

**BY-LAWS OF  
BARBADOS TABLE TENNIS ASSOCIATION INC**

**Enacted [INSERT DATE])**

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**BY-LAWS OF A COMPANY INCORPORATED OR CONTINUED UNDER  
THE COMPANIES ACT 1982  
BARBADOS TABLE TENNIS ASSOCIATION INC  
THE COMPANIES ACT 1982  
BY-LAW**

**ARTICLE 1 – GENERAL PROVISIONS**

**1.1. NAME**

1.1.1 The name of the Federation is **BARBADOS TABLE TENNIS ASSOCIATION INC**

**1.2 DEFINITIONS AND INTERPRETATION**

1.2.1 In this Constitution unless the context otherwise requires:

- (a) **“BOA”** means the Barbados Olympic Association Inc;
- (b) **“BOA Arbitration Commission”** means the Arbitration Commission established by the BOA;
- (c) **“by-laws”** means any by-laws, rules or regulations of the Federation;
- (d) **“CAS”** means the Court of Arbitration for Sport in Lausanne, Switzerland;
- (e) **“CRTTF”** means Caribbean Regional Table Tennis Federation;
- (f) **“COMTAB”** means Commonwealth Table Tennis Organization
- (g) **“day”** means a calendar day;
- (h) **“Delegate”** means the person appointed from time to time to act on behalf of a Club and to represent the Club at General Meetings;
- (i) **“Federation”** means the Barbados Table Tennis Association Inc.
- (j) **“General Meeting”** means the Annual General Meeting or an Extraordinary General Meeting of Members of the Federation;
- (k) **“Honorary Member”** means an Ordinary Member who is so elected by Members at a General Meeting on the recommendation of the Executive Council in recognition of his outstanding contribution to Table Tennis;
- (l) **“ITTF”** means **International Table Tennis Federation; (ITTF)**
- (m) **“IOC”** means the International Olympic Committee;

- (n) **“Junior Member”** means an individual under the age of 18 years who has been admitted to membership of the Federation;
- (o) **“LATTU”** means Latin America Table Tennis Union;
- (p) **“Member Club”** means a Table Tennis club which is properly constituted in Barbados and which has been admitted to membership of the Federation. Such clubs upon application must provide a copy of their constitution together with an annual list of officers elected.
- (q) **“Officials Representative”** means an ITTF qualified coach, umpire or referee who has the support of the majority of the current body of officials.
- (q) **“Retired athlete”** means an athlete who has represented Barbados in the sport of Table Tennis at a regional or international level and who has retired from active competition for at least 5 years but not more than 15 years, and who has the majority support of the current body of athletes.
- (r) **“World Anti-Doping Code”** means the World Anti-Doping Code published from time to time by the World Anti-Doping Agency;
- (s) the headings in this Constitution are inserted for convenience only and shall not affect the construction thereof;
- (t) 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.

### 1.3. OBJECTS

#### 1.3.1 The objects of the Federation are:

- (a) To govern, coordinate, and administer the sport of Table Tennis in Barbados by the standards, regulations, and rules laid down by the International Table Tennis Federation (ITTF).
- (b) To develop, manage, regulate, and promote Table Tennis, including national and international games, tournaments, and competitions without discrimination.
- (c) To abide by the provisions and submit to the jurisdiction of the ITTF and to work with and provide support as necessary in furtherance of its objects.
- (d) To provide for the continuing development of Table Tennis athletes, coaches, technical officials and administrators.
- (e) To support and encourage the promotion of sports ethics in the fight against the use of substances and procedures prohibited by the IOC and the ITTF and in this

regard to ensure the observance of the World Anti-Doping Code and to abide by the decisions of the IOC and the ITTF which provisions shall apply *mutatis mutandis* to all persons and competitions under the Federation's jurisdiction and to work with and provide support as necessary in furtherance of this object.

#### **1.4 AFFILIATIONS**

- 1.4.1 The Federation shall seek to be affiliated and maintain an affiliation with the ITTF, BOA and such other international affiliates as the Executive Council may determine.

#### **1.5 PRINCIPAL OFFICE**

- 1.5.1 The principal office of the Federation shall be in Barbados at Nursery Drive, Bridgetown, St. Michael.

### **ARTICLE 2 - MEMBERSHIP**

#### **2.1 ELIGIBILITY**

- 2.2.1 Membership of the Federation is open to all table tennis clubs, educational institutions, athletes, coaches, technical officials, administrators and other persons without discrimination.

