BARBADOS

THE COMPANIES ACT 1982

BY-LAW NO.1

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

COMPANY No: 33961

BE IT ENACTED as the general By-Laws of Healthy Caribbean Coalition Inc.
(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 1982 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 provisions substituted therefor in the new statute or statutes;

(b) "Regulations" means any Regulations made under the Act, and all regulations substituted therefor and, in the case of such substitutions of the Regulations shall be read as references to the provisions substituted therefor in the new regulations;

(c) "by-laws" means any by-law of the Company from time to time in force;

(d) special resolution means a two third majority vote of the common members listed in the register on the date the special resolution is voted on;

(e) 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
(f) 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 work "individual" means a natural "person".

2.  REGISTERED OFFICE

2.1  The registered office of the Company shall be in Barbados at such address as the
directors may fix from time to time.

3.  SEAL

3.1  The common seal of the Company shall be such as the directors may by resolution
from time to time adopt.

3.2  The Company is authorised to have for use in any country other than Barbados or for
use in any district or place not situated in Barbados, an official seal or seals which must
comply with Section 25 (2) of the Act.

4.  DIRECTORS

4.1  POWERS: The business and affairs of the Company shall be managed by the directors.

4.2  NUMBER: There shall be a minimum of three (3) and a maximum of ten (10)
directors.

4.3  ELECTION:

4.4  Within one month of an upcoming General Assembly at which there is scheduled election
of Directors, a Nominating Committee will invite nominations from members for election
of President and Secretary/Treasurer and other members of the board of directors. Such
Nomination Committee to be comprised of 2 directors of the Company, excluding the
President, and one of whom should chair the Nominating Committee and another
individual who is not a member of the board of directors. The Nominating Committee
will determine the number and names of the Directors for the ensuing two years based on
submissions from members and on search by the Nominating Committee. The persons so
identified will be presented at General Assembly for election at which time any member
entitled to vote may also nominate persons for election to become a member or officer of the board of directors.

4.5 Members of the Board elected at General Assembly meetings shall within three months of election identify and invite up to a maximum of 5 persons to constitute a Committee of Advisers to the Board of Directors. These persons should be individuals considered likely to contribute significantly to assisting the Company in discharging its mission and objectives and may be identified from among any category of membership of the Company. The Committee of Advisers to the Board of Directors will interact with and at the pleasure of the Board of Directors to assist with the development and best management and governance of the company.

4.6 TENURE: Board members shall serve for two (2) years after which they may be eligible for re-election.

4.6.1 A director shall cease to be a director:

(a) if he becomes bankrupt or compounds with his creditors or is declared insolvent;

(b) if he is found to be of unsound mind; or

(c) if by notice in writing to the Company he resigns his office and any such resignation shall be effective at the time it is sent to the Company or at the time specified in the notice whichever is later.

(d) if he is absent from four (4) consecutive meetings of the Board without good cause communicated to the Board in writing.

4.6.2 Vacancies among the directors of the Company, may be filled by a quorum of the directors of the Company under section 72 of the Act with the recommendation of the President.

4.7 DELEGATION OF POWERS: The directors may, subject to 80 (2) of the Act, delegate powers to committees, Managing Director or officers of the Company in accordance with the provisions of Section 80 and 93 of the Act.

5 BORROWING POWERS OF DIRECTORS
5.1 The directors may from time to time

(a) borrow money upon the credit of the Company;

(b) issue, re-issue, sell or pledge debentures of the Company;

(c) subject to section 53 of the Act, give a guarantee on behalf of the Company to secure performance of an obligation of any person; and

(d) Mortgage, charge, pledge or otherwise create a security interest in all or any property of the Company, owned or subsequently acquired, to secure any obligation of the Company, or any of its affiliates then owned by the Company.

5.2 The directors may from time to time by resolution delegate to any officer of the Company all or any of the powers conferred on the directors by paragraph 5.1 hereof to the full extent thereof or such lesser extent as the directors may in any such resolution provide.

5.3 The powers conferred by paragraph 5.1 hereof shall be in supplement of and not in substitution for any powers to borrow money for the purposes of the Company possessed by its directors or officers independently of a borrowing by-law.

6 MEETING OF DIRECTORS

6.1 PLACE OF MEETING: Meeting of the directors and of any committee of the directors may be held within or outside Barbados or virtually through the use of digital media.

6.2 NOTICE:

(a) Regular meetings shall be held with a frequency as determined by the President and will be held virtually through the use of digital media or face to face meetings as circumstances allow.

(b) Special meetings may be held at any time when called for by the President or a majority of Board members.

Subject to sub-section 76(1) of the Act the notice of any such meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting
shall be served in the manner specified in paragraph 19.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting except where a director attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.3 **QUORUM:** A majority of directors shall form a quorum for the transaction or business and, notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No official business shall be transacted at a meeting of directors unless a quorum is present. However a quorum of one will suffice in circumstances as determined by the directors where there exists a conflict of interest requiring one or more directors to abstain from voting. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall declare such interest to the Board and will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.

