

**BYE-LAWS
OF
Duke of Edinburgh's Award in Bermuda**

Adopted 20 September 2013

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INTERPRETATION**1. Definitions**

1.1 In these Bye-laws, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Additional Council Representative	the Award Participants' Representative and up to five additional Award Council Representatives appointed to serve on the Award Council in accordance with these Bye-Laws
Auditor	includes an individual or partnership;
Award	the Duke of Edinburgh's Award in Bermuda, for which these Bye-laws are approved and confirmed;
Award Council	the Award Council appointed or elected pursuant to these Bye-laws;
Award Council Representative	a Representative of the Award Council;
Award Leaders	Approved Award Centre Representatives of the Duke of Edinburgh Award Leaders as registered with the Award from time to time;
Award Leader Member	Representative an Award Leader appointed to serve on the Award Council in accordance with these Bye-laws;
Award Participants	Participants in the Duke of Edinburgh's Award as registered with the Award from time to time;
Award Participants' Representative	an Award Participant appointed to serve on the the Award Council in accordance with these Bye-laws
Member	Award Participants, Award Leaders; Award Council Representatives, the Trustees and such other members as the Award Council may from time to time determine;
notice	written notice as further provided in these Bye-laws unless otherwise specifically stated;

Officer	any person appointed by the Award Council to hold an office of the Award;
Register of Award Council Representatives	the register of Award Council Representatives and Officers referred to in these Bye-laws;
Register of Members	the register of Members referred to in these Bye-laws;
Secretary	the person appointed to perform any or all of the duties of secretary of the Award and includes any deputy or assistant secretary and any person appointed by the Award Council to perform any of the duties of Secretary;
Treasurer	the person appointed to perform any or all of the duties of treasurer of the Award and includes any deputy or assistant treasurer and any person appointed by the Award Council to perform any of the duties of the Treasurer;
Trustees	the trustees from time to time of the Duke of Edinburgh's Award Foundation;
Trustee	Representative the Award Council Representative appointed by the Trustees to serve on the Award Council in accordance with these Bye-laws.
Voting Members	Award Leaders; Award Council Representatives, the Trustees and such other voting members as the Award Council may from time to time determine.

1.2 In these Bye-laws, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:
 - (i) "may" shall be construed as permissive; and

(ii) "shall" shall be construed as imperative; and

1.3 In these Bye-laws expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

1.4 Headings used in these Bye-laws are for convenience only and are not to be used or relied upon in the construction hereof.

PURPOSE OF THE AWARD

2. Award

The purposes of the Award are to promote, support and develop the object of The Duke of Edinburgh's Award Foundation and the activities of the Award in Bermuda in accordance with this Constitution and the principles contained in the Schedule hereto.

MEMBERSHIP

3. Membership

3.1 Subject to these Bye-laws, the Membership of the Award shall comprise the Award Leaders, Award Participants, Trustees, Award Council Representatives and such other members as the Award Council may from time to time determine.

3.2 Subject to these Bye-laws, the Voting Membership of the Award shall comprise the Award Leaders, Trustees, Award Council Representatives and such other voting Members as the Award Council may from time to time determine.

4. Rights Attaching to Membership

4.1 The Membership of the Award shall, subject to the provisions of these Bye-laws, be entitled to attend and be heard at the annual general meeting of the Award.

4.2 The Voting Membership of the Award shall be divided into a single class of Members which shall, subject to the provisions of this Constitution, be entitled to attend, be heard and be entitled to one vote per Voting Member at the annual general meeting of the Award.

5. Membership Dues

The Award Council may require the payment of Dues by the Members, with the amount payable in respect of such dues to be determined from time to time by the Award Council.

6. Forfeiture of Membership

If any Member fails to pay, on the day appointed for payment thereof, any call in respect of any dues payable by such Member, the Award Council may, at any time thereafter during such time as the call remains unpaid, direct the Secretary to forward such Member a notice in writing in the form, or as near thereto as circumstances admit, of the following:

Notice of Liability to Forfeiture for Non-Payment of Dues
Duke of Edinburgh's Award in Bermuda (the "Award")

You have failed to pay the call of [amount of Dues] made on the [] day of [], 200[], in respect of your membership of the Award, as set out in the Register of Members of the Award. You are hereby notified that unless you pay all such Dues on or before the [] day of []. 20[], your membership will be liable to be cancelled.

