



Barbados Ice Skating Association (BSA) Inc.

Bylaws

August 6, 2023

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ARTICLE 1: DEFINITIONS

In this Bylaw, unless otherwise indicated, the following words and phrases shall have the meaning so defined in the [Bylaws Definitions](#) document.

ARTICLE 2 - GENERAL

- 2.1 The name of this organization is "**Barbados Ice Skating Association (BSA)**." For all purposes, this name may be abbreviated to read "**BSA**." This organization may also be known as and conduct business under the name "Barbados Ice Skating Association. "We create and cultivate opportunities for participation and achievement in figure skating, speed skating and short track. (a) We serve as the national governing body in the sport of **figure skating on ice, speed skating on ice and short track**. We govern by the [Constitution of the International Skating Union \(ISU\)](#) , BSA Rules and Regulations, and the laws of Barbados.
- 2.2 We take all steps necessary to regulate and govern figure skating on ice, speed skating on ice and short track throughout Barbados, including the raising of funds to support activities of the Barbados Ice Skating Association, the sale of publications, the conduct of competitions, ice show assessments, sanction fees and any other lawful means, provided that none of the income of the Barbados Ice Skating Association inures to the private profit of any of its members.
- 2.3 We strive to provide a safe environment for our members that is free of misconduct and harassment.
- 2.4 We define and maintain uniform standards of skating proficiency.
- 2.5 We prescribe rules for the holding of and eligibility for tests, competitions, exhibitions, ice shows and all other skating activities.
- 2.6 We qualify and appoint judges, referees and other officials for all tests, competitions, and other skating events.
- 2.7 We encourage, guide and assist in the organization of local skating clubs, and the attaining of full participation in figure skating, speed skating and short track by individuals, groups, clubs, schools, colleges and universities throughout Barbados.
- 2.8 We organize and sponsor competitions and exhibitions for the purpose of stimulating interest in figure skating, speed skating and short track on the part of all persons.
- 2.9 We assist financially or otherwise, in accordance with the rules of the Barbados Ice Skating Association, the participants traveling to and from and attending such competitions and exhibitions, who would otherwise be unable to participate therein;
- 2.10 We encourage those persons who have demonstrated an ongoing interest in figure skating, speed skating and short track to continue their participation in figure skating, speed skating and short track and where possible, to obtain a college or university education.

- 2.11 We provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators and officials to participate in eligible athletic competition without discrimination on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by National or local law, where applicable. We provide fair notice and an opportunity for a hearing to any eligible athlete, coach, trainer manager, administrator or official before declaring such individual ineligible to participate.
- 2.12 We select members of the Board of Directors and athlete representatives without discrimination on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, or any other status protected by Barbados law, where applicable.

ARTICLE 3: INTERPRETATION

- 3.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and an unincorporated organization.
- 3.2 The Bylaws have been drafted in English.
- 3.3 Except as provided in the Act, the Board will have the authority to interpret any provision of the Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of Barbados Ice Skating Association (BSA) as set out in the Articles.
- 3.4 References in this Bylaw to a “year” or “years”, in the context of the length of a Director’s or the President’s term of office, shall not necessarily be read to mean a period, or successive periods, of exactly twelve (12) months but rather the period, or successive periods, from one Annual Meeting until the next, as the context requires.

ARTICLE 4: MEMBERS

- 4.1 Subject to the Articles, Barbados Ice Skating Association (BSA) shall have two classes of Members, namely:
- 4.1.1 the "Skating Members Class";
- 4.1.2 the "Barbados Ice Skating Association (BSA) Coach Class".