#### **2.2 CLASSES OF MEMBERSHIP**

- 2.2.1 There shall be three classes of membership, namely:

- (a) Member Clubs;
- (b) Honorary Members; and
- (c) Junior Members.

#### **2.3 ADMISSION TO MEMBERSHIP**

- 2.3.1 The Executive Council may establish such application, membership requirements and fees as the Executive Council shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all fees are paid in full.
- 2.3.2 A Member who has resigned, has had his name struck off the list of Members or been expelled from membership may, after a period of not less than one year, apply to the Executive Council to be re-admitted to membership of the Federation.

#### **2.4 MEMBERS' OBLIGATIONS**

- 2.4.1 As a condition of their continued membership, all Members shall:

- (a) be bound by and comply with this Constitution and any by-laws of the Federation;
- (b) be subject to the dispute resolution procedures set out in Article 6 of this Constitution and submit to the jurisdiction of and be bound by any decision rendered pursuant to such procedures.
- (c) comply or ensure that their members comply with the applicable provisions of the World Anti-Doping Code;

## **2.5 MEMBERS' RIGHTS**

2.5.1 A Member Club has the right to:

- (a) receive notice of, attend and speak through its delegates at General Meetings; and
- (b) be represented at General Meetings by two Delegates who shall each have one vote at General Meetings.

2.5.2 An Honorary Member shall:

- (a) be under no obligation to pay any subscription or make any donation to the funds of the Federation;
- (b) have the right to receive notice of, attend, and speak at General Meetings; but
- (c) not have the right to vote.

2.5.3 A Junior Member shall:

- (a) have the right to attend and speak at General Meetings; and
- (b) not have the right to vote.

## **2.6 CESSATION OF MEMBERSHIP**

2.6.1 **Resignation:** Any Member may resign from membership by giving 14 days' notice to the Executive Council in writing to that effect and thereupon the Member shall cease to be a Member.

2.6.2 **Non-Payment of Subscription:** If any Member who is liable to pay a subscription fails to pay the same within 6 months after the same becomes due the Executive Council may order that the Member be suspended for such period as the Executive Council may determine or that the Member's name be struck off the list of Members whereupon the Member shall cease to be a member of the Federation.

2.6.3 **Disciplinary Action:** A Member who has been expelled from membership as a result of disciplinary action under Article 6 shall cease to be a Member on the date that the final decision has been made for his expulsion.

2.6.4 **Liability to Federation:** A Member who ceases to be a Member shall nevertheless remain liable for all monies then due from him to the Federation up to the time he ceases to be a member.

## **2.7 NON-TRANSFERABILITY OF MEMBERSHIP**

2.7.1 Members may not transfer their membership in the Federation and membership lapses upon death, dissolution, resignation, bankruptcy, or any other event which may be deemed as lapse of the Member.

## **ARTICLE 3 – DIRECTORS**

3.1 The Directors who will serve as Officers of the Federation are the:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Assistant Secretary/Treasurer
- (f) Public Relations Officer.

3.2 **President:** The President shall, if present, preside **over** all meetings of the Executive Council and General Meetings; he shall sign all documents which require his signature and shall perform all duties incidental to his office and shall have such other powers and duties as may from time to time be assigned to him by the Executive Council.

3.3 **Vice-President:** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. The Vice-President shall have such other powers and duties as may from time to time be assigned to him by the Executive Council.

3.4 **Secretary:** The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books and other non-financial records of the Federation and shall perform such other duties as the Executive Council shall require of him.

3.5 **Treasurer:** The Treasurer shall have the care and custody of all the funds and securities of the Federation and shall deposit the same in the name of the Federation in such



financial institutions or with such depositories as the Executive Council may direct and shall perform such other duties as the Executive Council require of him.

- 3.6 **Assistant Secretary/Treasurer:** The Assistant Secretary/Treasurer shall provide **assistance** as required to both the Secretary and Treasurer, and shall perform such other duties as the Executive Council shall require of him.
- 3.7 **Public Relations Officer:** The Public Relations Officer shall be responsible for marketing, communications and the sponsorship of the Federation and shall perform such other duties as the Executive Council shall require of him.
- 3.8 In the case of the absence or inability to act of the Vice-President or any other Officer of the Federation or for any other reason that the Executive Council may deem sufficient, the Executive Council may delegate all or any of the powers of such Officer to any other Officer or to any Executive Council Member for the time being, provided that a majority of the Executive Council concurs therein.

