

THE COMPANIES ACT, CHAPTER 81:01
BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of:

QUEEN'S ROYAL COLLEGE OLD BOYS' ASSOCIATION

BE IT ENACTED as the general By-law of **QUEEN'S ROYAL COLLEGE OLD BOYS' ASSOCIATION** (hereinafter called the "Association") as follows:

1. INTERPRETATION

1.1 In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) "Act" means the Companies Act, **Chapter 81:01** 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 Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Articles" means the original Articles of Continuance of the Association as the same may be amended from time to time and includes articles of amendment, amalgamation, re-organisation or revival and restated articles;
- (c) "By-laws" means the by-laws of the Association from time to time in force;
- (d) "Board member" means a member of the Board of Directors of the Association for the time being including, where applicable, the officers and any alternate Board members;
- (e) "Board of Directors" or "Board" means the directors for the time being of the Association elected or appointed pursuant to paragraph 13 of the by-laws;

- (f) “Executive Management” means the persons appointed by the Board pursuant to paragraph **12.1** of these by-laws;
- (g) “Member” means any person admitted to the Association in any of the classes specified in paragraph 3 of the by-laws;
- (h) "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 Association to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (i) “The First Vice-President” means the Vice-President (Operations).

1.2 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.

1.3 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 a natural person.

1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

2. REGISTERED OFFICE

The registered office of the Association shall be in Trinidad and Tobago at such address as the Board of Directors may fix from time to time by resolution.

3. MEMBERSHIP

There shall be five (5) categories of membership **in addition to existing members:**

- 3.1 **HONORARY MEMBERS** – Honorary membership may be conferred on persons who were not educated at QRC, but have made a significant contribution to the College, the QRC Community or the Caribbean region including Trinidad and Tobago.
- 3.2 **LIFE MEMBERS** – An Ordinary Member, at the discretion of the Board of Directors may be elected a Life Member on payment of a sum equivalent to twenty times the current Ordinary Membership subscription.
- 3.3 **ORDINARY MEMBERS** – All persons who have graduated from the Fifth and/or Sixth Form of Queen’s Royal College shall be eligible for Ordinary Membership **or any past student of the College approved by the Board of Directors.**
- 3.4 **JUNIOR ORDINARY MEMBERS** - Persons eligible as Ordinary Members who are under the age of twenty (20) years and are pursuing Secondary Education at QRC or elsewhere.
- 3.5 **ASSOCIATE MEMBERS** – Persons eligible as Ordinary Members who are under the age of twenty-five (25) years and are pursuing tertiary or further education.
- 3.6 An application for membership shall be in such manner as the Board of Directors may prescribe, and shall be accompanied by the annual subscription or the fee for life membership.
- 3.7 The Secretary shall cause every application received by him to be brought before the Board of Directors at its next regular meeting to be held after the date of its receipt by him and unless the Board of Directors shall for good cause otherwise resolve, the applicant shall become a member of the Association.

3.8 Where the Board of Directors resolves that an applicant shall not be admitted to Membership, he shall be notified in writing forthwith and his subscription returned.

3.9 The interest of a member in the Association is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the By-laws of the Association.

4. SUBSCRIPTIONS

4.1 The annual subscription fee for Ordinary Members shall be determined from time to time by the Board of Directors.

4.2 All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of on or before 31st July in each year.

4.3 A member whose subscription is in arrears shall not be eligible for membership of either the Board of Directors or the **Executive Management**.

4.4 Honorary, junior ordinary and associate members shall not be required to pay any subscriptions.

4.5 All subscriptions and fees shall be paid to the Secretary or the Vice-President (Finance), and a receipt shall be issued therefor.

4.6 Any member not in arrears may with the consent of the Board of Directors become a life member by the payment of the life membership fee.

5. CESSATION OF MEMBERSHIP

5.1 Any member may resign his membership by giving one month's notice to the Board of Directors in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the first day of 31st July in any year he shall not be liable to pay his subscription for that year.

