

BY-LAWS

OF

HELP & SHELTER (INC.)

(A COMPANY LIMITED BY GUARANTEE)



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SECTION ONE: INTERPRETATION

1.01 Definitions

In these by-laws and all other by-laws of the company, unless the context otherwise requires:

- (a) “Act” means the Companies Act, 1991, being Act No. 29 of 1991 of the laws of Guyana, as the same may be amended, repealed or superseded from time to time;
- (b) “appoint” includes “elect” and vice versa;
- (c) “articles” means the articles of incorporation of the company, as amended from time to time;
- (d) “board” means the board of directors of the company as constituted from time to time, and “director” or “directors” means a member or members of the board of directors, respectively;
- (e) “by-laws” means these by-laws as amended and replaced from time to time;
- (f) “company” means Help & Shelter;
- (g) “contracts, documents or instruments in writing” includes deeds; mortgages; hypothecations; charges; conveyances; transfers and assignments of property, real or personal, movable or immovable; agreements; releases; receipts and discharges for the payment of money or other obligations; conveyances; debentures, notes or other securities, and all paper writings;
- (h) “Court” means the High Court of the Supreme Court of Judicature unless the Act shall specify some other court;
- (i) “meeting of members” and “general meeting” includes an annual meeting of members, a special meeting of members and an extraordinary meeting of members and “special meeting of members” means a special meeting of all members entitled to vote at an annual meeting of members;
- (j) “non-business day” means Saturday, Sunday and any other day that is a public holiday in Guyana;
- (j) “seal” means the common seal of the company;
- (k) “secretary” means any person appointed by the board to perform the duties of the company secretary of the company;
- (l) “signing officer” means, in relation to any instrument, any person authorised to sign the same on behalf of the company by by-law 2.04 or by a resolution passed pursuant thereto;
- (m) “special business” means business other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor;
- (n) all terms contained in these by-laws, and which are not defined herein but are defined in the Act, shall have the meanings given to such terms in the Act;
- (p) the singular shall include the plural and the plural shall include the singular.

SECTION TWO: BUSINESS OF THE COMPANY

2.01 The Registered Office

The registered office of the company shall be at such place in Guyana as the board may from time to time determine.

2.02 The Seal

The company shall have a common seal that shall bear the name of the company and may in addition bear such device as the board may think fit.

The seal shall only be used by the authority of the board or of a committee authorised by the board and may be changed by resolution of the board.

2.03 Financial Year

The financial year of the company shall be the 1st January to the 31st December or as otherwise determined by the board from time to time.

2.04 Authorised Signatories

The board may determine who shall sign contracts, documents or instruments in writing requiring the signature of the company and unless otherwise so determined they shall be signed by a director and the secretary or, and only in the absence of the secretary, by a second director. Such contracts, documents or instruments so signed shall be binding upon the company without any further authorisation or formality.

The board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the company either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or, and only in the absence of the secretary, by a second director.

The board may determine who shall sign cheques or orders on the company's bankers for the payment of money and unless otherwise so determined they shall be signed by a director and the secretary or, and only in the absence of the secretary, by a second director.

The signature or signatures of the secretary and directors or of the officer or officers, person or persons appointed as aforesaid by resolution of the board may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contracts, documents or instruments in writing, bonds, debentures, notes or other securities of the company executed or issued by or on behalf of the company and all contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the company on which the signature or signatures of any of the foregoing directors, officers or persons authorised as aforesaid shall be so reproduced pursuant to special authorisation by resolution of the board, shall be deemed to have been manually signed by such directors or officers or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the directors or the officers or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the company.

2.05 Auditor

The auditor of the company shall be appointed at each annual general meeting by ordinary resolution and shall hold office until the close of the next annual general meeting.

The auditor so appointed shall be a member of or a firm of auditors of international stature and a member of the Institute of Chartered Accountants of Guyana, and such auditor shall, at the fiscal year end of the company and at such other times as s/he may be reasonably requested by any director, make an audit of and examine the books and accounts of the company, and for such purposes the auditor shall have access to all books of accounts, records and all vouchers, cheques, papers and documents of or which may relate to the company.

The board may fill a casual vacancy occurring in the office of auditor and such auditor appointed shall continue in office until the next annual general meeting.

No person who is a director, officer, agent or employee of the company shall be eligible for appointment as auditor.

2.06 Secretary

The board shall appoint a secretary for such term and upon such other conditions as the board thinks fit.

A member of the board of directors may be appointed secretary of the company.

Upon the appointment of a new secretary, the outgoing secretary shall within fourteen days of demitting office hand over all relevant minute books and other records to the incoming secretary.

Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done to or by any director of the company authorised generally or specially in that behalf by the board.

2.07 Records

The board shall cause to be made and kept at the registered office of the company all the documents, records and registers required by the Act.

The board shall cause to be made and kept at the registered office of the company or at some other designated place in Guyana adequate records containing minutes of meetings and resolutions of the board and committees of the board, which shall at all reasonable times be available for inspection by directors.

2.08 Access to Records

A member of the company may inspect the records kept pursuant to sections 189 and 246 of the Act during the usual business hours of the company and upon doing so shall sign his/her name in the book kept for such purpose.

Except where a right of access is conferred by the Act or other statute or is authorised by the company in general meeting, inspection of the records of the company shall be at the discretion of the board, which may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the records or any of them shall be open to the inspection of members not being members of the board.

2.09 Statutory Compliance

The secretary shall ensure that all licences and permissions required by law for the operation of the company are obtained and renewed as required, that no licence or permission is revoked and that all licences and permissions remain in full force and effect.

ACCOUNTS

2.10 Books of Account

The board shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received and expended by the company and the matters in respect of which receipt and expenditure takes place;
- (b) all purchases and sales of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if they do not give a true and fair view of the state of the company's affairs and explain its transactions.

2.11 Custody of Books of Account

The books of account shall be kept at the registered office of the company or such other place in Guyana as the board shall think fit and shall always be open to the inspection of directors.

2.12 Inspection of Books of Account

The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of account of the company or any of them shall be open to the inspection of members not being members of the board and no member (not being a member of the board) shall have the right to inspect any book of account except as conferred by statute or authorised by the board or by the company in general meeting.

2.13 Presentation of Accounts at General Meeting

The board shall at least once in every year cause to be prepared and to be laid before the company in general meeting an income and expenditure account and a balance sheet and such reports as are required by the Act.

2.14 Distribution of Accounts

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the company. Provided that this by-law shall not require a copy of those documents to be sent to any person of whose address the company is not aware.

SECTION THREE: DIRECTORS

3.01 Composition of the Board of Directors

The board of directors shall comprise a chairperson, vice-chairperson, treasurer and no less than one and more than nine other persons.

Membership of the company is not a requirement for election/appointment to the board but members of the company shall constitute the majority of directors.

The presence of young people and of people of all ethnic origins on the board is encouraged.

3.02 Powers & Duties of the Board

The board may exercise all such powers of the company as are not by the Act and these by-laws required to be exercised by the members in general meeting.

3.03 Qualification

No person shall be qualified for election as a director if s/he:

- (a) is of unsound mind and has been so found by a court in Guyana or elsewhere; or
- (b) is an undischarged bankrupt.

A person shall not be elected a director unless s/he has expressed her/his willingness to serve, either at the meeting or, if absent from the meeting, previously in writing to the secretary.

3.04 Election and Term

Directors shall hold office for one year but, if qualified, shall be eligible for re-appointment. The voting on the election shall be by show of hands unless a ballot is demanded by any three members. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.05 Validity of Acts of Directors

All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

3.06 Removal of Director

The members may, by an ordinary resolution of the members at a general meeting, remove any director from office, and the vacancy created by such removal may be filled at the same meeting.

3.07 Vacation of Office of Director

The office of a director shall be vacated in any of the following events, namely:

- (a) if s/he resigns her/his office by writing under her/his hand left at the company's registered office;
- (b) if s/he has a receiving order made against her/him or compounds with her/his creditors;
- (c) if s/he be found of unsound mind;
- (d) if s/he be absent from three consecutive meetings of the directors without leave, and the directors resolve that her/his office be vacated; or
- (e) if her/his conduct is in the opinion of the other directors injurious to the reputation or

interests of the company and the directors resolve that her/his office be vacated, subject to her/him having had the right to be heard.

