

THE COMPANIES ACT 1994

BY-LAW NO. 1

A By-Law relating generally to the conduct of –

DOMINICA OLYMPIC COMMITTEE

BE IT ENACTED as the general By-law of the **Dominica Olympic Committee** (hereinafter called “the Committee”) as follows: -

CONSTITUTION OF THE DOMINICA OLYMPIC COMMITTEE

1. NAME AND LEGAL STATUS

1.1. Under the terms of the Olympic Charter and in accordance with the provision of the laws of the Commonwealth of Dominica, the name of the Organization shall be “DOMINICA OLYMPIC COMMITTEE, INC”. The duration of the Committee shall be unlimited.

2. INTERPRETATION

2.1. In this by-law and all other by-laws of the Committee, unless the context otherwise requires:

- (a) “Act” means the Companies Act, 1994 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the by-Laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) “Regulations” means any Regulations made under the Act, and every regulations substituted therefore and, in the case of such substitution, any references in the by-Laws of the Committee to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (c) “By-Laws” means any by-Law of the Committee from time to time in force;
- (d) “DOC” means the Dominica Olympic Committee

- (e) "Executive" means the body within the Committee charged with managing the day-to-day affairs between meetings of the General Council;
- (f) "General Council" means the body comprising the full membership of the Committee. It is the highest decision making body of the Company;
- (g) "IOC" means the International Olympic Committee, the supreme authority of the Olympic Movement. The expression 'IOC' used with no other specification or addition shall be understood as meaning the 'Session';
- (h) "IF" means the International Federation, the supreme authority of each sporting discipline;
- (i) "NA" means the National Association, the local authority of each sporting discipline registered in Dominica and recognized by their IF and shall mean the same as National Federations
- (j) "NOA" means the National Olympic Academy, the educational arm of the Committee.
- (k) 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
- (l) 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.

3. REGISTERED OFFICE

- 3.1 The registered office of the Committee shall be in the Parish of St. George in the Commonwealth of Dominica.

4. **SEAL AND EMBLEM**

4.1 The Common Seal, an impression of which appears below shall be the common seal of the Committee.



4.2 The Committee shall have one Official Emblem, as the Dominica Olympic Committee, an impression of which appears below:



5. OBJECTIVES

5.1 The objectives for which the Committee is established are:

- 5.1.1 To affiliate with the International Olympic Committee [IOC] and to comply with and observe the Olympic Charter in Dominica and enforce all its rules and regulations and to safeguard its autonomy and resist all pressures whether of a political, religious or economic nature.
- 5.1.2 To ensure the observance of the Olympic Charter in Dominica; and expressly undertake to comply with the Olympic Charter with regard to; Rules 28, 29, 30, 31, 32, and Bye-laws as relates to the Mission, Role, Composition, National Federations, Name and Country, Flag, Emblem and Anthem of the Committee; Rules 34, 35, 36, 37, 38 and 39 in the event of a city in Dominica being selected to organize the Olympic Games; and Rules 40 to 59 on the Organization and Participation in the Olympic Games. The flag, the emblem and the anthem adopted by the Committee for use in relation to its activities, including the Olympic Games, must be approved by the IOC Executive Board.
- 5.1.3 To ensure the observance of the World Anti-Doping Code as per Rule 28.2.6 of the Olympic Charter, the provision of which shall apply mutatis mutandis, to all persons and competitions under the Dominica Olympic Committee's jurisdiction; and to fight against the use of substances and procedures prohibited by the World Anti-Doping Agency, the IOC and the International Federations [IFs]. To adopt and implement the World Anti Doping Code, thereby ensuring that the Committee's anti-doping policies and rules, membership and/or funding requirements and results management procedures conform with the World Anti Doping Code and respect all the roles and responsibilities for NOCs that are listed within the World Anti Doping Code.
- 5.1.4 To arouse and maintain the interest of the people of Dominica in, and to obtain their support for, participation and representation of Dominica in the Olympics, Pan American, Commonwealth and Central American & Caribbean Games and any other Games and events sanctioned by the International Olympic Committee. The Committee shall be obliged to participate in the Games of the Olympiad by sending athletes.
- 5.1.5 To ensure the development and protection of the Olympic Movement and Sports and Games in general.

