



SCHEDULE 'A'
to RESOLUTION DATED 14TH MARCH, 2016
ANTIGUA AND BARBUDA MARINE ASSOCIATION INC.
BY-LAWS

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

1. Name

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

2. Interpretation

2.1 In this By-Law and all other By-Laws of the ABMA 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 ABMA 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 ABMA 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 ABMA 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 Regulations.

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

3.1 The registered office of the ABMA shall be c/o Campbell & Associates, Dockyard Drive, English Harbour, St. Paul's, Antigua.

4. Financial Year

4.1 The financial year of the ABMA 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 ABMA

5.1 The objectives of the ABMA shall include the following:

- (a) Government and National Parks advocacy.
- (b) Promotion of Antigua and Barbuda as a premier yachting destination.
- (c) Industry development and community outreach.
- (d) Protecting the environment.

6. Members

6.1 The membership of the ABMA 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 ABMA.
- (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 ABMA.
- (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 ABMA.

6.2 The Directors of the ABMA 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 ABMA 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 ABMA 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 ABMA 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 ABMA, 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 ABMA if requested.

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

7. Obligations of Members

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

- (a) to promote the objectives, interests and influence of the ABMA;
- (b) to recognize and respect the Articles of Incorporation, By-Laws, rules, regulations and decisions of the ABMA;
- (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 ABMA; 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 ABMA 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 ABMA from time to time.

8.3 All Members of the ABMA 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 ABMA, who shall also be known as Officers, shall be:

- President
- Past President
- Vice President
- Secretary
- Treasurer
- Government Liaison
- Community Outreach
- Marketing
- Up to two Directors at Large

9.2 The Directors shall be elected at the Annual General Meeting to serve for a period of one (1) year.

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 four (4) consecutive years he shall not be eligible for re-election to that office for a period of one (1) year, 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 ABMA, 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 ABMA 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 ABMA 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 ABMA 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 ABMA 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 all official documents, papers and records of the ABMA and shall have charge of the minute books of the ABMA and the documents and registers referred to in section 177 of the Act. The Secretary shall be responsible for dissemination of communications to all Members including serving all official notices and shall, when present, keep minutes of all Executive, Special and General ABMA meetings and perform any other duties as may from time to time be assigned to him by the Directors.

10.5 The Treasurer shall act as Chair of the Finance Committee and shall be responsible for ensuring that any payments required for the purposes of the ABMA are made and that all paper and electronic records are kept of all financial transactions of the ABMA. He shall ensure that

all monies due or payable to the ABMA are collected and recorded and that such monies are deposited for safekeeping. The Treasurer shall ensure proper management of the Marine Development Fund ('MDF'). The Treasurer shall also present reports on the ABMA's financial position at the Annual General Meeting and shall be responsible for ensuring that the funds of the ABMA are not misappropriated.

10.6 The Government Liaison Director shall act as Chair of the Government and National Parks Liaison Committee and be responsible for ensuring to the greatest extent possible that all of the objectives of the Government and National Parks Liaison Committee as set out in By-Law 13 are achieved.

10.7 The Community Outreach Director shall act as Chair of the Community Outreach and Industry Development Committee and 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. The Community Outreach Director may advise the other Directors to elect or reject any application for membership in accordance with By-Law 6.4.

10.8 The Marketing Director shall act as Chair of the Marketing Committee and shall be responsible for ensuring to the greatest extent possible that all of the marketing objectives of the ABMA as set out in By-Law 14 are achieved.

10.9 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. Committees

11.1 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.

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

11.3 The President may from time to time form any other committee as may be required to properly conduct the business of the ABMA.

11.4 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. Finance Committee

12.1 The Finance Committee shall consist of three (3) members: the Treasurer who shall serve as the Chair, the President, and one (1) other person appointed by the President.

12.2 It shall be the duty of the Finance Committee to oversee and assist in preparation of the budgets of the committees and, in consultation with such committees, submit an annual operating and capital budget to the Directors through the committee Chair for each fiscal year by no later than November 30.

13. Government and National Parks Liaison Committee

13.1 The Government and National Parks Liaison Committee shall consist of three (3) members: the Government Liaison Director who shall serve as Chair, and two (2) other persons appointed by the President.

13.2 The Government and National Parks Liaison Committee shall be responsible for recommending improvements to facilities, infrastructure, taxation, customs and immigration procedures, legislation including environmental legislation, and any other issues relevant to ABMA Members and the marine industry as they arise. The Committee shall liaise with government ministries and in particular, the Ministry of Tourism and the Antigua and Barbuda Tourism Authority, to provide information and feedback to influence future policies.

14. Marketing Committee

14.1 The Marketing Committee shall consist of three members: the Marketing Director who shall serve as Chair, one (1) other person appointed by the Marketing Director and one (1) other person appointed by the President.

14.2 The Marketing Committee shall be responsible for collective marketing, advertising and promotions through local and regional publications to be identified from time to time, and for maintenance of the ABMA website, a full social networking presence, generating regular newsletters, and overseeing all other public relations and promotional needs of the ABMA.

14.3 The Marketing Committee shall work with the Antigua and Barbuda Tourism Authority and other local tourism stakeholders on promoting Antigua's marine industry and marketing Antigua on behalf of all Members.

14.4 The Marketing Committee shall be responsible for coordination of a marine calendar to ensure no conflict of event dates among Members and shall actively seek opportunities for events to work together on promotions and/or logistics.

14.5 The Marketing Committee shall also be responsible for fundraising and in particular for the MDF as defined in By-Law 10.5 which it shall manage in association with a steering committee to be appointed by contributors to the MDF from time to time.

15. Community Outreach and Industry Development Committee

15.1 The Community Outreach and Industry Development Committee shall consist of three (3) members: the Community Outreach Director who shall serve as chair and two (2) others appointed by the President.

15.2 The Community Outreach and Industry Development Committee shall be responsible for assessing infrastructure needs for future growth and creating awareness of the critical importance of the marine and tourist industries generally to the well-being of ABMA Members.

15.3 The Community Outreach and Industry Development Committee shall also be responsible for generating support for key charitable events within the marine community and raising awareness of environmental issues and their effects on the community. The Committee shall also assist with providing networking opportunities for ABMA Members.

15.4 The Community Outreach and Industry Development Committee shall work with environmental agencies to help reduce the ABMA's impact on the environment and shall lobby private businesses including marinas to help reduce the impact of ABMA Members on the environment.

16. Nominating Committee

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

16.2 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.

16.3 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.

16.4 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.

17. Management

17.1 The affairs of the ABMA 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.

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

17.3 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.

17.4 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.

17.5 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.

18. Appointment of Delegates

18.1 Each Member of the ABMA 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.

19. Election of Directors

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

20. Annual General Meetings

20.1 The ABMA 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.

20.2 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.

20.3 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.

20.4 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.

20.5 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.

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

21. Quorum

21.1 A quorum for any Annual or Extraordinary General Meeting of the ABMA 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.

22. Regular Order of Business

22.1 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 ABMA.
- Old Business.
- New Business.

23. Voting

23.1 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:

'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 ABMA 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].'

24. Telephonic or Electronic Communication

24.1 To constitute a quorum any Director or eligible Delegate may participate and vote at any meeting of the ABMA via telephonic, video or other electronic means, subject to the provisions of By-Law 21.

25. Amendments to the By-Laws

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

26. Non-Profit Organization

26.1 The ABMA 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.

27. Indemnification of Directors

27.1 Each Director of the ABMA shall be indemnified by the ABMA 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 ABMA, 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.

Dated: February 1, 2016