

COMPANIES ACT OF 1994

BY-LAW NO. 1

SIXTH SCHEDULE

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COMPANIES ACT CAP 143

BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of
THE INTERNET SOCIETY SAINT VINCENT AND THE GRENADINES CHAPTER

BE IT ENACTED as the general By-Law of "The Internet Society Saint Vincent and the Grenadines Chapter" (ISOCSVG), (hereinafter called the "Company") as follows:

1 INTERPRETATION

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

- (a) "Act" means the Companies Act, 1994 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-Laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means any Regulations made under the Act, and every regulations substituted therefor and, in the case of such substitution, any references in the by-Laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "By-Laws" means any by-Law of the Company from time to time in force;
- (d) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

2 REGISTERED OFFICE

The registered office of the Company shall be in the state at such address as the Directors may fix from time to time by resolution.

3 SEAL

The Common Seal, an impression of which appears in the margin hereof, be the common seal of the Company.

4 NAME

This organization shall be called "The Internet Society Saint Vincent and the Grenadines Chapter" (ISOC SVG), (hereafter referred to as "the Chapter").

The Chapter may use the ISOC names ("Internet Society" and "ISOC") and associated logos and service marks in its name and in connection with its activities only in accordance with the published guidelines established by ISOC and provided to the Chapter.

5 PURPOSE OF CHAPTER

1. The general purpose of the Chapter shall be to advance and promote the ISOC Principal Purpose, Principles and Goals.
2. To serve the interests of this segment of the global Internet community through a local presence, focusing on local issues and developments; promoting security, access and use of the Internet.
3. To foster the community's participation in areas important to the evolution and further development of the Internet
4. Specific country activities:
 - a. Engage in a wide range of Internet educational initiatives;
 - b. Promote the expansion of Internet access at all levels of the local community;
 - c. Promote recruitment and job market development in local technology industries;
 - d. Provide forums for professional networking and knowledge sharing;
 - e. Promote best practices on the Internet, security, protection of privacy, protection of Human Rights, the fight against cybercrime;
 - f. Develop and lead initiatives for the expansion of broad community access and infrastructure development;
 - g. Act as an advocate for the best interests of the members and the local Internet user.
5. This Chapter will serve persons who live or work in Saint Vincent and the Grenadines in all six parishes (St. David, Charlotte, St. Patrick, St. Andrew, St. George, and the Grenadines).

6. This Chapter is chartered by the Internet Society. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.

6 MEMBERS

6.1 General Membership

1. All members of a Chapter shall also be members of the Internet Society. Membership is not necessary, however, for participation in activities of the society or its chapters.
2. All individuals and organizations falling within the defined scope of the Chapter shall be eligible for membership without discrimination.
3. Membership in the Chapter shall be open to all ISOC members in the locality served by the Chapter upon request and payment of any local dues, as determined by the Executive Committee.
4. There shall be three (3) classes of membership in the Chapter:
 - i. (a) individual membership;
 - ii. (b) student membership; and
 - iii. (c) corporate membership
5. Student membership shall be open to all full-time students.
6. In addition to any other requirements herein, corporate membership shall only be open to companies, trusts, charities, societies and other corporate bodies duly registered in St. Vincent and the Grenadines.
7. As set forth more specifically within these by-laws, this Chapter main organizational bodies shall be:
 - A. The General membership;
 - B. The Chapter Officers;
 - C. The Executive Committee; and
 - D. The Standing Committees.
 - E. Temporary Committees.

6.2 CHAPTER OFFICERS AND DUTIES OF OFFICERS

6.2.1 Officers

1. The officers of this Chapter shall be:
 1. President,
 2. Vice President,
 3. Secretary, and
 4. Treasurer.

2. The officers shall be elected by the general membership. They shall take office immediately and serve for two years or until their successor is elected.
 - a. A member can be re-elected as an Officer of the Chapter no more than three (3) times consecutively and should not have the same position within the Board for more than two (2) consecutive terms.
 - b. If a casual vacancy occurs among the Officers, the Executive Committee may invite a member of the Chapter to fill the vacancy. Such invited member shall hold office for the unexpired term of his predecessor.
 - c. No Student Member may be eligible for appointment as an Officer.
3. In the event of a resignation by an officer of his or her position, the Executive Committee or any other committee designated or organized for such purpose shall designate an officer to hold such position until the next scheduled election.

