

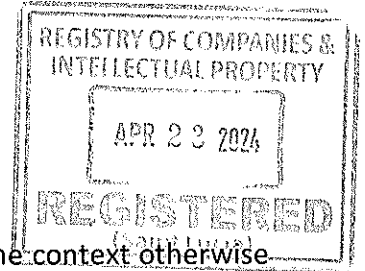
**COMPANIES ACT OF SAINT LUCIA
CAP 13.01 OF THE REVISED LAWS**

AMENDED BY-LAW NO.1

(NON-PROFIT COMPANY)

A By-law relating generally to the conduct of **CARIBBEAN ENERGY CHAMBER INC., Company No.2024/C012** – a Charitable organization providing support to advance Energy transition and security for the Caribbean by enabling tangible actions.

BE IT ENACTED as the general By-laws of **CARIBBEAN ENERGY CHAMBER INC.** (hereinafter called "the Chamber") as follows:



1. INTERPRETATION

1.1. In this by-law and all other by-laws of the Chamber unless the context otherwise requires -

- a) "Act" means the Companies Act, Cap 13.01 of the Revised Laws 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 Chamber 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 Chamber 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 Chamber 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 any association of persons; and the word "individual" means natural person.

- f) "Corporations" includes companies continued or incorporated under the Act or incorporated by an Act of Parliament or under or by virtue of any foreign or other legislation similar in purpose to the Act;
- g) "Board" or "Board of Directors" carries the meaning given in by-law 20 hereafter;
- h) "Duly Authorized Officer" means: in the case of an incorporated entity, a director (or equivalent), a company secretary, or the person who is the effective overall manager, by whatever title called (e.g. general manager or chief executive officer); and in the case of a partnership, a partner;
- i) "Executive Committee of the Board" means the Chair, the Deputy Chair, the Secretary, Treasurer, and the President/Chief Executive Officer
- j) "Firms" includes sole traders registered under the Registration of Business Names Act and partnerships whether or not so registered;
- k) "Individual" means a natural person of legal age and capacity who, for purposes of membership of the Chamber (other than Honorary Membership), is (a) self-employed, (b) unemployed or (c) if employed by a Firm or Corporation, occupies a post in the Firm or Corporation which is lower in position than those covered by the definition of "Duly Authorized Officer" above or the equivalent thereof;
- l) "mode" means the way or manner in which board, committee, general or special meetings occur. The mode of meetings may be either by remote attendance via telecommunication or other electronic means or physical attendance.

2. REGISTERED OFFICE

2.1. The registered office of the Chamber shall be in Saint Lucia at such address as the directors may fix from time to time by resolution.

3. SEAL

3.1. The Chamber seal, an impression of which appears in the margin hereof, shall be the common seal of the Chamber.

4. MEMBERS

4.1. There shall be two classes of membership namely -

- a) Ordinary members, being individuals over the age of eighteen years, and any other person elected as such;
- b) Honorary members, being those individuals recommended by the Board who are distinguished in Industry, Commerce, Finance or their professions, or who have rendered public service in the Caribbean, and such other individuals as it may see fit. Honorary Members who accept election shall not be required to sign the application form or to pay any entrance fee or subscription or to be under any liability in the event of the Chamber being wound up. They shall not vote but shall have the right to take part in all debates of the Chamber. Annual renewal of an Honorary Member's membership shall be automatic unless otherwise determined on an individual basis by the Board.

4.2. The members of the Chamber shall be the members of the Chamber as at the effective date of these by-laws and such other Corporations, Firms and Individuals who are subsequently nominated and elected to the Chamber in accordance with by-laws 6 and 7 and who have not lost the status of member in accordance with any provisions of these by-laws. Honorary members, elected in accordance with by-law 4.1 (b) shall also be deemed members, subject to the restrictions outlined in by-law 4.1 (b).

5. CATEGORISATION OF MEMBERS

5.1. The Executive Committee of the Board will determine a formula to categorize members of the Chamber to determine the annual membership fee and the number of representatives of each Corporation or Firm member. The formula shall establish a number of fee categories, into one of which each such member will be placed ("Fee Category"). The formula shall be determined by the Executive Committee of the Board and submitted to a General Meeting for approval.

5.2. Each such member is responsible for informing the Chamber of any change in circumstances which would mean that such member's Fee Category should be altered ("Status Change"). The Executive Committee of the Board may alter the Fee Category of any member upon a Status Change, either on its own determination or on the request of the member. If the Executive Committee of the Board decides that as a result of a Status Change, a member's Fee Category should be altered, or that a Status Change represented by a member has not occurred and thus, the member's Fee Category should remain the same, the President/CEO shall inform the member concerned. If the member does not object, in writing, within two weeks of receiving notice of such a decision, the decision of the Executive Committee of the Board shall be final. If the member does object, the Executive Committee of the Board shall re-consider its decision and if it believes its decision should stand, the matter shall be placed before the next General Meeting of the Chamber and decided on a simple majority vote. Any alteration in Fee Category will take effect from the following financial year.

6. APPLICATION PROCESS

6.1. Applicants for membership shall submit an application form to the Executive Office for consideration by the Executive Committee of the Board. All applicants must state that they agree, if elected, to be bound by the by-laws of the Chamber. In the case of applications for membership from Corporations or Firms, the form must be submitted by a Duly Authorized Officer of the Corporation or Firm. Application forms must be accompanied by the payment of an entry or processing fee, as determined by the Executive Committee of the Board from time to time and such other documents or supporting evidence as determined by the Executive Committee of the Board.

6.2. The Executive Office will review each application and once each form is duly completed, it will be considered at the next meeting of the Executive Committee of the Board. The Executive Committee of the Board may:

- (i) elect the applicant to provisional membership;
- (ii) refer the form back to the Executive Office for further action; or
- (iii) reject the application outright.

6.3. Election of members shall be by a simple majority. The President/CEO will inform the applicant of the decision of the Board and, if the applicant has been provisionally elected, raise an invoice for payment of annual subscription fees. Once the subscription fees due have been paid, the applicant shall automatically become a full member of the

Chamber. If the provisional member fails to pay the subscription fees due within two months of the date of the acceptance letter the provisional membership shall lapse, and in order to be admitted to full membership a new application must be submitted. During the provisional membership period, members shall exercise the same rights as an Honorary Member.

7. REPRESENTATIVES OF FIRMS AND CORPORATION MEMBERS

7.1. The following special provisions shall apply to members:

- a) Corporation and Firm members are entitled to nominate a number of representatives (in the case of a Corporation, a director or employee and in the case of a Firm, an owner, partner or employee) in accordance with their Fee Category and as determined by the Board from time to time. Duly nominated representatives shall represent such members at Ordinary, Annual or Extraordinary General Meetings and shall have the individual right (i) to vote on any motions made and (ii) to exercise all other rights of a member, at such a meeting, as if they were Individuals elected to membership of the Chamber. Attendance at any Chamber function, or utilization of other Chamber services, is open to all directors and employees of a member Corporation and to all owners, partners and employees of a Firm, save that such persons who are not nominated representatives shall not have the right to vote on any motion before a General Meeting;
- b) On election to the Chamber, Corporation or Firm members shall send a list of the names of their nominated representatives to the Executive Office, along with postal and electronic mail addresses for each nominated representative. The list of nominated representatives shall indicate a primary contact point for the member, to whom all official notices will be sent (in accordance with by-law 30). The letter nominating representatives must be signed by a Duly Authorized Officer of the member. The member may alter its list of representatives in the same manner and at any time it chooses, save that any alterations to the list of representatives must be received by the Executive Office at least forty-eight hours prior to the commencement of a Voting Period and/or a General Meeting failing which the prior representatives shall be deemed to be the nominated representatives for the purpose of voting and representation at a General

Meeting.