6.3.1 A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting. If a director participating in such a meeting is then in Barbados, the meeting shall be deemed to have been held in Barbados.

6.4 **VOTING:** Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of equity of voting the chairman of the meeting in addition to his original vote shall have a second or casting vote.

6.5 **RESOLUTION IN WRITING:** Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors is as valid as if it had been passed at a meeting of the directors or any committee of the directors.

**REMUNERATION OF DIRECTORS**
7.1 The remuneration to be paid to the directors if any shall be such as the members may from time to time determine and such remuneration may be in addition to the salary paid to any officer or employee of the Company who is also a director, unless otherwise resolved by the members. The directors may award special remuneration to any director undertaking any special services on the Company's behalf other than the routine work ordinarily required of a director and the confirmation of any such resolution or resolutions by the members shall not be required.

8. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL.

8.1 The directors in their discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any special meeting of the members called for the purposes of considering the same and subject to the provision of section 89 of the Act, any such contract, act or transaction that is approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act of by the Company's articles or any other by-law) shall be as valid and as binding upon the Company and upon all the members as though it had been approved, ratified or confirmed by every member of the Company.

9 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.1 No director or officer of the Company shall be liable to the Company for

(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 Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;

(c) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Company shall be placed out or invested;

(d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom moneys securities or effects shall be lodged or deposited;
(e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Company;

(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 Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.2 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.

9.3 The directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as are submitted to and authorised or approved by the directors.

9.4 If any director or officer of the Company is employed by or performs services for the Company otherwise than as a director or officer or is a member of a firm or a member, director or officer of a body corporate which is employed by or performs services for the Company, the fact of his being a member, director or officer of the Company shall not dis-entitle such director or officer or body corporate, as the case may be, from receiving proper remuneration for such services.

10 INDEMNITIES TO DIRECTORS AND OFFICERS

10.1 Subject to section 97 of the Act, except in respect of an action by or on behalf of the Company to obtain a judgment 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 member or creditor, and his personal representatives,
against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 interest 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.

11 OFFICERS

11.1 APPOINTMENT: The directors shall, as often as may be required, designate such officers and appoint such officers as the Directors deem necessary.

11.2 REMUNERATION: The remuneration if any of all officers appointed by the directors shall be determined from time to time by resolution of the directors. The fact that any officer or employee is a director or member of the Company shall not disqualify him from receiving such remuneration as may be determined.

11.3 POWERS AND DUTIES: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective officers and such other powers and duties respectively as may from time to time be assigned to them by the directors.

11.4 DELEGATION: In case of the absence of inability to act of any officer of the Company, except a Managing Director, or for any other reason that the directors may deem sufficient the directors may delegate all or any of the powers of such officer to any other officer or to any director.

11.5 VACANCIES: If the office of any officer of the Company becomes vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of Secretary Treasurer, and may, in the case of any other office, appoint a person to fill such vacancy.
11.6 TENURE: Unless he vacates office under paragraph 11.1 or 11.5 hereof an officer, who is a director shall continue in office for as long as he is a director of the Company notwithstanding that, from time to time, his term of office as a director may expire and he may be re-elected a director of the Company.

12. MEMBERS.

Categories of Membership.

12.1 Organization Member (Caribbean Health NGO), being a chronic non-communicable disease (NCD) Caribbean based non-governmental health organization.

12.2 Individual Member (Caribbean), being an individual located in the Caribbean and involved in responding to chronic non-communicable diseases (NCDs).

12.3 Associate member (Caribbean), being a Not-for-profit organization, including voluntary associations, foundations, civic groups, professional associations, universities, unions, and other similar types of entities not intended to generate a profit for their owners, based in the Caribbean region.

12.4 Supporting member (Caribbean), being For-profit organizations that include corporations, partnerships, proprietorships, and others intended to generate financial gain for their owners, based in the Caribbean Region.

12.5 Supporting member (International), being an individual, health NGO, Not-for-profit or For-profit organization, based outside of the Caribbean Region.

13.0 MEMBERSHIP AND ADMISSION TO MEMBERSHIP.

13.1 Caribbean NCD health nongovernmental organizations, other civil society organizations and institutions, business and academia, not-for-profit and for-profit organizations, and individuals, with an interest in NCDs, in the Caribbean and internationally will be encouraged and invited to become members of the HCC and once accepted by directors will be placed in appropriate membership category and contact details maintained by an officer of the board of directors and these lists maintained by the directors and officers of the Company will be considered to represent the official membership of the Company. Individuals, organizations or institutions may discontinue membership of the Company by requesting that removal from the official lists of members. Individuals,
organizations or institutions will be removed from the official list of members by the directors if in their judgment it is in the best interest of the Company for such action to be taken. There is no fee to become or to be a member of the Company. Conditions of admission to membership and of membership may be determined by directors from time to time as considered appropriate and in the best interest of the Company. Individuals and/or organizations or institutions with any known association with the tobacco industry will not be encouraged, invited, or accepted as members of the Company.