6.2.2 Duties of Officers

1. **President.** The President shall be the principal Officer and shall be generally responsible for leading the Chapter and managing its activities in accordance with the policies and procedures of the Internet Society and these bylaws. The President shall be elected by the members, and shall preside at all meetings of the general membership of this Chapter. The President shall also serve as Chair of the Executive Committee (as set forth in clause 7.1 hereof) and any other meeting(s) deemed necessary by the Board of Directors. In accordance with clause 7.3 thereof (Temporary Committees), the President shall appoint temporary committees, which are consistent with the purposes of the Chapter objectives and these bylaws; provided such committees' purposes are not in conflict with any of the permanent Standing Committees. In the event of a disagreement in this connection, the Board of Directors shall settle the disagreement in question.
2. **Vice President.** The Vice President shall preside at meetings in the absence of the President, and shall perform any duties, which are "executive" or "external" in nature as defined by the Board of Directors or the Executive Committee.
3. **Secretary.** The Secretary shall keep the minutes of all Chapter and Executive Committee meetings. Other duties of the Secretary include the following:
 - Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual Election Meeting.
 - Preparation of the Chapter's Activity Report and submission of this report to ISOC Headquarters.
 - Notification to ISOC of any changes in the elected Officers and/or Directors of the Chapter.

- Submission of any proposed amendment to the Vice President of Chapters of ISOC for approval.
 - Reporting to ISOC from time to time as required by ISOC regulations, including an annual activity report and list of Officers and Directors.
4. Treasurer. The Treasurer shall collect dues, pay all bills, and maintain the Chapter's financial records. All such records and accounts shall comply with the General Accepted Accounting Principles (GAAP). The Treasurer shall also utilize an accounting software program which enjoys wide acceptance. Duties of the Treasurer shall also include:
- Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual Election meeting in a manner consistent with clause 7.2b hereof (Standing Committees-Budget and Finance).
 - Completion and submission of the Annual Financial Report to ISOC Headquarters.
5. Contracts. Contracts shall only be entered into by the Chapter as follows: (i) all agreements must be in writing and duly recorded in the minutes; (ii) all agreements must be within the Chapter's budget as certified in writing by the Treasurer; and (iii) a minimum of two (2) out of the following three (3) officers must act as signatories on behalf of the Chapter for any such agreement or contract to be deemed as binding on the Chapter:
- the President or the Vice President; and
 - the Treasurer.
- This binding signatory requirement may only be modified by the Executive Committee.
6. Modification of Duties: The duties set forth in this clause for each office are only general in nature and the Board of Directors or any other committee duly designated or organized for such matters may modify the duties of each officer as it deems appropriate.

7 COMMITTEES

7.1 *Executive Committee*

1. The Executive Committee is the board of directors and shall consist of the Chapter Officers, a maximum of three at-large members of the Chapter, Chair of the Standing Committees and three corporate members (on a rotational basis serving for one year).
2. The President of the Chapter shall serve as the Chair of the Executive Committee. However, other than in the case of the need for a tie-breaking vote, the President shall have no other voting power while serving on the Executive Committee.

3. The duties of the Executive Committee shall be to (i) oversee all operations of the Chapter; and (ii) oversee the operations of all Officers and Charter committees.
4. An executive member shall cease to be an officer:
 - a. if he becomes insolvent or compounds with his creditors or is declared bankrupt;
 - b. if he is found to be of unsound mind; or
 - c. if by notice in writing to the Chapter he resigns his office and any such resignation shall be effective at the time it is sent to the Chapter at the time specified in the notice, whichever is later.