- 5.2 A member whose subscription is in arrears shall not be entitled to vote at meetings or requisition a meeting or to receive any communication.
- 5.3 If any member refuses or neglects to comply with the provisions of the by-laws or conducts himself in a way which in the opinion of the Board of Directors is or may be injurious to the Association, the Board of Directors may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by the Board of Directors) he may forthwith be expelled by the Board of Directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members of the Board of Directors present and voting at a specially convened meeting.
- 5.4 Subject to paragraph 5.1 of this by-law, a member resigning or expelled under paragraph 5.3 shall nevertheless remain liable for all moneys then due from him to the Association.

6 ALUMNI CHAPTERS

- 6.1 Persons eligible for membership of the Association may with the approval of the Board of Directors form independent chapters of the Association on the basis of affinities such as professional, academic, sporting, religious, regional, geographic or recreational interest, or year of graduation or years shared at QRC or any other affinity approved by the Board of Directors.
- 6.2 The membership of an alumni chapter shall not include honorary members. Paragraph 4 of these by-laws shall apply to members of alumni chapters so far as relevant.

- 6.3 Members of an overseas chapter must be resident and ordinarily resident outside Trinidad and Tobago.
- 6.4 Alumni chapters may use the words “Royalian” or “Queen’s Royal College” or the letters “QRC” in their group names.
- 6.5 A local alumni chapter is entitled to nominate a representative to fill one of the three (3) positions on the Board reserved for alumni chapters.
- 6.6 An overseas chapter is entitled to nominate a representative to fill one position on the **Board of Directors** reserved for overseas alumni chapters.
- 6.7 An alumni chapter must have as one of its objects keeping members of its affinity group in touch with each other and with the College through a website (if any), through social events and reunions.
- 6.8 An alumni chapter must:
- (a) Have a membership of at least ten (10) alumni, save that in the case of chapters which comprise only junior ordinary members and associate members, the minimum membership shall be twenty (20). **For the purpose of calculating the qualifying number of members of an alumni chapter, members of an existing alumni chapter shall not be counted.**
 - (b) Hold at least one meeting, event or activity per year.
 - (c) Manage its affairs in a way not inconsistent with the by-laws of the Association.
- 6.9 The Association may provide reasonable financial assistance to an alumni chapter for the purpose of activities connected with its objects.

- 6.10 The Association may establish a special fund out of the income from annual subscriptions for the purpose of the advancement of alumni chapters.
- 6.11 A request for financial assistance shall be made to the Vice-President (Finance) who shall forward such request to the Board of Directors for its approval.
- 6.12 An alumni chapter shall notify the Alumni Relations Officer of the notices and minutes of all meetings in a timely manner, as well as the names of all officers and members of the alumni chapter.
- 6.13 An alumni chapter shall submit to the Alumni Relations Officer the names and correct postal and email addresses of each member of the chapter.

7 SEAL

- 7.1 The common seal of the Association shall be such as the Board of Directors may by resolution from time to time adopt.
- 7.2 The Board of Directors may adopt an official seal for use in any country other than Trinidad and Tobago, which shall be a facsimile of the common seal of the Association with the addition on its face of the name of every country, district or place where it is to be used.
- 7.3 The Board of Directors shall provide for the safe custody of the common seal which shall only be used in accordance with the By-laws and shall not be affixed to any instrument except by authority of the Board of Directors.

8 OFFICERS

- 8.1 The Officers of the Association shall consist of the President, the **First** Vice-President (Operations), the **Second** Vice-President (Finance), the **Third** Vice-

President (Development), the Immediate Past President, the Secretary, the Assistant Secretary, and the Assistant Treasurer to the Second VP – Finance, who shall be members of the Association and who with the exception of the Immediate Past President shall be elected in accordance with the provisions of these by-laws at the Annual General Meeting of the Association. Such Officers shall hold office until they are required to retire in accordance with the provisions of paragraph **12.5**.

- 8.2 **President:** The President shall, when present, preside at all meetings of the members and **of** the Board of Directors. The President shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors.
- 8.3 **The First Vice President:** The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The First Vice-President shall have such powers and duties as may from time to time be assigned to him by the Board of Directors.
- 8.4 In the case of the absence, or inability to act, of the First Vice-President or any other officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any member of the Board for the time being, provided that a majority of the Board members concur therein.
- 8.5 **Secretary:** The Secretary shall give or cause to be given notices for all meetings of the Board of Directors, the Executive Management and any sub-committee of the Board or Executive Management and of the members when directed to do so, and shall have charge of the minute books and seal of the Association and the documents and registers referred to in **section 177 of the Act**. The Secretary may

also receive subscriptions and donations made to the Association and shall perform such other duties as the Board of Directors requires.

