

**COMPANIES ACT OF ANTIGUA AND BARBUDA
NO. 18 OF 1995**

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, address and telephone number of person making request:

**Nelleen Rogers Murdoch
of Simon Rogers Murdoch
Island House, Newgate Street
St. John's, Antigua**

Telephone No. 462-3915, 464-4468/9

2. Proposed name or names in order of preference:

(a) **ANTIGUA & BARBUDA SWIMMING FEDERATION INC.**

3. Main types of business the company carries on or proposes to carry on:

(a) **To develop and promote the sports of aquatics: swimming; open water swimming; diving; water polo; synchronized swimming; and masters program/activities.; and to adopt necessary uniform rules and regulations to conduct competitions in the sports of aquatics. (Non-profit organization)**

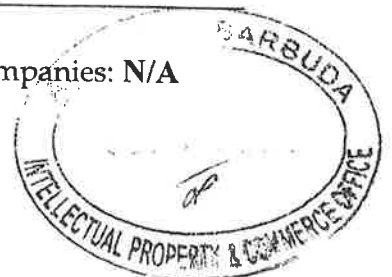
4. Derivation of Name: **Name derived by incorporators from objects of the company.**

5. First available name to be reserved: Yes..... No.....

6. Name is for: **Incorporation of Company**

7. If for a change of name, state present name of company: **N/A**

8. If for an amalgamation, state names of amalgamating companies: **N/A**



ANTIGUA AND BARBUDA
COMPANIES ACT NO. 18 OF 1995
(Sections 5 and 329)

ARTICLES OF INCORPORATION
NON-PROFIT COMPANY

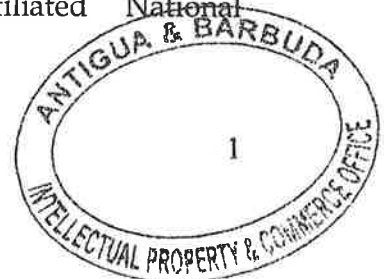
-
1. Name of Company: **ANTIGUA & BARBUDA SWIMMING FEDERATION INC.**

Company No.

-
2. The Company (also hereinafter referred to as "the Association") has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking.

-
3. Restrictions on the undertaking that the Company may carry on:-
The company will be operated:

- (a) To develop and promote the Sports of Aquatics: Swimming; Open Water Swimming; Diving; Water Polo; Synchronized Swimming; and Masters Program/Activities;
- (b) To adopt necessary uniform rules and regulations to conduct competitions in the Sports of Aquatics;
- (c) To encourage and sanction competitions and championships in all the Sports of Aquatics;
- (d) To encourage member clubs to participate in educational programmes organised by the Association;
- (e) To develop and promote the formation of specialized groups (i.e. coaches, trainers, judges, and technical officials) and to provide training programmes for them;
- (f) To cultivate, develop, and maintain international relations, including affiliation with FINA (the International Swimming Federation, as recognized by the International Olympic Committee) and CCCAN (the regional swimming association for FINA-affiliated National Federations in Central America and the Caribbean;
- (g) To provide drug-free sport; and



(h) To carry out all other activities which are related to these aims and objectives, as may be deemed necessary from time to time.

4. Number of Directors: 6

5. The address of the principal office or premises of the Company is:

Newgate Street, P.O. Box 408, St. John's Antigua. The company's headquarters shall be in St. John's or in such other place in Antigua as the Association may determine from time to time.

6. Other provisions:

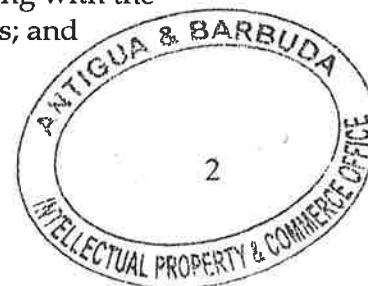
1. The Company will be operated in a manner consistent with Article 3 herein and specifically with respect to jurisdiction:

(a) The Association acknowledges that FINA is the only recognized body in the world governing the Sports of Aquatics.

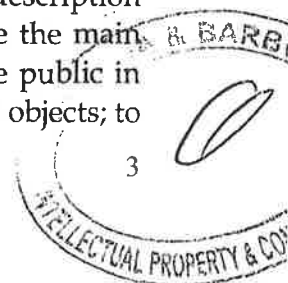
(b) Members of the Association acknowledge that the Association:-

(i) is entitled to be recognized and acknowledged as the only recognized body governing the Sports of Aquatics in Antigua and Barbuda;

(ii) shall be entitled to preserve its autonomy and shall not be subject to the external interferences which may prevent the Association from complying with the FINA Rules and its internal operations; and



- (iii) has jurisdiction over all events sponsored or conducted by its Club Members.
 - (c) The Association will not take action which infringes or violates any of the provisions of the FINA Rules and shall take all reasonable measures to protect FINA and all of its related properties and rights.
 - (d) The Articles and By-laws of the Association shall not be in conflict with the FINA Rules and in the event of a conflict, the FINA Rules shall prevail.
 - (e) The Association will act in accordance with the decisions of the FINA Congress and the FINA Bureau.
 - (f) The Association will not change its name; neither shall changes made to the Articles or By-laws of the Association without the prior approval of the FINA Bureau, and any changes made without such prior approval shall not be valid.
 - (g) The Association recognizes and supports the FINA mandate to allow out-of competition doping control by FINA, and shall comply with the FINA Doping Control Rules, which shall be agreed to and followed by Competitors, Competitor Support Personnel, Coaches, Physicians, Trainers, Managers, Officials, Medical or Paramedical Personnel, Team Leaders, and Club and Association Representatives who are under the jurisdiction of the Association.
2. The Company will in addition have the following specific aims:
- (1) To affiliate with other organization with similar aims and objects.
 - (2) To take any gift of property whether subject to any special trust, or not, for any one or more of the objects of the Company.
 - (3) To hold or promote programmes of any description authorized by law which may be calculated to publicize the main objects of the Company and to solicit the support of the public in the form of donations to enable the Company to attain its objects; to