- 5.1.6 To ensure through the governing bodies of Sports in Dominica, the representation of this Country by the best available competitors in Olympic, Pan American, Commonwealth and Central American and Caribbean Games and any other Games sanctioned by the International Olympic Committee by providing financial assistance to affiliated members in suitable cases towards development and preparation of competitors for these Games.
- 5.1.7 To educate public opinion, particularly the youth of Dominica as to the importance of properly organized physical recreation in improving the health and welfare of the Country, thereby developing character and the spirit of citizenship. Propagate the fundamental principles of Olympism at national level within the framework of sports activity and otherwise contribute, among other things, to the spreading of Olympism in the teaching programmes of physical education and sport in schools and university establishments, and to the creation of institutions which devote themselves to Olympic education; in particular, with the establishment and activities of National Olympic Academies, Olympic Museums and cultural programmes related to the Olympic Movement. To assist in the training of sports administrators.
- 5.1.8 To assist and co-operate in the provision of better facilities for the people's recreation.
- 5.1.9 To raise funds for the purpose of sending teams to the Olympic, Pan American, Commonwealth and Central American and Caribbean Games, and any other Games sanctioned by the International Olympic Committee; and for such purpose to borrow monies on security or otherwise as may be deemed advisable from time to time, and to repay such monies as and when arrangements may be made therefore.
- 5.1.10 To exercise exclusive jurisdiction directly or through its constituent members or committees over all matters pertaining to the participation of Dominica in the Olympic, Pan American, Commonwealth and Central American and Caribbean Games and any other Games or events sanctioned by the International Olympic Committee including the selection of teams to represent Dominica in such Games, and to the designation of a city to host any such Games in Dominica.
- 5.1.11 To work in concert with private or government bodies concerning the promotion of a sound sports policy and work to maintain harmonious and cooperative relations with appropriate governmental bodies. Nevertheless, the Committee shall preserve its autonomy and resist all pressures of any kind, including those of a political, religious or economic nature, which may prevent the Committee from complying

with the Olympic Charter. Government or other public authorities shall not designate any member to the Committee. However the Committee may decide, at its discretion, to elect as members representatives of such authorities.

5.1.12 To participate in actions and also undertake to support and encourage:

- (a) peace in sport
- (b) women's participation in sport at all levels
- (c) sports ethics
- (d) fight against doping
- (e) a responsible concern for environmental issues
- (f) education on Olympic values
- (g) non-discrimination on grounds of race, religion, politics, gender or otherwise
- (h) no violence in sport at all levels

5.1.13 To do all such other things as are incidental to or as the Committee may deem conducive to the attainment of these or other objectives, which may arise.

6. USE OF INCOME

6.1 The income and property of the Committee, from wherever derived, shall be applied solely towards the promotion of the objectives of the Committee as set forth in this Constitution.

7. MEMBERSHIP

7.1 There shall be three categories of members:

7.1.1 Category "A"

7.1.1.1 Any National Sports Association which is affiliated to an International Federation [IF] governing sports included in the programme of the Olympic Games. The number of such member associations shall not be less than five and they shall constitute the voting majority of the Committee. The Committee shall not recognize more than one national federation for each sport governed by such IF. Furthermore, such national federations or the representatives chosen by them must constitute the voting majority of the Committee and of its executive organ in accordance with Rule 29.3 of the Olympic Charter.

- 7.1.1.2 Any National Sports Association whose sporting disciplines are included in the programme of the Pan American, Commonwealth or Central America and Caribbean Games.
- 7.1.1.3 Active and retired athletes who have taken part in the Olympic Games, provided that these members shall retire from membership at the end of the third Olympiad after the end of the Olympic Games in which they took part.
- 7.1.1.4 In matters of voting these members, at 7.1.1.3 above, shall be represented by two representatives, one male and one female, elected by the Athletes' Commission. This representation shall have two votes.
- 7.1.1.5 Any member of the International Olympic Committee resident in Dominica. This member shall be ex-officio but shall have full voting rights.
- 7.1.1.6 The immediate past President of the Dominica Olympic Committee.

7.1.2 Category "B"

- 7.1.2.1 National Associations affiliated to IFs recognized by the IOC but whose sports are not included in the programme of the Olympic Games, and which are not already affiliated to the Committee under Article 7.1.1.2 of this Constitution.
- 7.1.2.2 Citizens of Dominica prominent in the learned professions, business, sport or other wholesome and worthwhile community activity. They should have a strong and active interest in sport and the Olympic Movement.
- 7.1.2.3 The maximum number of members in this category shall not exceed one-third the total of Category "A".
- 7.1.2.4 Nominations to this category of membership shall be prepared on the prescribed form and signed by any two Executive members.
- 7.1.2.5 The election of members to this category of membership shall be by the votes of a two-thirds majority of members of Category "A". Members under this category shall be elected at any Annual General Meeting of the Committee and are eligible to speak and vote at meetings.
- 7.1.2.6 No more than two (2) persons from Category "B" membership shall be eligible to serve on the Executive at any time.

7.1.3 Category “C”

- 7.1.3.1 Persons who have rendered distinguished service to the Olympic Movement may be nominated by the Executive Committee signed by two executive members and elected to honorary membership by a two-thirds majority of members in Category “A” and Category “B”.
- 7.1.3.2 Honorary members shall be privileged to attend and participate at Meetings of the Committee but without the right to vote.
- 7.1.3.3 All active members of the Sub-Committees commissioned by the Committee shall be privileged to attend and participate at Meetings of the Committee but without the right to vote.
- 7.1.3.4 A representative of the Ministry of Sports shall be privileged to attend and participate at Meetings of the Committee but without the right to vote.

7.2 MEMBERS OBLIGATIONS

- 7.2.1 To be recognized by the Committee and accepted as an active member of the Committee, with a right to vote, a National Sports Association must exercise a specific, real and on-going sports activity, be affiliated to an IF recognized by the IOC and be governed by and comply in all aspects with both the Olympic Charter and the rules of its IF.
- 7.2.2 The constitution governing the National Sport Association must be approved and adopted by the general members of that Association and must uphold the principles of the Olympic Movement, the World Anti-Doping Code and the rules and ethics of the IFs. The recognized and active members must hold elections for Officers of their National Sport Association, at least once every four (4) years, and a copy of these minutes, certified by the President and General Secretary, must be submitted to the Executive of the Committee.
- 7.2.3 All National Sports Associations, as recognized and active members, must be obliged to hold annual National Championships barring major disasters and Annual General Meetings in order to present to their membership the Annual General Report and Compilation of Financial Statements, copies of which must be submitted to the DOC. The Annual General Report and Compilation of Financial Statements must be duly signed by the President and General Secretary of the Associations.

7.2.4 Members of Categories “A” and “B” are required to pay annual subscription fees which will be recommended by the Executive and approved by the general membership at any Annual General Meeting.

8. TERMINATION OF MEMBERSHIP

8.1. Membership shall be automatically terminated: -

8.1.1. If a member resigns by delivering a written resignation to the Honorary General Secretary of the Committee.

8.1.2. If a member is in arrears of subscription fees of two (2) years or more.

8.1.3. If a member fails to uphold any of the member obligations listed above in Article 7.2.

8.1.4. A member maybe removed from membership for conduct inimical to the interests of the Committee, if at a Special General Meeting of members, a resolution is passed to that effect by a two-thirds majority of the members present at the meeting. Expulsion shall follow a hearing at which the member may appear and make representation on his/her own behalf.

8.1.5. Upon disbandment by the IF or ceases to be a member of its IF or on expiration of his/her term of office.

8.1.6. If a member, affiliate or an executive fails to account for funds in a qualitative and quantitative manner established by the Executive and set forth in procedure manuals of the Committee within the agreed to time frame

9. DELEGATES

9.1. The following shall be deemed eligible delegates to the General Council of the Committee:

9.1.1. Each affiliated body shall appoint two (2) delegates to the Committee on the assigned form duly signed by the President and Secretary General of the National Sports Association.

9.1.2. Delegates and their alternates must be nationals of Dominica and should be of good standing, upright character, sound judgement and independent mind with a knowledge of, and belief in, Olympic principles.

9.1.3. The names of delegates shall be communicated in writing to the Honorary General Secretary of the Committee and such delegates shall continue to be delegates at the pleasure of the bodies they represent. Any affiliate shall be entitled at any time to withdraw in writing the name of any delegate and to nominate in writing a delegate or delegates in place of or in succession to the former delegate or delegates.

9.1.4. If any delegate is appointed or elected as an Officer of the Committee, the member body or affiliate concerned shall be entitled to appoint another delegate in place of that delegate.

10. OFFICERS

10.1. The Officers of the Executive of the Committee shall be:

10.1.1. A President, who need not be a delegate accredited by any affiliated member.

10.1.2. A Vice President, who shall be elected from among duly accredited delegates.

10.1.3. An Honorary General Secretary, who need not be a delegate accredited by any affiliated member.

10.1.4. An Honorary Assistant General Secretary/Treasurer, who shall be elected from duly accredited delegates.

10.1.5. An Honorary Treasurer, who shall be elected from duly accredited delegates.

10.1.6. A Public Relations Officer, who shall be elected from duly accredited delegates.

10.1.7. An Athletes' Representative, who shall be elected by the members of the Athletes' Commission.

10.1.8. Two Ordinary Members, who shall be elected from duly accredited delegates.

10.1.9. The IOC member(s) in Dominica, if any, shall also be ex-officio of the Executive with voting right.

10.2. Election of Officers

10.2.1. The Officers of the Committee shall be elected at a General Meeting expressly convened for that purpose after the Annual General Meeting in the year following the celebration of the Games of the Olympiad, and shall hold office for a term not exceeding four years or until their successors are elected; they may be eligible for re-election, subject to Article 10.2.2.