8.6 **Treasurer:** The Second Vice-President (Finance) shall be the Treasurer and shall receive subscriptions and donations made to the Association. He/she shall have the care and custody of all the funds and securities 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 Board of Directors may direct and shall perform such other duties as the Board of Directors requires of him. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their discretion may require and no Board member shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

8.7 The Third Vice-President shall have the portfolio of Development of the OBA's Activities and Objectives and shall perform such other duties as assigned from time to time by the Board of Directors.

8.8 The Assistant Secretary shall act for the Secretary in his/her absence and shall perform such other duties as the Board of Directors shall assign from time to time.

8.9 The Assistant Treasurer shall act for the Treasurer in his/her absence and shall perform such other duties as the Board of Directors shall assign from time to time.

9 MANAGEMENT

The Board of Directors shall be responsible for the overall direction management and policy of the Association.

10 BOARD OF DIRECTORS

10.1 The Board of Directors shall comprise eight (8) directors elected by the Annual General Meeting; **up to** five (5) directors nominated by Alumni Chapters as

described hereinafter and elected by the Annual General Meeting; and the Immediate Past President:

- 10.1.1 The President
- 10.1.2 The First Vice-President (Operations)
- 10.1.3 The Second Vice-President (Finance)
- 10.1.4 The Third Vice-President (Development)
- 10.1.5 The Secretary of the Association
- 10.1.6 The Assistant Secretary
- 10.1.7 The Assistant to the Second Vice-President (Assistant Treasurer)
- 10.1.8 **Of the five (5) directors' aforesaid no more than three (3) Alumni Chapter Representatives nominated by their respective Chapters, if any**
- 10.1.9 **One (1) Overseas Chapter Representative for Overseas Chapters, if any, approved by the Board**
- 10.1.10 **One (1) Young Alumni Chapter Representative, being a member under the age of 30 nominated by Chapters, if any, of Junior Ordinary and Associate Members.**
- 10.1.11 The Immediate Past President
- 10.1.12 Two (2) other members elected by the Annual General Meeting

11 EXECUTIVE MANAGEMENT

- 11.1. The Executive Management shall comprise:
 - 11.1.1 The First Vice-President
 - 11.1.2 The Second Vice-President (Finance)
 - 11.1.3 The Third Vice-President (Development)
 - 11.1.4 The Alumni Relations Officer
 - 11.1.5 The College Relations Officer
 - 11.1.6 The Communications Officer
 - 11.1.7 The Fundraising and Special Projects Officer
 - 11.1.8 The Young Alumni Chapter Representative
 - 11.1.9 The Administrative Officer of the Association

11.2 The Executive Management shall be chaired by the First Vice-President and shall be responsible for the execution of approved policies of the Board of Directors and/or the General Meeting of the Association and the general administration of the affairs of the Association as follows:

- (i) Operational management of the Association
- (ii) Policy implementation
- (iii) Strategy implementation
- (iv) Association administration

12. POWERS AND THE DUTIES OF THE BOARD OF DIRECTORS

12.1 The Board of Directors shall have the principal fiduciary and oversight responsibility for the Association. The Board shall have such power and authority as are necessary to perform its responsibilities including, but not limited to:

- (i) Establishing policies and goals to accomplish the mission and purpose of the Association as set forth in these by-laws and as recommended by the Board of Directors or the general meetings;
- (ii) Monitoring the strategic planning process;
- (iii) Monitoring the financial affairs of the Association;
- (iv) Enhancing the Association's public standing;
- (v) Ensuring legal and ethical integrity;
- (vi) Maintaining accountability to the Association's membership;
- (vii) Ensuring an external financial audit of the Association is performed annually;

(viii) Reporting to the membership at its annual general meetings; and

(ix) Electing and appointing the members of the Executive Management at the Board Meeting next following the Annual General Meeting.