#### **ARTICLE 4 - EXECUTIVE COUNCIL**

##### **4.1 COMPOSITION**

4.1.1 The Executive Council shall consist of the following 10 Directors:

- (a) the six Officers as hereinbefore provided at Article 3;
- (b) Athletes' Representative
- (c) Officials' Representative
- (d) two Council Members.

##### **4.2 ELECTION**

4.2.1 Executive Council Directors shall be elected at an Annual General Meeting and, subject to Article 4.3, hold office for 2 years and be eligible for re-election.

4.2.2 A candidate for election as an Executive Council Director shall be proposed by a Member who has a right to vote and seconded by another Member also having a right to vote. The written nomination of the candidate, together with the candidate's written consent to serve if elected and a short biographical profile, must be submitted to the Secretary at the principal office of the Federation within two weeks of the end of the financial year in the year of the election. The candidate, the proposer and the seconder must be Members in good financial standing at the date of the nomination and election of the candidate.

4.2.3 The names and profiles of all candidates nominated for election, together with the names of their respective proposers and seconders which have been received by the

Secretary in accordance with Article 4.2.3 must be circulated with the notice convening the Annual General Meeting to be held later that year to Members who have the right to attend the meeting.

- 4.2.4 If in respect of any Executive Council Director's post, no nomination has been or an insufficient number of nominations have been duly received by the Secretary, then nominations for such post may be received and acted upon at the Annual General Meeting provided the written consent of the candidate has been received.
- 4.2.5 Elections shall be conducted by secret ballot. If two or more candidates obtain an equal number of votes, a further secret ballot shall be taken in respect of those candidates and, if they again obtain an equal number of votes, the Chairman of the meeting shall by lot determine the election as between those candidates.

### **4.3 TENURE AND TERM LIMITS**

- 4.3.1 Unless sooner determined, the term of office of an Executive Council Member shall be from the conclusion of the Annual General Meeting at which he is elected until the conclusion of the second Annual General Meeting next following or until his successor is elected or appointed.
- 4.3.2 No Executive Council Member shall serve more than five consecutive two-year terms PROVIDED HOWEVER THAT when an Executive Council Member is elected or appointed to fill a vacancy on the Executive Council, and:
  - (a) the unexpired term of his predecessor in office is for one or more years, such term shall constitute a full term and the Council Member may serve four additional consecutive two-year terms following completion of the filled vacancy term.
  - (b) the unexpired term of his predecessor in office is for less than one year, the term shall not constitute a full term and the Executive Council Member may serve five additional consecutive two-year terms following completion of the filled vacancy term.

### **4.4 VACANCIES**

- 4.4.1 **Casual Vacancies:** In the case of a casual vacancy on the Executive Council, the Executive Council may appoint a Member in good financial standing to fill the vacancy and the Member so appointed shall hold office for the unexpired term of his predecessor.
- 4.4.2 **Vacation of Office:** The office of an Executive Council Member shall be vacated if:
  - (a) by notice in writing resigns his office;
  - (b) he ceases to be a Member;
  - (c) he does not attend 4 consecutive meetings of the Executive Council without a reasonable excuse, unless the Executive Council otherwise determines;

- (d) he is removed from office in accordance with Article 4.4.3;
- (e) he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorised assignment or is declared insolvent;
- (f) he is declared by an appropriate authority to be of unsound mind;
- (g) he is convicted of any offence involving doping, illegal drugs, fraud or dishonesty or any other offence which, in the opinion of the Executive Council, may bring the Federation into disrepute.

**4.4.3 Removal by Members:** The Members of the Federation may, by ordinary resolution at an Extraordinary General Meeting, remove any Executive Council Member from office. A vacancy created by the removal of an Executive Council Member may be filled at the meeting at which the Executive Council Member is removed from office. If any vacancy is not filled at such meeting it may be filled by the Executive Council.

## **4.5 RESPONSIBILITIES**

- 4.5.1** Each Executive Council Member shall be effective, in conjunction with the other Members, in serving the long-term interests of the Federation, and shall:
- (a) possess the highest personal values, judgment and integrity;
  - (b) possess an understanding of sports competition and the Olympic ideals;
  - (c) have demonstrated a satisfactory level of ability.
- 4.5.2** The Executive Council as a whole should have diverse experience in the key technical, business, financial, marketing, legal and other areas relevant to the Federation; in addition, the Treasurer shall be financially literate and have financial expertise.
- 4.5.3** The affairs of the Federation shall be managed by the Executive Council which shall perform the following specific functions, among others:
- (a) Develop, review and approve the Federation's strategic plan and the annual operating plans, budget, business plans, and performance.
  - (b) Set policy and provide guidance and strategic direction on significant issues facing the Federation, and review and approve significant actions.
  - (c) Oversee the financial reporting process and communications with stakeholders.
  - (d) Approve financial strategies, borrowing commitments, and long-range financial planning.
  - (e) Review and approve financial statements, annual reports, audit and control policies.
  - (f) Monitor to determine whether the Federation's assets are being properly protected.