hold events which promote the sports of aquatics and to raise funds in connection with such events for the purpose of promoting the aims and objects of the company; to advertise or promote the sale of any publication issued by the company or in which it is interested and to hold competitions with the object of educating the public on the sports of aquatics and to give prizes or make awards in connection with such programmes or otherwise; to develop educational programs to educate the public in Antigua and Barbuda on the benefits of the sports of aquatics and to provide assistance, training etc. for athletes interested in the sports of aquatics whether by means of scholarships, grants, donations or endowments.

(4) To procure the Federation to be registered or recognised in any part of the world outside of Antigua and Barbuda.

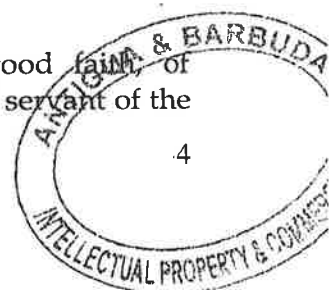
(5) To make by-laws, rules, regulations as may from time to time be deemed necessary for carrying out the above purposes and for the proper administration of the objects of the Company.

3. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of any of the objects of the Company as set forth in these Articles of Incorporation and no portion therefore shall be paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to the members of the Company.

4. The Company shall have full power to exercise all or any of the powers conferred by these Articles in any part of the world: Provided that the Company shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union or political party.

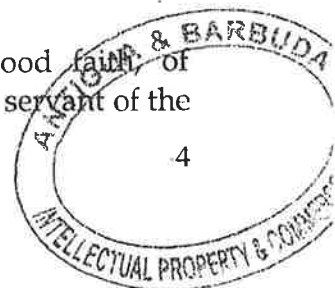
5. The territory in which the operations of the Company are to be conducted as set forth in the abovementioned paragraphs may be within Antigua and Barbuda.

6. Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the



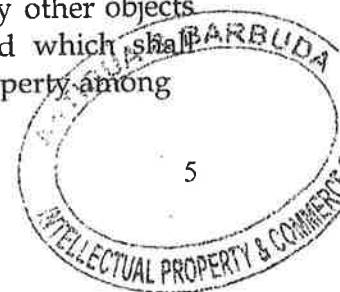
hold events which promote the sports of aquatics and to raise funds in connection with such events for the purpose of promoting the aims and objects of the company; to advertise or promote the sale of any publication issued by the company or in which it is interested and to hold competitions with the object of educating the public on the sports of aquatics and to give prizes or make awards in connection with such programmes or otherwise; to develop educational programs to educate the public in Antigua and Barbuda on the benefits of the sports of aquatics and to provide assistance, training etc. for athletes interested in the sports of aquatics whether by means of scholarships, grants, donations or endowments.

- (4) To procure the Federation to be registered or recognised in any part of the world outside of Antigua and Barbuda.
- (5) To make by-laws, rules, regulations as may from time to time be deemed necessary for carrying out the above purposes and for the proper administration of the objects of the Company.
3. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of any of the objects of the Company as set forth in these Articles of Incorporation and no portion therefore shall be paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to the members of the Company.
4. The Company shall have full power to exercise all or any of the powers conferred by these Articles in any part of the world: Provided that the Company shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union or political party.
5. The territory in which the operations of the Company are to be conducted as set forth in the abovementioned paragraphs may be within Antigua and Barbuda.
6. Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the








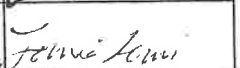
Company, or to any member of the Company or prevent the payment of interest at a rate not exceeding such rate as shall at that time be the current lending rate on money lent, or the rent for premises demised or let, by any member of the Company; but so that no member of the Executive or governing body of the Company shall be appointed to any salaried office of the Company or any office of the company paid by fees, and that no numeration or other benefit in money or money's worth shall be given by the Company to any member of such Executive or governing body except by way of repayment for out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, so, however, that the provision last mentioned shall not apply to any payment of any transportation, gas, electric lighting, water, cable, telephone, telecommunications or other service company of which a member of the Executive or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. No addition, alteration, or amendment shall be made to or in the in the Articles or By-laws save by the vote of a two thirds of the members of the Association.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while its membership subsists or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which the membership ceases, charges and expenses of winding up the same, and for the adjustment of the rights of the contributions among themselves, such amount as may be required, not exceeding one hundred dollars (E.C\$100.00).
9. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other non-profit institution or institutions having any other objects similar to any of the objects of the Company and which shall prohibit the distribution of its or their income and property among

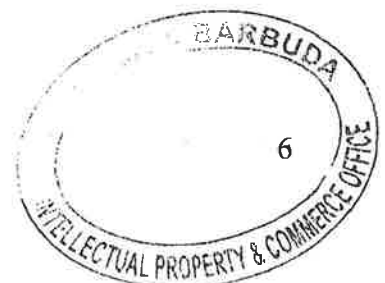


its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 8 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by such Judge of the High Court of Antigua and Barbuda or of any other Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place and of the proper assets and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open to inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors or firm or firms of auditors.
11. The first directors who shall be the first executive and each of whom shall on incorporation become an honorary member of the Association are: -