Dated this [] day of [], 200[]

REGISTRATION OF MEMBERSHIP

7. Register of Members

7.1 The Award Council shall cause to be kept in one or more books a Register of Members and shall enter therein the particulars required by these Bye-laws, being:

- (a) The name and postal address of each Member;
- (b) The date upon which that person became a Member;
- (c) Any other information as the Award Council may deem reasonably necessary.

7.2 The Register of Members shall be open to inspection at the principal office of the Award on every business day, subject to such reasonable restrictions as the Award Council may impose, so that not less than two hours in each business day be allowed for inspection. The Register of Members may, after notice has been given in accordance with the Act, be closed for any time or times not exceeding in the whole thirty days in each year.

MEETINGS OF MEMBERS

8. Annual General Meetings

The annual general meeting of the Award shall be held in each calendar year at such time and place as the Chairperson or any two Award Council Representatives shall appoint,

PROVIDED THAT the annual general meeting shall not be held later than 30 September in any given calendar year.

9. Special General Meetings

The Chairperson or any two Core Award Council Representatives may convene a special general meeting of the Award whenever in their judgment such a meeting is necessary.

10. Requisitioned General Meetings

The Award Council shall, on the requisition of not less than ten Voting Members, forthwith proceed to convene a special general meeting of the Award and the provisions of these Bye-laws shall apply.

11. Notice

11.1 At least twenty-one days' notice of an annual general meeting shall be given to each Member and each Voting Member stating the date, place and time at which the meeting is to be held, that the election of the Core Award Council Representatives will take place thereat, if applicable, and as far as practicable, the other business to be conducted at the meeting.

11.2 At least five days' notice of a special general meeting shall be given to each Member and each Voting Member, stating the date, time, place and the general nature of the business to be considered at the meeting.

11.3 The Award Council may fix any date as the record date for determining the Members entitled to receive notice of, and the Voting Members entitled to receive notice of and to vote at, any general meeting of the Award.

11.4 A general meeting of the Award shall, notwithstanding that it is called on shorter notice than that specified in these Bye-laws, be deemed to have been properly called if it is so agreed by at least two thirds of the Voting Members entitled to attend and vote thereat.

11.5 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

12. Giving Notice

12.1 A notice may be given by the Award to any Member either by :

- 12.2 by posting notice of the general meeting in the general notices section of the Royal Gazette or such other daily newspaper as may be in general circulation in Bermuda from time to time, such notice to appear on at least two separate dates, the first such date to be not less than twenty-one days prior to the date of the meeting ; and either;
- 12.3 by posting such notice on the Award's website, www.theaward.bm; or;
- 12.4 delivering it to such Member in person, by sending it to such Member's address in the Register of Members or to such other address given for the purpose

For the purposes of this Bye-law, a notice may be sent by letter mail, courier service, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form.

- 12.5 Any notice shall be deemed to have been served at the time when the same would be delivered in the ordinary course of transmission and, in proving such service, it shall be sufficient to prove that the notice was properly addressed and delivered to the cable company or transmitted by telex, facsimile, electronic mail, or such other method as the case may be.

13. Postponement of General Meeting

The Award Council may postpone any general meeting called in accordance with the provisions of these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to each Voting Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Bye-laws.

14. Participating in Meetings by Telephone

Voting Members may participate in any general meeting by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

15. Quorum at General Meetings

- 15.1 At any general meeting of the Award two or more persons present in person and representing in person or by proxy at least ten Voting Members throughout the meeting shall form a quorum for the transaction of business, provided that if the Award shall at any time have fewer than thirty Voting Members, two or more persons present in person and representing in person or by proxy at least 10% of the Voting Members then

existing shall form a quorum for the transaction of business at any general meeting of the Award held during such time.