13.2 ATTENDANCE AND VOTING AT GENERAL ASSEMBLY MEETINGS.

All categories of members of the Company may attend GENERAL ASSEMBLY Meetings. Voting and determination of quorum will be restricted to the category of Organization Member (Caribbean health NGO) as defined in 12.1, Individual Member (Caribbean) as defined in 12.2, Associate Member (Caribbean) as defined in 12.3, above and each member organization so defined will have a single vote on any matter under consideration.

14 MEMBERS' MEETINGS

14.1 GENERAL ASSEMBLY MEETING Subject to the provisions of section 105 of the Act, the General Assembly meeting of the members shall be held every two (2) years on such day and at such time as the directors may by resolution determine at any place within Barbados, outside Barbados or be held virtually through the use of digital media.

14.2 SPECIAL MEETINGS: Special meetings of the members may be convened by order of the directors at any date and time and at any place within Barbados, outside Barbados, or electronically.

14.3 NOTICE: A principal, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to vote at such meeting, on each director and on the auditor of the Company in the manner specified in paragraph 18.1 hereof, not less than twenty-one days nor more than fifty days (in such case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of the business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.
14.4 **WAIVER OF NOTICE:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.5 **OMISSION OF NOTICE:** The accidental omission to give notice of a meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

14.6 **VOTES:** Every question submitted to any meeting of members shall be decided by a show of hands unless a person entitled to vote at the meeting shall demand a ballot and, if the article so provide, in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any vote to which he may be otherwise entitled. Where the meeting is held electronically votes may be submitted by saying “Yay” or “Nay” if there is no live video available.

14.6.1 At every meeting at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member, who is present in person shall have one vote on a show of hands. Where the meeting is held electronically votes may be submitted by saying “Yay” or “Nay” if there is no live video available. Upon a ballot at which he is entitled to vote, every member shall, subject to the articles, have one vote for every share held by the member.

14.6.2 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 loss or not carried by a particular majority shall be conclusive evidence of the fact.

14.6.3 A ballot may, either before or after any vote by a show or hands, be demanded by any person, entitled vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairman of the meeting
directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

14.7 PROXIES: Votes at meetings of members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of the Company and a body corporate or association so represents shall be deemed to be present in person.

14.7.1 A proxy shall be executed by the member or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.

14.7.2 A person appointed by proxy need not be a member.

14.7.3 Subject to the provisions of part V of the Regulations, a proxy may be in the following forms.

The undersigned member of
hereby appoints or failing him
of
as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the members of the said Company to be held on the day of the
20
and at any adjournment or adjournments thereof in the same manner, to the extent and with the same powers as if the adjournment or adjournments thereof.

Dated this day of 20 .

Signature of member

14.8 ADJOURNMENT: The Chairman of any 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 thirty 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 required.

14.9 **QUORUM:** Subject to the Act, a quorum of members is present at a meeting of members if at least 8 members entitled to vote at the meeting, are present in person or by proxy. Where the organization is comprised of less than 8 members a majority of those members shall constitute a quorum. If a quorum is present at the opening of any meeting of the members, 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 thirty minutes of the time appointed for a meeting of members, an informal discussion may be engaged in around the agenda and minutes of the meeting but no formal decisions or actions shall be taken. The meeting stands adjourned to the same day two weeks thereafter at the same time and place; and if at the adjourned meeting a quorum is not present within thirty minutes of the appointed time, the members present constitute a quorum.

14.10 **RESOLUTION IN LIEU OF MEETING:** Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 128 of the Act, as valid as if it had been passed at a meeting of the members.

**INFORMATION AVAILABLE TO MEMBERS**

15.1 Except as provided by the Act, no member shall be entitled to any information respecting any details or conduct of the Company's business which in the opinion of the directors it would be inexpedient in the interest of the Company to communicate to the public.

15.2 The directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Company or any of them shall be open to the inspection of members and no member shall have any right to inspect any document or book or register or accounting
record of the Company except as conferred by statute or authorized by the directors or by a resolution of the members.

16. CHEQUES, DRAFTS AND NOTES

16.1 All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officers or persons and in such manner as the directors may from time to time designate by resolution.

17. EXECUTION OF INSTRUMENTS

17.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by any director, who shall also affix the Common Seal of the company to any such document, and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The directors shall have power from time to time by resolution to appoint any officers or persons on behalf of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17.1.1 An official seal which the Company may have as it is authorised to do by paragraph 3.2 hereof may be affixed to any document to which the Company in party in the country, district or place where such official seal can be used by a person appointed for that purpose by the Company by an instrument in writing under the common seal and a person who affixes an official seal of the Company to a document shall do so in accordance with section 25(6) of the Act.

18. SIGNATURES

18.1 The signature of any officer or director of the Company or of any officer or persons, appointed pursuant to paragraph 20.1 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any certificate for shares in the Company or contract, document or instrument in writing, bond, debenture or other security of the company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes if such document or instrument
in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

19. **FINANCIAL YEAR**

19.1 The directors may from time to time by resolution establish the financial year of the Company.

20. **AMENDMENTS**

20.1 These by-laws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendments(s) is provided to each Board member at least one week prior to said meeting.

**ENACTED this 16 day of September 2012**

[Signature]

Corporate

[Seal]

Director