Name	Address	Position	Signature
Nelleen Murdoch	Newgate Street, St. John's Antigua	President	
Roy Bento	Crosbies, St John's Antigua	Vice President	
Carl Joseph	Paradise View St. John's Antigua	Vice President	
Elizabeth Watkins	Mount Pleasant, St. John's Antigua	Vice President	
Zoe Swatton	Hermitage Bay, St. Mary's Antigua	Secretary	
Tania Lewis	Cassada Gardens, St. John's Antigua	Treasurer	

Dated the 11th day of January, 2013



ANTIGUA AND BARBUDA

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995

No. 18 of 1995

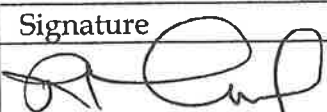
(Sections 176(1) and (2))

NOTICE OF ADDRESS

AND

NOTICE OF REGISTERED OFFICE

-
1. Name of Company: **ANTIGUA & BARBUDA SWIMMING FEDERATION INC.**
 2. Company No.
-
3. Address of Registered Office: **Island House, Newgate Street, St. John's, Antigua.**
-
4. Mailing Address: **Newgate Street, P.O Box 408, St. John's, Antigua.**
-
5. If change of address, give previous address of Registered Office: **N.A.**
-

6. Date	Signature	Title
11 Jan, 2013		Director

NELLEEN ROGERS MURDOCH



COMPANIES ACT OF ANTIGUA AND BARBUDA 1995

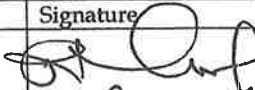


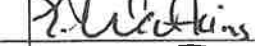
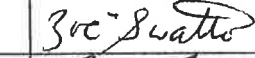
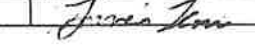
No. 18 of 1995
(Sections 69 & 77)

NOTICE OF DIRECTORS

1. Name of Company: **ANTIGUA & BARBUDA SWIMMING FEDERATION INC.**

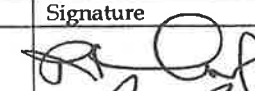


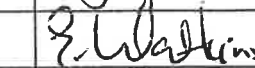
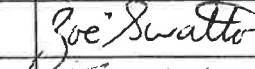
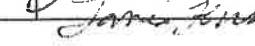
2. Company No.


3. Notice is given that on the 29th day of March, 2012 the following persons were appointed directors:

Name	Address	Position	Signature
Nelleen Murdoch	Newgate Street, St. John's Antigua	President	
Roy Bento	Crosbies, St John's Antigua	Vice President	
Carl Joseph	Fort Road St. John's Antigua	Vice President	
Elizabeth Watkins	Mount Pleasant, St. John's Antigua	Vice President	
Zoe Swatton	Hermitage Bay, St. Mary's Antigua	Secretary	
Tania Lewis	Villa, St. John's Antigua	Treasurer	

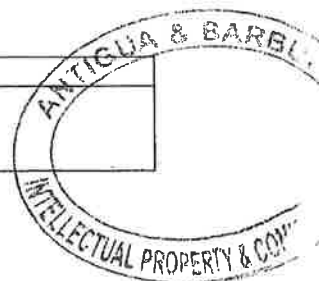
4. Notice is given that on the _____ day of _____, 2012 the following person(s) ceased to hold office as a director(s): N/A

5. The directors of the company as of this date are:

Name	Address	Position	Signature
Nelleen Murdoch	Newgate Street, St. John's Antigua	President	
Roy Bento	Crosbies, St John's Antigua	Vice President	
Carl Joseph	Fort Road St. John's Antigua	Vice President	
Elizabeth Watkins	Mount Pleasant, St. John's Antigua	Vice President	
Zoe Swatton	Jolly Harbour, St. Mary's Antigua	Secretary	
Tania Lewis	Villa, St. John's Antigua	Treasurer	

Name	Address	Title
	Newgate Street, St. John's, Antigua	Director

NELLEEN ROGERS MURDOCH



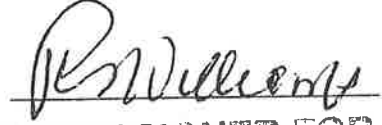
ANTIGUA AND BARBUDA
COMPANIES ACT NO. 18 OF 1995
STATUTORY DECLARATION

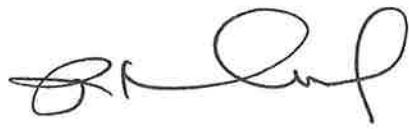
I, **NELLEEN ROGERS MURDOCH** of Simon Rogers Murdoch, Chancellor Chambers, island House, Newgate Street, St. John's Antigua make oath and say as follows:

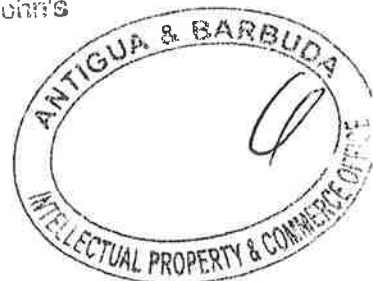
1. I am a solicitor of the Eastern Caribbean Supreme court with Chambers at Newgate Street, St. John's Antigua aforesaid and solicitor of the company **Antigua and Barbuda Swimming Federation Inc.** a Non Profit Company
2. The incorporators of the company are Nelleen Murdoch of Newgate Street St. John's; Roy Bento of Crosbies, St. John's; Carl Joseph of Paradise View St. John's; Elizabeth Watkins of Mount Pleasant; St. John's; Zoe Swatton of Hermitage Bay, St. Mary's; and Tania Lewis of Cassada Gardens, St. John's. The incorporators are over the age of eighteen years.
3. To the best of my knowledge information and belief the incorporators have never been bankrupt and they are sane.