- 15.2** If within half an hour from the time appointed for the meeting a quorum is not present, then, in the case of a meeting convened on a requisition, the meeting shall be deemed cancelled and, in any other case, the meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the Chairperson may determine. If the meeting shall be adjourned, fresh notice of the resumption of the meeting shall be given to each Voting Member entitled to attend and vote thereat in accordance with the provisions of these Bye-laws, provided that the requirements for a notice to be published in accordance with Bye-law 12 may, at the discretion of the Award Council, be modified such that the notice be published on not less than two separate dates, the first date of publication of the notice to be not less than five days from the date of the resumed meeting.

16. Chairperson to Preside

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairperson, if there be one, shall act as chairman at all meetings of the Award Council and the general meeting at which such person is present. In the Chairperson's absence, the Deputy Chairperson, if present, shall act as chairman and in the absence of all of them a chairman shall be appointed or elected by those present at the meeting and entitled to vote.

17. Voting on Resolutions

- 17.1** Subject to the provisions of the Act and these Bye-laws, any question proposed for the consideration of the Voting Members at any general meeting shall be decided by the affirmative votes of a majority of the votes cast in accordance with the provisions of these Bye-laws and in the case of an equality of votes the resolution shall fail.
- 17.2** At any general meeting a resolution put to the vote of the Voting Members shall, at the discretion of the chairman of the meeting, be voted upon by a show of hands and every Voting Member present in person shall be entitled to one vote, and every person holding a valid proxy or proxies at such meeting shall be entitled to one vote for each proxy held and shall cast such vote by raising his or her hand.
- 17.3** At any general meeting if an amendment shall be proposed to any resolution under consideration and the chairman of the meeting shall rule on whether the proposed amendment is out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

- 17.4** At any general meeting a declaration by the chairman of the meeting that a question proposed for consideration has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in a book containing the minutes of the proceedings of the Award shall, subject to the provisions of these Bye-laws, be conclusive evidence of that fact.

18. Power to Demand a Vote by Secret Ballot

- 18.1** Notwithstanding the foregoing, a secret ballot may be demanded by any of the following persons:
- (a) the chairman of such meeting; or
 - (b) at least five Voting Members present in person or represented by proxy.
- 18.2** Where a secret ballot is demanded, every Voting Member present in person at such meeting shall have one vote, and every person holding a valid proxy or proxies at such meeting shall have one vote for each proxy so held and such vote shall be counted by ballot as described herein, or in the case of a general meeting at which one or more Voting Members are present by telephone, in such manner as the chairman of the meeting may direct and the result of such secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded
- 18.3** A secret ballot demanded for the purpose of electing a chairman of the meeting or on a question of adjournment shall be taken forthwith and a secret ballot demanded on any other question shall be taken in such manner and at such time and place at such meeting as the chairman (or acting chairman) of the meeting may direct and any business other than that upon which a secret ballot has been demanded may be proceeded with pending the taking of the secret ballot.
- 18.4** Where a vote is taken by secret ballot, each person present and entitled to vote shall be furnished with a ballot paper on which such person shall record his vote in such manner as shall be determined at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper shall be signed or initialed or otherwise marked so as to identify the voter and the Voting Member in the case of a proxy. At the conclusion of the poll, the ballot papers shall be examined and counted by a committee of not less than two Award Council Members or proxy holders appointed by the chairman for the purpose and the result of the poll shall be declared by the chairman.

19. Instrument of Proxy

- 19.1** An instrument appointing a proxy shall be in writing or transmitted by electronic mail in substantially the following form or such other form as the chairman of the meeting shall accept:

Proxy
• (the "Award")

I, [insert name here], being a Voting Member of the Award Council, HEREBY APPOINT [name] of [address] or failing him, [name] of [address] to be my proxy to vote for me at the meeting of the Members to be held on the [] day of [], 20[] and at any adjournment thereof. (Any restrictions on voting to be inserted here.)

Signed this [] day of [], 200[]

Member(s)

- 19.2** The instrument of proxy shall be signed or, in the case of a transmission by electronic mail, electronically signed in a manner acceptable to the chairman, by the appointor or by the appointor's attorney duly authorised in writing.
- 19.3** The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final.

