



**BY-LAWS NO: 1**  
**OF**  
**THE CARIBBEAN BROADCASTING UNION**

# **BARBADOS**

## **THE COMPANIES ACT 1982**

### **BY-LAW NO:1**

A by-law relating generally to  
the conduct of the affairs of:

### **THE CARIBBEAN BROADCASTING UNION**

**BE IT ENACTED** as the general By-Law of **THE CARIBBEAN BROADCASTING UNION** (herinafter called "the Union") as follows:

#### 1. INTERPRETATION

- 1.1 These By-Laws are to be construed with reference to the provisions of the Companies Act CAP. 308 of the Laws of Barbados (hereinafter referred to as "the Act") as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in these By-Laws to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.
- 1.2 "Regulations" means any Regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the By-Laws of the Union to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations. All terms used in the By-Laws and defined in the Act or the Regulations shall be taken as having the same respective meaning as they have when used in the Act.



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- 1.3 “The Union” means The Caribbean Broadcasting Union.
- 1.4 “Secretary General” means any person appointed to perform the duties of the Secretary General of the Union and includes any person temporarily appointed to perform the duties of Secretary General.
- 1.5 “Board of Directors” means the Board of Directors mentioned and referred to in Article 4 of the Articles of Continuance and in Clause 13 of these By-Laws.
- 1.6 “By-Laws” means any By-Law of the Union from time to time in force.
- 1.7 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.
- 1.8 Headings in these By-Laws shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.
- 1.9 “General Assembly” means the General Assembly as set out in Clause 15 of these By-Laws.
- 1.10 “Month” means calendar month.



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- 1.11 "The Office" means the registered office for the time being of the Union.
- 1.12 "Digital media" include digitized content that can be transmitted over the Internet or computer networks and can therefore include text, audio, video, and graphics. This means that news, information and programming from a TV network, newspaper, magazine, radio service that is presented on or through the World Wide Web can fall into this category
- 1.13 "Newspapers" include printed publications, usually issued daily or weekly, containing current news, editorials, feature articles, and usually advertising.
- 1.14 "Magazines" include printed periodical publication containing articles and illustrations, typically covering a particular subject or area of interest

## 2. REGISTERED OFFICE AND HEADQUARTERS

- 2.1 The registered office of the Union shall be in Barbados at such address as the Board of Directors shall fix by resolution from time to time.
- 2.2 The headquarters of the Union shall be located in Barbados or in such other member country as the Board of Directors shall recommend and the General Assembly in ordinary or extra-ordinary session shall decide.

## 3. OBJECTIVES OF THE UNION





- 3.1 To develop and execute broadcasting, publishing and digital media projects and programmes relevant to the social, economic and cultural well-being of Caribbean countries;
- 3.2 To promote excellence in regional broadcasting, newspapers, magazines, and digital media through the fostering of professional standards and ethics;
- 3.3 To collaborate with members in the training of personnel and in other measures for the improvement of their broadcasting, publishing, and digital media operations;
- 3.4 To support international agreements relating to all aspects of broadcasting, publishing, and digital media and other forms of electronic communication;
- 3.5 To develop suitable areas of co-operation among members, including co-production and exchange of broadcasting, newspaper, magazine, and digital media material;
- 3.6 To represent members in dealings with other organisations and interests, including negotiation of broadcasting, publishing, and digital media rights, telecommunication, intellectual property and copyright issues; provided that it does not conflict or compete with any ongoing commercial negotiations by its subsidiary company or companies. This provision does not derogate from the right of the Union to represent its



members in any negotiations with its subsidiary company or companies or any other organization or interest on members' behalf;

- 3.7 To consolidate common positions on public issues affecting the welfare of members, and to advocate and defend their rights when considered necessary;
- 3.8 To advocate for and promote freedom of the media including access to information and freedom of expression;
- 3.9 To market and sell programmes, publications and services to member organisations and other organisations and persons regionally and internationally;
- 3.10 To collect and disseminate information on all aspects of broadcasting, publishing, and other forms of electronic communication;
- 3.11 To promote regional awareness and integration activities through any or all of the above and other means;
- 3.12 To assist in developing position papers and executing lobbying activities to influence policy or regulatory decision making;
- 3.13 To assist members in developing allied business policies to embrace the digital media age.



- 3.14 In pursuing the Objects of the Union, care shall be taken to avoid conflict between the Union, its members and subsidiaries of the Union, and care shall be taken to avoid conflict of interest in carrying out the objectives.