12.2 The Board of Directors shall meet at least **six (6)** times a year.

12.2.1 A quorum at any Board Meeting shall be at least six (6) persons

12.3 Number: There shall be no less than nine (9) but no more than fourteen (14) members of the Board of Directors.

12.4 Election: The Board of Directors shall be elected by the members of the Association by ordinary resolution at any Annual General Meeting at which an election of the members of the Board of Director is required, or at a meeting of the members called for that purpose.

12.4.1 The officers shall hold office until each retires pursuant to **paragraph 12.5** hereof.

12.4.2 Candidates for election as a Board member shall be proposed and seconded by members entitled to vote at general meetings of the Association.

12.4.3 No person other than a Board member retiring at the meeting shall, unless recommended by the Board members for election, be eligible for the office of a Board member at any general meeting unless not less than seven nor more than twenty-one clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to

propose such person for election, and also notice in writing signed by the person to be proposed of willingness to be elected.

12.5 Tenure: At every Annual General Meeting not less than two (2) nor more than three (3) of the **Board** members shall retire from office but shall be eligible for re-election. Subject to paragraph 13.4.3 a Board member shall not remain a member of the Board of Directors for more than three (3) years without standing for re-election. A retiring Board member shall retain office until the close of the meeting or adjournment thereof.

12.5.1 The members of the Board to retire as aforesaid shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless otherwise agreed between themselves) be determined by lot.

12.5.2 The members of the Association at the meeting at which a Board member retires in manner aforesaid shall fill up the vacated office by electing a person thereto.

12.5.3 No Board member shall hold the office of President for more than two (2) consecutive years but shall be eligible for re-election to such office after the lapse of one year.

12.6 Removal from office: The members of the Association may, by ordinary resolution at a special meeting in accordance with By-law 16(2), remove any elected or **appointed** member from office.

12.7 Vacancy filled: A vacancy created by the removal of an elected member may be filled at the meeting at which such member is removed from office.

12.7.1 If the vacancy is not filled under paragraph **12.7**, it may be filled by the Board of Directors.

12.7.2 A member elected or appointed pursuant to paragraph **12.7** or **12.7.1** holds office for the unexpired term of his predecessor.

12.7.3 A member so elected shall be an Ordinary Member of the Board of Directors and be eligible for re-election at the next Annual General Meeting.

13.1 Delegation: In case of the absence or inability to act of any Board or Executive Management member or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such member to any other member for the time being of the Board or the Executive Management, as the case may be.

13.2 Vacating of office: The position of a Board member or an Executive Management member shall be vacated—

- (a) if by notice in writing he resigns his office;
- (b) if he ceases to be a member of the Association;
- (c) if he does not attend four consecutive meetings of the Board of Directors or the Executive Management, unless the Board or the Executive Management members otherwise determine;
- (d) if he is removed from office in accordance with paragraph **12.6**;
- (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
- (f) if he is found to be a lunatic or becomes of unsound mind;

(g) if he is convicted of any criminal offence involving fraud and dishonesty.

13.3 Remuneration: The elected **or appointed** members of the Board of Directors shall serve without remuneration and no elected **or appointed** member shall directly or indirectly receive any profit from his position as such; provided that an elected **or appointed** member of the Board of Directors may be paid by way of honorarium or reimbursed for reasonable expenses incurred by him in the performance of his duties.

14 MEETINGS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

14.1 The Board of Directors may make rules for the meetings and proceedings of the Executive Management. Pending such rules, the Executive Management may regulate its own procedure.

14.2 **Place of Meeting:** Meetings of the Board of Directors and of any Committee/Sub-Committee of the Board of Directors may be held at any place within Trinidad and Tobago.

14.3 **Convener:** A meeting of the Board of Directors may be convened at any time by the President, or in his absence, the First Vice President, or the Secretary at the request of at least five (5) Board members.

14.4 Subject to section 81(1) of the Act, the notice of any such meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served not less than two days (exclusive of the day on which the notice is delivered, mailed, telegraphed, cabled, telexed or otherwise communicated by electronic means but inclusive of the day for which notice is given) before the meeting is to take place. A Board member may in any manner waive notice of a meeting of the Board of Directors and attendance of a Board member at a meeting of the Board of Directors shall constitute a waiver of notice of the meeting except

where a Board member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.4.1 It shall not be necessary to give notice of a meeting of the Board of Directors to a newly elected or appointed Board member for a meeting held immediately following the election or appointment of that member to the Board.