7.2 Standing Committees

1. The Chapter shall have at least three Standing Committees.
2. Only active members of the Chapter shall be permitted to serve on these Standing Committees.
3. All Chairs of Standing Committees shall also serve on the Executive Committee.
4. The Standing Committees of the Chapter may include but shall not be limited to:
 - a. Programme Committee
 - b. Budget and Finance Committee
 - c. Education Committee.
5. The Programme Committee shall plan and make arrangements for the technical programmes of the Chapter's meetings in accordance with the membership's interests and the aims of the Chapter as set forth in clause 5.0.
6. The Budget and Finance Committee shall make budget and provide advise on the efficient use of funds.
7. The Education Committee shall identify information and education programs on the internet and its related topics.

7.3 Temporary Committees

1. With the advice of the Chapter Executive Committee, the Chair may appoint such temporary committees as appropriate.
2. A Nominating Committee, consisting of at least three (3) members of this Chapter, at least two (2) of whom shall not be members of the Executive Committee, shall be appointed by the Chapter Chair at least two months prior to the Election meeting.
3. An Audit Committee shall be appointed by the Chapter Chair at the close of the fiscal year to assure the accuracy of the accounting of the Chapter's funds for the year. This

Committee should also verify the accuracy of the Financial Report prepared by the Treasurer for submission to ISOC.

8 MEETINGS

1. The Chapter shall hold meetings only in places that are open and accessible to all members of the Society. Meetings shall be held as planned by the Executive Committee. Members may attend remotely to the meetings if possible.
2. The quorum for the executive committee shall be seven (7) members.
3. The Chapter shall have at least one general meeting per calendar year with the first such meeting occurring no later than 6 months after incorporation of the Chapter.
4. The Annual General Meeting shall be held within the first quarter of each year.
5. The Annual Business meeting shall be held at the last meeting of the program year. At this meeting, the President, Secretary and Treasurer each shall present a report. Also, the election of the Executive Committee shall be completed at this meeting.

9 NOTICES

6. Notices of the place and time of all meetings shall be distributed to all members at least one (1) week prior to any meeting.
7. Proposals to the Annual General Meeting must be received by the Executive Committee at least four (4) weeks prior to the Annual General Meeting.
8. The agenda for the Annual General Meeting shall be published at minimum two (2) weeks prior to the Annual General Meeting.

10 DISBURSEMENTS AND DUES

1. Disbursements from the Treasury for Chapter expenditures shall be made by the Treasurer with authorization of the Executive Committee and shall be included in the minutes of its meetings.
2. Dues shall be determined by the Executive Committee.
3. Student membership dues shall be determined by Executive Committee, but shall not exceed 75% of regular member dues.

11 AMENDMENT AND VOTING PROCEDURES

1. All proposed changes to these Chapter By-laws must be approved by the Internet Society Membership Team before being presented to the Chapter membership for a vote.
2. Where such means are provided for, voting on any matter can take place:
 - a. in person;
 - b. electronically; or
 - c. by other means accepted for the purpose.
3. No official business of the Chapter shall be conducted unless a quorum of the Chapter is present.
4. A quorum of the Chapter shall be defined as at least, 30 percent of the voting membership of the Chapter who are present for the relevant purpose.
5. A simple majority of the members present and voting shall be required to carry a motion, elect the Chapter's Officers, amend the By-Laws or confirm any other business of the Chapter.
6. To vote on the By-laws, the Chapter should have a quorum of members present and voting and the action will be passed by a plurality of affirmative votes (majority of those voting yes or no).
7. Officers will be elected by a plurality of votes cast.

12 DISSOLUTION OF THE CHAPTER

1. Dissolution of this Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.
2. In the event of any liquidation, dissolution, or winding up of the Chapter, whether voluntary, involuntary or by operation of law, all assets of the Chapter remaining after the satisfaction and discharge of all liabilities and obligations of the Chapter shall be distributed to such corporations, community chests, funds or foundations, organised and operated exclusively for purposes similar to those of this Chapter, as the executive committee, or in default thereof, a court of law, shall determine.

13 FINANCIAL YEAR

20.1 The Directors may from time to time by resolution establish as the financial year of the Company.

Dated this 19th day of September, 2017

Corporate Seal

.....
President

.....
Secretary