SWORN at Intellectual Property]
& Commerce Office, St. John's]
Street, St. John's, Antigua]
this 11th day of]
January 2013]

Before me:]


COMMISSIONER FOR OATH
ANTIGUA & BARBUDA
INTELLECTUAL PROPERTY & COMMERCE
OFFICE
(A B I P C O)


NELLEEN ROGERS MURDOCH
Attorney-At-Law
Chancellor Chambers
Newgate Street, St. John's
Antigua, W.I.



THE COMPANIES ACT 1995

No. 18 of 1995

BY-LAWS

OF

ANTIGUA AND BARBUDA SWIMMING FEDERATION INC.

BE IT ENACTED as the general By-Law of **ANTIGUA AND BARBUDA SWIMMING FEDERATION INC.** (hereinafter referred to as "the Company" or "the Association") 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; 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 persons; and the word "individual" means a natural person.

2. REGISTERED OFFICE

- 2.1 The registered office of the Company shall be Newgate Street, P.O. Box 408, St. John's Antigua or otherwise 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.

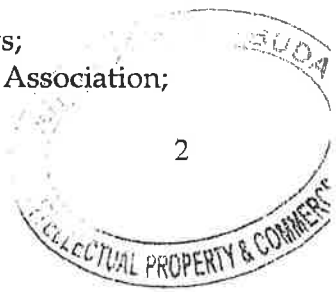
4. MEMBERS

- 4.1 There shall be three classes of membership namely:

- (a) Club members, being clubs which are organized to promote swimming in any of its five disciplines.
- (b) Honorary members, limited to six in number and being the first directors of the Association who shall become members on incorporation. Honorary members shall be under no obligation to pay any fee or subscription to the Association.
- (c) Honorary life members being individuals who have performed meritorious service and made outstanding contributions to the Association over many years of involvement. An Honorary life member shall be under no obligation to pay any fee or subscription to the Association.

- 4.2 Application for club membership shall be made in writing to the Association addressed to the Secretary in such form as the directors shall from time to time determine and shall be supported by such evidence as may be required including:

- (i) club name and address;
- (ii) listing of its officers by name and address;
- (ii) statement signed by authorized club official indicating that the club will abide by the articles and by laws of the Association and by the rules established by FINA in its constitution;
- (iv) a copy of the club's constitution or articles and by-laws;
- (v) payment of the membership fee, as established by the Association;



- (vi) evidence of an established programme, including the number of athletes, identification of facilities or sites used for practices, meet entries and/or results, or other materials which demonstrate an active programming effort.

- 4.3 A proposal for an individual to be designated an honorary life member shall be submitted to the Executive Committee at least three months before the annual general meeting of the Association. The proposal should be accompanied by such information regarding the individual's contribution to the Association as the Executive may determine.
- 4.4 Honorary life members shall be elected at the Annual General Meeting by two-thirds majority of members present. Honorary life members may attend the annual general meeting serving in an ex officio capacity shall have a voice but shall not have a vote.
- 4.5 Membership in the Association shall run annually from January 1 to December 31 of each year.

5. MEMBERSHIP FEES

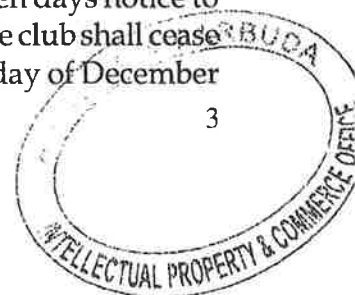
- 5.1 Membership and other associated fees shall be such sums as the Executive Committee may from time to time determine.

6. RENEWAL OF MEMBERSHIP

- 6.1 Application for renewal of membership shall be submitted to the Association on such form as the Executive Committee may determine from time to time and shall be accompanied by such information as may be required including the information required by paragraph 4.2.
- 6.2 Application for renewal and applicable fees shall be payable on or before the first day of January of each year.

7. CESSATION OF MEMBERSHIP

- 7.1 A club member may withdraw from membership by giving fourteen days notice to the Executive Committee in writing to that effect and thereupon the club shall cease to be a member, and provided such notice is given before the 15th day of December

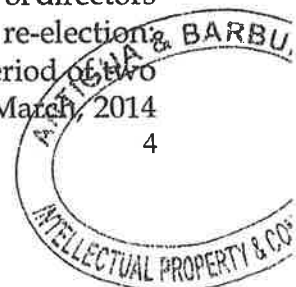


in any year the club member shall not be liable to pay annual fees for the following year.

- 7.2 If a member fails to pay an annual renewal fee within three month after the same shall become due the Executive may order its name to be struck off the list of members whereupon the club shall cease to be a member of the Association. The Executive may restore a club to membership upon payment of all outstanding fees and the submission of the information required by paragraph 4.2.
- 7.3 If any member refuses or neglects to comply with the provisions of the Articles or By-laws of the Association or the officials of the member conduct themselves in a way which in the opinion of the Executive Committee is or may be injurious to the Association the Executive may by notice in writing call upon the club to withdraw its membership. If such member when called upon to withdraw does not do so within twenty eight days of the receipt of such notice then (provided the member is first given an opportunity of being heard by the Executive) the member may forthwith be expelled by the Executive 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.
- 7.4 A member to whom paragraph 7.3 of this by-law has been applied shall thereafter be entitled to membership in the Association upon such reasonable terms and conditions as to compliance with the Articles and By- laws of the Association or any of its affiliated bodies as the Executive Committee may determine.
- 7.5 A member who withdraws or is expelled under paragraph 7.3 or whose name is struck off pursuant to paragraph 7.2 shall nevertheless remain liable for all moneys previously accrued and due to the Association.