14.4.2 Meetings of the Board of Directors may be held at any time without formal notice if all the members of the Board of 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 Board member.

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

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

14.6 **Voting:** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.

14.7 **Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this By-law a resolution in writing signed by all the members of the Board entitled to vote on that resolution at a meeting of the Board of Directors or any sub-committee thereof is as valid as if it had been passed at a meeting of the Board of Directors or any sub-committee thereof.

15 FOR THE PROTECTION OF THE BOARD OF DIRECTORS

15.1 No Board member of the Association shall be liable to the Association for -

- (a) the acts, receipts, neglects or defaults of any other Board member 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.

15.2 Nothing herein contained shall relieve a Board member from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.

15.3 The Board of 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 authorized or approved by the Board of Directors.

15.4 If any Board member of the Association having declared his interest is employed by or performs services for the Association otherwise than as a Board member or is a member of a firm or a shareholder, a director or officer of a body corporate which is employed by or performs services for the Association, the fact of his being a Board member of the Association shall not disentitle such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

16 ANNUAL GENERAL MEETING

16.1 The annual general meeting of the members shall be held on or before the 30th of **November** in each year at Queen's Royal College or **at any place within Trinidad and Tobago or at any other time, no longer than six (6) months from the appointed date** as the Board of Directors may by resolution determine

16.1.1 The business of an annual general meeting shall include:

- (a) receiving and considering the report of the Board of Directors;
- (b) receiving and considering audited financial statements and the report of the auditors;

- (c) the election of members of the Board of Directors;
- (d) the appointment of auditors;
- (e) any other business which shall be considered special business.

16.1.2 Notice of a meeting of members at which special business is to be transacted shall state:

- (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon; and
- (b) the text of any special resolution to be submitted to the meeting.

16.2 **SPECIAL GENERAL MEETINGS**

Special general meetings of the members may be convened by the Board of Directors at any date and time and at any place within Trinidad and Tobago

16.2.1 The Board of Directors shall, on the requisition of not less than five percent of members of the Association, forthwith convene a meeting of members, and in the case of such requisition the following provisions shall have effect:

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

- (b) if the Board of Directors does not, within twenty-one (21) days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- (c) unless subsection (3) of section 133 of the Act applies, the Board of Directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within twenty-one days from the date of the deposit of the requisition;
- (c) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions 5 and 6 of Part III of the Act.

16.3 **Notice:** A printed, written or typewritten or electronic notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend and vote at such meeting, on each Board member and on the auditors of the Association in the manner specified in paragraph **19.1** hereof, not less than twenty-one(21) days, nor more than fifty (50) days (in each case exclusive of the day for which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state:

- (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon, and
- (b) the text of any special resolution to be submitted to the meeting.

- 16.4 **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.
- 16.5 **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, Board member or the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 16.6 **Votes:** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.
- 16.6.1 At every meeting at which he is entitled to vote, every member shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, shall, subject to the By-laws, have one vote.
- 16.6.2 At any meeting unless a ballot is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 16.6.3 When the President and The First Vice-President are absent, the persons who are present and entitled to vote shall choose another Board member as chairman of the meeting, but if no Board member is present or if all the members of the Board of 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.

16.6.4 A ballot, either before or after any vote by a show of hands, may be demanded by any person entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of the Board of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

16.7 **Proxies:** Votes at meetings of members may be given either personally or by proxy.

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

16.7.2 A person appointed by proxy need not be a member.

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

The undersigned member of **QUEEN'S ROYAL COLLEGE OLD BOYS' ASSOCIATION** hereby appoints.....of..... or failing himof..... to be

my proxy to vote for me and on my behalf at the meeting of the members of the said Association to be held on theday of.....20..... and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if I, the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this day of 20.....

Signature of member :

NAME IN BLOCK LETTERS:

16.7.4 The deadline for submission of Proxies to the Secretary/Office of the Association shall be forty-eight hours prior to the Meeting specified in the notice to members.

16.8 **Adjournment:** The chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

16.9 **Quorum:** Subject to the Act, a quorum for the transaction of business at an annual general meeting of the members shall be twenty persons present in person, each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of an annual 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. If a quorum is not present within 30 minutes of the time

fixed for an annual meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. If at the adjourned meeting a quorum is not present within thirty (30) minutes of the appointed time, the members present shall constitute a quorum.

16.9.1 If no quorum is present at a special meeting of members, it shall be dissolved, and no other meeting for the purpose of considering the same motion or a motion substantially similar to that proposed to be moved, shall be summoned without the leave of the Board of Directors before the next Annual General Meeting.

17 SUB-COMMITTEES

17.1 The Board of Directors shall appoint the following standing committees at the meeting next following every Annual General Meeting:

- (i) Advisory Council of Presidents (Past Presidents, the sitting President and the sitting Alumni Chapter Presidents).
- (ii) Endowments and investments
- (iii) The Audit Committee

17.2 The Board of Directors and the Executive Management may from time to time as deemed necessary appoint sub-committees consisting of such members of the Board of Directors **or** the Executive Management or members as may be deemed desirable and may prescribe their duties provided however that the Board of Directors and the Executive Management shall not delegate any of the matters specified in section 84(2) of the Act, or any of its powers of refusal of applications for membership or the expulsion of members.

17.3 Any sub-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 **Board, three** members of the sub-committee shall be a quorum. Questions

arising at any meeting of a sub-committee shall be decided by a majority of votes and, in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

18 VOTING IN OTHER COMPANIES

18.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Association may be voted at any and all meetings of shareholders, debenture holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the Board of Directors of the Association shall from time to time determine. The Officers of the Board of Directors of the Association may for and on behalf of the Association from time to time –

(a) execute and deliver proxies; and

(b) arrange for the issuance of voting certificates or other evidence of the right to vote;

in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

19 NOTICES

19.1 **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, Board member or auditor may be delivered personally, by electronic mail, or sent by pre-paid mail or cable or telex or telefax to any such person at his latest address as shown in the records of the Association and to any such Board member at his latest address as shown in the records of the Association or in the latest notice filed under section 71 or 79 of the Act, and to the auditors at their business address.

19.2 **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.

- 19.3 **Undelivered notices:** If a notice or document is sent to a member by pre-paid 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 Association in writing of his new address.
- 19.4 **Signature of notices:** The signature of any Board member of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 19.5 **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 of the Association, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.
- 19.5.1 **Proof of service:** Where a notice required under paragraph 19.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 19.1 hereof, service shall be deemed to be at the time of delivery of such notice.
- 19.5.2 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 pre-paid mail.
- 19.5.3 Where the notice is sent by cable, electronic mail, telex or telefax, service is deemed to be effected on the date on which the notice is so sent.
- 19.5.4 A certificate of a Board member of the Association 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.

20 CHEQUES, DRAFTS AND NOTES

20.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by:

- (a) the President or First Vice President, and
- (b) The Secretary or Vice-President (Finance).

21 EXECUTION OF INSTRUMENTS

21.1 Contracts, documents or instruments in writing other than those specified in **paragraph** 20.1 hereof, requiring the signature of the Association, may be signed by –

- (a) the President or the First Vice-President together with the Secretary or the Vice-President (Finance) or,
- (b) any other two Board members authorized by the Board of Directors,

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

21.1.1 Notwithstanding **paragraphs** 20.1 and 21.1 hereof, the Board of Directors shall have power from time to time by resolution to appoint any person other than an officer on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

21.1.2 The common seal of the Association may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 21.1.3 hereof.

21.1.3 Subject to section 138 of the Act:

(a) the President or the First Vice-President together with the Secretary or the Vice-President (Finance); or

(b) any two members authorised by resolution of the Board of Directors,

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

22 SIGNATURES

22.1 The signature of the President, the First Vice President, the Vice-President (Finance), the Secretary, or any Board member of the Association or any person appointed pursuant to paragraph 21.1 hereof, by resolution of the Board of Directors may, if specifically authorised by resolution of the Board of Directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Association executed or issued by or on behalf of the Association. Any document or instrument in writing on which the signature of any such Board member or person is so reproduced shall be deemed to have been manually signed by such Board member or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the Board member or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

23 FINANCIAL YEAR

23.1 The Board of Directors may from time to time by resolution establish the financial year of the Association.

Corporate Seal

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President

Secretary