Membership Conditions

- 4.2 Clubs/Skating Schools making application for Membership in Barbados Ice Skating Association (BSA) shall be admitted, in the Board's discretion.
- 4.3 A Barbados Ice Skating Association (BSA) Coach in Good Standing making application for Membership shall be admitted, in the Board's discretion, to the Barbados Ice Skating Association (BSA) Coach Class.
- 4.4 As set out in the Articles,
- 4.4.1 each Member of the Skating Members Class shall be entitled to receive notice of, attend, and vote at all meetings of the Members and each such Member shall have one (1) vote at such meetings, all of which shall be cast as a block;
- 4.4.2 each Member of the Barbados Ice Skating Association (BSA) Coach Class shall be entitled to receive notice of, attend, and vote at all meetings of the Members and each such Member shall have (1) vote at such meetings.
- 4.5 Each Member's Membership shall be subject to the terms and conditions of the Bylaws and the policies of Barbados Ice Skating Association (BSA). Each Club and Skating School shall be assigned to a Membership class for each Membership Year, based on the number of Registrants in Good Standing in each Club or Skating School as validated by Barbados Ice Skating Association (BSA) as of August 31 of the preceding Membership Year.

Termination of Membership

- 4.6 Membership is automatically terminated when:
- 4.6.1 in the case of a Club or Skating School, the Member is dissolved;
- 4.6.2 in the case of a Barbados Ice Skating Association (BSA) Coach, the Member dies; or
- 4.6.3 in any case, the Member resigns as a Member by delivering a written resignation to Barbados Ice Skating Association (BSA) in which case such resignation shall be effective on the date specified in the resignation. Resignation as a Member shall not release the Member from payment of any dues owing, including those for the current Membership Year or any other indebtedness to Barbados Ice Skating Association (BSA).
- 4.7 Membership may be terminated when:
- 4.7.1 a Member fails to pay dues or debts owing to Barbados Ice Skating Association (BSA);
- 4.7.2 the Member willfully commits a breach of the Articles, Bylaws, or written policies of Barbados Ice Skating Association (BSA) as determined by the Board; or
- 4.7.3 the Member commits a breach of the Articles, Bylaws, or written policies of Barbados Ice Skating Association (BSA) and fails to cure such breach within a reasonable period, as determined by the Board.

4.8 Upon termination of Membership, the rights of the Member pursuant to the Bylaws automatically cease to exist.

Discipline

4.9 A Member's Membership may be suspended in accordance with Barbados Ice Skating Association (BSA)'s policies and procedures relating to the discipline of Members.

4.10 A Registrant may be suspended or expelled from Barbados Ice Skating Association (BSA) in accordance with Barbados Ice Skating Association (BSA)'s policies and procedures relating to the discipline of Registrants.

Membership Transferability

4.11 A Membership may only be transferred to Barbados Ice Skating Association (BSA).

ARTICLE 5: MEMBERS' MEETINGS

5.1 Any Members' Meeting may be called by the Board or the President/Chair. Members' Meetings are chaired by the President.

5.2 Written notice of the time and place of any Members' Meeting shall be provided to the Members by any of the following means:

5.2.1 by mail to each Member entitled to vote at such meeting during a period of twenty-one (21) to sixty (60) Days (exclusive of the day on which the notice is delivered or sent but inclusive of the date of such meeting for which the notice is given) before the day on which such meeting is to be held; or

5.2.2 by telephonic, electronic or other communication modality to each Member during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held.

5.3 The notice in section 5.2 hereof shall contain a summary of any special business to come before the meeting.

5.4 The Board shall call a Special Meeting in accordance with section 75 of the [Barbados Companies Act](#) upon written requisition of Members of any class carrying not less than five percent (5%) of the total Members' votes which may be cast at that Special Meeting. Such requisition shall express the object of the meeting and shall be mailed to the Chief Executive Officer of Barbados Ice Skating Association (BSA) as well as the President. If neither the Board nor the President calls a Special Meeting within twenty-one (21) Days of receiving such requisition, any Member who signed the requisition may call the Special Meeting to address the object of the meeting so requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.

- 5.5 In accordance with and subject to section 112 of the Act, a Member may submit to Barbados Ice Skating Association (BSA) notice of any matter that the Member proposes to raise at an Annual Meeting. Any such proposal shall be submitted to Barbados Ice Skating Association (BSA) and sent to the Members in accordance with the notice requirements and timelines set forth in the Act.