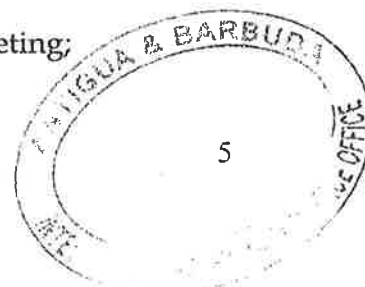
8. EXECUTIVE COMMITTEE DIRECTORS

- 8.1 The directors of the Association shall be a President, three (3) Vice-Presidents, a Treasurer and a Secretary who shall be the Executive Committee of the Association and who shall be elected at the Annual General Meeting of the Association.
- 8.2 Unless sooner determined, the term of a member of the Executive Committee shall be four years from the date on which he (or the person he is elected to replace) was elected until the conclusion of the annual general meeting when election of directors is next due. Members of the Executive Committee shall be eligible for re-election. **Provided That** the first Executive Committee shall hold office for a period of two years from the date of incorporation of the Association or until 31st March, 2014



whichever is earlier.

- 8.3 In the case of a casual vacancy in any of the offices, the directors shall appoint one of their numbers to fill such casual vacancy until the next annual general meeting.
- 8.4 In case a member of the Executive Committee is unable due to death, ill health, resignation or other similar reason to fulfill his/her duties an Extraordinary General Meeting will be convened for the purpose of electing a successor.
- 8.5 **The President:** The President shall,
- (a) preside over all meetings of the Association, and if present preside over all meetings of the Executive Committee;
 - (b) supervise the affairs and activities of the Association and make reports thereon at the Annual General Meeting and other meetings convened from time to time;
 - (c) appoint all committees and sub-committees of the Association, with the approval of the Executive Committee;
 - (d) be an ex officio member of all committees and sub-committees;
 - (e) sign all instruments which require his signature, and perform all duties incident to his office as may be required from time to time.
- 8.6 **The Vice-Presidents:** Each Vice-President shall be vested with all the powers and shall perform all the duties of the President as directed by the President in his absence. The Vice-Presidents shall:
- (a) assist the President in the supervision of the activities and affairs of the Association;
 - (b) perform such duties as may be assigned by the President and/or Executive Committee from time to time.
- 8.7 **The Secretary:** The Secretary shall, when present, act as Secretary of all Executive Committee meetings, shall have charge of the minute books of the Association and the documents and registers referred to in Section 177 of the Act, and shall perform such other duties as the directors may require. In addition the Secretary shall:
- (a) preside at all meetings of the Association in the absence of the President;
 - (b) give notice to all members of the Annual General Meeting and Executive Committee meetings;
 - (c) keep permanent records of the minutes of each meeting;



- (d) be the custodian of all official records and properties of the Association and receive copies of minutes of all committees and sub-committees meetings.

8.8 **The Treasurer:** The Treasurer shall have the care and custody of all the funds of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Executive Committee may direct and shall perform such other duties as the directors require of him. The Treasurer shall:

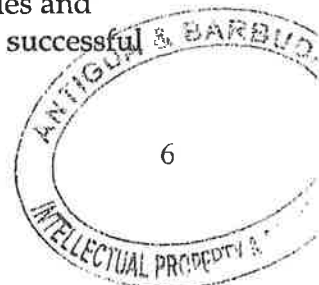
- (a) be responsible for the collection and accounting for all funds of the Association;
- (b) submit quarterly financial statements of the Association to the Executive Committee and the annual financial statement of the Association for the Annual General Meeting;
- (c) serve as Chairman of the Finance Committee.

9. EXECUTIVE COMMITTEE /DUTIES AND RESPONSIBILITIES

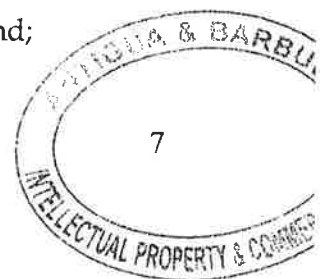
9.1 The Executive Committee shall meet as often as necessary to carry out the business of the Association.

9.2 The duties and responsibilities of the Executive Committee shall be:

- (a) To assume responsibility for the administration of the Association between Annual General Meetings;
- (b) To administer and control the funds of the Association;
- (c) To approve the composition of committees and sub-committees and to receive reports there from;
- (d) To provide Rules and Regulations to control the administration of the affairs of the Association;
- (e) To consider applications for membership based upon established criteria;
- (f) To engage in fundraising which supports the activities of the Association;
- (g) To provide support and encouragement in the formation and development of club members;
- (h) To do all other things which are incidental to these duties and responsibilities and which are deemed necessary to the successful administration of the Association.



