisions shall be made by majority vote of the members of that committee and shall be ratified by a majority vote of the Directors. Committee meetings may be conducted in person or via telephonic, video, or other electronic means.

12.5 Committees may be chaired by a director and can consist of members and directors.

13 Nominating Committee

13.1 The Nominating Committee shall consist of three (3) members appointed by the President at least sixty (60) days prior to the Annual General Meeting.

13.2 It shall be the duty of the Nominating Committee to nominate a slate of Directors to fill the roles set out in By-Law 9.1 to be voted on at the Annual General Meeting.

13.3 The Nominating Committee shall submit its slate of nominees to the Secretary at least thirty (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.

13.4 Nominations for all positions may also be submitted by Members to the Secretary if received at least forty-eight (48) prior to the Annual General Meeting. Such nominations shall be in writing and shall be supported by the signatures of at least five (5) Members.

14. Management

14.1 The affairs of the ABYMA 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 5 and reporting back to the membership on their actions and activities at quarterly meetings of Members to be convened throughout the year and at the Annual General Meeting.

14.2 The Directors shall have full authority to conduct the affairs of the ABYMA throughout their elected term of office.

14.3 Meetings of Directors shall be convened approximately six (6) times per year and may be convened by the President, the Vice President or any two (2) Directors at any time and in any place within Antigua and Barbuda. Any Director(s) convening a meeting shall instruct the

Secretary to give notice of such meeting to all Directors. Subject to subsection 79(1) of the Act, the notice need not specify the purpose of or the business to be transacted at the meeting. Notice shall be served not less than two (2) days before the meeting is to take place.

14.4 Meetings of 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.

14.5 Five (5) Directors shall form a quorum for the transaction of business at any meeting of Directors and notwithstanding any vacancy among the Directors, a quorum may exercise the powers of all the Directors combined. No business shall be transacted at a meeting of Directors unless a quorum is present.

15. Appointment of Delegates

15.1 Each Member of the ABYMA other than individual Members, shall be entitled to appoint one (1) Delegate to Annual General Meetings and Extraordinary General Meetings. Notice of such appointments shall be given to the Secretary at least forty-eight (48) hours in advance of an Annual General Meeting or Extraordinary General Meeting at which such Delegate is authorized to attend and exercise one (1) vote on behalf of the Member.

16 Election of Directors

16.1 The Delegates at the Annual General Meeting shall elect the Directors of the ABYMA. Any appointed Delegate of the ABYMA in good standing shall be eligible to hold office.

17. Annual General Meetings

17.1 The ABYMA shall hold a general meeting in every calendar year as its Annual General Meeting at such time and at such place in Antigua and Barbuda as may be determined by the Directors and the meeting shall be specified as such in the notice of meeting.

17.2 The Secretary shall give at least twenty-one (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.

17.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Directors may call Extraordinary General Meetings whenever they consider them to be necessary.

17.4 Any four (4) Members entitled to appoint Delegates to attend a general meeting may request that the Directors call an Extraordinary General Meeting within fourteen (14) days of receipt of any such request for a date not later than sixty (60) days from receipt of the request. Should the Directors neglect to do so within the stated time limit, the requesting parties may themselves call the Extraordinary General Meeting.

17.5 The Secretary shall give at least twenty-one (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 at the meeting.

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

18. Quorum

18.1 A quorum for any Annual or Extraordinary General Meeting of the ABYMA shall consist of at least fifteen (15) Delegates, of whom at least ten (10) must be present in person, and the balance may be by telephonic or electronic means.

19 Regular Order of Business

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

- Establishment of a quorum.
- Approval of the previous year's minutes.
- Presentation of financial statements.
- Directors' and committee reports.
- Election of Directors of the ABYMA.
- Old Business.
- New Business.

20. Voting

20.1 Each Delegate shall be entitled to one (1) 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 (1) vote. Written confirmation of proxy votes shall be presented to the Secretary in person or via electronic means at least forty-eight (48) hours prior to the start of the meeting at which they will be exercised. Each Delegate is entitled to hold no more than one (1) proxy vote. The proxy shall be in the following form:

Antigua and Barbuda Marine Association
Harbour Walk, Falmouth, St. Paul's, Antigua

'I, the undersigned member of the Antigua and Barbuda Marine Association Inc., hereby appoint [name and address] and failing him [name and address] as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of members of the ABYMA to be held on [date and place] 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.

Name:

Signature:

Email Address:

Dated this [day] day of [month, year].'

21. Telephonic or Electronic Communication

21.1 To constitute a quorum any Director or eligible Delegate may participate and vote at any meeting of the ABYMA via telephonic, video or other electronic means, subject to the provisions of By-Law 22.

22. Amendments to the By-Laws

22.1 The By-Laws of the ABYMA may only be amended or annulled by the affirmative vote of a two-thirds (2/3) majority of the Delegates of the ABYMA at an Annual General Meeting or an Extraordinary General Meeting. A draft of any proposed amendments must be registered with the Secretary of the ABYMA at least thirty (30) days prior to the meeting and must be distributed with the notice of meeting.

23. Non-Profit Organization

23.1 The ABYMA shall comply with all requirements for a non-profit company incorporated under the Antigua and Barbuda Companies Act, No. 18 of 1995, as amended, and any relevant Regulations made from time to time under that Act.

24. Indemnification of Directors

24.1 Each Director of the ABYMA shall be indemnified by the ABYMA 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 of the ABYMA, negligence or misconduct in performing his/her duties as such Director,

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.

As amended by vote of the Membership on November 5, 2021.