20. Adjournment of General Meeting

- 20.1** The chairman of a general meeting may, with the consent of the Voting Members at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, fresh notice of the date, place and time for the resumption of the adjourned meeting shall be given to each Voting Member entitled to attend and vote thereat in accordance with the provisions of these Bye-laws, provided that the requirements for a notice to be published in accordance with Bye-law 11 may, at the discretion of the chairman, be modified such that the notice be published on not less than two separate dates, the first date of publication of the notice being not be less than five days from the date of the resumed meeting.

21. Attendance at General Meetings

- 21.1** Members shall be entitled to receive notice of, attend and be heard at any general meeting.
- 21.2** Voting Members shall be entitled to receive notice of, attend, be heard and vote at any general meeting.

AWARD COUNCIL MEMBERS AND OFFICERS

22. Election of Award Council Representatives

- 22.1** The Core Award Council Representatives shall be elected or appointed, except in the case of a casual vacancy, at every third annual general meeting commencing at the annual general meeting to be held in calendar year 2013 9each such meeting an "Election AGM") or at any special general meeting called for that purpose.
- 22.2** The Trustee Representative shall be appointed by the Trustees by notice in writing deposited by the Trustees with the Award Council.
- 22.3** The Additional Council Representatives shall be appointed by and at the discretion of the Award Council at the first Award Council Meeting following the Election AGM.
- 22.4** Any Voting Member may nominate any person to be elected as Chairperson, Deputy Chairperson or Treasurer, such nomination to be made by way of written notice deposited with the Award Council not less than fourteen (14) clear days prior to each Election AGM provided that, in the case of an appointment of a Core Award Council Representative to take place at a special general meeting called for that purpose, nominations for the Core Award Council Representative to be elected at such meeting shall be made by way of written notice deposited with the Award Council not less than 24 hours prior to such special general meeting.
- 22.5** The Award Leader Representative shall be nominated by not less than two Award Leaders by written notice deposited with the Award Council not less than fourteen (14) clear days prior to each Election AGM provided that, in the case of an appointment of an Award Leader Representative to take place at a special general meeting called for that purpose, nominations for the Award Leader Representative to be elected at such meeting shall me made by way of written notice deposited with the Award Council not less than 24 hours prior to such special general meeting.
- 22.6** All Core Award Council Representatives shall be elected by a plurality of votes.
- 22.7** Any Award Participant may be nominated by not less than two other Award Participants to serve as the Award Participants' Representative (each such nominated Award Participant an "**Award Participants' Nominee**") by written notice deposited with the Award Council not less than fourteen (14) clear days prior to each Election AGM. Each such written nomination shall include a description of the reasons why the Award Participants' Nominee in question is best suited to be appointed as Award Participants' Representative. The person appointed by the Award Council to fill the

position of Award Participants' Representative shall be chosen at the Award Council's discretion from such Award Participants' Nominees. In the absence of such nominations, the Award Participants' Representative shall be nominated at the discretion of the Chairperson.

22.8 At any general meeting of the Award, the Members may authorise the Award Council to fill any vacancy in their number left unfilled at the Election AGM, or subsequently, provided that (i) in the case of a vacancy in the position of Award Leader Representative, the person appointed by the Award Council to fill such vacancy shall be chosen at the Award Council's discretion from among the one or more Award Leaders nominated for appointment by at least two Award Leaders; and (ii) in the case of a vacancy in the position of Award Participants' Representative, the person appointed by the Award Council to fill such vacancy shall be chosen at the Award Council's discretion from among the one or more Award Participants nominated for appointment by at least two Award Participants. In the absence of such nominations, the Award Leader Representative and Award Participants' Representative (as the case may be) shall be nominated at the discretion of the Chairperson.

22.9 The Trustee Representative shall be deemed appointed to the Award Council *ex officio* and shall for all purposes be deemed an Award Council Representative, PROVIDED THAT the Trustee Representative shall not be subject to removal from the Award Council in accordance with these Bye-laws.

22.10 The nominations for election as Core Award Council Representatives at an Election AGM shall be published on the Award website at least seven days prior to the date of the Election AGM.

23. Number of Award Council Representatives

The Award Council shall consist the Core Award Council Representatives, the Additional Award Council Representatives and the Trustee Representative.