Annual Meeting

- 5.6 The Annual Meeting shall be held in Barbados at such time and place as determined by the Board and announced at the preceding Annual Meeting.
- 5.7 The order of business at an Annual Meeting shall be as determined by the Board or as required by the Act or other relevant legislation.

Members Meetings by Teleconference and Other Electronic Modality

- 5.8 Any person entitled to attend a Members' Meeting may meet by teleconference and/or other electronic modality that permits such person to communicate adequately with other persons so entitled, provided that:
- 5.8.1 The Board addresses the mechanics and security issues related to holding such a meeting including the requirements for establishing quorum, and recording procedures;
- 5.8.2 Each Member or other person entitled to be present has equal access to the specific electronic modality to be used; and
- 5.8.3 Barbados Ice Skating Association (BSA) provides a system that enables votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Members without it being possible to identify how each Member voted.

Participation by Teleconference and Other Electronic Modality

- 5.9 A Member or Delegate participating in a Members' Meeting whether by telephone or other electronic modality shall be deemed for the purposes of the Act to have been present at that meeting.

Persons Entitled to Attend

- 5.10 Subject to section 5.11, persons entitled to be present at a Members' Meeting are Individual Members, Delegates (in the case of Members which are not individuals), the Board, Officers, the Section chairs, the Public Accountant, the Chief Executive Officer of Barbados Ice Skating Association (BSA), employees of Barbados Ice Skating Association (BSA), Honorary Associates, and such other persons who are entitled or required under any provision of the Act to be present at the meeting.

5.11 Members' Meetings shall be open to invited guests and to any Registrant having reached sixteen years of age provided that such individual shall not be entitled to speak at such meeting and provided further that the Board may, by Ordinary Resolution, close any Members' Meeting to those who are not otherwise legally entitled to attend.

5.12 The Members may, by Ordinary Resolution, grant invited guests the right to speak at a Members' Meeting.

Club/Skating School Delegates to Members' Meetings

5.13 Each Member of the Clubs/Skating Schools Class is entitled to send one Delegate to a Members' Meeting, who shall have the right to cast such Member's votes on all matters submitted to a vote at the Members' Meeting.

5.14 The appointment of each Delegate shall be made in such manner as prescribed by the Board and shall apply for the Membership Year in which such appointment is made unless the Member appoints a replacement Delegate for that Membership Year.

Quorum

5.15 Barbados Ice Skating Association (BSA) Coaches or Delegates, present in person or present through the telephonic, electronic or other communication modality provided by Barbados Ice Skating Association (BSA), able to exercise at least two thirds (2/3) votes, shall constitute a quorum.

Absentee Voting

5.16 There will be no voting by proxy.

5.17 A Barbados Ice Skating Association (BSA) Coach or Delegate entitled to vote at a Members' Meeting may vote by means of a telephone, electronic or other communication modality.

Determining a Majority Vote

5.18 Abstentions are not counted in determining a majority.

5.19 In the event of a tie vote, the applicable motion is defeated.

5.20 Except as otherwise provided in the Act or this Bylaw, a simple majority of the votes cast by the Delegates and Barbados Ice Skating Association (BSA) Coaches present shall determine the motions in Members' Meetings.

5.21 Unless a secret ballot is held, a declaration by the chair of the Members' Meeting that a resolution has been carried or not and an entry to that effect in the minutes of Barbados Ice Skating Association (BSA) shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Adjournment

5.22 Any Members' Meeting may be adjourned to any time and place as determined by Ordinary Resolution of the Members at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

ARTICLE 6: BOARD OF DIRECTORS

6.1 The Board shall consist of:

- i. President;
- ii. Secretary
- iii. Treasurer
- iv. Additional Directors, if any.

Eligibility

6.2 Any person who is 18 years of age or older who has the power under law to contract, who has not been declared incapable by a court in Barbados or in another country, and who does not currently have the status of bankrupt, may be nominated for election as a Director or President.