#### 4. MEMBERSHIP

- 4.1 The members of the Union shall be such persons as shall apply for admission and be admitted as members at a meeting of the general membership upon recommendation of the Board of Directors.
- 4.2 Every application for membership shall be in such form and accompanied by such supporting documentation as the Board of Directors shall from time to time prescribe.
- 4.3 At the next meeting of the Board of Directors after the receipt of any application for membership, the application shall be considered by the Board—which shall decide upon the approval or rejection of the application. The Board shall not be obliged to inform a rejected applicant of the reason for its rejection. Where the Board approves an application for membership, the Board shall make a recommendation to the next Annual General Assembly that such an applicant is presented to the General Assembly for admission to membership.
- 4.3.1 Upon receipt of and approval by the Board for membership, such entities are required to pay the applicable subscription and become entitled to all the relevant benefits, all of which would be recognised during formal acceptance at the next Annual General Assembly.





4.4 The Union shall consist of:

- (a) Full members; and
- (b) Associate members

4.5 The provisions under clauses 4.1, 4.2, 4.3, and 4.4 shall be taken together as the complete membership application, consideration, approval, and admissions process.

## 5 FULL MEMBERS

5.1 Eligibility for admission to full membership shall extend to all broadcasting organisations situated in member countries of the Caribbean Community; also to such other broadcasting organisations in the wider Caribbean as the Board of Directors may recommend on a case by case basis. Eligibility of all broadcasting organisations shall be subject to the following provisions:

- (a) That their operation is duly authorised by the Governments of the particular countries in which they are situated.
- (b) That they have been in such authorised operation over a continuous period of not less than two years prior to their application.
- (c) That they subscribe to the established Objectives of the Union as at Clause 3 above, and that they respect the provisions of international agreements relating to all aspects of broadcasting.



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(d) That they meet such other requirements as may be prescribed from time to time by the Board of Directors and which, in the opinion of the Board, are necessary in the interests of the Union.

5.2 Eligibility for admission to full membership shall extend to all newspaper, magazine and digital media organisations situated in member countries of the Caribbean Community; also to such other newspaper, magazine, and digital media organisations in the wider Caribbean as the Board of Directors may recommend on a case by case basis.

5.3 Full members shall fall in the categories of:

- i. Licensed broadcasters;
- ii. Unlicensed but registered companies and businesses engaged in digital media publication;
- iii. Independent programme providers whether required to be licensed or unlicensed, but who mandatorily must be registered;
- iv. Subscriber television operators' programme channels;
- v. Subscriber television operators who facilitate the distribution of national or regional broadcast channels and/or digital media entities;
- vi. Direct to home operators, based in the region, who facilitate the distribution of broadcast or digital media services from the region;
- vii. Newspaper publishers, and
- viii. Magazine publishers.

6. ASSOCIATE MEMBERS



6.1 Eligibility for admission to Associate Membership shall extend to all broadcasting, newspaper and magazine publishing and digital media organisations which do not qualify for full membership; also to organisations which in the opinion of the Board of Directors provide a service contributory to broadcasting, publishing and digital media and the interests of the Union.

6.2 Associate Members shall fall in the categories of:

- i. IPTV operators who facilitate distribution of local TV broadcasters but do not operate their own local channels;
- ii. Mobile TV operators facilitating local TV broadcasters but who do not operate their own local channels;
- iii. Government Information Service channels who are not broadcasters or digital media services;
- iv. Public Broadcasting Services who do not broadcast or operate as digital media entities;
- v. Broadcast equipment suppliers;
- vi. Audio-visual and film production houses;
- vii. Animators and graphic design companies;
- viii. Advertising, Marketing and Public Relations Agencies;
- ix. Media and Journalists' Associations;
- x. Media channel aggregators;
- xi. Newspaper publishers, and
- xii. Magazine publishers.



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6.3 A member admitted in the category of either full or associate membership shall be required to re-apply for membership if that member's status changes between Annual General Assemblies. In such an event, the member shall be allowed to operate within its originally admitted category until the date of end of the next Annual General Assembly. If no action is taken to apply for membership in a different category, the originally approved and admitted membership in that category shall be deemed null and void with immediate effect as of the substantive change. If the entity wishes to retain membership of the Union in the category for which it becomes eligible, an application for that category shall be made and the application process fulfilled as set out in Clause 4 above.

6.4 Where a member's status changes from full to associate between Annual General Assemblies and a representative of that member is serving on the Board of Directors, that representative would become ineligible to continue on the Board and a casual vacancy would be created.