24. Composition of the Award Council

24.1 The Award Council shall be comprised of the following positions:

- (a) Chairperson;
- (b) Deputy Chairperson;
- (c) Treasurer;

- (d) Award Leader Representative;
- (e) Award Participants' Representative;
- (f) Trustee Representative; and
- (g) such other positions as may be determined by the Award Council from time to time

25. Term of Office of Award Council Representatives

Award Council Representatives shall hold office until the next Election AGM following their respective appointment (whether such appointment took place at the prior Election AGM or otherwise in accordance with these Bye-laws) or until their successors are elected or appointed, or their office is otherwise vacated. The Core Award Council Representatives shall be eligible to serve a maximum of two consecutive terms in each position as Core Award Council Representative.

26. Removal of Core Award Council Representatives

- 26.1** Subject to any provision to the contrary in these Bye-laws, the Voting Members entitled to vote for the election of Core Award Council Representatives may, at any special general meeting convened and held in accordance with these Bye-laws, remove an Core Award Council Representative provided that the notice of any such meeting convened for the purpose of removing a Core Award Council Representative shall contain a statement of the intention so to do and be served on the Award Council not less than 14 days before the meeting and at such meeting the relevant Core Award Council Representative shall be entitled to be heard on the motion for such Core Award Council Representative's removal.
- 26.2** If a Core Award Council Representative is removed from the Award Council under the provisions of this Bye-law, the Voting Members may fill the vacancy at the meeting at which such Core Award Council Representative is removed. In the absence of such election or appointment, the Award Council may fill the vacancy at any subsequent meeting of the Award Council, provided that (i) in the case of a vacancy in the position of Award Leader Representative, the person appointed by the Award Council to fill such vacancy shall be appointed in a manner consistent with clause 22 hereof and (ii) in the case of a vacancy in the position of Award Participants' Representative, the person appointed by the Award Council to fill such vacancy shall be chosen at the Award Council's discretion from among the one or more Award Participants nominated for appointment by at least two Award Participants.

26.3 Bye-law 6.1 and 6.2 shall not apply to the Trustee Representative or the Additionally Award Council Representatives. The Trustee Representative may be removed only by the Trustees, with any such removal to become effective upon the deposit of written notice of such removal with the Award Council. The Additional Award Council Representatives may be removed only by the Award Council.

27. Vacancy in the Office of Award Council Representative

27.1 The office of Award Council Representative shall be vacated if the Award Council Representative:

- (a) is removed from office pursuant to these Bye-laws or is prohibited from being an Award Council Representative by law;
- (b) is or becomes of unsound mind or dies; or
- (c) resigns his office by notice in writing to the Award Council.

27.2 The Award Council shall have the power to appoint any person as an Award Council Representative to fill a vacancy on the Award Council occurring as a result of the death, disability, disqualification or resignation of any Award Council Representative, provided that in the case of a vacancy in the position of Award Leader Representative or Award Participants' Representative, the person appointed by the Award Council to fill such vacancy shall be appointed in a manner consistent with clause 22 hereof.

28. Remuneration of Award Council Representatives

The Award Council Representatives shall not be remunerated by the Award, but may, with the approval of the Award Council, be paid all travel, hotel and other expenses properly incurred by them in connection with the business of the Award or their duties as Award Council Representatives generally.

29. Defect in Appointment of Award Council Representative

All acts done in good faith by the Award Council or by a committee of the Award Council or by any person acting as an Award Council Representative shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Award Council Representative or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Award Council Representative.

30. Award Council Representatives to Manage Business

The business of the Award shall be managed and conducted by the Award Council. In managing the business of the Award, the Award Council may exercise all such powers of the Award as are not, by statute or by these Bye-laws, required to be exercised by the Award in general meeting subject, nevertheless, to these Bye-laws.