6.2.1 Candidates for the Director (Member), if applicable, are further restricted to persons who are either Registrants or Barbados Ice Skating Association (BSA) Coaches. Candidates must be in Good Standing.

6.2.2 Candidates for Director (Coach), if applicable, are further restricted to Barbados Ice Skating Association (BSA) Coaches. Candidates must be in Good Standing.

6.2.3 Candidates for President and Directors at Large are restricted to Registrants and Barbados Ice Skating Association (BSA) Coaches. Candidates must be in Good Standing.

6.2.4 No person holding the position of Chair of any Section, if applicable, shall also be a Director or President of Barbados Ice Skating Association (BSA). Such person must resign from their position once elected or appointed.

6.2.5 No sitting Director or President of Barbados Ice Skating Association (BSA) may be elected or appointed to the position of Chair of any Section, if applicable, unless he or she first resigns as Director or President of Barbados Ice Skating Association (BSA).

Nominations

- 6.3 No current member of Senior Management may be nominated for election as a Director or President. No past member of Senior Management may be nominated for election as a Director or President unless at least twelve (12) months have passed since that person vacated their Senior Management position.
- 6.4 Any nominations to fill a vacancy on the Board, accompanied by the written consent of the nominee by signed or electronic signature, shall be submitted in writing or by electronic transmission pursuant to Barbados Ice Skating Association (BSA) policies seventy-five (75) days prior to the next scheduled Annual Meeting to the President or such other person as the Board may designate.
- 6.5 Individuals currently on the Board eligible to be re-elected are not subject to nomination but must provide written notice seventy-five (75) days prior to the next scheduled Annual Meeting to the President or such other person as the Board may designate.
- 6.6 Names of valid nominees and those seeking re-election will be circulated to all Members.
- 6.7 For greater certainty, nominations from the floor of a Members' Meeting will not be accepted.

Directors' Terms

- 6.8 The President will hold office for four (4) years and will hold such office until a successor has been duly elected in accordance with the Bylaws, unless the President resigns, is removed from or vacates their office. The President may serve a second consecutive term of two (2) years after serving the initial four-year term as President. The President may not serve longer than six (6) years in succession.
- 6.9 Each Elected Director elected after the coming into force of this provision will hold office for two (2) years and will hold office until their successor has been duly elected in accordance with the Bylaws, unless that Director resigns, is removed from, or vacates their office. An Elected Director may not serve more than three (3) consecutive terms.
- 6.10 Subject to section 6.11, an Elected Director who has served three (3) consecutive terms, or a President who has served consecutive terms of four (4) years and two years (2) will be eligible for nomination to a vacant Board position only if there has been a period of two (2) years between the Annual Meeting at which their term limit was reached and the Annual Meeting at which the individual would again be a candidate.
- 6.11 Section 6.10 shall not apply to an Elected Director seeking nomination as President following the services of three (3) consecutive terms as Elected Director.
- 6.12 An Elected Director serving a partial term will, upon completion of the partial term, remain eligible to serve three (3) consecutive two-year terms as Elected Director.
- 6.13 The President serving a partial term will, upon completion of the partial term, remain eligible to serve a term of 4 years, and is eligible for a second consecutive term of 2 years as President.

Elections

- 6.14 The election of the President will take place in years as required.
- 6.15 The election of the Elected Directors will take place at Annual Meetings.
- 6.16 All elections shall be determined by Ordinary Resolution, and the voting procedure shall be prescribed by the Board.
- 6.17 In the voting for the President and Elected Directors, the scrutineer(s) shall accept and count only those ballots that are cast for a full slate of positions listed on a ballot.
- 6.18 Elections will be held as required in following order and will be conducted on separate secret ballots:
- i. President
 - ii. Director (Member), if applicable
 - iii. Director (Coach), if applicable
 - iv. Directors at Large
- 6.19 Notwithstanding sections 6.3 to 6.6, and validly nominated candidate who runs for but fails to be elected to the office of President may choose, if otherwise eligible, to stand for election as the Director (Member) or Director (Coach).
- 6.20 Notwithstanding sections 6.3 to 6.6, any validly nominated candidate who runs for but fails to be elected to the position of Director (Member), or Director (Coach) may choose, if otherwise eligible, to stand for election as Director at Large.