- c) If any Individual member shall be temporarily unable to exercise his/her rights by reason of illness, absence from the country or otherwise, such member may give notice to the Secretary under his/her hand appointing an alternate representative either for a particular meeting or generally for a specific period stated in such notice. Such alternate shall, for such meeting or meetings as the case may be, exercise all rights of membership in place of such Individual. Such Individual member may from time to time in the same manner revoke or alter such appointment.
- d) The President/CEO shall maintain a database of all members and their representatives duly nominated under by-law 4.1 (b) and 7.1 (a). This database should include the name, position and electronic mail address of each representative and must be open to inspection by any member or representative of the member during normal office hours.
- e) In the event of any person already a member of the Chamber as an Individual, being nominated as a representative of a member, he or she shall forthwith be permitted to resign his/her membership as an Individual. The provisions of by-law 8 shall not apply to such resignation and such member's subscription shall be credited towards the subscription payable by the member he or she represents.
- f) No Individual or representative of a Chamber or firm shall at a General Meeting or in a Vote prior to General Meeting, exercise more than one vote on any resolution.
- g) An Individual who has resigned in accordance with paragraph (e) of this by-law but subsequently ceases to be a representative of a member, may be re-admitted to membership by the Board as an Individual member on his/her applying under by-law 6 and without the necessity of a proposer or seconder, and on payment only of the current year's subscription.

8. CESSATION OF MEMBERSHIP

8.1. Any member wishing to terminate membership of the Chamber shall do so by notice in writing, in the case of a Corporation or Firm, by a Duly Authorized Officer of the

member. Termination of membership will take immediate effect from the date of receipt of the notice. A member who as at the date of termination has not paid their subscription fees for the financial year in which the termination occurs will have those fees pro-rated to the day of the resignation. All fees due and outstanding at termination of membership shall remain and be a debt owed by such past member to the Chamber and shall be recoverable by the Chamber on demand and shall be provable by presentation of these by-laws and the financial records of the Chamber in respect thereof. Subscription fees paid in advance by a terminating member will not be reimbursed.

8.2. 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 directors is or may be injurious to the Chamber the 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 directors) he may forthwith be expelled by the directors 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.

8.3. An individual to whom by-law 8.2 of this by-law has been applied shall not thereafter be entitled to membership of the Chamber.

8.4. A member resigning or expelled under by law 8.2 of this by-law shall nevertheless remain liable for all moneys then due from him to the Chamber.

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

9. FEES

9.1. Annual membership fees are payable in advance and are due on the 1st July of each year, whether invoiced or not. Members who fail to pay their annual membership fees on or before the 30th August of each year will have their voting rights (in the case of Individuals) and of all of their representatives (in the case of Corporation or Firm members) at any General Meeting suspended. These voting rights will be automatically reinstated upon full payment of annual membership fees, except that for the preservation of voting rights at any General Meeting, all membership fees shall be settled in full at least forty-eight hours prior to such General Meeting.

10. MEMBERS IN ARREARS

10.1. Members who are in arrears in respect of the annual subscription fees, or any other arrears owing to the Chamber, for a period of more than six months will have all of their membership privileges automatically suspended. If within a further six months the member does not bring their accounts up to date their membership will be terminated. Any subsequent request for membership will be the subject of a new application and, upon approval, a new entry fee. Any applicant for membership who is in arrears to the Chamber in respect of a previous membership will first have to settle their arrears before the Board will consider their application. Subscriptions and levies in arrears shall be treated as a debt due and recoverable by the Chamber in the manner set out in by-law 8.

11. TERMINATION OF MEMBERSHIP

11.1. A majority of three-fourths of the members present and voting at an Annual or Extraordinary General Meeting of the Chamber may by resolution, of which due notice has been given, expel any member whose conduct, in their opinion, renders him unfit to be a member of the Chamber. Any person shall, as from the passing of such resolution, cease to be a member of the Chamber and shall not be eligible for re-election or entitled to any refund of subscription.

12. ANNUAL GENERAL MEETING

12.1. There shall be an Annual General Meeting of the Chamber which shall be held on a date to be fixed annually by the Board between the months of July and October for the purposes of, inter alia:

- a) Receiving the report of the Board;
- b) Receiving the audited statement of accounts;
- c) Confirming the election of representatives of members to Board and the Executive Committee of the Board and electing auditors;
- d) Considering and, if necessary, taking action with reference to any business or motion of which due notice has been given, in accordance with by-law 30 below;
- e) Dealing with any matter that can be dealt with in an Extraordinary General Meeting.