- (g) Monitor the Federation's compliance with the laws of Barbados, the regulations of the ITTF and the performance of its broader responsibilities.
- (h) Oversee effective corporate governance, including implementing procedures to orient and continually educate each Executive Council Member on the business and governance affairs of the Federation and to evaluate each Executive Council Member's performance.
- (i) Approve a Code of Ethics for the Executive Council, Members, committees, task forces, employees and others who are associated with the Federation and oversee the implementation of and compliance with the Code of Ethics.
- (j) Make, amend and repeal such by-laws as the Executive Council thinks expedient for the good management of the Federation.
- (k) Employ persons on such terms as the Executive Council sees fit and delegate to such employees or agents authority to manage the business and affairs of the Federation or to carry out specific tasks.

#### **4.6 MEETINGS OF EXECUTIVE COUNCIL**

- 4.6.1 **Place and Time of Meetings:** The Board shall meet at regularly scheduled meetings at least once every month within Barbados or outside Barbados if all the Executive Council Members agree. Meetings may be convened by the President, the Vice-President, or any two Executive Council Members at any time. The notice need not specify the purpose of or the business to be transacted at the meeting.
- 4.6.2 **Notice of Meetings:** Written notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Executive Council Member no less than 2 days (in each case exclusive of the day for which the notice is delivered or sent but inclusive of the day for which notice is given) before the date of the meeting.
- 4.6.3 **Waiver of Notice:** An Executive Council Member may waive notice of any meeting before, at, or after such meeting. The attendance of an Executive Council Member at a meeting shall constitute a waiver of notice of such meeting, except where an Executive Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings of the Executive Council may be held at any time without formal notice if all the Executive Council Members are present or those absent waive notice to signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Executive Council Member.
- 4.6.4 **Notice after Election or Appointment:** It shall not be necessary to give notice of a meeting of the Executive Council to a newly elected or appointed Executive Council Member for a meeting held immediately following the election of an Executive Council Member by the Members or the appointment to fill a vacancy on the Executive Council.

- 4.6.5 **Quorum:** A majority of Executive Council Members shall form a quorum for the transaction of business and, notwithstanding any vacancy on the Executive Council, a quorum may exercise all the powers of the Executive Council. No business shall be transacted at a meeting of the Executive Council unless a quorum is present.
- 4.6.6 **Transacting Business by Electronic Means:** The Executive Council shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the President the urgency of the case requires such action. An Executive Council Member may participate in a meeting of the Executive Council or any committee of the Executive Council by means of such telephone, video or other communications facilities as permit all persons participating in the meeting to hear each other and an Executive Council Member participating in such a meeting by such means is deemed to be present at that meeting. Decisions resulting from this meeting must be documented and circulated to all within 48 hours.
- 4.6.7 **Voting:** Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. If the Chairman does not exercise a casting vote, the motion will be defeated.
- 4.6.8 **Resolution in Lieu of Meeting:** Notwithstanding any of the foregoing provisions of Article 4.8 a resolution in writing signed by all the Executive Council Members entitled to vote on that resolution at a meeting of the Executive Council is as valid as if it had been passed at a meeting of the Executive Council.

#### **4.7 COMMITTEES**

- 4.7.1 The Executive Council shall establish the following committees as standing committees:
- (a) Complaints Committee to handle dispute resolution under Article 6;
  - (b) Selection Committee to make recommendations to the Executive Council on the selection of teams.
- 4.7.2 The Executive Committee may appoint such other committees and task forces as the Executive Council deems to be necessary and appropriate and shall specify the purpose, powers and responsibilities of such committees and task forces.
- 4.7.3 The delegation of authority to any committee or task force shall not operate to relieve the Executive Council from any responsibility or standard of conduct imposed by this Constitution.
- 4.7.4 Membership on any standing committee shall not exceed five members. Membership on other committees and task forces shall only exceed five members if necessary and appropriate.

- 4.7.5 All committees shall have athlete representation PROVIDED HOWEVER that such representation in the case of the Complaints Committee and Selection Committee be by a Retired Athlete.
- 4.7.6 The term for all committee members shall be one year. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.
- 4.7.7 The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of one year.
- 4.7.8 No committee member shall serve for more than three consecutive terms.
- 4.7.9 Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. The Executive Council may remove committee or task force members if they fail to attend in person more than one-half of the regular committee or task force meetings during any 12-month period, unless they are able to demonstrate to the Executive Council that the presence of exigent circumstances caused and excused the absences.
- 4.7.10 A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by providing written notice to the Executive Council. Such resignation shall take effect at the time specified therein. Any vacancy occurring in a committee or task force may be filled by the Executive Committee. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.
- 4.7.11 Each committee or task force may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit and shall take minutes of its meetings. Unless otherwise determined by the Executive Council, a majority of members of a committee or task force shall be a quorum and questions arising at any meeting of a committee or task force shall be decided by a majority of votes.

#### **4.8 COMPENSATION**

- 4.8.1 Executive Council Members and committee and task force members shall not receive compensation for their services as Executive Council Members, committee or task force members, although their reasonable expenses may be paid or reimbursed in accordance with the Federation's policies.

## **ARTICLE 5 - GENERAL MEETINGS**

### **5.1 ANNUAL GENERAL MEETING**

- 5.1.1 The Annual General Meeting shall be held on such day in each year and at such time as the Executive Council may by resolution determine at any place within Barbados within 2 calendar months of the end of the financial year.

### **5.2 EXTRAORDINARY GENERAL MEETINGS**

- 5.2.1 An Extraordinary General Meeting may be convened by order of the President, the Vice-President or by the Executive Council at any date and time and at any place within Barbados.
- 5.2.2 The Executive Council shall, on the requisition of 4 Member clubs of the Federation that carry a right to vote at the meeting requisitioned, forthwith convene an Extraordinary General Meeting, and in the case of such requisition the following provisions shall have effect:
- (a) The requisition must state the purpose of the Extraordinary General Meeting and must be signed by the requisitionists and deposited at the principal office of the Federation, and may consist of several documents in like form each signed by one or more of the requisitionists.
  - (b) If the Executive Council does not, within 21 days from the date of the requisition being so deposited, proceed to convene an Extraordinary General Meeting, the requisitionists or any of them may themselves convene the Extraordinary General Meeting, but any meeting so convened shall not be held after 3 months from the date of such deposit.
  - (c) Any Extraordinary General Meeting convened under this Article 5.2.2 by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to Article 5.3.

### **5.3 NOTICE OF GENERAL MEETINGS**

- 5.3.1 A printed, written or typewritten notice stating the day, hour and place of a General Meeting and the business to be transacted at the meeting shall be given by serving such notice on each Member entitled to attend such meeting not less than 21 days or more than 35 days (in each case exclusive of the day for which the notice is delivered or sent but inclusive of the day for which notice is given) before the date of the meeting. The notice of the General Meeting shall also be published once in a newspaper in daily circulation in Barbados.
- 5.3.3 A Member entitled to attend a General Meeting may in any manner waive notice of a meeting and attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express

purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **5.4 BUSINESS**

5.4.1 The business to be transacted at the Annual General Meeting includes:

- (a) Confirmation of the minutes of the last Annual General meeting and matters arising therefrom.
- (b) Consideration of audited financial statements and the Auditor's Report thereon.
- (c) Consideration of the Report of the Executive Council.
- (c) Election of Executive Council Members.
- (d) Appointment of the Auditor.

5.4.2 A copy of the Report of the Executive Council and of the audited financial statements and the Auditor's Report thereon for the preceding financial year shall be sent to the Members entitled to receive notice of the Annual General Meeting not less than 7 days before the date of the meeting.

5.4.3 All business that is transacted at an Extraordinary General Meeting and all business transacted at an Annual General Meeting, with the exception of those matters set down in Article 5.4.1 shall be special business.

5.4.4 Special Business to be transacted at a General Meeting shall state:

- (a) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and
- (b) the text of any special resolutions to be submitted to the meeting.

#### **5.5 MEMBERS' RESOLUTIONS**

5.5.1 A Member who has a right to vote and who wishes to have a motion included on the agenda of an Annual General Meeting shall reduce the same to writing, have it seconded by another Member also having the right to vote, and submit it to the Secretary at the principal office of the Federation within 1 week of the end of the financial year. The proposer and seconder must be in good financial standing at the time of submitting the motion. The Secretary shall include such motion on the agenda of the meeting.

#### **5.6 QUORUM**

5.6.1 A quorum for the transaction of business at any General Meeting shall be 75% of Club Members, but not fewer than 20 persons, present in person, each being a member entitled to vote thereat. If a quorum is present at the opening of any General Meeting, the Members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a General Meeting, the meeting stands



adjourned to the same day one week thereafter at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes of the appointed time the Members present constitute a quorum.

## **5.7 VOTING**

- 5.7.1 Except in the case of election of Executive Council Members which shall be by secret ballot, every question submitted to any General Meeting shall be decided by a show of hands unless a person entitled to vote at the meeting has demanded a ballot.
- 5.7.2 At every General Meeting at which he is entitled to vote, every Delegate who is present in person shall have one vote on a show of hands and on a ballot. No proxies are permitted.
- 5.7.3 In the case of an equality of votes whether on a show of hands or on a ballot the Chairman of the meeting shall have a casting vote in addition to any vote to which he may be otherwise entitled.
- 5.7.4 At any meeting unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 5.7.5 When the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose another Officer as Chairman of the meeting; but if no Officer is present or all the Executive Council Members present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be Chairman.
- 5.7.6 The Chairman of any General Meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is given.

## **ARTICLE 6 - DISPUTE RESOLUTION**

### **6.1 ADMINISTRATION**

- 6.1.1 **Complaints Committee:** The Complaints Committee shall generally administer and oversee all complaints and shall ensure all complaints are heard in a timely, fair and

impartial manner. The Complaints Committee may promulgate procedures in addition to those set forth in this Constitution for the effective administration of complaints.

6.1.2 **Designation of Complaints:** The following types of complaints may be filed with the Complaints Committee:

- (a) **Grievance:** The Federation, the Executive Council or any member of the Federation may file a complaint pertaining to any matter within the cognisance of the Federation, including but not limited to any alleged violation of or grievance concerning any article of the Constitution or any by-law.
- (b) **Disciplinary Proceedings:** The Executive Council may institute disciplinary proceeding by way of a complaint filed against any Member for any alleged breach of any article of the Constitution or any by-law or for any conduct which, in the opinion of the Executive Council, is or may be injurious to the Federation, or which brings or may bring the Federation into disrepute, or which is unbecoming or prejudicial to the interests of the Federation.
- (c) **Right to Compete:** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a Federation sanctioned competition.

6.1.3 **Manner of Filing:** The complainant shall file a written complaint with the Complaints Committee setting out in clear and concise language, preferably in numbered paragraphs: (i) the complaint; and (ii) the remedy requested. The complainant shall sign and date the complaint.

6.1.4 **Limitation Period:** A complaint filed under Article 6 shall be filed within 21 days of the occurrence of the alleged violation, grievance, misconduct, denial or threat to deny.

6.1.5 **Hearing Panel:** Upon the filing of a complaint, the Complaints Committee shall appoint a disinterested **and independent** Hearing Panel consisting of three Complaints Committee Members to hear the complaint. One of the three members shall be named as Chairman of the Hearing Panel. The Chairman of the Hearing Panel shall be an Attorney-at-Law. Members of the Complaints Committee need not be members of the Federation or involved in table tennis and no member of the Committee shall be an Executive Council Member or a former Executive Council Member who has held office within the last four years.

## 6.2 **CONDUCT OF HEARING**

6.2.1 In any hearing conducted by the Hearing Panel pursuant to Article 6, the parties shall be provided with the following by the Complaints Committee:

- (a) notice in writing of the particulars of the alleged complaint, and possible consequences if the charges are found to be true;
- (b) reasonable time between receipt of the notice of complaint and the hearing with respect to the complaint, within which to prepare a defence;

- (c) the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
  - (d) a hearing before an impartial body of fact finders;
  - (e) the burden of proof shall be on the complainant, which burden shall be at least a preponderance of the evidence;
  - (f) written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.
- 6.2.2 The Panel shall hold a hearing on the complaint and shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary to ensure the complaint is heard in a timely, fair and impartial manner.
- 6.2.3 The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal or other representative. All parties shall be given a reasonable opportunity to present and examine evidence, call and cross-examine witnesses and to present arguments. The Hearing Panel shall have the right to question witnesses or the parties to the proceeding at any time.
- 6.2.4 Upon the request of a party, and provided it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Hearing Panel is authorised to hear and decide the complaint within 48 hours of the filing of the complaint. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair and impartial to the parties involved.
- 6.3 DECISIONS AND APPEALS**
- 6.3.1 **Decisions:** A decision shall be determined by a majority of the Hearing Panel and shall be in writing and distributed to the parties. The Hearing Panel may impose such sanctions as it sees fit, including but not limited to, dismissing the complaint, expulsion, suspension, ban, reprimand, warning, fine, match forfeit, or points deduction as appropriate
- 6.3.2 **Appeals:** Any party may appeal a decision of the Hearing Panel to the BOA Arbitration Commission. The decision of the BOA Arbitration Commission shall be in writing and distributed to the parties and shall be the final decision of the Federation except in the case of a decision to expel a Member which shall be dealt with under Articles 6.3.3 to 6.3.5 inclusive.
- 6.3.3 Following a decision of the Hearing Panel or the BOA Arbitration Commission in the case of an appeal to expel a Member from the Federation the Executive Council shall call on the Member to resign within 28 days of the receipt of such notice, and if the Member fails to resign:
- (a) this failure shall be deemed to be an appeal to the Members in General Meeting,

- (b) the Executive Council may suspend the Member until the Annual General Meeting next following; the decision of the Executive Council to suspend the Member shall be binding until confirmed or set aside by the Annual General Meeting.
- 6.3.4 At such Annual General Meeting, the Members present shall hear the appeal and may, by resolution adopted by at least a two-thirds majority of those present and voting resolve that:
  - (a) no further disciplinary action should be taken against the Member;
  - (b) any period of suspension should continue, and, if so, the length of such additional period;
  - (c) additional disciplinary action (other than expulsion) should be taken against the Member, or
  - (d) the Member should be expelled from membership.
- 6.3.5 The decision of the Annual General Meeting made under Article 6.3.4 shall be final.

#### **6.4 INTERPRETATION OF CONSTITUTION**

- 6.4.1 Any dispute or question arising under or in connection with the interpretation of this Constitution shall be referred by the Executive Council to the BOA Arbitration Commission for resolution.

#### **6.5 ARBITRATION**

- 6.5.1 Any party may appeal a decision of the BOA Arbitration Commission to the CAS which shall solely and exclusively hear such appeal. The arbitrator appointed by the CAS shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. The arbitrator may give whatever weight or authority to the BOA Arbitration Commission's decision as the arbitrator deems appropriate.
- 6.5.2 No appeal lies to the CAS from a decision of the Hearing Panel unless an appeal has first been filed and determined by the BOA Arbitration Commission.

### **ARTICLE 7 - FINANCIAL AFFAIRS**

#### **7.1 FUNDS AND ACCOUNTS**

- 7.1.1 Accounts in the name of the Federation shall be opened at such financial institutions as may be selected by the Executive Council. All contributions, donations, subscriptions

and other monies of the Federation shall be paid to the Federation accounts at such financial institutions.

7.1.2 All monies and funds of the Federation, not immediately required to be expended for the purposes of the Federation and which the Executive Council deems proper to be invested, shall be placed in an investment authorised by the Laws of Barbados.

7.1.3 The Executive Council shall cause true accounts to be kept of:

- (a) all monies received and expended by the Federation and the matters in respect of which such receipts and expenditure take place;
- (b) the assets and liabilities of the Federation; and
- (c) all sales and purchases of assets by the Federation.

7.1.4 Assets and liabilities held on any special trust, and receipts and payment of accounts of such trust shall be entered separately from all other assets and liabilities, receipts and payments.

## **7.2 FINANCIAL YEAR**

7.2.1 The Financial Year of The Company shall run from January 01 to December 31.

## **7.3 AUDITOR**

7.3.1 The Members shall at each Annual General Meeting elect an independent Auditor to hold office until the next Annual General Meeting and the remuneration payable to such Auditor shall be determined by the Executive Council.

7.3.2 The Auditor shall have a right of access at all times to the accounting records of the Federation and shall be entitled to require from the Executive Council such information and explanations as may be necessary for the performance of the duties of the Auditor, and the Auditor shall make a report annually to the Members on the financial statements examined by the Auditor.

## **ARTICLE 8 - SIGNATURE OF DOCUMENTS**

8.1 All contracts, documents, negotiable instruments and mandates for the withdrawal of the Federation's funds shall be signed on behalf of the Federation by any two Officers or persons as the Executive Council may from time to time designate.

## **ARTICLE 9 - CONFLICTS OF INTEREST**

9.1 If any Executive Council Member, Officer, committee or task force member has a financial or other interest in any contract or transaction involving the Federation or has an interest adverse to the Federation's business affairs, and that individual is in a

position to influence a decision or determination with regard to that contract, transaction, or business matter (in this Article together called “transaction), such individual shall:

- (a) disclose the conflict of interest;
- (b) not participate in the evaluation of the transaction; and
- (c) not vote on the transaction.

- 9.2 A general notice that an Executive Council Member, Officer, committee or task force member is associated with any specified firm, company or organisation and is to be regarded as interested in any transaction with that firm, company or organisation is sufficient declaration under Article 10.1 as regards such individual and such transaction and it shall not be necessary for such individual to give a special notice relating to any particular transaction with that firm, company or organisation.

#### **ARTICLE 10 - NOTICES**

- 10.1 Any notice (including any other document) required by this Constitution to be sent to any Members shall be sufficiently given if:
- (a) delivered personally to the person to whom it is to be sent, or delivered to such person at his latest address as shown in the records of the Federation;
  - (b) mailed to such person at his latest address as shown in the records of the Federation by prepaid mail;
  - (c) sent to such person at his latest address as shown in the records of the Federation in the form of an electronic record by prepaid transmitted or recorded communication;
  - (d) sent to such person in the form of an electronic record by means of electronic transmission to an address designated by such person to the Federation for the receipt of electronic communication from the Federation;
  - (e) in the case of an Executive Council Member, sent by facsimile or other means of electronic transmission.
- 10.2 If a Member has not filed with the Federation an address for service, then any notice or other document shall be sufficiently served on him if **the notice** is published in a newspaper in daily circulation in Barbados or in the case of any other document is addressed generally to Members and posted at the principal office of the Federation or on the Federation’s website.
- 10.3 The accidental omission to give notice of a meeting to any person entitled to receive notice of the meeting or the non-receipt of any notice of the meeting by such a person or any irregularity in the notice shall not invalidate any resolution passed or the proceedings at that meeting.
- 10.4 Where a notice required under Article 10.1:

- (a) is delivered personally to the person to whom it is addressed or delivered to his address of record, service shall be deemed to be at the time of delivery of such notice;
- (b) is sent by post, service of the notice shall be deemed to be effected 48 hours after posting if the notice was properly addressed and posted by prepaid mail;
- (c) is sent by electronic transmission, the person to whom the electronic record is addressed shall be deemed to have acknowledged receipt therefor, and the Federation shall be deemed to have received such acknowledgement at the time of sending, and service is deemed to be effected at the time of sending.
- (d) is sent by facsimile transmission, service is deemed to be effected at the time of sending.

#### **ARTICLE 11 –INDEMNITIES TO DIRECTORS AND OFFICERS**

- 11.1 Subject to section 97 of the Act, except in respect of an action by or on behalf of the company to obtain a judgement in its favour, the company shall indemnify a director or officer of the company, a former director or officer of the company or a person who acts or acted at the company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor, and his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such company, if:
- (a) he acted honestly and in good faith with a view to the best interests of the Company; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful

#### **ARTICLE 12 - SAVING**

- 12.1 Any by-laws of the Federation in force at the date of enactment of this Constitution insofar as such by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be the by-laws of the Federation and shall continue to apply and have full force and effect.

### **ARTICLE 13 - AMENDMENTS TO CONSTITUTION**

- 13.1 No amendment shall be made to this Constitution unless approved by a two-thirds majority vote of Members of the Federation present at a General Meeting.

### **ARTICLE 14 - SEVERABILITY**

- 14.1 The invalidity or unenforceability of any article of this Constitution shall not affect the validity or enforceability of any other article, which shall remain in full force and effect.

### **ARTICLE 15 - DISSOLUTION**

- 15.1 The dissolution of the Federation shall require a two-thirds majority vote of Members present and qualified to vote at an Extraordinary General Meeting called for that purpose.
- 15.2 If upon the dissolution of the Federation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Federation but shall be given or transferred to some other sport organisation in Barbados having objects similar to the objects of the Federation and which shall prohibit the distribution of its income and property among its members, such organisation to be determined by the Members of the Federation at or before the time of dissolution by a resolution also requiring the vote of a two-thirds majority of Members, and in so far as effect cannot be given to such provision then to some charitable sport object in Barbados.

ENACTED this                      day of                      2016.

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President

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Secretary