6.5 Membership of the Union will not constitute an automatic waiver of fees applicable for services provided through the Union or at its events, including exhibition fees at the Annual General Assembly.

## 7. SUBSCRIPTIONS

7.1 Subscriptions payable by each member shall be in accordance with decisions made from time to time by the Board of Directors and shall be payable in full at the beginning of each fiscal year in the currency of the United States of America, save and except where the laws of any country in





which a member is located prohibit payment in that currency, in which case payment shall be made in another currency stipulated by the Secretariat of the Union after consultation with the member concerned.

- 7.2 In the case of a person admitted to membership after 30 June in any year, the subscription for that year shall be 50% of the amount calculated for the full year of membership of that particular member, but in all other cases the full annual subscription shall be paid for that year of admission.
- 7.3 In the case of a new member, payment of the initial subscription shall be made upon notification of Board approval of the application for membership and prior to admission by the general membership.
- 7.4 Subscriptions in respect of any year become due and payable on the 2<sup>nd</sup> day of January of that year.

## 8. SUSPENSION/FORFEITURE OF MEMBERSHIP

- 8.1 If any member fails to pay its subscription for any year within one month of its becoming due, the privileges and rights of membership shall be suspended pending such payment.
- 8.2 If any member fails to pay its subscription within three months of its becoming due, it shall by reason of that failure cease ipso facto to be a member of the Union and shall forfeit all rights in the Union, unless there is an agreement in place for payment over a specified term, approved by the Board, and with which the member is fully complying.



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- 8.3 Where an entity has forfeited its membership for failure to pay subscription, that entity shall be eligible to apply for re-admission on payment of all arrears (including under a Board-approved payment plan) due while a member, together with all current subscription payments.

9 RESIGNATION

- 9.1 Any member may resign from the Union by giving at least six (6) months' written notice by registered mail, facsimile or signed electronic mail addressed to the President. The resigning member shall be liable for all outstanding financial obligations to the Union.

- 9.2 Any member who has resigned and any successor to its rights shall cease to have rights in the assets of the Union from the date of resignation.

10 EXPULSION

- 10.1 If any member shall wilfully refuse or neglect to comply with the provisions of the By-Laws or regulations of the Union or decisions of the General Assembly, such member may be liable to expulsion by a resolution of a two-thirds majority of the Board of Directors, provided that at least four weeks before the meeting at which such resolution is passed, the member shall have had notice thereof and of the intended resolution, and that its duly authorized representative shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit, and that it shall be entitled to legal representation at its own



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expense. A member expelled under this By-Law shall forfeit all rights in and claim upon the Union and its property.

11. THE PRESIDENT AND VICE-PRESIDENT

11.1 The President shall:

- (a) Generally represent the Union;
- (b) Convene and chair meetings of the General Assembly;
- (c) Convene and chair meetings of the Board of Directors;
- (d) Set the Agenda for meetings of the General Assembly and the Board of Directors;
- (e) Present an annual Presidential Report to the General Assembly;
- (f) Present the draft annual budget and financial report to the General Assembly in ordinary sessions;
- (h) Authorise changes in the Budget;
- (i) Appoint or dismiss senior staff of the Secretariat, and in so doing give due consideration to the recommendations of the Secretary-General;
- (j) Supervise the work of the Secretary-General;
- (k) Generally further the objectives of the Union and undertake such other functions as shall from time to time be mandated by the Board of Directors.

11.2 The Vice-President shall:

- (a) Generally assist the President;
- (b) In the temporary absence of the President, act for the President;



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(c) In the event of the resignation or incapacity of the President, replace the President until the next ordinary session of the General Assembly.

11.3 Where a vacancy arises in the Office of the Vice-President, it shall be the duty of the Board of Directors to fill that vacancy from among its members until the next ordinary session of the General Assembly.

11.4 No individual shall serve as President or Vice President for more than two (2) consecutive terms. However, after a break of a minimum of one normal term of two (2) years, a person who has previously served two (2) or more terms as President or Vice-President becomes eligible once again for either position. Where the position of President or Vice President is held by a Director for less than six months, that period shall not count as a full term for the purposes of this provision.

12. SECRETARY GENERAL

12.1 The Secretary General shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit, and the Secretary-General so appointed may be removed by the Board.