- 9.3 The Executive Committee shall from time to time appoint capable and qualified persons to the following positions:
- (a) Public Relations Officer, who shall be responsible for all matters related to the Association's relations with the electronic and print media, as well as Club Members and individuals associated with the sport;
 - (b) Technical Director, who shall be responsible for all technical matters related to the development and organization of swimming and related aquatic sports; and
 - (c) National Coach who shall be responsible for all matters regarding the development, organization and the coaching of swimming and related aquatic sports.
- 9.4 Appointments to the positions in paragraph 9.3 shall be upon such terms and conditions in respect of qualifications or other matters as the Executive Committee may deem appropriate.
- 9.5 **Remuneration:** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.
- 9.6 **Vacating of office:** The office of a director of the Association shall be vacated if a director
- (i) by notice in writing resigns his office;
 - (ii) fails without reasonable cause to attend four consecutive meetings of the Executive Committee, unless the Executive Committee otherwise determines;
 - (iii) if he is removed from office in accordance with paragraph 9.7;
 - (iv) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
 - (v) if he is found to be a lunatic or becomes of unsound mind;



- (vi) if he is convicted of any criminal offence involving fraud or dishonesty; or
 - (v) if he conducts himself in a manner that brings the Association, the Executive Committee or the sport into disrepute.
- 9.7 **Removal from office:** The members of the Association may, by ordinary resolution of two thirds of the members present at an Extraordinary General Meeting, remove any director from office for good cause.
- 9.8 **Filling Vacancy:** A vacancy created by the removal of a director may be filled at the general meeting at which the director is removed from office. A director elected to replace a removed director holds office for the unexpired term of his predecessor.

10. MEETINGS OF EXECUTIVE COMMITTEE

- 10.1 **Place:** Meetings of the directors and of any committees appointed by the directors may be held either at the Association's registered office or at any other place within or outside of Antigua and Barbuda.
- 10.2 **Convener:** A meeting of Executive Committee may be convened by the President, or in his absence by any two Vice-Presidents, at any time, and the Secretary by direction of the President or in his absence any two Vice Presidents, shall convene a meeting of directors.
- 10.3 **Notice of Meetings:** Subject to subsection 79 (1) of the Act the notice of any meeting of the Executive Committee 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 20.1 hereof not less than one day (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 Executive Committee to a newly elected director for a meeting held immediately following the election of

directors by the Association.

- 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 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.
- 10.6 **Quorum:** Five 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. Where notice for a meeting has been duly given and no quorum is present, business may be transacted at a second meeting or subsequent for which due notice has been given notwithstanding the absence of a quorum and the directors present at the second or subsequent meeting may exercise all the powers of the directors.
- 10.7 **Electronic Participation:** 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 electronic or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in a meeting by such means is deemed to be present at that meeting.
- 10.8 **Voting:** Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes with each director present having one vote. There shall be no proxy voting.
- 10.9 **Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors is as valid as if it had been passed at a meeting of the directors or any committee of the directors.

11. FOR THE PROTECTION OF DIRECTORS

- 11.1 No director of the Association shall be liable to the Association for;
- (a) the acts, receipts, neglects or defaults of any other director or employee or for joining in any receipt or act for conformity;
 - (b) any loss, damage or expense incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association;

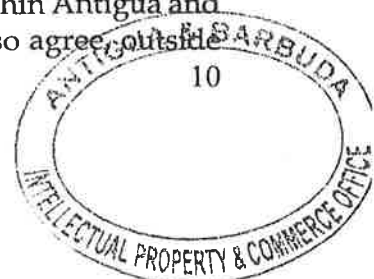
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association;;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto;

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Association and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 11.2 Nothing herein contained shall relieve a director from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.
- 11.3 The directors for the time being of the Association 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 Association , except such as are submitted to and authorised or approved by the Executive Committee .
- 11.4 If any director of the Association is employed by or performs services for the Association otherwise than as a director 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 Association, the fact of his being a member, or director of the Association shall not disentitle such director or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

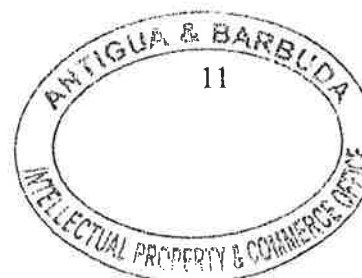
12. MEETING OF MEMBERS

- 12.1 **Annual Meeting:** The annual general meeting of the members shall be held no later than the 31st day of March in each and every year, at any place within Antigua and Barbuda or, if all the members entitled to vote at such meeting so agree outside



Antigua and Barbuda.

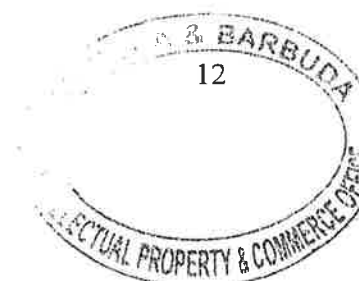
- 12.2 **Notice:** Thirty (30) days notice in printed, written or typewritten form stating the day, hour and place of meeting shall be given by the Secretary to all club members, honorary members, and directors. Reasonable notice shall also be given by the secretary to the public including the Ministry of Sport and the Antigua and Barbuda Olympic Association. Notice may be transmitted electronically.
- 12.3 The notice shall be accompanied by the Agenda of business to be transacted which shall include:
- (i) minutes from previous Annual General Meeting;
 - (ii) presentation and approval of annual financial report;
 - (iii) presentation of the budget for the coming year;
 - (iv) report of the President;
 - (v) consideration of proposals;
 - (vi) appointment of external auditors;
 - (vii) election of directors;
 - (viii) other/new business.
- 12.4 **Additional notice:** Where election of directors is to occur an Annual General Meeting the Association shall give notice to FINA of the date and location of the elections, and shall provide the minutes of the Annual General Meeting to FINA no later than 60 days after the conclusion of the general meeting.
- 12.5 **Proposals:** Proposals for consideration may be made by Club members, honorary members or directors.
- 12.5.1 Proposals for amendment of the Articles or Bylaws shall be submitted to the Secretary no later than sixty (60) days in advance of the Annual General Meeting.
- 12.5.2 The Secretary shall circulate with the notice and the agenda of the Annual General Meeting, at least thirty (30) days before the annual general meeting notice of all proposals for amendment of the Articles or By laws. The proposals for amendment shall state (a) the nature of the amendment in sufficient detail to permit members to form a reasoned judgment thereon, and (b) the text of any resolution to be submitted to the meeting.



- 12.5.3 All proposals other than proposals for amendments of the Articles or By-laws must be submitted to the Secretary no later than fifteen (15) days in advance of the Annual General Meeting.
- 12.5.4 The Secretary shall give notice of all proposals other than proposals for amendment of the Articles or By laws to all club members, honorary members, and directors no later than seven (7) days in advance of the Annual General Meeting. The notice shall state (a) the nature of the proposal or business in sufficient detail to permit members to form a reasoned judgment thereon, and (b) the text of any resolution to be submitted to the meeting.
- 12.6 Proposals for candidates for election must be submitted to the Secretary not later than fifteen (15) days in advance of the Annual General Meeting. Nomination of candidates for election may be made by Club members, honorary members or directors.
- 12.7 The Secretary shall give ten (10) days' written notice of (a) the proposals submitted for consideration and (b) the candidates for elected positions to all Club Members, Honorary Members, and Directors.

13. CONDUCT OF MEETINGS

- 13.1 **Quorum:** A quorum for the transaction of business at any meeting of the members shall twenty five percent (25%) of the representation from club members present in person.
- 13.2 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.
- 13.3 If a quorum is not present within 30 minutes of the time fixed for a meeting of members, no business shall be transacted and the Annual General Meeting shall be postponed to be held at a fixed time and place 45 days later.
- 13.4 **Representation at meetings:** Each club member may have five (5) representatives at the Annual General Meeting, a postponed Annual General Meeting and an Extraordinary General Meeting, each with a single vote. There is no proxy voting as per clause 14.



- 13.5 The names of the Club Member representatives shall be sent to the Secretary at least seven days prior to the General Meeting. Only representatives whose names have been submitted to the Secretary shall be allowed to take their places at the General Meeting.
- 13.6 No representative shall be allowed to represent more than one (1) Club Member. Any representatives present who are entitled to vote shall decide any question put to a vote.
- 13.7 Each Club Member may send observers to the Annual General Meeting. Observers have neither voice nor vote, but may be allowed to speak on any matter with the permission of the President.
- 13.8 **Voting:** Save as provided in this paragraph every question submitted to the Annual General Meeting shall be decided by the votes present by simple majority by a show of hands. There shall be no proxy voting.
- 13.9 Amendments to the Articles and By-laws shall be decided by a super majority (two thirds of the votes present). There shall be no proxy voting.
- 13.10 A written ballot shall be conducted where a demand is made by at least 5% of the person entitled to vote at the meeting. A written ballot shall also be conducted in every election for a position where there are two or more candidates.
- 13.11 **Decisions:** All meetings shall be conducted in accordance with accepted meeting or parliamentary procedure. In case of doubt Roberts Rules of Procedure shall apply. At all meetings of the Association, the ruling of the President shall be considered final.
- 13.12 **Chairing of meetings:** When the President and the Secretary 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.
- 13.13 **Resolution in lieu of 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.

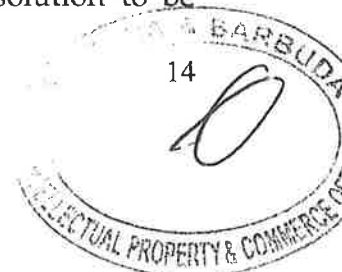


14. ADJOURNED ANNUAL MEETING

- 14.1 The secretary shall give at least 30 days written notice of an adjourned Annual General Meeting to all Club Members, Honorary Members, and Directors. Reasonable notice shall also be given by the secretary to the public including the Ministry of Sport and the Antigua and Barbuda Olympic Association.
- 14.2 The notice shall be accompanied by an agenda of business to be transacted at the adjourned Annual General Meeting and shall include a statement that no quorum is required for this adjourned Annual General Meeting and that decisions will be taken on matters contained in the agenda by the votes present by simple majority. There shall be no proxy voting.

15. EXTRAORDINARY GENERAL MEETING

- 15.1 **Special Meetings:** Extraordinary General Meetings (special meetings) of the members may be summoned by the secretary on the instructions of the Executive Committee at any date and time and at any place within Antigua and Barbuda.
- 15.2 The secretary shall, upon the written requisition of fifty percent (50%) of the members of the Association summon an extraordinary general meeting, and in such case the following provisions shall have effect:
- (1) The requisition must state the purpose of the meeting and must be signed by the requisitioners and deposited at the Association's registered office. It may consist of several documents in like form each signed by one or more of the requisitioners. The requisition must include the proposed items to be debate at the meeting.
- (2) The secretary shall give notice of the meeting, together with an agenda stating the items for debate to all Club Members, Honorary Members, and Directors no later than fifteen (15) days after such demand is made. The notice shall state (a) the nature of the 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.



(3) The meeting must be convened with no less than fifteen (15) days' notice and no later than sixty (60) days after such demand is made.

(4) No other business shall be transacted except the matters contained in the notice.

(5) All rules and procedures in effect for the Annual General Meeting apply to an Extraordinary General Meeting and a meeting called by requisitioners shall be conducted as nearly as possible to those conducted pursuant to Divisions E of Part 1 of the Act.