12.2. At least 30 days' notice of the date, time, mode and location of the Annual General

Meeting shall be given to the members. A member may attend, participate and vote in deliberations and decisions in an Annual General Meeting by remote participation if so declared and communicated as the mode of the meeting by the Chamber to the members via notice. The agenda for the meeting, any motions to be considered and a copy of the Report of the Board and Statement of Accounts shall be sent to members at least seven days in advance of the date of the Annual General Meeting.

13. REPORTS TO ANNUAL GENERAL MEETING

13.1. The Board shall lay before the Annual General Meeting of the Chamber a report of its proceedings and the Treasurer's account of receipts and disbursements during the twelve months ending on the 30th June in the previous year. The Treasurer's account shall be duly audited by an accountant who shall also fix his/her remuneration. Any auditor quitting office shall be eligible for re-election. If any vacancy occurs in the office of the auditor the Board shall forthwith fill up the same.

14. ORDINARY GENERAL MEETINGS

14.1. Ordinary General Meetings of the Chamber may be convened by the Board whenever it thinks fit. Not less than three clear days' notice of such meetings stating the general nature of the business to be transacted thereat shall be given to all members of the Chamber.

15. EXTRAORDINARY GENERAL MEETINGS

15.1 Extraordinary General Meetings of the Chamber may be convened by the Board whenever it thinks fit, and shall be convened on a requisition in writing, stating the objects for which such meeting is to be convened signed by five members of the Board or twenty members of the Chamber and forwarded to the Secretary; and if such meeting shall not be convened within twenty eight days of any such requisition being received by the Secretary, the requisitioning members may themselves convene such meeting and the reasonable expenses of so convening the same shall be defrayed by the Chamber. Not less than twenty-one clear days' notice in writing of any Extraordinary General Meetings stating the specific nature of the business to be transacted thereat shall be given to all members of the Chamber. An Extraordinary General Meeting shall be required to deal with, inter alia, but not limited to, any of the following matters, to alter, vary or fix entrance fees or subscriptions pursuant to by-law 5.

16. QUORUM

16.1. The quorum for an Annual, Extraordinary or Ordinary General Meeting of the Chamber shall be twenty persons entitled to vote and personally present via the mode communicated in the notice for the meeting. No business shall be transacted at any Annual, Extraordinary or Ordinary General Meeting unless the requisite quorum is present at the commencement of the meeting. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as provided by by-law 15 , shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not obtained those members who are present shall be a quorum and may transact the business for which the meeting was called.

17. MOTIONS

17.1. Motions (other than those proposed by the Board) to be considered at an Annual or Extraordinary General Meeting shall be proposed in writing to the Executive Office, at least fourteen days prior to the date of the meeting. Such motions shall be signed by at least five Individual members or representatives of Corporations or Firms (or combinations thereof) who and/or which are in good financial standing. Such motions will be forwarded to all members at least seven days in advance of an Annual or Extraordinary General Meeting. Notwithstanding anything contained in these by-laws, any person entitled to be present and to vote thereat may at any Annual or Ordinary General Meeting of the Chamber, propose any motion without previous notice provided that all persons present and entitled to vote consent thereto and, in the opinion of the Chair of the meeting the motion is not repugnant to these by-laws or does not affect the interest of any Individual member absent or, in the case of a Corporation or Firm member, not having all its representatives present. The Chair may alternatively adjourn the motion to a meeting to be fixed at his/her discretion or at the request of any Individual member or, in the case of a Corporation or Firm member, its representative present.

18. PRESIDENT/CHIEF EXECUTIVE OFFICER

18.1. The officer of the Chamber shall consist of a President, who can be an ordinary member of the Chamber and shall be appointed by the Board.

18.2. The President/Chief Executive Officer: The President/Chief Executive Officer shall, if present, preside at all meetings of the directors and members.