12.2 The Secretary-General shall:

- (a) Manage the affairs of the Union and administer the Secretariat;
- (b) Recommend to the President the appointment or dismissal of senior staff of the Secretariat;
- (c) Appoint or dismiss other staff of the Secretariat;





- (d) Give effect to decisions taken by the General Assembly and by the Board of Directors;
- (e) Execute directives received from the President;
- (f) Prepare, in consultation with the President, the draft Annual Budget and Financial Report for submission to the Board of Directors;
- (g) Upon taking up appointment, be duly registered as the Company Secretary of the Union, in accordance with the Act;
- (h) Organize and co-ordinate sessions of the General Assembly and the minutes of such meetings;
- (i) Service meetings of the Board of Directors and any committees appointed by the Board or by the General Assembly, and ensure the preparation of the minutes of such meetings;
- (j) Develop and oversee all projects and other activities in service to member organisations and in furtherance of the established Objectives of the Union.
- (k) Maintain the necessary books and records of the Union as required by these By-Laws or by any applicable statute or law;
- (l) Communicate with and maintain liaison with member organisations and all other relevant organisations and institutions;
- (m) Advise and assist the President and undertake such other duties as shall from time to time be assigned by the Board of Directors.
- (n) Generally represent the Union.

13.1 BOARD OF DIRECTORS

- 13.2 There shall be a minimum of three (3) Directors and a maximum of nine (9) Directors.

REGISTERED CORPORATE AFFAIRS AND  
INTELLECTUAL PROPERTY OFFICE





13.3 The Board of Directors shall comprise a President, a Vice-President and seven (7) ordinary members and shall be elected at an ordinary session of the General Assembly, subject to the following provisions:

- (a) Only persons representing full member organisations are eligible for election to the Board;
- (b) No person shall be eligible for election to the office of President or Vice-President unless he is the Chief Executive of a full member organisation;
- (c) At least one member of the Board shall be the Chief Executive of a broadcasting, newspaper, magazine or digital media organisation in the country where the Union has its headquarters;
- (d) No two (2) members of the Board shall be from the same member organisation and not more than two (2) members shall be from the same country;
- (e) All members of the Board shall be elected to two-year terms, with the terms of the President, Vice President and at least one ordinary member commencing and expiring in alternate years to those of the other ordinary members;
- (f) Any director appointed by the Board to fill a casual vacancy in between sessions of the General Assembly shall retire at the next ordinary session of the General Assembly following that appointment;
- (g) All members of the Board at the end of a stipulated period of service or on retiring shall be eligible for re-election except in instances where Clause 11.4 is applicable.



- (h) A member of the Board may continue in office only for so long as he is in the employ of a broadcasting, newspaper, magazine or digital media organisation which is a full member of the Union.

13.3 The Board of Directors shall decide and set the policy of the Union, and shall be responsible for oversight of the Union's affairs. The members of the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Union and which are not by the By-Laws of the Union or by statute expressly directed or required to be done by the Union. Without limiting the powers hereinbefore set out the Board shall have the following powers and jurisdiction:

- (a) To appoint a Secretary General upon such terms and conditions as it deems fit and to terminate that appointment;
- (b) To consider all matters for inclusion on the agenda of an ordinary session of the General Assembly whether such matters arise from its own deliberations or through the submissions of members, such submissions to be received at least eight (8) weeks prior to the date of the session, and its decision as to their inclusion on the Agenda shall be binding on the President. Where it is decided to include matters which were submitted after notice for the meeting has been served, the Secretary General shall ensure that the relevant documents are dispatched with all reasonable speed;
- (c) To determine who shall have observer status at any session of the General Assembly;
- (d) To fill any vacancy that may occur in its membership;



- (e) To appoint from time to time to such committees as it sees fit, any person from a member organisation of the Union being eligible for such appointment;
- (f) After appropriate consultations, to determine when and where each session of the General Assembly will be held, and, in the case of ordinary sessions, as far as possible to communicate to the General Assembly before the end of each ordinary session the date and venue of the next session;
- (g) To execute and authorize the exercise of any and all activities and undertakings designed to meet the Objectives of the Union as set forth in Clause 3 and in Schedule A of the Articles of Continuance, including the delegation of such authority where it is deemed fit to do so;
- (h) To prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Union as they deem expedient and necessary;
- (i) To ensure that all necessary books and records of the Union as required by these By-Laws or by any applicable statute or law are regularly and properly kept.

13.4 The President may assign to individual directors responsibility for stimulating and monitoring activity related to particular Objectives of the Union, and such directors shall report to the Board on their assignment at intervals to be fixed by the Board.