16. DISCIPLINARY PROCEDURE

16.1 The Executive Committee may discipline any Club Member or any registered athlete, official, or coach of a Club Member where, in the opinion of Executive Committee, the conduct is prejudicial to the interest or reputation of the Association; or which constitutes a breach of the Articles or By-laws; or, when conduct is injurious to the character of the Association and the interest of the Association and its members.

16.2 Any Club Member or any registered athlete, official, or coach of a Club Member who violates the provisions of the Articles or By-laws or whose conduct is prejudicial to the interest or reputation of the Association shall be subject to one or more of the following disciplinary measures:

- (a) a letter of caution;
- (b) censure;
- (c) fine;
- (d) suspension;
- (e) expulsion;

16.3 The following steps must be taken prior to any disciplinary action being enforced:

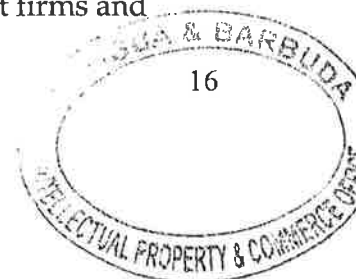
- (1) The Secretary shall compose a letter of complaint, setting forth the charges being preferred against the Club Member and/or individual.
- (2) The Club Member and/or individual shall be called upon to provide a written explanation within seven (7) days of receipt of the complaint letter.



- (3) Within fourteen (14) days after receiving a written response, or in the absence of such a written response, the Executive Committee shall fix a date for the hearing and determination of the complaints, at which time the Club Member and/or individual may attend in person and be represented by counsel.
 - (4) After due consideration by the Executive Committee, a decision, by majority vote, shall be taken and may take the form of the disciplinary measures above described as deemed reasonable and appropriate by the Executive Committee. The decision of sanction shall be sent in writing.
 - (5) The Club Member or individual may appeal to the Disciplinary Panel any penalty imposed by the Executive Committee.
 - (6) An appeal shall be submitted to the Disciplinary Panel within twenty-one (21) days from the date of receipt of the decision.
 - (7) All issues between the Association and any of its members shall be resolved by the Disciplinary Panel and shall not be referred to a Court of Law.
- 16.4 The Disciplinary Panel shall be comprised of (3) three persons: one appointed by the Executive Committee; one appointed by the Club Member or individual; and, one appointed by mutual consent of both parties.
- 16.5 Any dispute that is not resolved to the satisfaction of both parties by the action of the Disciplinary Panel may be referred for arbitration by either of the involved parties to the Court of Arbitration for Sports (CAS) in Lausanne (SUI). Any decision made by CAS shall be final and binding on the parties concerned.

17. AUDITORS

- 17.1 External Auditors shall be appointed at each Annual General Meeting of the Company and shall serve until the next Annual General Meeting. Auditors may be re-appointed with the approval of a majority of the eligible voters at the Annual Meeting.
- 17.2 Auditors shall not be members of the Executive Committee.
- 17.3 Auditors can be appointed from nationally recognized accountant firms and may receive an annual honorarium.



18. NOTICE

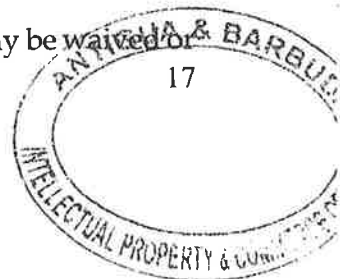
- 18.1. **Waiver of Notice:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 18.2. **Omission of Notice:** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

19. COMMITTEES

- 19.1 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.
- 19.2 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 voting.

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 auditor may be delivered personally or sent by prepaid mail, telefax, electronic mail, 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



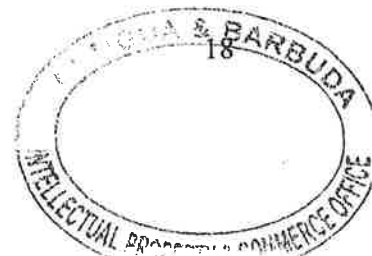
abridged at any time with the consent in writing of the person entitled thereto.

- 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 new address.
- 20.4 **Signatures of notices:** The signature of any director 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 By-laws 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 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.
- 20.7 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.
- 20.8 Where the notice is sent by telefax, electronic mail, cable or telex, service is deemed to be effected on the date on which the notice is so sent.
- 20.9 A certificate of a director 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 NOTES

- 21.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such directors or persons and in such manner as the Executive Committee 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, together with the Secretary or the Treasurer; or in the absence of the directors above;
- (b) any two directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorisation or formality. The Executive Committee shall have power from time to time by resolution to appoint any directors or persons on behalf of the Company to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

22.2 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid.

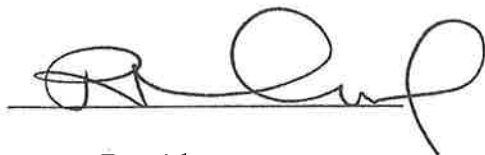
23. FINANCIAL YEAR

23.1 The Executive Committee may from time to time by resolution establish the financial year of the Company.

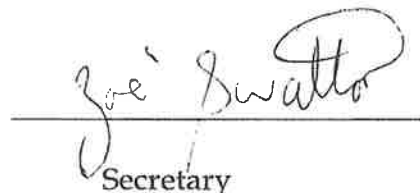
24. DISSOLUTION

24.1 The Association shall not be dissolved except with the consent of at least five-sixths of the votes of the members voting at an Extraordinary General Meeting called for such purpose. In the event of a decision to dissolve the Association, the funds of the Association shall be disposed as required by the Articles.

Made this 11th day of Jan 2013



President



Secretary