19. CHAIR

19.1. The Chair will be the Chair of every meeting of the Chamber. This includes any Annual General Meeting at which his/her post is due for election, except that the portion of the meeting dealing with the election will be chaired by the President/Chief Executive Officer or, in his/her absence, a member of the Chamber elected by the meeting. In the absence of the Chair, the Deputy Chair will chair the meeting and in the absence of the Deputy Chair the meeting will elect its own Chair. The Chair presiding at any meeting shall have an original and also a casting vote and the declaration by the Chair that a resolution submitted to a show of hands has been carried or lost will be accepted as conclusive evidence of the fact.

20. BOARD OF DIRECTORS

20.1. There will be a Board of Directors of the Chamber which consists of:

- (a) a Chair,
- (b) a Deputy Chair,
- (c) a Secretary,
- (d) the President/Chief Executive Officer,
- (e) a Treasurer/Financial Accountant, and
- (f) eighteen supernumerary members **and/or observer members** appointed by the directors pursuant to by-law 20.5 hereof.

20.2. The Board is responsible primarily for the intellectual input to the Executive Committee of the Board, as well as monitoring and evaluating the implementation of the policies, procedures, strategic and business plans by the Executive Office and providing advice and opinions on any matters placed before the Chamber. The members of the Board shall be directors for the purposes of the Act.

20.3. Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Chamber.

20.4. If a casual vacancy occurs, other than in any of the offices, the directors may

appoint an ordinary member of the Chamber to fill the vacancy.

20.5. The Board may appoint any member of the Chamber to be a supernumerary director and/or observer director for any period, not exceeding its term of office, in its absolute discretion. Such member shall not be entitled to vote at meetings of the directors.

20.6. Powers: The affairs of the Chamber shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber and are not by the by-laws or any special resolution of the Chamber or the Act expressly directed or required to be done by the Chamber at a general meeting at the Chamber.

20.7. Qualification: A director shall be an ordinary member of the Chamber.

20.8. Term of Office: Unless sooner determined, a director's term of office shall be for three years, subject to the provisions, if any, of the Articles of Incorporation of the Chamber, be from the date of the meeting at which he/she is elected or appointed and he/she is eligible for election at the annual general meeting held at the end of the three year term or until his/her successor is elected or appointed. A director can serve no more than three consecutive terms.

20.9. Removal from Office: The members of the Chamber may, by ordinary resolution at a special meeting, remove any director from office.

20.10. Vacancy Filled: A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.

20.11. If the vacancy is not filled under by-law 20.10 it may be filled by the Board.

20.12. A director elected or appointed pursuant to by-law 20.10 and 20.11 holds office for the unexpired term of his/her predecessor.

20.13. The Treasurer/Financial Accountant: The Treasurer shall have the care and custody of all the funds and securities of the Chamber and shall deposit the same in the name of the Chamber in such bank or banks or with such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him. He will be responsible for the financial accounting for the Chamber. He may be

required to give such bond for the faithful performance of his/her duties as the directors in their uncontrolled discretion may require and no director 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 Chamber to receive any indemnity thereby provided.

20.14. The Voting period shall end at least 24 hours prior to the Annual General Meeting to allow the votes to be tallied and the voting process to be audited. The results of the vote will be announced by the President/CEO at the Annual General meeting and put to the membership at the meeting for confirmation. Once the results are confirmed by the membership present, the winning nominee will be duly elected as a member of the Board. If the membership fails to confirm the outcome of the vote a new round of voting will take place and be submitted to an Extraordinary General Meeting.

20.15. During the voting period no nominee, existing Board Member or other representative of a chamber member shall communicate with the President/CEO to determine the status of voting or to seek any other information that may influence the outcome of the voting process.

20.16. Remuneration: The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his/her duties.

20.17. Vacating of Office: The office of a director of the Chamber shall be vacated -

- a) if by notice in writing he/she resigns his/her office;
- b) if he/she ceases to be a member of the Chamber;
- c) if he/she does not attend four consecutive meetings of the directors, unless the directors otherwise determine;
- d) if he/she is removed from office in accordance with by-law 20.9;
- e) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes an authorised assignment or is declared insolvent;
- f) if he/she is found to be suffering from a mental disorder or becomes of unsound mind;
- g) if he/she is convicted of any criminal offence involving fraud or dishonesty.