13.5 No director or officer of the Union shall be liable to the Union for:



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- (a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Union through the insufficiency or deficiency of title to any property acquired by the Union for or on behalf of the Union;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Union shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom 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 Union;
- (f) any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his respective office or trust or in relation thereto;

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Union and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

13.6 Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.





13.7 The directors for the time being of the Union 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 Union, except such as are submitted to and authorised or approved by the directors.

13.8 If any director or officer of the Union is employed by or performs services for the Union otherwise than as a director or officer or is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Union, the fact of his being a member, director or officer of the Union shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

#### 14. MEETING OF BOARD OF DIRECTORS

14.1 A meeting of the members of the Board of Directors may be convened at any time by the President or the Vice-President. The Secretary General, by direction of the President or the Vice-President, shall convene a meeting of directors. The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by resolution fix the dates or times of such regular meetings. So long as any such resolution is in effect the Secretary General of the Union shall convene such regular meetings by notice given in the manner hereinafter referred to.



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- 14.2 Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least seven (7) days before the meeting is to take place, provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates.
- 14.3 Any and every director may, if all the directors consent, participate in a meeting of the Board or of any committee of the directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and any director or directors participating in such a meeting by such means shall be deemed to be present at that meeting.
- 14.4 A resolution in writing, signed by all directors entitled to vote on that resolution at a Board of Directors meeting, is as valid as if it had been passed at a meeting of the Board of Directors.
- 14.5 For the first meeting of the Board of Directors held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or



directors in order for the meeting to be duly constituted, provided that a quorum of the directors be present.

14.6 In the absence of both the President and the Vice-President from any meeting of the Board of Directors, members present shall appoint one of their number as Chairman of that meeting.

14.7 (a) Five (5) directors shall form a quorum for the transaction of business at a meeting of the Board of Directors and, notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of the Board unless a quorum is present.

(b) A quorum shall include the President, and in his absence, the Vice-President shall act in his stead.

14.8 Decisions at a Board meeting shall be arrived at by consensus or, if the Chairman so elects or any director present so requests, by a tally of votes. In the latter instance, in the event of a tie, the Chairman may exercise a casting vote, in addition to any vote to which he may be otherwise entitled.

15. GENERAL ASSEMBLY MEETINGS

15.1 All members shall meet once in every year in ordinary session to constitute the General Assembly which shall be the supreme authority of the Union, and not more than fifteen (15) months shall elapse between the



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date of an ordinary session and that of the next at such time and place as the Board of Directors shall appoint.

- 15.2 Full members shall be eligible to vote and in any other way fully participate in the deliberations of the General Assembly.
- 15.3 Associate members shall participate in the deliberations of the General Assembly but shall not vote nor shall members of their delegations be eligible for election to any office.
- 15.4 The General Assembly shall, in addition to such other business as may be fixed by the Board:
- (a) Approve the minutes of the preceding ordinary session of the General Assembly and of any intervening extra-ordinary session;
  - (b) Admit new members;
  - (c) Adopt the President's Report;
  - (d) Examine and adopt the Auditor's Report and Audited Financial Statements for the preceding year;
  - (e) Appoint Auditors for the ensuing year;
  - (f) Examine and approve the Programme of Activities and the Budget for the ensuing fiscal year;
  - (g) Receive and consider the reports of any Committees and Study Groups established by the General Assembly;
  - (h) Elect persons to vacant seats on the Board of Directors according to the provisions of Clause 13.2 of these By-Laws;



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15.5 The General Assembly shall meet in extra-ordinary session if the President convenes it or if a written request for such a session is received by the Secretary General from not less than one-third of the full members of the organisation. Any requisition made by the members shall specify the business it is proposed to place before the meeting at the time of filing the requisition and no other business shall be considered at that meeting.

16. NOTICE OF GENERAL ASSEMBLY MEETINGS

16.1 At least eight (8) weeks' notice must be given prior to the date fixed for an ordinary session of the General Assembly.

16.2 In the case of an extra-ordinary session at least four (4) weeks' notice must be given.

17. PROCEEDINGS AT MEETINGS OF THE GENERAL ASSEMBLY

17.1 The business of the Union shall be conducted in the English language.

17.2 The quorum for meetings of the General Assembly shall be no less than one-third (1/3) of full members who are in good financial standing.

17.3 In the absence of the President from a meeting of the General Assembly or where a conflict of interest would preclude the President from chairing the meeting, the Vice-President shall be Chairman. Where the Vice-President is also absent or similarly precluded, the full members present shall elect a Chairman from among the delegations of full members present at the meeting.



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- 17.4 Each full member shall have one (1) vote.
- 17.5 Every question put to a vote shall be decided by a tally of votes. In the event of a tie, the Chairman of the meeting shall have a casting vote in addition to any vote to which he may be otherwise entitled.
- 17.6 Each full member entitled to vote may, in the absence of personal representation, grant full proxy rights to any financial full member represented through confirmation in writing, by post, telex, facsimile, cablegram or electronic mail. Such exercise of power must be notified to the President. However, no full member may accept such exercise of power or form of proxy from more than one other financial full member. The power of proxy vote shall not be exercised to constitute a quorum or to amend these By-Laws.
- 17.7 In the case of urgent matters occurring between sessions of the General Assembly requiring a decision by the General Assembly the President may take a vote by post, telex, facsimile, cablegram or electronic mail subject to subsequent ratification by the General Assembly.
18. SEAL
- 18.1 The Corporate Seal of the Union shall be such as the Board of Directors shall by resolution from time to time adopt.



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18.2 The Board shall provide for the safe custody of the seal and the seal shall never be used except in the presence of the President or Vice-President, one of whom shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary General or some other person appointed by the Board.

18.3 The Seal, an impression whereof is made on these By-Laws is, at the date hereof, hereby declared to be the common seal of the Union.

19. ACCOUNTS

19.1 The budget and accounts of the Union shall be drawn up in the currency where the Union has its headquarters.

19.2 Banking accounts shall be maintained in the name of the Union in which all moneys received on its behalf shall be deposited, and all cheques and other documents authorising withdrawals must be signed by any two of the President, Vice-President and Secretary-General or in their absence by any two persons authorised by the Board in writing.

19.3 All payments shall be made by previously authorized cheques, wire transfer, authorized credit card or electronic transaction drawn upon the said banking accounts, provided however that the Secretary General may make such petty cash payments as may be approved by the Board.



20. AUDIT

20.1 The Union shall at each ordinary session of the General Assembly appoint an auditor or auditors until the next ordinary session and their appointment, remuneration rights and duties shall be regulated by the Act.

20.2 At least once in every year, the accounts of the Union shall be examined, and the correctness of the Statement of Account and balance sheet ascertained by an auditor.

20.3 Every account when audited and approved by the General Assembly shall be conclusive, except as regards any error discovered therein within six (6) months next after the approval thereof. Whenever any error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.

21. POWER TO INTERPRET AND AMEND BY-LAWS

21.1 The Board shall be the sole authority for the interpretation of these By-Laws and the Articles of Continuance, and the decision of the Board upon any question of interpretation or upon any matter affecting the Union and not provided for by these By-Laws and the Articles shall be final and binding on the members.

21.2 These By-Laws may be altered by special resolution passed in accordance with the provision of the Act.



A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, located in the bottom right corner of the page.

22. NOTICES

- 22.1 A notice required by these By-Laws may be served by the Union upon any member by post, telex, cablegram, facsimile or electronic mail addressed to the address of each member registered with the Secretary General or by leaving it at such address or, if no address be given therein, then addressed to the last address of such member, director or auditor known to the Secretary General of the Union. With respect to every notice sent by prepaid mail it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office letter-box.
- 22.2 A certificate of the President, the Vice-President, the Secretary General of the Union or of any other officer of the Union in office at the time of the making of the certificates as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Union, as the case may be.
- 22.3 Any such notice would be deemed to have been received at the time in which in the ordinary course of postage it would have reached the addressee.
- 22.4 The signature to any notice to be given by the Union may be written or printed.



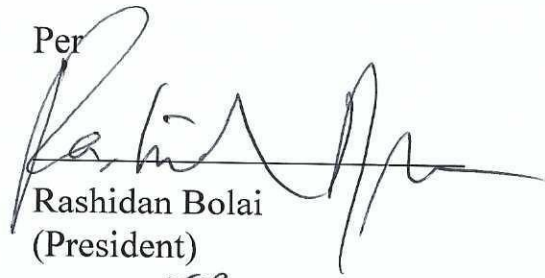
A handwritten signature in black ink, consisting of a stylized 'S' followed by a series of loops and a final vertical stroke.




ENACTED this 20<sup>th</sup> day of August, 2016

**THE CARIBBEAN BROADCASTING UNION**

Per

  
Rashidan Bolai  
(President)  
DIRECTOR

  
Sonia Gill  
(Secretary General)