10.2.2. Term Limit of Officers

10.2.2.1. The duration of the term of office for members of the Executive Board of the DOC is four (4) years. A member may serve for a maximum of two (2) successive terms on the Executive Board, regardless of the capacity in which he/she has been elected.

10.2.2.2. In the case of a member having completed two successive terms of office pursuant to Article 10.2.2.1 above, he/she may be elected or co-opted again as a member of the DOC Executive Board after a minimum period of two (2) years.

10.2.3. Eligibility to serve on the Executive Board

10.2.3.1. Members of the Executive Board must be eighteen (18) years old and over.

10.2.4. Oath of Office

Members of the Executive of the DOC admitted or elected to serve a new term shall agree to fulfill their obligation by taking the following oath:

“Granted the honour of becoming a member of the Executive Board of the Dominica Olympic Committee, and myself aware of my responsibility in such capacity, I undertake to serve the Olympic Movement to the very best of my ability; to respect and ensure the respect of all the provisions of the Constitution of the Dominica Olympic Committee and the Olympic Charter and the decisions of the International Olympic Committee, which I consider as not subject to appeal on my part; to comply with the Code of Ethics; to keep myself free from any political or commercial influence and from any racial or religious consideration; to fight against all other forms of discrimination; and to promote in all circumstances the interests of the Dominica Olympic Committee, International Olympic Committee and those of the Olympic Movement.”

10.3. Duties of Officers

- 10.3.1. **The President** shall preside as Chairman over all meetings of the Committee and hereby, shall have authority to decide on every question of order and procedure. Among other things he/she shall hold the right to propose to the meeting disciplinary action against any member or members considered to be acting in a manner contrary to the good progress of meetings. In his/her absence the Vice-President shall preside, in the absence of both of them, the meeting shall elect a Chairman from among those present and entitled to vote.
- 10.3.2. **The Vice President** shall be of general assistance to the President, and shall perform such duties as may be assigned by the President or the Executive. The Vice President shall act for the President in the absence of the President.
- 10.3.3. **The Honorary General Secretary** shall have custody of all documents of the Committee. He/she shall convene meetings as may be necessary from time to time on giving notice to members. It shall be the duty of the Honorary General Secretary to prepare the agenda for all meetings and shall do so in consultation with the President. He/she shall keep a minute book in which shall be recorded the business transacted at all meetings. The Honorary General Secretary shall be obliged to communicate to the Executive Board the details of all correspondence requiring decisions by the Committee and shall solicit the decisions and opinions of the Executive members by e-mail or at Executive meetings. He/she shall be obliged to respond to such correspondence based on the decisions and opinions of the majority of Executive members. He/she shall have full responsibility for the property of the Committee and perform such duties in relation to the Committee as the Executive may require.
- 10.3.4. **The Honorary Assistant General Secretary/Treasurer** The Assistant Secretary/Treasurer shall be vested with all the powers and shall perform all duties of the General Secretary/Treasurer in the absence or disability or refusal to act of the General Secretary/Treasurer. The Assistant Secretary/Treasurer shall have such powers and duties as may from time to time be assigned to him/her by the directors.

10.3.5. **The Honorary Treasurer** shall keep such books of account as the Executive may from time to time direct and deposit the funds of the Committee in such bank or banks as may be selected by the Executive and shall present the Audited Financial Statements at the Annual General Meeting of the Committee and perform such other duties in relation to the Committee as the Executive may require. He/she shall be obliged to submit a monthly update of the financial situation of the Committee to the Executive via e-mail or at Executive meetings.

10.3.6. **The Public Relations Officer** shall be responsible for the management of the Committee's website and in all other communication media and to ensure that the information published thereon is correct, up-to-date and in conformity with the principles of the Olympic Movement and as approved by the Executive.

10.3.7. **The Athletes' Representative** shall be responsible to communicate the interests and concerns of the nation's athletes for consideration by the Executive and or the general membership of the Committee.

10.3.8. **Ordinary members** shall be entitled to perform such duties as may be assigned to them by the Executive from time to time...

10.4. Installation of Officers

10.4.1. There shall be a ceremony of installation of Officers and the newly elected officers will recite the pledge. The handing over of all insignia and materials pertaining to all offices as soon as is practicable, after the election of officers. This period for handing over should not exceed 48 hours.