Additional Directors

- 6.21 The Board may by Ordinary Resolution appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting. The total number of Additional Directors may not exceed one-third (1/3) of the number of Elected Directors elected at the previous Annual Meeting.
- 6.22 The Board may not appoint the same individual as an Additional Director for more than two (2) consecutive terms in accordance with section 6.20 nor appoint an individual who has as of the immediate prior Annual Meeting served the maximum allowable consecutive terms as an Elected Director, unless that individual reached the limit of allowable consecutive terms in the position of President.
- 6.23 An individual who has served as an Additional Director for two (2) years in succession and who subsequently seeks election as an Elected Director will only be eligible for two (2) consecutive terms as Elected Director.

Resignation, Vacating and Removal

6.24 A Director (including the President) may resign from the Board at any time by presenting their notice of resignation to the Board. Such resignation will become effective as of the date on which the notice is received by the Board. If a Director resigns, their position as an Officer (if any) will automatically and simultaneously be terminated.

6.25 The position of Director (including the position of President) shall be automatically vacated:

- i. if the Director (including the President) is found by a court in Barbados or in another country to be of unsound mind;
- ii. if the Director (including the President) is found guilty of a relevant criminal offence;
- iii. on death or permanent disability that prevents carrying out the duties of a Director (including President); and
- iv. if the Director (including President) becomes bankrupt.

6.26 A Director (including the President) may be removed by Ordinary Resolution of the Members. If a Director (including the President) resigns, their position as an Officer (if any) will automatically and simultaneously be terminated.

Vacancies

6.27 Where the position of a Director becomes vacant for whatever reason before their term is complete, the Board may appoint a qualified person to fill the vacancy until the next Annual Meeting. If there is a further year remaining in such Director's term, an election will be held to fill the remainder of their term.

6.28 Where the position of President becomes vacant before their term is complete, the Board may appoint a qualified person from the Board to fill the vacancy until the next Annual Meeting, at which time an election for the position of President for a four (4) year term will be held.

Powers of the Board

6.29 Except as otherwise provided in the Act or the Bylaws, the Board has the authority to exercise the powers of Barbados Ice Skating Association (BSA) and may delegate any of its powers, duties and functions. Inter alia:

- 6.29.1 The Board will set and monitor the accomplishment of the vision, mission, values (or their equivalent) and strategic direction of Barbados Ice Skating Association (BSA);
- 6.29.2 The Board will provide continuity for Barbados Ice Skating Association (BSA) by ensuring its financial health;
- 6.29.3 The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Board;

- 6.29.4 The Board may make policies governing the management of the affairs of Barbados Ice Skating Association (BSA), inclusive of the affairs managed by the Sections of Barbados Ice Skating Association (BSA);
- 6.29.5 The Board may determine registration procedures and fees, dues, assessments, charges and other registration requirements for Members and Registrants;
- 6.29.6 The Board may make policies relating to the discipline of Members and Registrants and will have the authority to discipline Members and Registrants in accordance with such policies;
- 6.29.7 The Board may make policies relating to the management of disputes within Barbados Ice Skating Association (BSA) and all disputes will be dealt with in accordance with such policies;
- 6.29.8 The Board may borrow money upon the credit of Barbados Ice Skating Association (BSA) as it deems necessary in accordance with the Bylaws; and
- 6.29.9 The Board may perform any other duties from time to time as may be in the best interests of Barbados Ice Skating Association (BSA).