3.08 Filling a Vacancy

A quorum of directors may fill a vacancy among the directors except a vacancy resulting from an increase in the number of directors or from a failure to elect the number of directors required by the articles.

If there is no quorum of directors or if there has been failure to elect the number of directors required by the articles, the directors then in office must call a general meeting to fill the vacancy, and if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any three members entitled to vote at a general meeting.

A director appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

3.09 Conflict of Interest

A director who is a party to, or has a material interest in any person who is a party to, a material or proposed material contract or transaction with the company shall disclose in writing to the company or request to have entered in the minutes of the meetings of the directors the nature and extent of his/her interest at the time and in the manner provided by the Act.

Any such contract or transaction or proposed contract or transaction shall be referred to the board for approval even if such contract is one that in the ordinary course of the company's business would not require approval by the board, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same, except as permitted by the Act.

PROCEEDINGS OF MEETINGS OF THE DIRECTORS

3.10 Board Meetings

The directors should meet on a monthly basis for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.

3.11 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the general meeting at which such board is elected.

3.12 Calling of Board Meetings

Meetings of the board shall be held from time to time on such day and at such time and at such place as the board or the chairperson and any two directors may determine, and the secretary, when directed by the board or the chairperson and any two directors, shall convene a meeting of the board.

3.13 Notice of Board Meetings

Notice of the date, time and place of each meeting of the board shall be given in the manner provided in paragraph 8.01 to each director not less than seven days (exclusive of any part of a non-business day) before the time when the meeting is to be held, provided that it shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Guyana. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or

business to be specified. A director may in any manner waive notice of or otherwise consent to a meeting of the board.

3.14 Action by the Board

The board shall direct the business and affairs of the company. Subject to the articles, the powers of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy on the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

3.15 Board Meeting by Telephone

A director may participate in a meeting of the board or of a committee of the board by teleconference call or video conference call, or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Directors may not make any electronic or other complete record or transcript of all of the proceedings at such meetings without prior notification to all of the directors and the approval of two-thirds of the directors present at such meeting.

3.16 Adjourned Board Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.17 Regular Board Meetings

The board may appoint a day or days in any month for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

3.18 Quorum

The quorum necessary for the transaction of the business of the directors may be fixed by the board and unless so fixed shall be three.

3.19 Board Decisions

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

3.20 Chairing of Meetings

The chairperson of the board shall preside at every meeting of directors at which s/he is present. If s/he is not present within five minutes after the time appointed for the meeting, the vice-chairperson shall preside at the meeting and if neither the chairperson nor the vice-chairperson is present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

3.21 Resolution in Writing

A resolution in writing signed by all the directors for the time being entitled to vote on that resolution at a meeting of directors or committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or a committee of directors.

COMMITTEES

3.22 Committee of Directors

Subject to section 81(2) of the Act, the board may appoint committees of directors and delegate to such committees any of their powers. Any committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed upon it by the board.

3.23 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees may be held at any place within Guyana.

3.24 Procedure

Unless otherwise determined by the board, each committee shall have power to fix its quorum at not less than a majority of its members, elect its chairperson, regulate its procedure and co-opt such persons to serve on the committee as it deems fit.

SECTION FOUR: OFFICERS, EMPLOYEES AND AGENTS

4.01 Designation and Appointment of Officers

The board may from time to time designate the offices of the company and appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the company, except powers to do anything referred to in section 81(2) of the Act.

4.02 Holding of more than one Office

Two or more offices in the company may be held by the same person.

4.03 Terms of Appointment and Remuneration of Officers

The terms of appointment and the remuneration of an officer shall be as determined by the board from time to time.

Any officer who is a director of the company shall be disqualified from receiving any remuneration except payment of reasonably incurred out-of-pocket expenses.

The board may in its discretion remove any officer of the company with or without cause, subject however to such officer's rights under contract and general law. Otherwise, each officer appointed by the board shall hold office until his/her successor is appointed or until the earlier of his/her resignation or death.

4.04 Employees

The board may employ such management, clerical and other staff as may be required for the purposes of the company.

4.05 Terms of Employment and Remuneration of Employees

The terms of employment and the remuneration of employees shall be as determined by the board from time to time.

The board may in its discretion terminate the employment of any employee, subject however to such employee's rights under his/her contract of employment and general law.

4.06 Conflict of Interest

All officers and employees shall disclose their interest in any material contract or transaction or proposed material contract or transaction with the company in accordance with paragraph 3.09.

4.07 Agents

The board may from time to time appoint agents of the company and may appoint any body corporate, firm or body of persons, whether nominated directly or indirectly by the board, to be attorneys of the company for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the board under these by-laws, and for such periods and subject to such conditions as they may think fit.

Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions, vested in her/him.

SECTION FIVE: PROTECTION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHERS

5.01 Submission of Contracts, Acts or Transactions to Members for Approval

The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting called for the purpose of considering the same and, except as otherwise provided by the Act, the articles or any other by-law, any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the company and upon all the members as though it had been approved, ratified or confirmed by every member of the company.

5.02 Limitation of Liability

Except as otherwise provided in the Act, no director, officer or employee for the time being of the company shall be liable for:

- (a) the acts, neglects or defaults of any other director or officer or employee;
- (b) any loss, damage or expense happening to the company through the insufficiency or deficiency of title to any property acquired by the company for or on behalf of the company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the company shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including without limitation any person, firm or corporation with whom or which 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 company; or

(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 shall happen by or through his/her failure to exercise the powers and to discharge the duties of his/her office honestly, in good faith and in the best interests of the company and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The directors for the time being of the company 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 company, except such as shall have been submitted to and authorised or approved by the board.

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

5.03 Indemnity

Subject to the limitations contained in the Act, the company may indemnify a director, officer or employee, a former director, officer or employee, and her/his heirs and legal representatives, against all costs, charges and expenses, including but not limited to an amount paid to settle an action or satisfy a judgment reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which s/he is made a party by reason of being or having been a director, officer or employee of the company if:

- (a) s/he acted honestly and in good faith with a view to the best interest of the company, and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, s/he had reasonable grounds for believing that her/his conduct was lawful.

The company shall also indemnify such person in such other circumstances as the Act permits or requires.

5.04 Insurance

The company may purchase and maintain insurance for the benefit of any person referred to in paragraph 5.03 against such liabilities and in such amounts as the board may from time to time determine and as are permitted by the Act.

SECTION SIX: MEMBERSHIP

6.01 Precondition of Membership

Acceptance of and agreement to adhere to the company's Child Protection Policy, Policy on Sensitive & Other Issues and such other policies that may from time to time be adopted by the company shall be a precondition of membership.

6.02 Admission to Membership upon Application

Any person may, on the invitation of a member, apply for membership of the company and the secretary shall place her/his application before the next meeting of the board.

The board in its absolute discretion shall have the right to refuse membership to any applicant for membership, provided however that in the exercise of its discretion the board does not unlawfully discriminate against such applicant.

6.03 Automatic Admission to Membership

Any person who has worked with the company for a continuous period of six months in any capacity, whether paid or voluntary, shall automatically be admitted to membership of the company unless s/he indicates to the board that s/he does not wish to become a member.

6.04 Register of Members

The secretary shall enter the name of every successful applicant for membership and every person who is automatically admitted to membership in the register of members.

6.05 Retirement of Members

Any member who shall desire to retire from membership shall signify such desire in writing to the secretary and thereupon the member's name shall be removed from the register of members.

6.06 Termination of Membership

A member's membership shall be terminated in any of the following events, namely:

- (a) if s/he retires from membership by writing under her/his hand left at the company's registered office;
- (b) if s/he has a receiving order made against her/him or compounds with her/his creditors;
- (c) if s/he be found of unsound mind;
- (d) if s/he has been absent from two consecutive general meetings without excuse, and the directors resolve that her/his membership be terminated; or
- (e) if s/he has failed to play an active role in the company for a period of 6 months, and the directors resolve that her/his membership be terminated.

Upon termination of membership the secretary shall remove the member's name from the register of members.

6.07 Suspension/Expulsion

If the conduct of any member is in the opinion of the board injurious to the reputation or interests of the company or its members, the board shall have the power to suspend upon such terms and for such period as it may consider fit or expel such member from membership of the company, having given the member a right to be heard by an investigating committee appointed by the board.

Conduct injurious to the reputation or interests of the company or its members shall include, but not be limited to, breach of the company's Child Protection Policy, Policy on Sensitive & Other Issues and such other policies that may from time to time be adopted by the company.

Upon expulsion, the secretary shall forthwith remove the member's name from the register of members. Notice of suspension or expulsion shall be given in writing within seven days of the meeting at which the decision to suspend or expel has been taken.

6.08 Readmission to Membership

Any person who retired from membership or whose membership was terminated pursuant to paragraphs 6.06 (d) or (e) may apply for readmission. The board may in its discretion approve such an application for readmission to membership.

Any person whose membership terminated by reason of the making of a receiving order in insolvency against him/her shall be eligible for readmission to membership upon the discharge of the receiving order. The board may in its discretion approve such an application for readmission.

Upon readmission the applicant's name shall be restored to the register of members.

No person whose membership was terminated by expulsion shall be eligible for readmission to membership.

6.09 Rights of Members

No right or privilege of any member shall be in any way transferable or transmissible and all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

SECTION SEVEN: GENERAL MEETINGS

7.01 Annual General Meetings

The annual general meeting shall be held at such place and on such date and at such time as the board may determine, for the following purposes:

- (a) to receive and approve the annual report of the board of directors;
- (c) to receive and approve the financial statements of the company and the report of the auditor thereon;
- (d) to elect directors;
- (e) to elect the auditor for the coming year; and
- (f) to transact any other business that the chairperson considers suitable for discussion at the meeting.

A member wishing to have special business placed on the agenda at an annual general meeting shall give notice thereof in sufficient detail to permit members to form a reasoned judgment thereon and the text of any special resolution or by-law to be submitted to the meeting not less than seven days before the date of the meeting.

7.02 Special General Meetings

The board shall have power to call a special general meeting at any time.

7.03 Extraordinary General Meetings

The directors shall upon requisition made by not less than ten per cent of the members in writing sent to each director and the registered office of the company, convene within twenty-one days after receipt of the requisition an extraordinary general meeting to be held

within twenty-eight days after the meeting is convened for the purpose specified in the requisition, failing which any requisitionist may convene the meeting to transact the business specified in the requisition.

7.04 Persons Entitled to Attend General Meetings

The persons entitled to attend a general meeting shall be members, the directors, the secretary and the auditor, and such others who, although not entitled to vote, are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted on the invitation of the board or the chairperson of the meeting or with the consent of the meeting.

NOTICE OF GENERAL MEETINGS

7.05 Notice of General Meetings

An annual general meeting and a meeting called for the purpose of passing a special resolution shall be called by not less than twenty-one and not more than fifty days' notice in writing. All other general meetings shall be called by not less than fourteen and not more than fifty days' notice in writing.

Notice of the time and place of each meeting of members shall be given in the manner provided in paragraph 8.01 to every member, each director and the auditor.

Notice of all general meetings shall be accompanied by relevant documents or copies thereof to be considered at the meeting and notice of a general meeting at which special business is to be transacted shall state the nature of such business in sufficient detail to permit members to form a reasoned judgement thereon and the text of any special resolution to be submitted to the meeting.

A member and any other person entitled to attend a general meeting may in any manner waive notice of or otherwise consent to the meeting.

7.06 List of Members Entitled to Notice

For every general meeting, the secretary shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order.

The list shall be available for examination by any member entitled to attend the meeting during usual business hours at the registered office of the company.

7.07 Meetings without Notice

A general meeting may be held without notice at any time and place permitted by the Act if all the members entitled to vote thereat are present in person or waive notice of or otherwise consent to such meeting being held, so long as such members present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

At such a meeting any business may be transacted which the company at a general meeting may transact. Members not present but who have waived notice of or otherwise consented to such meeting shall also be deemed to have consented to the meeting being held at such time and place.

7.08 Meetings with Short Notice

A meeting called by shorter notice than specified in paragraph 7.05 shall be deemed to

have been duly called if it is agreed -

- (a) in the case of a meeting called as an annual general meeting by all the members entitled to attend and vote at the meeting; or
- (b) in the case of any other meeting by a majority in number of the members having the right to attend and vote at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

7.09 Quorum

A quorum for the transaction of business at any general meeting shall be five members present in person.

If within thirty minutes from the time fixed for an annual or special general meeting a quorum is not present, the persons present may adjourn the meeting to a fixed time and place but may not transact any other business.

If within thirty minutes from the time fixed for an extraordinary general meeting a quorum is not present, the meeting shall be deemed abandoned.

If a quorum is present at the opening of a meeting, the persons present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

7.10 Chairperson, Secretary and Scrutineers

The chairperson of any general meeting shall be the chairperson of the board. If the chairperson is not present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson.

If the secretary is absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairperson with the consent of the meeting.

7.11 Right to Vote

Every person who is listed in the register of members as a member at the date of the convening of a general meeting shall be entitled to vote at that meeting

7.12 Votes to Govern

At any general meeting every question shall, unless otherwise required by the articles or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

7.13 Show of Hands

Subject to the provisions of the Act, any question at a general meeting shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided.

Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not

carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.14 Ballots

On any question proposed for consideration at a general meeting, and whether or not a vote by show of hands has been taken thereon, any three members entitled to vote at the meeting may require or demand a ballot.

A ballot so required or demanded shall be taken in such manner as the chairperson shall direct and s/he may order the poll to be taken immediately or after the other business of the meeting has been disposed of.

A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot and shall not prevent the transaction of any business other than that in respect of which the poll has been demanded.

If a ballot is taken, each member present and entitled to vote shall be entitled to one vote and the result of the ballot so taken shall be the decision of the members upon the said question.

7.15 Adjournment

The chairperson of a general meeting may with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place.

If a general meeting is adjourned for less than thirty days, it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given as for an original meeting.

No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.16 Postal and Proxy Voting

Neither postal nor proxy voting is permitted at general meetings.

7.17 Resolution in Writing

A resolution in writing signed by all the members entitled to vote on that resolution at a general meeting is as valid as if it had been passed at a general meeting unless a written statement with respect to the subject matter of the resolution is submitted by a director pursuant to section 72 of the Act or the auditor pursuant to section 180 of the Act.

SECTION EIGHT: NOTICES

8.01 Method of Giving Notices

Any notice or document required by the Act, the regulations thereunder, the articles or these by-laws to be sent to a member, director, officer or auditor may be delivered personally or sent by prepaid post to such person at his/her latest address as shown in the records of the company, and where a notice is sent by post, service of the notice shall be deemed to have

been effected in the case of notice of a meeting at the expiration of twenty four hours after posting and in any other case at the time at which it would be delivered in the ordinary course of mail.

8.02 Signature to Notices

The signature of any director or officer of the company to any notice or document to be given by the company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

8.03 Proof of Service

A certificate of the chairperson of the board, the secretary or of any other officer of the company in office at the time of the making of the certificate as to the facts in relation to the giving of any notice or other document to any member, director, officer or auditor, or publication of any notice or other document, shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the company as the case may be.

8.04 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, both the date of giving the notice and the date of the meeting or other event shall be excluded.

8.05 Undelivered Notices

If any notice given to a member is returned on three consecutive occasions because s/he cannot be found, the company shall not be required to give any further notices to such member until s/he informs the company in writing of her/his new address.

8.06 Omissions and Errors

Subject to the Act, the accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

8.07 Waiver of Notice

Where a notice or document is required to be sent pursuant to the Act, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to the notice or document.

SECTION NINE: WINDING UP

9.01 Voluntary Winding Up

The company shall be wound up voluntarily upon the passing of a special resolution requiring the company to be so wound up.

9.02 Distribution of Property upon Winding Up

If upon the winding up or dissolution of the company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the persons whose names appear as ordinary or life members of the company in the register of members at the time of winding up or dissolution.

SECTION TEN: EFFECTIVE DATE

10.01 Effective Date

Subject to the Act, these by-laws shall come into force upon being adopted by the board of directors.