11. THE BOARD OF DIRECTORS (THE EXECUTIVE)

11.1 The Board of Directors shall be called the Executive whose powers shall be:

11.1.1 To carry out the objectives of the Committee.

11.1.2 To appoint and/or dismiss permanent employees and to fix if need be their remuneration.

11.1.3 To control expenditure.

- 11.1.4 To discipline and sanction affiliate members, including suspend membership in the Committee, if the behaviour of a member is not in keeping with Olympic Principles, Code of Ethics and/or approved standards and or policies and or procedures established by any Commission and/or Committee established by the DOC from time to time. Suspension shall not exceed six (6) months without the approval of the general membership at a Special General Meeting.
 - 11.1.5 To deal with affiliations.
 - 11.1.6 To raise funds and borrow monies for the administrative and other expenses of the Committee as may be deemed necessary.
 - 11.1.7 Generally to manage, control and safeguard the affairs of the Committee.
 - 11.1.8 To select representative teams.
 - 11.1.9 To fill all vacancies (including that of auditors) as they arise.
 - 11.1.10 To facilitate the process necessary to appoint such Commissions as may be deemed pertinent to the conduct of the work of the Committee from time to time. Commissions may include but not be limited to Athletes Commission (as per IOC guidelines relative to the creation of an athletes' commission within an NOC), Finance and Budget Commission, Commonwealth Games Commission and Ethics Commission.
 - 11.1.11 To appoint from among its members suitable tribunals to consider and adjudicate on disputes/conflicts within National Sport Associations affiliated to it in consultation and coordination with the International Federation concerned.
 - 11.1.12 To assist National Athletes, who participated in the Olympic Games or represented their sport at national level, in the formation of an Athletes' Commission as directed by IOC guidelines relative to the creation of an athletes' commission within an NOC.
 - 11.1.13 To assist National Associations in good standing to meet their obligations as stated in Article 7.2.3
- 11.2 The Executive shall carry on the general routine work of the Committee and shall have the power to deal with all matters requiring immediate attention.

- 11.3 The Executive may recommend to the Committee the removal from office of any Officer who refuses to carry out any of the functions of that office after being requested to do so or whose performance is unsatisfactory or inimical to the interest of the Committee or who has been absent from three (3) meetings of the Executive without permission during one (1) calendar year.
- 11.4 An Officer may be removed from office only at a Special General Meeting called for that purpose.
- 11.5 For the avoidance of doubt, it is hereby stated that ex-officio members of the Executive have the right to participate fully in the decisions of the Executive, including the right to vote.
- 11.6 The voting majority of the Executive/Board of Directors shall consist of the votes cast by the representatives of National Associations affiliated to the International Federations governing sports included in the programme of the Olympic Games
- 11.7 Officers shall perform their duties on a voluntary basis save as provided by the Executive. They may however be reimbursed for travelling, subsistence and any other justified expenses incurred by them in connection with their duties.

12. PROTECTION OF DIRECTORS AND OFFICERS

- 12.1. No director or officer of the Committee shall be liable to the Committee for, subject to 12.1.7:
 - 12.1.1. the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
 - 12.1.2. any loss, damage or expense incurred by the Committee through the insufficiency to the DOC or deficiency of title to any property acquired by the Committee or for or on behalf of the Committee;
 - 12.1.3. the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Committee shall be paid out or invested;
 - 12.1.4. any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities of effects shall be lodged or deposited;

- 12.1.5. any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Committee;
- 12.1.6. 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;
- 12.1.7. 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 Committee and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

13. COMMISSIONS

- 13.1 The Executive, in the year of elections, will request in writing nominations from the general membership for positions on the Commissions. The nomination process shall follow the same format as nominations for the Executive as stipulated in Articles 18.2.4, 18.2.5 and 18.2.6 below.
- 13.2 The Executive will ensure that elections for Commission members on all established Commissions for the ensuing quadrennial are held during the year of elections as stipulated in Article 18.2 below.
- 13.3 Each Commission will have a membership of five (5) and three (3) members will constitute a quorum.
- 13.4 Any Commission so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting of a Commission shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 13.5 The Terms of Reference for each Commission shall be drafted by the Executive for approval by the General Assembly before these Commission members can be voted into office.
- 13.6 The Commissions shall report to the General Assembly at the Annual General Meeting.

