

COMPANIES ACT, 1991

BY-LAWS
OF
HELP & SHELTER INC.
(A COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE
CAPITAL AND NOT FOR PROFIT)

INTERPRETATION

1. In these by-laws:
 - (a) "the Act" means the Companies Act 1991 as from time to time amended;
 - (b) "the board " means the board of directors;
 - (c) "the seal" means the common seal of the company;
 - (d) "secretary" means any person appointed to perform the duties of the secretary of the company.

MEMBERSHIP

2. Any person may, on the invitation of a member, apply in writing to the secretary of the company to become a member, and the secretary shall place her/his application before the next meeting of the board and if it is approved shall enter the name of such person in the books of the company, and upon such entry such person shall become a member accordingly. The board in its absolute discretion shall have the right to refuse membership to anyone.
3. Membership of the company shall automatically cease upon the death of a member and upon receipt by the secretary of notification of the death of a member her/his name shall be removed from the list of members.
4. Any member of the company who shall desire to retire shall signify such desire in writing to the secretary and thereupon her/his name shall be removed from the list of members and s/he shall be deemed to have retired.
5. 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 the company, having given her/him the right to be heard.

6. If any member has in the opinion of the board consistently failed to play an active role in the company for a period of 6 at least months despite having been requested in writing by the board to do so 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 the company, having given her/him the right to be heard.

7. Upon expulsion such offending/defaulting member shall cease to be a member of the company and her/his name shall forthwith be removed from the list of members.

8. All members shall be entitled to the use of the premises of the company and to all such information and advice with regard to the objects of the company as the company or any of its officers may be able to supply.

9. 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.

GENERAL MEETINGS

10. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next, provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place as the board shall appoint.

11. All general meetings other than annual general meetings shall be called special general meetings.

12. The board may, whensoever it thinks fit, and shall upon a requisition made in writing by not less than one tenth of the members, convene an extraordinary general meeting. If at any time there are not within Guyana sufficient members of the board to form a quorum, any member of the board or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the board.

13. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the company. Upon

the receipt of such requisition the board shall forthwith proceed to convene a general meeting; if it does not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

NOTICE OF GENERAL MEETINGS

14. An annual general meeting and a meeting called for the purpose of passing a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the company other than an annual general meeting and a meeting called for the purpose of passing a special resolution shall be called by 14 days' notice in writing at the least. The notice, which shall be exclusive of the day on which it is given or deemed to have been given, shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business.

15. A meeting called by shorter notice than specified in by-law 14 shall be deemed to have been duly called if it is so agreed —

- (a) in the case of a meeting called as an annual general meeting by all members entitled to attend and vote at the meeting;
- (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, being a majority together holding not less than 95% of the total voting rights at that meeting of all the members.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the financial statements, the report of the auditor, the election of directors and the re-appointment of the incumbent auditor.

18. No business shall be transacted at any meeting unless a quorum of five members is present in person or by proxy at the commencement of such business.

19. 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.

20. If a quorum is not present at the opening of a meeting, the persons present may adjourn the meeting to a fixed time and place but may not transact any other business.

PROXIES

22. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

24. An instrument appointing a proxy, shall be in the following form or a form as near thereto as circumstances admit:

Signed this day of 19 ".

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or

adjourned meeting at which the proxy is used.

VOTING OF MEMBERS

27. Every member shall have one vote and no more.
28. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting at which the show of hands takes place or at which the ballot is demanded shall be entitled to a second or casting vote.
29. Voting shall be by show of hands except when a ballot is demanded by a member or proxy holder entitled to vote at the meeting.
30. A member or proxy holder may demand a ballot either before or after any show of hands.
31. If a ballot is demanded the same shall be taken at such time and in such manner as the chairperson directs, save that a ballot demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which s/he represents as that corporation could exercise if it were an individual member of the company.

CHAIRPERSON OF MEETINGS

33. The chairperson of the board shall preside as chairperson at every general meeting of the company. If s/he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairperson of the meeting.
34. If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be chairperson of the meeting.
35. The chairperson may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting.

other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for eight days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but in any other case it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DIRECTORS

36. The honorary officers of the company shall consist of a chairperson, a vice-chairperson, a treasurer, and no less than one or more than nine other ~~members of the company~~ persons who shall together constitute the board of directors, subject to the requirement that members of the company shall constitute the majority of directors of the company and the principle that the participation of young people and people of all ethnic origins on the board should be encouraged.

37. The chairperson, vice-chairperson, treasurer, and other directors shall be elected annually at the ordinary general meeting and shall, at the end of their year of office, be eligible for re-election. Any casual vacancy may be filled up by the other members of the board.

38. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless so fixed, shall be two.

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

- (a) if (not being a managing, technical, executive, advisory or other director holding a salaried office or employment in the company for a fixed term) s/he resigns her/his office by writing under her/his hand left at the 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 lunatic or of unsound mind;
- (d) if s/he be absent from meetings of the directors for six months without leave, and the directors resolve that her/his office be vacated; and
- (e) s/he ceases to be a member of the company.

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

41. The continuing directors may act notwithstanding any vacancy in their body, but,

if and so long as their number is reduced below the number fixed as the quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

POWERS AND DUTIES OF DIRECTORS

42. The directors may exercise all such powers of the company, including power to borrow money and to mortgage or charge its property and undertaking or any part thereof and to issue debentures, as are not by the Act or these by-laws required to be exercised by the members in general meeting.

43. Subject to compliance with section 90 of the Act, a director may enter into any contract with the company and the contract or any other contract of the company in which a director is in any way interested shall not be liable to be avoided nor shall a director be liable to account for any profit made thereby by reason of the director holding the office of director or of the fiduciary relationship thereby established.

44. A director may act by her/himself or her/his firm in a professional capacity for the company, except as auditor, and s/he and her/his firm shall be entitled to proper remuneration for professional services as if s/he were not a director.

PROCEEDINGS OF DIRECTORS

45. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit.

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

47. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

48. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Guyana.

49. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

COMMITTEES

50. Subject to the provisions of the Act, the directors may delegate any of their powers to committees consisting of such member or members of their body as they

think fit. Any committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

51. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the chairperson shall have a second or casting vote.

VALIDITY OF ACTS

53. 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.

MANAGING DIRECTOR

54. Subject to the provisions of the Act, the directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A managing director's appointment shall be automatically determined if he ceases for any cause to be a director.

55. Subject to the provisions of the Act, the directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and may from time to time, withdraw, alter or vary all or any of such powers.

SECRETARY

56. The company shall have a secretary who shall be appointed by the board for such term, at such remuneration and upon such conditions as the board may think fit.

57. A member of the board may be appointed to act as the secretary of the company.

58. 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 by or to any assistant or deputy secretary, or, if there is none such, by or to any officer of the company authorised generally or specially in that behalf by the board.

OFFICERS AND AGENTS

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

60. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors 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.

SEAL

61. The board shall provide for the safe custody of the seal, which shall only be used by the authority of the board and every instrument to which the seal shall be affixed shall be signed by a member of the board and shall be countersigned by the secretary or by a second member of the board or by some other person appointed by the board for the purpose.

ACCOUNTS

62. 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 the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

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

64. 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 accounts and books 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 account or book or document of the company except as conferred by statute or authorised by the board or by the company in general meeting.

65. The board shall once at least 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.

66. 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 and every holder of debentures 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 or to more than one of the joint holders of any debentures.

AUDITORS

67. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

68. A notice may be given by the company to any member either personally or by sending it by post to her/him or to her/his registered address, or, if s/he has no registered address within Guyana, to the address (if any) within Guyana supplied by her/him to the company for the giving of notice to her/him.

69. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing it is posted.

70. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who have not supplied to the company an address within Guyana for the giving of notice to them;
- (b) every director of the company;
- (c) the auditor for the time being of the company.

No other person shall be entitled to received notice of general meetings.

WINDING-UP

71. The company shall be wound up voluntarily whenever a special resolution is passed requiring the company to be so wound up.

Made by resolution of the board of directors on 2 March 1998

Confirmed by resolution of the members at Annual General Meeting on 4 April 1998

By-laws 36 & 70 amended by resolution of the board of directors on 15 April 1999

Amendment confirmed by resolution of the members at Annual General Meeting on 29 May 1999