Chamber or at such other place or places as the Board may determine, and shall be open to the inspection of Individual members or Corporation or Firm member representatives at all times during usual business hours.

24. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

24.1. No director or officer of the Chamber shall be liable to the Chamber for -

- a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- b) any loss, damage or expense incurred by the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for or on behalf of the Chamber;
- c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Chamber shall be paid out or invested;
- d) loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities of 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 Chamber;
- f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto;

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

24.2. Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or Regulations made thereunder or relieve him from liability for a breach thereof.

24.3. The directors for the time being of the Chamber 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 Chamber, except such as are submitted to and authorised or approved by the directors.

24.4. If any director or officer of the Chamber is employed by or performs service for the Chamber otherwise than as a director or officer 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 Chamber, the fact of his/her being a member, director or officer of the Chamber shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

25. EXECUTIVE COMMITTEE

25.1. There will be an Executive Committee of the Board, comprising the Chair, the Deputy Chair, the Secretary, the Treasurer, and the President/Chief Executive Officer. The Executive Committee shall determine the policies, procedures, strategic and business plans of the Chamber and oversee the management of the business of the Chamber, in accordance with the policies, procedures and strategies of the Chamber.

26. NOMINATION COMMITTEE

26.1. There will be a Nomination Committee of the Chamber comprising the Chair, the Immediate Past Chair (if applicable), and three representatives of members nominated by the Board.

27. AUDIT COMMITTEE

28.1 There will be an Audit Committee of the Chamber, chaired by the Treasurer, and comprising such other members of the Chamber as may be selected by the Board.

28. ADDITIONAL COMMITTEES

28.1. 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.

28.2. 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 equity of votes the chair of the meeting shall have a second or casting vote.

28.3. The Board has the power to appoint sub-committees of Chamber members to consider special issues of concern to the Chamber. The Chair of each sub- committee shall be appointed by the Board from amongst the membership of the Chamber or from the Executive Office. All sub-committees are subject to the direction of the Board. There will be a Board member appointed for each sub- committee to ensure communication and oversight of the work of each sub- committee.

28.4. The Chair and President/Chief Executive Officer shall be ex-officio members of all Board sub-committees, except that the President/Chief Executive Office shall not be a member of the Audit Committee.

28.5. A report on the activities of each sub-committee shall be laid at each meeting of the Board and shall be taken as read, subject to a contrary majority vote of the Board in meeting. A decision of any sub-committee will not bind the Chamber until it is confirmed by the Board though in an emergency the Chair, or in the absence of the Chair, a Deputy Chair, may confirm a decision, such confirmation to be reported and justified at the next Board meeting.

29. MEETINGS OF MEMBERS

29.1. Annual Meeting: Subject to the provisions of Section 107 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place or mode within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

29.2. Special Meetings: Special meetings of the members may be convened by order of the President, the Chair or by the directors at any date and time and at any place or mode within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

- (1) 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.

- (2) If the directors do not, within twenty-one 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.
- (3) 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 E and F of Part I of the Act.

29.3. Notice: A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend such meeting, on each director and on the auditor of the Chamber in the manner specified in by-law 30 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on 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 judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.

29.4. 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.

29.5. 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, director or the auditor of the Chamber shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

29.6. 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, if the Articles so provide, in the case of an equality of votes the chair of the meetings shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

29.7. At every meeting at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the Articles, have one vote.

29.8. At any meeting unless a ballot is demanded, a declaration by the chair of the meeting that 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.

29.9. When the President and the Chair are absent, the persons who are present and entitled to vote shall choose another director as chair 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 member to be chair.

29.10. A ballot may, either before or after any vote by a show of hands, be demanded by any person entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a chair 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 directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair 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.

29.11. Proxies: Votes at meetings of members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of the Chamber.

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

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

29.14. Subject to the provisions of Part IV of the Regulations, a proxy may be in the following form:

The undersigned member of [INSERT NAME OF CHAMBER] hereby appoints _____ of, or failing him, _____ of _____ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the members of the said Chamber to be held on the _____ day of _____ 20____ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____ 20____

Signature of member

29.15. Adjournment: The chair of any meeting may with the consent of the members 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 any adjourned meeting for which no notice is required.

29.16. 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.

29.17. Minutes: Correct minutes shall be kept of the proceedings of the Chamber, of the Board and of sub-committees of the Board. Minutes of the proceedings of the Chamber shall be open to the inspection of Individual members and Corporation or Firm members' representatives during usual business hours.

30. NOTICES

30.1. 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 or electronic mail to any such person at

his/her latest address as shown in the records of the Chamber or in the latest notice filed under Section 69 or 77 of the Act, and to the auditor at his/her business address.

30.2. 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.

30.3. 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 Chamber in writing of his/her new address.

30.4. Signatures of Notices: The signature of any director or officer of the Chamber to any notice or document to be given by the Chamber may be electronic, written, stamped, typewritten or printed or partly electronic, written, stamped, typewritten or printed.

30.5. 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 of other period.

30.6. Proof of Service: Where a notice required under the by-laws hereof is delivered personally to the person to whom it is addressed or delivered to his/her address or if they are sent to his/her electronic mail address hereof, service shall be deemed to be at the time of delivery of such notice.

30.7. 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.

30.8. A certificate of an officer of the Chamber 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.

30.9. All notices required to be served under these by-laws shall be deemed to be sufficiently served if they are sent to the electronic mail address listed against the name of each Individual member or each Corporation or Firm member representative in the members database on or before the normal close of business on the day in question.

Individual members and Corporation or Firm representatives are responsible for ensuring that they have functioning electronic mail addresses and that these addresses are up-to-date in the members database.

31. CHEQUES, DRAFTS AND NOTES

31.1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

32. EXECUTION OF INSTRUMENTS

32.1. Contracts, documents or instruments in writing requiring the signature of the Chamber may be signed by -

- (a) the President or the Chair together with the Secretary or the Treasurer; or

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

32.2. The common seal of the Chamber may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in by-law 32.2.1 hereof.

32.2.1. Subject to Section 136 of the Act -

- (a) the President or the Chair together with the Secretary or the Treasurer; or

- (b) any two directors,

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

warrants or other securities.

33. SIGNATURES

33.1. The signature of the President, the Chair, the Secretary, the Treasurer or any director of the Chamber or of any officer or person, appointed pursuant to by-law 32 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Chamber executed or issued by or on behalf of the Chamber. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer 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 officer 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.

34. FINANCIAL YEAR

34.1. The directors may from time to time by resolution establish the financial year of the Chamber.

35. DISSOLUTION AND DISTRIBUTION

35.1 Upon dissolution the Chamber shall by special resolution, after payment of all debts and liabilities distribute or dispose of the remaining property to any organization in Saint Lucia the business of which is charitable or beneficial to the community.

36. AMENDMENT OF BY-LAWS

36.1. The by-laws may be altered by the majority vote of the Board subject to confirmation by an Ordinary Resolution of a General Meeting of the Chamber.

37. THE FOUNDING DIRECTORS OF THE EXECUTIVE COMMITTEE

37.1 The directors as at the effective date of these by laws will be deemed to be the Founding Directors of the Executive Committee of the Board and will continue in office for a period

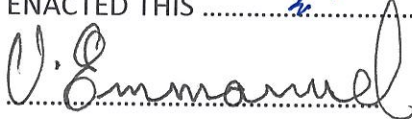
of three years, when they will become eligible for election under these by-laws.

37.2 The Founding Directors of the Executive Committee will have all the powers as described in these by-laws.

During the three-year period the Founding Directors of the Executive Committee will

- (a) the membership of the Chamber; and
- (b) a smooth transition from the Founding Executive Committee to an elected Executive Committee.

ENACTED THIS 2nd DAY OF April, 2024.



DIRECTOR
VERNE EMMANUEL

Caribbean Energy Chamber Inc.



SECRETARY
RHORY McNAMARA

RDM Corp Sec Services Inc.