31. Powers of the Award Council

The Award Council may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Award and may fix their remuneration and determine their duties;
- (b) exercise all the powers of the Award to borrow money and to mortgage or charge its undertaking, and property, or any part thereof, and may issue debentures whether outright or as security for any debt, liability or obligation of the Award or any third party;
- (c) appoint a person to act as National Manager, to manage the Award's day-to-day business and may entrust to and confer upon such person such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (d) by power of attorney, appoint any association, firm, person or body of persons, whether nominated directly or indirectly by the Award Council, to be an attorney of the Award for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Award Council) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Award Council may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney;
- (e) procure that the Award pays all expenses incurred in promoting and incorporating the Award;
- (f) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Award Council which may consist partly or entirely of non-Award Council Representatives, provided that every such committee shall conform to such directions as the Award Council shall impose on them and provided further that the meetings and proceedings of any such committee shall be governed by the provisions of these Bye-laws regulating

the meetings and proceedings of the Award Council, so far as the same are applicable and are not superseded by directions imposed by the Award Council; and

- (g) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Award Council may see fit.

32. Register of Award Council Representatives and Officers

The Award Council shall cause to be kept in one or more books at the offices of the Award a Register of Award Council Representatives and Officers and shall enter therein the particulars required by these Bye-laws, being:

- (a) the name, postal address and principal telephone number of each Award Council Representative or Officer;
- (b) the office, if any, held by such Award Council Representative or Officer;
- (c) the date of appointment of such Award Council Representative or Officer;
- (d) the date of resignation or removal of such Award Council Representative or Officer; and
- (e) such other information as the Award Council shall deem reasonably necessary from time to time.

33. Officers

The Officers shall consist of a Chairperson, a Deputy Chairperson, a Treasurer, an Award Leader Representative, and Award Participants' Representative, a Trustee Representative and such additional Officers as the Award Council may determine, all of whom shall be deemed to be Officers for the purposes of these Bye-laws.

34. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Award as may be delegated to them by the Award Council from time to time.

35. Conflicts of Interest

35.1 Any Award Council Representative, or any Award Council Representative's firm, partner or any company or association with whom any Award Council Representative

is associated, may act in any capacity for, be employed by or render services to the Award and such Award Council Representative or such Award Council Representative's firm, partner, company or association shall be entitled to remuneration as if such Award Council Representative were not an Award Council Representative. Nothing herein contained shall authorise an Award Council Representative or Award Council Representative's firm, partner, company or association to act as Auditor to the Award.

- 35.2** An Award Council Representative who is directly or indirectly interested in a contract or proposed contract or arrangement with the Award shall declare the nature of such interest at the earliest opportunity and in any event at the first meeting of the Award Council held at which the contract or proposed contract is discussed.
- 35.3** Following a declaration being made pursuant to this Bye-law, and unless disqualified by the chairman of the relevant meeting, an Award Council Representative may vote in respect of any contract or proposed contract or arrangement in which such Award Council Representative is interested and may be counted in the quorum for such meeting.

36. Indemnification and Exculpation of Award Council Representatives and Officers

- 36.1** The Award Council Representatives and other Officers (such term to include any person appointed to any committee by the Award Council) for the time being acting in relation to any of the affairs of the Award, any subsidiary thereof, and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Award, and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Award from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Award shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Award shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons. Each Member agrees to waive any claim or right of action such Member might have, whether individually or by or in the right of the Award, against any Award Council

Representative or Officer on account of any action taken by such Award Council Representative or Officer, or the failure of such Award Council Representative or Officer to take any action in the performance of his duties with or for the Award or any subsidiary thereof, PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Award Council Representative or Officer.

- 36.2** The Award may purchase and maintain insurance for the benefit of any Award Council Representative or Officer against any liability incurred by him in his capacity as a Award Council Representative or Officer or indemnifying such Award Council Representative or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Award Council Representative or Officer may be guilty in relation to the Award or any subsidiary thereof.

MEETINGS OF THE AWARD COUNCIL

37. Award Council Meetings

The Award Council may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a meeting of the Award Council shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

38. Notice of Award Council Meetings

An Award Council Representative may at any time summon a meeting of the Award Council. Notice of a meeting of the Award Council shall be deemed to be duly given to an Award Council Representative if it is given to such Award Council Representative verbally (in person or by telephone) or otherwise communicated or sent to such Award Council Representative by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Award Council Representative's last known address or any other address given by such Award Council Member to the Award for this purpose.

39. Participation in Meetings by Telephone

Award Council Representatives may participate in any meeting of the Award Council by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

40. Quorum at Award Council Meetings

The quorum necessary for the transaction of business at a meeting of the Award Council shall be three Award Council Representatives, at least one of whom must be a Core Award Council Representative.

41. Award Council to Continue in the Event of Vacancy

The Award Council may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by these Bye-laws as the quorum necessary for the transaction of business at meetings of the Award Council, the continuing Award Council Representatives or Award Council Representative may act for the purpose of (i) summoning a general meeting of the Award; or (ii) preserving the assets of the Award.

42. Chairperson to Preside

Unless otherwise agreed by a majority of the Award Council Representatives attending, the Chairperson, if there be one, shall act as chairman at all meetings of the Award Council at which such person is present and in the absence of either of them a chairman shall be appointed or elected by the Award Council Representatives present at the meeting.

43. Validity of Prior Acts of the Award Council

No regulation or alteration to these Bye-laws made by the Award in general meeting shall invalidate any prior act of the Award Council which would have been valid if that regulation or alteration had not been made.

AWARD RECORDS

44. Minutes

The Award Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Award Council Representatives present at each meeting of the Award Council and of any committee appointed by the Award Council; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Award Council, meetings of managers and meetings of committees appointed by the Award Council.

45. Place Where Award Records Kept

Minutes prepared in accordance with these Bye-laws shall be kept by the Award Council at the principal office of the Award.

ACCOUNTS**46. Books of Account**

46.1 The Award Council shall cause to be kept proper records of account with respect to all transactions of the Award and in particular with respect to:

- (a) all sums of money received and expended by the Award and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Award; and
- (c) all assets and liabilities of the Award.

46.2 Such records of account shall be kept at the principal office of the Award, or at such other place as the Award Council thinks fit and shall be available for inspection by the Award Council Representatives during normal business hours.

47. Financial Year End

The financial year end of the Award may be determined by resolution of the Award Council and failing such resolution shall be 31st March in each year.

AUDITS**48. Annual Audit**

The accounts of the Award shall be audited at least once in every year.

49. Appointment of Auditor

49.1 At the annual general meeting or at a subsequent special general meeting in each year, an independent representative of the Members shall be appointed by them as Auditor of the accounts of the Award.

49.2 No Award Council Representative, Officer or employee of the Award shall, during his continuance in office, be eligible to act as an Auditor of the Award.

50. Remuneration of Auditor

Save in the case of an Auditor appointed pursuant to Bye-law 46, the remuneration of the Auditor shall be fixed by the Award Council from time to time.

51. Duties of Auditor

51.1 The financial statements provided for by these Bye-laws shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards.

51.2 The generally accepted auditing standards referred to in this Bye-law may be those of a country or jurisdiction other than Bermuda or such other generally accepted auditing standards as may be acceptable in accordance with current account practice. If so, the financial statements and the report of the Auditor shall identify the generally accepted auditing standards used.

52. Access to Records

The Auditor shall at all reasonable times have access to all books kept by the Award and to all accounts and vouchers relating thereto, and the Auditor may call on the Award Council Representatives or Officers of the Award for any information in their possession relating to the books or affairs of the Award.

53. Financial Statements

53.1 The audited financial statements in respect of any given financial year shall be laid before the Members in general meeting.

53.2 Within six months from the end of the Award's financial year end (as determined in accordance with Bye-law 45), two copies of the audited financial statements for that financial year shall be filed with the Charities Commission of the Bermuda Registry General or such other equivalent body as may be responsible from time to time for the regulation of registered Bermuda charities.

54. Distribution of Auditor's Report

The report of the Auditor shall be submitted to the Members in general meeting.

55. Vacancy in the Office of Auditor

The Award Council may fill any casual vacancy in the office of the auditor.

VOLUNTARY WINDING-UP AND DISSOLUTION

56. Winding-Up

If the Award shall be wound up the assets of the Award (whether they shall consist of property of the same kind or not) shall be distributed by the liquidator to non-for-profit organizations for charitable or educational purposes.

CHANGES TO CONSTITUTION

57. Changes to Bye-laws

No Bye-law shall be rescinded, altered or amended and no new Bye-law shall be included until the same has been approved by a resolution of the Voting Members.