Meetings of the Board

- 6.30 The President or any three (3) Directors may call a meeting of the Board.
- 6.31 Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all of the Directors are present and none objects to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting.
- 6.32 At any meeting of the Board, quorum will be a simple majority of Directors holding office.
- 6.33 The Board may meet by teleconference or other electronic modality that permits each individual present to communicate adequately with each other, provided that:
 - i. each such individual has equal access to the specific electronic modality to be used; and
 - ii. the Directors address the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording events.
- 6.34 Each Director is entitled to one vote. Voting will be by majority. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request. The meeting chair may vote only when the vote would change the result. Therefore the meeting chair may vote to break a tie, and thus pass the motion or to create a tie, and thus defeat a motion. A Director participating in a meeting either by teleconference or other electronic modality shall be deemed to have been present at that meeting.
- 6.35 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

- 6.36 The President shall chair meetings of the Board. In the absence of the President, the Directors shall appoint a chair for a meeting from among those Directors present.

ARTICLE 7: OFFICERS

- 7.1 The President is an Officer of Barbados Ice Skating Association (BSA) and shall be elected by the Members in accordance with this Bylaw.
- 7.2 Officers other than the President shall be appointed by the Board by Ordinary Resolution.
- 7.3 Two or more offices of Barbados Ice Skating Association (BSA) may be held by the same person and a person appointed as an Officer need not be a Director.
- 7.4 The President shall ensure that the Board functions in accordance with its policies governing its own performance, ensure the execution of decisions made by the Board, sign all documents that require signature, fulfill all duties inherent to the office of President, and shall have such other powers and duties as may be assigned by the Board.
- 7.5 The Board may vest in a Director all powers and authorize such person to perform all duties of the President in the latter's absence or inability or refusal to act.
- 7.6 Any Officer other than the President may be removed by Special Resolution of the Board, provided that such Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote.
- 7.7 The President may only be removed by Ordinary Resolution of the Members in a Members' Meeting.

ARTICLE 8: COMMITTEES

- 8.1 The Board may from time to time appoint any committees, or other advisory bodies, as it deems necessary or appropriate for such purposes and such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board.

ARTICLE 9: CONFLICT OF INTEREST

- 9.1 Directors and Officers of Barbados Ice Skating Association (BSA) shall comply in all respects with applicable rules of law and equity concerning conflicts of interest including, without limitation, section 255 of the Act.
- 9.2 The Board shall promulgate and enforce corporate policies regarding conflicts of interest, and every Officer, Director, Member, Barbados Ice Skating Association (BSA) Coach, Registrant, Delegate, Section chair, and employee of Barbados Ice Skating Association (BSA) shall comply with such corporate policies to the extent applicable to them.
- 9.3 Every Director, Officer, Member, Barbados Ice Skating Association (BSA) Coach, Registrant, Delegate, Section chair, and employee of Barbados Ice Skating Association (BSA) shall report to the Board any conflict of interest, whether confirmed or suspected, actual or inchoate, affecting any Director or Officer (a **"Real or Potential Conflict"**).
- 9.3.1 Upon becoming aware of a Real or Potential Conflict, the Board shall investigate the matter and shall, in writing, determine whether the matter involves a conflict of interest or not.
- 9.3.2 If a conflict of interest is found to exist, the Board, not including any Director implicated in the conflict of interest, shall, in writing, report upon the legal consequences of the matter and issue recommendations to manage the conflict. The Board's written report and recommendations shall be provided to all interested parties, who shall be granted a full and fair opportunity to be heard.
- 9.3.3 The Board shall reasonably consider any submissions received from the interested persons and shall revise its report and recommendations as it may find necessary.
- 9.3.4 If any Director or Officer thereafter fails to comply promptly with the Board's recommendations, as revised, such Director or Officer shall be deemed not to have complied with section 255 of the Act.
- 9.3.5 If a Director or Officer has been found by the Board to be in a conflict of interest and the Director or Officer has failed to comply with the Board's recommendations, all as set out above, then the Board (not including any Director implicated in the conflict of interest) shall have the power to exclude the Director or Officer from meetings, deliberations, and other discussions of the Board to the extent required to attenuate the conflict of interest and to ensure compliance with the Board's said recommendations.
- 9.3.6 The Board may delegate its duties under this section 9.3 to a committee of the Board and may retain legal counsel.

ARTICLE 10: FINANCE

- 10.1 The financial year of Barbados Ice Skating Association (BSA) shall be January 1 to December 31, or such other period as the Board may from time to time determine.
- 10.2 The banking business of Barbados Ice Skating Association (BSA) shall be conducted at such financial institutions as the Board may designate from time to time by Ordinary Resolution.
- 10.3 Barbados Ice Skating Association (BSA) will send to the Members a copy of the annual financial statements at least twenty-one (21) Days before the Annual Meeting.
- 10.4 The Board may, without authorization by the Members, borrow, raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Board may from time to time borrow money on the credit of Barbados Ice Skating Association (BSA).
- 10.5 From time to time the Board may authorize a Director, Officer, or employee of Barbados Ice Skating Association (BSA) to sign for and on behalf of Barbados Ice Skating Association (BSA) all cheques, contracts, leases, mortgages and similar documents or to sign a specific instrument or contract on behalf of Barbados Ice Skating Association (BSA). Any instruments or contracts so signed will be binding upon Barbados Ice Skating Association (BSA) without any further authorization or formality. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, Bylaw or other document of Barbados Ice Skating Association (BSA) to be a true copy thereof.
- 10.6 All Directors and Officers who are not employed by Barbados Ice Skating Association (BSA) and members of committees (as considered in Article 8 hereof) or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their respective positions as such; provided that such Directors, Officers, or members of committees or sub-committees may be paid reasonable expenses incurred in the performance of their respective duties.

ARTICLE 11: CORPORATE

- 11.1 The business and affairs of Barbados Ice Skating Association (BSA) will be carried on without the purpose of gain for its Members and any profits or other accretions to Barbados Ice Skating Association (BSA) will be used in promoting its purposes.
- 11.2 The registered office of Barbados Ice Skating Association (BSA) will be located in Barbados at such address as the Board may determine.
- 11.3 Barbados Ice Skating Association (BSA) may have a corporate seal in the form approved by the Board. If a corporate seal is approved by the Board, the Board shall from time to time by resolution provide for its custody and use.
- 11.4 The necessary books and records of Barbados Ice Skating Association (BSA) required by the Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of

the Board and records of Barbados Ice Skating Association (BSA) will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the registered office of Barbados Ice Skating Association (BSA) in accordance with the Act.

ARTICLE 12: AMENDMENT OF BYLAWS

- 12.1 Except for the items set out in Article 13 hereof, Bylaws may be proposed, amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw proposal, amendment, or repeal to the Members at the next Members Meeting, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw proposal, amendment or repeal. The Bylaw confirmation, amendment, or repeal is effective from the date of the Ordinary Resolution of the Directors. The Bylaw confirmation, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Members' Meeting or if it is rejected by the Members at such meeting.
- 12.2 Proposals, amendments, or repeals to the Bylaws ("Bylaw Proposals") may be submitted by the Board, by a Section, by a Club or Skating School in Good Standing, or by a Barbados Ice Skating Association (BSA) Coach. A Bylaw proposal, amendment, or repeal submitted by a Section must be signed by its Section chair. A Bylaw proposal, amendment, or repeal submitted by a Club or Skating School must be signed by its president or owner. A Bylaw Proposal submitted by a Barbados Ice Skating Association (BSA) Coach must be signed by such Professional Coach.
- 12.3 Bylaw Proposals shall be made in accordance with the procedures set forth in section 112 (and any related provisions) of the Act for the making of proposals by members, it being understood that references to members in section 112 shall be read *mutatis mutandis* to mean a Section, a Club or Skating School in Good Standing, or a Barbados Ice Skating Association (BSA) Coach.

ARTICLE 13: FUNDAMENTAL CHANGES

- 13.1 In accordance with subsection 197(1) (Fundamental Company Changes) of the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws:
- i. Change Barbados Ice Skating Association (BSA)' name;
 - ii. Add, change, or remove any restriction on the activities that Barbados Ice Skating Association (BSA) may carry on;
 - iii. Create a new class or group of Members;
 - iv. Change a condition required for being a Member;
 - v. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
 - vi. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;

- vii. Add, change, or remove a provision respecting the transfer of Membership;
- viii. Increase or decrease the number of, or the minimum or maximum number of, Directors;
- ix. Change the statement of purpose of Barbados Ice Skating Association (BSA);
- x. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Barbados Ice Skating Association (BSA);
- xi. Change the manner of giving notice to Members entitled to vote at a Members' Meeting;
- xii. Change the method of voting by Members not in attendance at a Members' Meeting; or
- xiii. Add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 14: NOTICE

- 14.1 In the Bylaws, written notice will include notice that is provided by telephonic, electronic, or other communication modality to each Member, Director, or Officer, as the case may be. If a person requests that notice be given to that person by non-electronic means, such notice will be sent by mail, courier, or personal delivery.
- 14.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephonic, electronic or other communication modality, two days after the notice is couriered, and five days after the date that the notice is mailed.
- 14.3 The non-receipt of any notice where Barbados Ice Skating Association (BSA) has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 15: DISSOLUTION

- 15.1 Upon dissolution of Barbados Ice Skating Association (BSA), any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

ARTICLE 16: INDEMNIFICATION

- 16.1 Every Director and Officer of Barbados Ice Skating Association (BSA), in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of Barbados Ice Skating Association (BSA) and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer of Barbados Ice Skating Association (BSA) shall comply with the Act, the regulations, Articles, and this Bylaw.

- 16.2 Provided that the standard of care required of the Director or Officer under the Act and this Bylaw has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to Barbados Ice Skating Association (BSA) through the insufficiency or deficiency of title to any property acquired for or on behalf of Barbados Ice Skating Association (BSA), or for the insufficiency or deficiency of any security in or upon which any of the money of Barbados Ice Skating Association (BSA) shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of Barbados Ice Skating Association (BSA) shall be deposited, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director's or Officer's own negligence or willful misconduct or otherwise result from the Director's or Officer's failure to act in accordance with the Act or the regulations.
- 16.3 Subject to the Act, Barbados Ice Skating Association (BSA) shall indemnify a Director or Officer of Barbados Ice Skating Association (BSA) or a former Director or Officer of Barbados Ice Skating Association (BSA) and their heirs, executors and administrators against all costs, charges and expenses reasonably incurred, which shall include legal fees by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is made a party or involved in by reason of being or having been a Director or Officer of Barbados Ice Skating Association (BSA) (excluding any proceeding by or on behalf of Barbados Ice Skating Association (BSA) to obtain a judgment in favour of Barbados Ice Skating Association (BSA) and excluding any proceeding initiated by such individual other than to establish a right of indemnification under this Bylaw), if:
- 16.3.1 the individual acted honestly and in good faith with a view to the best interests of Barbados Ice Skating Association (BSA); and
- 16.3.2 in the case of a criminal or administrative action or investigative or other proceedings that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 16.4 With respect to the defence by a Director or Officer or a former Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which Barbados Ice Skating Association (BSA) is liable to indemnify a director or officer pursuant to the terms of the Act, the Board shall authorize Barbados Ice Skating Association (BSA) to advance to the Director or Officer or former Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer or former Director or Officer to Barbados Ice Skating Association (BSA) disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. Such authorized legal fees shall be reimbursed as they are incurred.
- 16.5 The individual shall repay any monies received from Barbados Ice Skating Association (BSA) in respect of any proceeding forthwith if:
- 16.5.1 a court of other competent authority has determined that such indemnity is prohibited under the Act or any other applicable law; or

- 16.5.2 if he or she has not been substantially successful on the merits in the defence of any such proceeding, unless the individual fulfils the conditions set out in sections 16.3.1 and 16.3.2 and was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

ARTICLE 17: ADOPTION OF THESE BYLAWS

- 17.1 This Bylaw was ratified by a Resolution of the Board of Directors on August 6, 2023.
- 17.2 In ratifying this Bylaw, the Board/Members repeal all prior Bylaws, provided that such repeal shall not impair the validity of any action performed pursuant to the repealed Bylaws.