14. SELECTION OF TEAMS

- 14.1. The Executive shall decide on the numerical strength and composition of the representative teams.
- 14.2. The composition of the teams shall be determined from the nominations made by affiliated members of the Committee, the Executive reserving to itself the right to veto any nomination. The nominations shall comprise:
 - 14.2.1. The names of the competitors in order of merit. Competitors must comply with the standards laid down by the Olympic Committee or the International Governing Body of the particular sport.
 - 14.2.2. A record of performances of each competitor in the event for which he/she has entered.
 - 14.2.3. The names of the Officials and their particular function.
 - 14.2.4. The President and Secretary of the Member Body must sign the nominations.
 - 14.2.5. In the case of “team sports”, the Executive will receive nominations from affiliated members of the Committee not less than two (2) years before the Games. The nominations shall include the numerical strength, achievements and composition of the team, the training program and, where possible, names of players and officials.
 - 14.2.6. The Executive will determine which team(s) shall be eligible for the Games and shall notify the affiliate(s) of its selection not less than one (1) year before the Games.
 - 14.2.7. The team may be required to pay to the Committee such portion of the total expenses of the team as the Executive may decide.
- 14.3. The Executive shall elect the Chef de Mission and/or an Assistant Chef de Mission of any representative team from among its members. The Executive shall also appoint at its discretion other general team officials and auxiliaries that may be deemed necessary. The Executive shall also elect other sectional officials to accompany the competitors provided that the only competent body to nominate an Official for any particular sport shall be the affiliated body responsible for the administration of that particular sport.

- 14.4. The selection of such team shall be final and no governing body of sport shall be allowed to send any other representatives, provided however that where financial consideration alone precludes the inclusion of eligible candidates, the Executive may approve of the inclusion in the official team of such candidates if the affiliate pays the Dominica Olympic Committee a subvention for the purpose. The Committee must constitute, organize and lead their respective delegations at the Olympic Games and at the regional, continental or world multi-sports competitions patronized by the IOC; and shall be responsible for the behaviour of members of the delegation.
- 14.5. When dealing with questions relating to the Olympic Games, only votes cast by the Executive and by National Associations affiliated to International Federations governing sports included in the programme of the Olympic Games shall be taken into consideration in accordance with Rule 29.3 of the Olympic Charter.

15. MEETINGS OF THE EXECUTIVE

- 15.1. Regular meetings of the Executive shall take place at least once every three months. Notwithstanding the above, special meetings of the Executive may be convened by the Honorary General Secretary in consultation with the President as may be deemed expedient provided, however, that not less than seven (7) days notice shall have been given to all members.
- 15.2. Membership of the Executive may be suspended where a member has been absent without excuse from three (3) consecutive meetings of the Executive for which due notice has been given.
- 15.3. Five members shall form a quorum of the Executive

16. QUORUM FOR MEETINGS OF COMMITTEE

- 16.1. Fifty one (51%) percent of the voting members of the Committee including delegates from not less than five affiliated bodies of sport on the Olympic Games programme shall form a quorum of the Committee. In the event of a quorum not being present within an hour of the time fixed for a meeting of which due notice shall have been given, the meeting stands adjourned for a period of two weeks at the same time and place. If at such adjourned meeting a quorum is not present, then the Chairman shall conduct the meeting with those members present. The voting majority shall be as specified in Article 7.1.1.1.

17. VOTING POWERS

- 17.1. Subject to Article 7 each member of the Committee shall be entitled to one (1) vote
- 17.2. Only members in good standing shall be eligible to vote
- 17.3. The Chairman shall preside over all executive meetings; in the event of the voting being equal, he shall have a casting vote in addition to his ordinary vote. Voting shall be by a show of hands, except where a secret ballot is requested by one or more persons.
- 17.4. In the case of elections of officers or commission members all voting shall be by secret ballot.
- 17.5. The voting majority of all general meetings shall consist of the votes cast by the national associations affiliated to the International Federations governing sports included in the programme of the Olympic Games or their representatives. In addition, when dealing specifically with questions relating to the Olympic Games, only the votes cast by the National Associations affiliated to the International Federations governing sports included in the programme of the Olympic Games are taken into consideration.

18. SPECIAL GENERAL MEETINGS

- 18.1. Special General Meetings of the Committee shall be called by the Executive or upon a requisition signed by at least 51% of the voting members of the Committee of which five members must be from affiliates on the Olympic Sport programme. Such requisition stating specifically the reason for calling the meeting shall be sent to the Honorary General Secretary who shall fix a date for the meeting which shall not be more than fifteen (15) days after the receipt of the request. Only the business for which the meeting is called shall be dealt with there at. Copies of the Minutes of such meeting shall be sent to each affiliated body not later than fourteen (14) days after the holding of the meeting.
- 18.2. Immediately after the Annual General Meeting in the year following the celebration of the Games of the Olympiad there shall be convened a General Meeting at which the Election of Officers for the ensuing quadrennial shall be the only item. Copies of the minutes of the meetings at which elections or replacement of members have taken place shall be sent to the IOC. All documents must be certified as true copies by the President and the Secretary General of the Committee.

- 18.2.1. Each member body or affiliate shall be entitled to be represented by two delegates but shall have only one vote.
- 18.2.2. The Returning Officer shall have the conduct of the meeting and shall invite nominations and conduct the election of officers.
- 18.2.3. Affiliates shall submit nominations for the positions on the Executive no later than fifteen (15) days prior to the scheduled date of elections. Prescribed forms for nominations shall be sent by the Honorary General Secretary to all affiliates not less than thirty (30) days before the election date.
- 18.2.4. All nominations shall be in writing and shall be set out on the prescribed form and submitted to the Honorary General Secretary not later than fifteen (15) days before the election date fixed for that General Meeting
- 18.2.5. The Honorary General Secretary shall circulate list of nominees to all voting members ten (10) days before election date for the General Meeting
- 18.2.6. Outgoing officers shall demit office before the close of the meeting and shall hand over all papers, books, documents pertaining to such office to the incoming officers then or within 48 hours thereafter.
- 18.2.7. Fifty one percent of the voting members of the Committee including delegates from not less than five affiliated bodies of sport on the Olympic Games Programme shall form a quorum of the Committee. In the event of a quorum not being present within an hour of the time fixed for a meeting of which due notice shall have been given, the meeting stands adjourned for a period of two weeks at the same time and place. If at such adjourned meeting a quorum is not present, and then the Chairman shall conduct the meeting with those members present. The voting majority shall be as specified in Article 7.1.1.1.

19. ANNUAL GENERAL MEETINGS

- 19.1. The Annual General Meetings of the Committee shall be held in Dominica and not less than twenty-one (21) days written notice thereof shall be given to all members of the Committee and to all affiliated Bodies. A copy of the Agenda shall accompany each notice. The financial year of the Committee shall end on the 31st December of each year, and the Annual General Meeting shall be held on or before the month of April in the following year.

- 19.2. Subject to the provision of Article 7.1.1.1, 51% of the voting members including delegates from not less than five affiliated bodies of sport on the Olympic Games Programme shall form a quorum at the Annual General Meeting.
- 19.3. Each member body or affiliate shall be entitled to be represented at the Annual General Meeting by two delegates but shall have only one vote.

20. BUSINESS AT ANNUAL GENERAL MEETING

- 20.1. The business of the Annual General Meeting shall be conducted in the following order:

- Call to order
- Prayer
- Roll Call and determination of quorum
- Minutes of previous Annual General Meeting and any Special General meetings
- Amendments, Confirmation of the Minutes
- Executive Report by the President
- Receive, consider and, if approved, adopt the Report of the Executive.
- Receive, consider and, if approved, adopt the Treasurer's Report and Audited Financial Statement
- Receive, consider and, if approved, adopt all other Reports as may have been brought before the Meeting
- Election of Category "B" and Category "C" members, where applicable
- Any other business as considered pertinent by the Meeting

- 20.2. At the Annual General Meeting taking place in the year following the celebration of the Games of the Olympiad, the election of Trustees and the Honorary Auditor for the ensuing quadrennial.

21. EXECUTION OF INSTRUMENTS

- 21.1. Contracts, documents or instruments in writing requiring the signature of the Committee may be signed by (any) four Executive members, of which the President and Honorary General Secretary must be included, and all contracts, documents and instruments in writing so signed shall be binding upon the Committee without any further authorisation or formality. The Executive shall have power from time to time by resolution to appoint any officers or persons on behalf of the Committee either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

21.2 The common seal of the Committee may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons in paragraph 21.1 and 21.3 hereof.

21.3 Subject to section 136 of the Act, two Executive members, the President and Honorary General Secretary, shall have authority to sign and execute (under the seal of the Committee or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

21.4 Contracts involving investments of \$50,000.00 or more shall be done by the tendering process.

22. LEVIES

22.1. The Committee shall be empowered by decisions of the Executive to levy on affiliated bodies for such purposes as it may deem fit, provided that the motion to levy be put on the agenda and not less than ten (10) days written notice is given for the meeting.

22.2. Each affiliated body shall pay an annual membership fee as determined by the Committee from time to time and shall become due and payable by 31st January of each year. Any affiliated body in arrears after 31st March of the same year shall be levied an additional 50% and shall not be eligible to vote or to have its representatives or members at any meetings of the Committee or benefit from any programmes of the Committee.

23. BANK ACCOUNT

23.1. Such investment accounts or banking accounts as are deemed to be necessary by the Executive shall be opened in the name of the Committee and all cheques, bills of exchange, promissory notes and other documents shall be signed by two Executive Officers, the Honorary Treasurer, must be one of the signatories, and countersigned by Honorary General Secretary or the President.

24. FINANCIAL YEAR

24.1 The Financial year of the Committee shall be from 1st January through to 31st December.

25. HONORARY AUDITORS

- 25.1. One Honorary Auditor who shall not be a delegate to the Committee shall be appointed at the Annual General Meeting in the year following the conclusion of the Olympic Games.

26. ALTERATION TO THIS BY-LAW

- 26.1. No part of the Constitution may be amended, rescinded or altered except at a Special General Meeting called for the purpose.
- 26.2. Notice of any proposed alteration shall be sent in writing to the Honorary General Secretary of the Committee at least thirty (30) days before the meeting and the Honorary General Secretary shall forward a copy of such notice containing the proposed alterations to all members of the Committee and also to the Secretaries of all affiliated bodies at least twenty-one (21) days before such meeting.
- 26.3. No alterations of the Constitution shall have effect unless it is passed by a two-thirds majority of those present and voting.
- 26.4. Any subsequent change to the Constitution as originally approved by the IOC shall be communicated to the latter with a request for approval. Copies of the minutes of the meetings at which elections or replacement of members have taken place shall be sent to the IOC. All documents must be certified as true copies by the President and the Secretary General of the Committee.

27. NOTICE OF MEETINGS

27.1 Method of giving Notice

Any notice or document required by the Act, the Regulations, the Articles or the By-Laws to be sent to any member, director or auditor may be delivered personally or sent by prepaid mail or cable or telex to any such person at his latest address as shown in the records of the Committee and to any such director at his latest address as shown in the records of the Committee or in the latest notice filed under section 69 or 77 of the Act, and to the auditor at his business address.

27.2 Waiver of Notice

Notice may be waived or the time for the notice may be waved or abridged at any time with the consent in writing of the person entitled hereto.

27.3 Undelivered Notices

If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Committee in writing of his new address.

27.4 Signatures of Notices

The signature of any director or officer of the Committee to any notice or document to be given by the Committee may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

27.5 Computation of Time

Where a notice extending over a number of days or other period is required under any provisions of the articles or the By-Laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

27.6 Proof of Service

Where a notice required under paragraph 27.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 27.1 hereof, service shall be deemed to be at the time of delivery of such notice.

27.6.1 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by prepaid mail.

27.6.2 Where facsimile, electronic mail, cable or telex sends the notice, service would be deemed to be effected on the date on which the notice is so sent.

27.6.3 A certificate of an officer of the Committee in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

28. ARBITRATION

28.1 All affiliated National Sports Associations shall submit to the Dominica Olympic Committee for settlement of all disputes/conflicts within their Organisation which such Organisation deems to be unresolved provided that the National Sport Association has first referred the matter to their International Sport Federation. Such arbitration procedure shall also be used for internal conflicts/disputes within the DOC and/or between the DOC and other members.

28.2 The Executive shall: -

28.2.1 Within seven (7) days of receipt of the submission appoint such one or more of its members (not exceeding three) to sit as arbitrator(s) to consider the representations of the parties to the dispute/conflict;

28.2.2. Invite the parties to appear before the arbitrator(s), such notice to appear shall be delivered to the parties within thirty (30) days of the date of receipt of the submission.

28.3 The decision of the arbitrator(s) shall be delivered to the parties within fourteen (14) days of the date of the hearing, after consultation and coordination with the International Federation concerned.

28.4 Any decision made by the arbitrator(s) on behalf of the Committee may be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland which will resolve the dispute definitely in accordance with the Code of Sports-Related Arbitration. The time limit for appeal is twenty-one days after the reception of the decision concerning the appeal.

29. BY-LAWS

29.1 The Executive shall have power to pass By-Laws to deal with all matters not covered by the existing laws.

30. INTERPRETATION OF RULES AND BY-LAWS

- 30.1. The Executive shall have exclusive right to interpret these rules or any by-laws that may be enacted from time to time. The interpretation of any rule or by-laws by a two-thirds majority of the Committee shall be final.
- 30.2. Where any doubt or dispute shall arise between the Committee and the Executive or the Members concerning the interpretation or application of these rules or any by-laws that may be enacted from time to time, or any omissions or any discrepancies which may exist between these rules or by-laws and the provisions of the International Olympic Committee and the provisions of the Olympic Charter shall prevail.

Unanimously approved at the Special General Meeting of the Dominica Olympic Committee, Inc. held at Roseau on the 7th day of April, 2009.

Signed: Lesley Ann Green

Signed: Rosanne Pringle

HONORARY GENERAL SECRETARY

PRESIDENT / CHAIRMAN

APPENDIX 1

The Dominica Olympic Committee, Inc. as the current National body representing Dominica in the Commonwealth Games Federation has the right to use the emblem of the Dominica Commonwealth Games Association, an impression of which appears below:

