

COMMONWEALTH OF THE BAHAMAS

AN ASSOCIATION NOT FOR PROFIT

PURSUANT TO SECTION 14

of the

COMPANIES ACT 1992

ARTICLES OF ASSOCIATION

OF

BAHAMAS SOCIETY OF ENGINEERS

1. INTERPRETATION

- 1.1 These Articles shall be construed with reference to the provisions of The Companies Act 1992 (the Act) of the Commonwealth of The Bahamas, and all laws amending the same.
- 1.2 The terms in these Articles shall be deemed to have the respective meanings they have when used in the Act.
- 1.3 In addition in the interpretation of these Articles unless there be something in the subject or context inconsistent therewith:

“Annual General Meeting” shall mean the general meeting of members of the Society required to be held in each calendar year by the provisions of the Act.

“Articles” shall mean these Articles of Association as originally framed or as altered from time to time in accordance with the provisions hereof.

“Board” shall mean the committee of officers and Directors of the Society for the time being appointed to office in accordance with these Articles, who shall be the directors of the company under the Act.

“By-laws” shall mean rules made by the Board in accordance with these Articles and in accordance with the provisions of section 162 of the Act.

“member” shall refer to and include all classes of membership except where a particular class of membership is expressly excluded or restricted by these Articles.

“Professional Engineers Act” means the Professional Engineers Act, Chapter 200A of the Statute Laws of the Bahamas or any amendment thereof.

“Society” shall mean the Bahamas Society of Engineers incorporated in the Memorandum of Association.

Words importing the singular number only include the plural number and vice versa and words importing the masculine gender shall include the feminine gender.

2. OBJECTS

2.1 The Association is established for the purposes expressed in the Memorandum of Association.

3. MEMBERSHIP

3.1 The subscribers to the Memorandum of Association shall be first members of the Society.

3.2 The subscribers to the Memorandum of Association shall form the first Board of the Society and shall hold the same position on the Board as they held in the unincorporated body known as the Bahamas Society of Engineers (hereafter referred to as “the BSE”) for the unexpired term of the respective office held by him.

3.3 Every person who at the date of incorporation of the Society was fully paid up (if required) and duly registered and was a member of the unincorporated BSE shall be deemed to be a member of the Society for the unexpired period of their current membership.

3.4 Every application for membership must be in writing, signed by the applicant and must be in the form that the Board from time to time prescribes. The Board has the right to refuse membership.

3.5 There shall be six classes of membership namely:

3.5.1 **Fellow:** Registered Professional engineers in a recognised jurisdiction as stated in the Professional Engineers Act who possess ten years of continuous membership in the Society including membership in the previously unincorporated BSE.

- 3.5.2 **Member:** Engineers who have been practicing in the field for four years or more and have completed accredited engineering education.
- 3.5.3 **Associate:** Engineers who have been practicing in the field for less than four years but have completed the proper engineering education.
- 3.5.4 **Affiliate:** Individuals who work in allied areas.
- 3.5.5 **Student:** Individuals who attend college or university and are enrolled in a program that will result in a degree in engineering.
- 3.5.6 **Honorary:** The highest form of membership, given to those who are retired from active work in the field of engineering but during their time of active work brought honour to the engineering profession through distinguished and disciplined service
- 3.6 The Board shall determine the manner of issuance and form of all membership certificates and/or membership identification cards.
- 3.7 The Board shall determine the form and style of the emblem of the Society and whether or not the right to wear the emblem is given to members of any classification.

4. RIGHTS OF MEMBERS

- 4.1 Subject to the provisions of these Articles and to the Memorandum of Association, and to any rules made by the Board as provided below for the time being in force, all members of the Society are entitled at all times to use all premises and property of the Society in common.
- 4.2 Every member of the Society shall be entitled to have his name entered on the register of members and subject to anything contained in these Articles such person shall exercise full rights and be entitled to enjoy all privileges of a member of the Society.
- 4.3 None of the rights of membership in the Society may be transferred or transmitted to any other person, and rights and privileges shall cease upon the member ceasing to be such, whether by death, resignation, non-payment of membership dues, or otherwise.
- 4.4 No person ceasing to be a member shall claim or have any share, right, estate or interest in any of the assets or funds of the Society, all of which shall inure to and for the purposes of the Society.

5. MEMBERSHIP DUES & OTHER FEES

- 5.1 Every member admitted or elected to membership as the case may be, must upon his admission to the Society pay such application fees and membership dues as are fixed by the by-laws.
- 5.2 The membership of any member whose name is removed from the register of members is deemed to be terminated. Where the membership of a member is terminated he shall forfeit all right in and claim upon the Society.
- 5.3 Every member must be fully paid up to be eligible to vote at any meetings held by the Society.

6. TERMINATION OF MEMBERSHIP

- 6.1 A member ceases to be a member of the Society if:
 - 6.1.1 He resigns from membership by giving notice in writing to the Board; or
 - 6.1.2 He fails to renew his membership; or
 - 6.1.3 He is expelled under article 7.

7. EXPULSION & OTHER DISCIPLINARY ACTION

- 7.1 Every member of the Society shall comply with the provisions of these Articles, any bye-laws made by the Society and the Code of Professional Conduct contained in the Second Schedule of the Professional Engineers Act.
- 7.2 If a member refuses or neglects to comply with these Articles or the by-laws, or if the conduct of any member is injurious to the character of the Society or objectionable in any respect, that member may (after he has been given an opportunity to justify or explain his conduct to the Board) be suspended or expelled.
- 7.3 A member expelled under article 7.2 shall forfeit all right in, and claim upon, the Society and shall nevertheless remain liable for all moneys then due from him to the Society and shall not be entitled to a return of any money paid to the Society.

8. ANNUAL GENERAL MEETING

- 8.1 The Society must hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it, not being more than fifteen months after the holding of the last preceding general meeting. The Society shall hold its first annual general meeting within 12 months of its incorporation.

- 8.2 The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 8.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.4 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 8.5 The Board shall, on a requisition made in writing by not less than 20 members entitled to vote, proceed to convene an extraordinary general meeting within 21 days of the requisition. If it does not proceed to convene a meeting within this period the requisitionists or a majority of them may themselves convene a meeting.
- 8.6 Any requisition made by the Board or members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at with the Secretary.
- 8.7 Any requisition made by the Board or members must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Society.
- 8.8 Any meeting convened under this paragraph by the requisitionists shall be convened as nearly as possible in the manner in which meetings are to be convened by the Board.
- 8.9 No business other than that set out in the notice convening the extraordinary general meeting shall be conducted at the meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The purpose of the Annual General Meeting is to transact the following business:
- 9.1.1 To receive and consider the President's report on the activities of the Society during the previous year.
 - 9.1.2 To receive and consider the Treasurer's report as to the financial position of the Society;
 - 9.1.3 To receive and consider reports of Committees;
 - 9.1.4 To elect members to the Board;
 - 9.1.5 To decide on any resolution that may be duly submitted in accordance with the Articles and the by-laws.
- 9.2 No business shall be transacted at any meeting unless a quorum of not less than 20 members is present at the commencement of the time appointed for such meeting.

- 9.3 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 9.4 The president or in his absence the vice-president shall preside as chairman at every general meeting of the Society.
- 9.5 If neither the president nor the vice-president is present at the time of holding a meeting, the Board members present shall choose someone of their number to be chairman of the meeting.
- 9.6 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the members present at the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 9.7 Not less than 21 days notice (exclusive of the day on which the notice is served or deemed to be served) shall be given of a general meeting, specifying the place, the day and the hour of meeting and of any resolution to be proposed. The notice shall be given to each member entitled to attend such meeting by printed, written, emailed or facsimile notice.
- 9.8 A member and any other person entitled to attend a general meeting may in any manner waive notice of a general meeting and attendance of any such person at a general meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully held.
- 9.9 The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member shall not invalidate the proceedings at that meeting.

10. GOVERNMENT

- 10.1 The affairs of the Society shall be managed by a Board of directors consisting of a president, a vice-president, a secretary and a treasurer who shall be called

Officers together with ten other members-at-large, all of whom must be members of the Society.

- 10.2 The Board shall be elected from the voting members of the Society of Member grade or higher.
- 10.3 Except as provided below the term of each Board member shall be two years and shall be limited to three consecutive terms.
- 10.4 Officers shall be limited to two (2) consecutive two-year terms in the capacity of an officer, but may immediately thereafter serve on the Board for a further term as a member-at-large.
- 10.5 Additional service as a member of the Board may occur after interruption of two or more years.
- 10.6 Until the first annual general meeting the Board shall consist of the president and the subscribers of the memorandum of association.
- 10.7 The Board may continue to act even though the number of its members is reduced by death, retirement or otherwise but if at any time the number is reduced below 5 the continuing members of the Board shall act only for the purpose of filling vacancies until there are at least 12 members of the Board.
- 10.8 The Board shall have control over all the affairs and property of the Society and may prescribe, alter or cancel rules for the regulation of the Society and shall exercise all such powers of the Society as it thinks fit except as otherwise provided by these articles.
- 10.9 The Board may make by-laws to provide for:
 - 10.9.1 the time and place, and the notice to be given for the holding of general meetings and meetings of the Board
 - 10.9.2 the quorum at Board meetings;
 - 10.9.3 the requirement as to proxies, and the procedures for Board meetings;
 - 10.9.4 the admission of persons and unincorporated associations as members and as ex officio members, and the qualifications of and the conditions of membership;
 - 10.9.5 the fees and dues of members;
 - 10.9.6 the issue of membership cards and certificates;

10.9.7 the appointment, remuneration, functions, duties and removal of agents, officers and employees of the company;

10.9.8 the formation and governance of Regional Branches;

10.9.9 the conduct in all other particulars of the affairs of the Society.

11. COMMITTEES

11.1 The Board may from time to time appoint committees consisting of such number of the Board and/or members as may be deemed desirable and may prescribe their duties. Any committee so formed shall in the exercise of its duties conform to any regulations that may from time to time be made or imposed upon it by the Board.

11.2 Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit so far as the same are not superseded by any regulations made by the Board under Article 10.9.

12. SEAL

12.1 The Society shall have a common seal and the Board shall provide for the safe custody of the seal.

12.2 The seal must not be affixed to any instrument except by the authority of a resolution of the Board and shall be signed by the president or other Officer as the Board or the Society in general meeting may appoint, and countersigned by the secretary or such other Board member as the Board or the Society in general meeting may appoint.

12.3 All other contracts, documents or instruments in writing requiring the signature of the Society may be signed by the president or vice-president and at least one other officer of the Board as the Board may appoint for the purpose upon the authority of a resolution of the Board.

13. ACCOUNTS

The Board shall cause true accounts to be kept of the property of the Society; of the sums of money received and expended by the Society, and the matters in respect of which such receipt and expenditure take place; and of the assets, credits and liabilities of the Society.

14. AUDITORS

The Board may make all necessary arrangements for an annual review of the books and accounts of the Society. Any auditor appointed need not be a member of the Society.

15. AMENDMENT

No new articles shall be made nor any of the existing Articles amended and no amendments shall be made to the Memorandum of Association except by a resolution passed at any annual or extraordinary general meeting by a majority vote of at least two-thirds of the members of the Society entitled to vote and present at a general meeting.

16. NOTICES

16.1 Any notice to be served by the Society upon any member may be served either personally or by telefax or email or by sending through the post in a prepaid letter addressed to him at his address.

16.2 Any notice if served by post is deemed to be served at the time when the letter containing the notice would be delivered in the ordinary course of post, and a certificate signed by the secretary or the person employed by him to post the notice is conclusive evidence of the notice having been duly posted.

17. MEMBERS' ADDRESSES

Every member must from time to time notify the Secretary of a place of business or residence as his address for service and that place will, for the purposes of the Act and these Articles be deemed his address.

18. REGISTERED OFFICE

The registered office of the Society will be situate in the Island of New Providence in The Bahamas at such place as the Board or the Society in general meeting shall from time to time appoint.

19. DISSOLUTION OF SOCIETY

Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a member or within one (1) year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and towards the costs, charges, and expenses of winding up the same, and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one dollar (\$1).

IN WITNESS WHEREOF we, the subscribers to the Memorandum of Association of the Society have hereunto subscribed our names:

Names, Addresses and Descriptions of Subscribers

President
P.O. Box
Nassau, Bahamas

Treasurer
P.O. Box
Nassau, Bahamas

Board Officer
P.O. Box
Nassau, Bahamas

Director

Etc

DATED this day of November, 2011

Witness to the above signatures:
