

COMPANY NO. 1999/C159

Companies Regulations

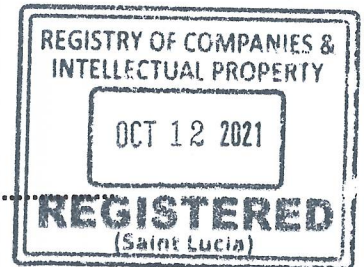
THE COMPANIES ACT 1996

BY-LAW



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

PHARMACEUTICAL ASSOCIATION OF ST.LUCIA INC.



BE IT ENACTED as the general By-law No. 2 of

PHARMACEUTICAL ASSOCIATION OF ST.LUCIA INC.

(hereinafter called the "Company") as follows:



1. INTERPRETATION

- 1.1 In this by-law and all other bye-laws of the Company unless the context otherwise requires –

"Act" means the Companies Act 1996 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the bye-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute of statutes;

"Regulation" means any Regulation made under the Act and every regulation substituted therefor and, in the case of such substitution, any references in of the Company to provisions of the Regulations shall be read as references to substituted provisions therefor in the new Regulations;

"Bye-laws" means any by-law of the Company from time to time in force; all terms contained in the bye-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and 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.

2. REGISTERED OFFICE

- 2.1 The registered office of the Company shall be in Saint Lucia at such address the Executive Members may fix from time by resolution.

3. SEAL

- 3.1 The common seal, an impression of which appears in the margin hereof, shall be the common seal of the Company.

4. MEMBERS

- 4.1 There shall be three classes of membership namely –

- (a) Financial members, being Pharmacist registered as such in this island or in any other country shall be eligible for membership in this Company provided that his application meets the approval of the Executive, and shall be bound by agreement to the rules of the Company.
An Active member shall be a financial member who has attended four (4) consecutive meetings and has had two (2) consecutive years membership and /or has served as a committee member for at least one (1) year.
- (b) Associate members, being individuals who are not registered pharmacists, who supports the mission/objectives of the Association e.g. Pharmacy technicians, Pharmacy students.
- (c) Honorary members, being individuals who in the opinion of the Company as expressed by a majority of three fourths of the members present and voting at an Annual General Meeting of the Company, has rendered outstanding service in the course of Pharmacy in St. Lucia, may be elected as an honorary member of the Company. Such a nomination must be submitted by two or more active members. An Honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Company.

- 4.2 Application for membership shall be made to the Secretary of the Company upon such form as the Executive shall from time to time prescribe and shall be supported by such evidence as may be required.

- 4.3 Candidates for membership shall be elected by the Executive.

- 4.4 The Executive Members may, in their absolute discretion, refuse any application if the think it is not desirable that the Company should admit the applicant to the membership.
- 4.5 On any application being accepted by the Executive Members, the Secretary shall forthwith make the prescribed entry in the register of members and thereupon the applicant shall become a member of the Company and shall be bound by the Bye-Laws for the time being of the Company.
- 4.6 A person who holds the office of President shall be ex officio member of the Company.
- 4.7 The interest of a member in the Company is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bye-laws of the Company.

5. ANNUAL SUBSCRIPTION

- 5.1 The annual subscription shall also be determined from time to time by the Executive Members.
- 5.2 All annual subscriptions shall be payable on or before the Annual General Meeting in April of each year.

6. CESSATION OF MEMBERSHIP

- 6.1 Any member may withdraw from membership by giving fourteen days' notice to the Executive Members in writing to that effect and thereupon he shall cease to be a member.
- 6.2 If any member (who is liable to pay an annual subscription) shall fail to pay the same within six months after the same shall become due the Executive Members may order his name to be struck off the list of members whereupon he shall cease to be a member of the Company.
- 6.3 Any Member who has not paid annual dues for two or more consecutive years shall be deemed as "inactive" and must submit out a new application form to the Secretary, before having their status changed to being in "good financial standing" and having all rights and privileges of their appropriate membership designation.
- 6.4 If any member refuses or neglects to comply with the provisions of the bye-laws or conducts himself in a way which in the opinion of the Executive is or may be injurious to the Company the Executive Members may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then (provided he is first given an opportunity of

being heard by the Executive Members) he may forthwith be expelled by the Executive Members after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of the members.

- 6.5 An individual to whom paragraph 6.4 of this by-law has been applied shall not thereafter be entitled to membership of the Company.
- 6.6 Subject to paragraph 6.1 of this by-law, a member resigning or expelled under paragraph 6.4 or whose name is struck off pursuant to paragraph 6.2 of this by-law shall nevertheless remain liable for all moneys then due from him to the Company.
- 6.7 An ex officio member, unless he was a member in his own right at the time he became an ex officio member, shall cease to be a member when he ceases to hold office by virtue of which he became an ex officio member.

7. OFFICER

- 7.1 The officers of the Company shall consist of a President, the Immediate Past President, a Vice-President, a Treasurer, a Public Relations Officer, a Secretary and an Assistant Secretary/Treasurer who shall be ordinary members of the Company and shall be elected at the Annual General Meeting of the Company in each year and shall retire annually but shall be eligible for re-election.
- 7.2 In the case of a casual vacancy in any of the offices, the Executive Members shall appoint one of their numbers to fill such casual vacancy until the next Annual General Meeting.
- 7.3 In case of the absence or inability to act of the President, the Vice-President or any other officer of the Company or for any other reason that the Executive Members may deem sufficient, the Executive Members may delegate all or any of the powers of such officer or to any other Officer or to any Executive Member or to any director for the time being, provided that a majority of the Executive Members concur therein.
- 7.4 The President: The President shall, if present, preside at all meetings of the Executive Members and members; he shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Executive Members.
- 7.5 The Vice President: The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Executive Members.

- 7.6 The Secretary: The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Company and the documents and registers referred to in section 177 of the Act and shall perform such other duties as the Executive members require of him.
- 7.7 The Treasurer: The Treasurer shall have the care and custody of all the funds and securities of the Company and shall deposit the same in the name of the Company in such bank or banks or with such depository or depositories as the Executive may direct and shall perform such other duties as the Executive Members require of him.
- 7.8 Assistant Secretary/Treasurer: The Assistant Secretary/Treasurer shall assist the Secretary and the Treasurer in all their duties and in their absence performs all such duties.
- 7.9 The Public Relations Officer: The Public Relations Officer shall be responsible for the promotion of the company's activities and for the dissemination of information to the public.

8. EXECUTIVE

(See Division D of Part 1 of the Act)

- 8.1 The Executive of the Company shall be –
- (a) The Officers and ex officio members if any of the company;
 - (b) such number of other financial members of the Company as is fixed in the articles of Incorporation of the Company who may be elected at the Annual General Meeting of the Company in each year who shall retire annually and shall be eligible for re-election; and
 - (c) Supernumerary members appointed by the Executive pursuant to paragraph 8.4 hereof
- 8.2 Candidates for election on the Executive shall be nominated and seconded by members entitled to vote at General Meetings of the Company.
- 8.3 If a casual vacancy occurs, other than in any of the offices, the Executive may appoint an ordinary member of the Company to the vacancy.
- 8.4 The Executive may appoint any member of the Company to be a supernumerary officer for any period, not exceeding its term of office, in its absolute discretion. Such member shall not be entitled to vote at meetings of the Executive.

- 8.5 Powers: The affairs of the Company shall be managed by the Executive who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the bye-laws or any special resolution of the Company or the Act directed or required to be done by the Company at a General Meeting at the Company but no regulations made by the Company in General Meeting shall invalidate any prior act of the Executive which would have been valid if that regulation had not been made.
- 8.6 Qualification: An Executive Member shall be an active member of the Company.
- 8.7 Term of Office: Unless sooner determined, an Executive Member's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Company, be from the date of the meeting at which he is elected or appointed until the conclusion of the Annual General Meeting next following or until his successor is elected or appointed.
- 8.8 A retiring Executive Member shall be eligible for re-election.
- 8.9 Removal from Office: The members of the Company may, by extra ordinary resolution at a special meeting, remove any Executive Member from office and may by ordinary resolution appoint another person in his stead.
- 8.10 Vacancy filled: A vacancy created by the removal of an Executive Member may be filled at the meeting at which the Executive Member is removed from office.
- 8.11 Remuneration: The Executive Member shall serve without remuneration and no Executive Member shall directly or indirectly receive any profit from his position as such; provided that an Executive Member may be paid or reimbursed for reasonable expenses incurred by him in performance of his duties.
- 8.12 Vacating of Office: The office of an Executive Member of the Company shall be vacated—
- (a) upon the death of the member;
 - (b) if by notice in writing he resigns his office;
 - (c) if he ceases to be a member of the Company in accordance with section 6;
 - (d) if he is removed from office in accordance with section 11;
 - (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorised assignment or is declared insolvent;

9. MEETING OF THE EXECUTIVE

- 9.1 Place: Meetings of the Executive and of any committee of the Executive may be held either at the registered office or at any other place within or outside Saint Lucia.
- 9.2 Convener: A meeting of the Executive may be convened by the President, the Vice-President, or any two Executive Members at any time and the Secretary by direction of any such officer or any two Executive Members shall convene a meeting of the Executive.
- 9.3 Notice: Subject to section 79(1) of the Act the notice of any meeting of the Executive need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 17.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent by inclusive of the day for which notice is given) before the meeting is to take place. An Executive Member may in any manner waive notice of the meeting of the Executive and attendance of an Executive Member at such a meeting of the Executive shall constitute a waiver of notice of the meeting except where an Executive Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 9.3.1 It shall not be necessary to give notice of meeting of the Executive to a newly elected or appointed Executive Member for a meeting held immediately following the election of Executive Members by the members or the appointment to fill a vacancy among the Executive Members.
- 9.3.2 Meetings of the Executive may be held at any time without formal notice if all the Executive Members are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Executive Member.
- 9.4 Quorum: Executive meetings shall be a majority of their number. Executive Members shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Executive Members, a quorum may exercise all the powers of the Executive Members. No business shall be transacted at a meeting of Executive unless a quorum is present.
- 9.4.1 An Executive Member may, if all the Executive Members consent, participate in a meeting of the Executive or of any committee of the Executive by means of such telephone or other communication facilities as permit all persons participating in the meeting by such means is deemed to be present at that meeting.

- 9.5 Voting: Questions arising at any meeting of the Executive shall be decided by a majority of votes. In case of any equality of votes the Chairperson of the meeting in addition to his original vote shall have a second or casting vote.
- 9.6 Minutes: The Executive shall cause Minutes to be made in the Books and or other manner provided for the purposes:-
- (a) of all appointments of officers made by the Executive Members;
 - (b) of names of the Executive Members present at each meeting of the Executive and any Committee of the Executive;
 - (c) of all resolutions and proceedings at the meetings of the Company and of the Executive, and of Committee of the Executive; and every Executive Member present at any meeting of the Executive or Committee of the Executive shall sign his name in a book to be kept for those purposes.
- 9.7 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this By-law a resolution in writing signed by all the Executive Members entitled to vote on that resolution at a meeting of the Executive Members or any committee of the Executive is as valid as if it had been passed at a meeting of the Executive or any committee of the Executive.

10. REMOVAL OF EXECUTIVE MEMBERS

- 10.1 Any Executive Member who has three (3) consecutive unexcused absences from meetings of the Executive, shall be subject to removal from office after written notification of intent has been given to the Officer, unless the Executive otherwise determine;
- 10.2 An Executive Member can be removed from office if-
- (a) the member is found guilty of any "conduct unbecoming a member".
 - (b) a "vote of no confidence" resolution passes with at least a two-thirds (2/3) majority of the total number of eligible voting members of the Company.
 - (c) the member is declared by a court to be mentally incapacitated by reason of unsoundness of mind;
 - (d) the member has been charged with and convicted of a criminal offence except where the offence is a minor traffic offence or is spent under the Criminal Records (Rehabilitation of Offenders) Act, No. 2 of 2004.

11. EXECUTIVE OFFICER

- 11.1 The Executive may from time to time appoint an Executive Officer and my delegate to him full authority to manage and direct the business and affairs of the Company (except such matters and duties as by laws must be transacted and performed by the members in General Meeting) and to employ and discharge agents and members of the Company or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Executive Members of the Company. He shall at all reasonable times give to the Executive Members or any of them all Information they may require regarding the affairs of the Company.

12. FOR THE PROTECTION OF THE EXECUTIVE MEMBERS AND OFFICERS

- 12.1 No Executive Member or officer of the Company shall be liable to the Company for –

- (a) the acts, receipts, neglects or defaults of any other Executive Member or officer or member for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of the title to any property acquired by the Company or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be paid out or invested;
loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities of effects shall be lodged or deposited;

Any loss, conversation, misapplication or misappropriation of any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company any other loss, damage or misfortune whatever may happen in the execution of the duties of his respective office or trust in or relation thereto;

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

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

- 12.3 The 'Executive Members' for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as are submitted to and authorized or approved by the Executive Members.
- 12.4 If any Executive Member or officer of the Company is employed by or performs service for the Company otherwise than as an Executive Member or officer or is a member of a firm or a shareholder, Executive Member or any officer of a body corporate which is employed by or performs services for the Company, the fact of his being a member, director or officer of the Company shall not disentitle such Executive Members or office or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

13. FINANCIAL DISCLOSURE

- 13.1 The Company must within fifteen days after its Annual General Meeting send to the Registrar a copy of its annual financial statement showing:-
- (a) the assets and liabilities of the Company in the form of a Balance Sheet, and
 - (b) the revenue and expenditure of the Company since the date of the previous financial statement.
- 13.2 The annual financial statement mentioned in 13.1 must be accompanied by the report of the auditor of the Company and must be approved by the Executive of the Company and approval must be evidenced by the signature of two or more Executive Members.
- 13.3 Auditor: The Company at each Ordinary General Meeting shall elect an Auditor to hold office until the next Ordinary General Meeting.
- 13.4 The Auditors may be members of the Company but no person shall be eligible as an Auditor who is interested otherwise than as a member in the transaction of the Company.
- 13.5 The Executive Members of the Company shall fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The Auditor on his quitting office shall be eligible for re-election.

14. MEETINGS OF MEMBERS

14.1 Annual General Meeting: Subject to the provisions of section 107 of the Act, the Annual General Meeting of the members shall be held on such day in each year and at such time as the Executive Members may by resolution determine at any place within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

14.2 Special Meetings: Special Meetings of the members may be convened by order of the President, the Vice-President or by the Executive Members at any date and time and at any place within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

14.2.1 Monthly Meetings: Monthly meetings of the members may be convened by order of the President, the Vice-President or by the Executive Members at any date and time and at any place within Saint Lucia or, if all the members entitled to vote at such meeting so agree, outside Saint Lucia.

14.2.2 The Executive Members shall, on the requisition of not less than five members of the Company that have a right to vote at the meeting requisitioned, forthwith convene a meeting of members and in the case of such requisition, the following provisions shall have effect:-

- (a) the requisition must state the purpose of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists.
- (b) if the Executive Members do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of each deposit.
- (c) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the bye-laws and Divisions E and F of Part 1 of the Act.

14.3 Notice: A notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend such meeting, on each Executive Member and on the auditor of the Company in the manner specified in paragraph 17.1 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is

given) before the date of the meeting. Notice of the meeting at which special business is to be transacted shall state-

(a) the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon, and

(b) the text of any special resolution to be submitted to the meeting.

14.4 Waiver of Notice: A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.5 Omission of Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, Executive Member or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

14.6 Votes: Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and, if the Articles so provide, in the case of an equality of votes the Chairperson of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

14.6.1 At every meeting at which he is entitled to vote, every member, or individual authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, or individual authorized to represent a member shall, subject to the Articles, have one vote.

14.6.2 At any meeting unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

14.6.3 When the President and the Vice-President are absent, the persons who are present are entitled to vote shall choose another Executive Member as Chairperson of the meeting: but if no Executive Members are present or all the Executive Members present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be Chairperson.

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

14.7 Adjournment: The Chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

14.8 Quorum: Subject to the Act, a quorum for transaction of business at any meeting of the members shall be seven persons present in person. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding the fact that a quorum is not present throughout the meeting. If a quorum is not present within thirty minutes of the time fixed for the meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

14.9 **No quorum will be needed at the reconvened.**

14.10 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 130 of the Act, as valid as if it had been passed at a meeting of the members.

15. COMMITTEES

15.1 The Executive Members may delegate any of the powers to Committees consisting of such member or members of their body as they think fit; and any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on them by Executive Members.

15.2 A Committee may elect a Chairperson of its meetings; if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time

appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.

15.3 A Committee may meet and adjourn as it thinks proper. Questions arising at a meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have the second or casting vote.

15.4 Any Committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meeting as it thinks fit. Unless otherwise determined by the Executive, a majority of members of the Committee shall be a quorum. Questions arising at any meeting of a Committee shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

Executive Committee

15.5 Executive Members may appoint among their number and other members a special committee which shall be called the Executive Committee to manage the day to day business of the Committee and may subject to the Act and these bye-laws prescribe the duties and authority of the Executive Committee.

16. VOTING IN OTHER COMPANIES

16.1 All Shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Company may be voted at any and all meetings of shareholders, debenture holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the Executive Members of the Company shall from time to time determine. The officers of the Company may for and on behalf of the Company from time to time – execute and deliver proxies; and arrange for the issuance of voting certificates or other evidence of the right to vote; in such names as they may determine without the necessity of a resolution or other action by the Executive Members.

17. NOTICES

17.1 Method of giving Notice: Any notice or other document required by the Act, the Regulations, the Articles or the Bye-laws to be sent to any member, director or auditor may be delivered personally or sent by email, fax, written (i.e. post or hand delivered), with the emphasis on email, to any such person at his latest address as shown in the records of the Company or in the latest notice filed under section 69 or 77 of the Act, and to the auditor at his business address. It is up to the member to provide updated and current contact info.

- 17.2 Waiver of Notice: Notice may be waived or the time for the notice may be waived or abridged to any time with the consent in writing of the person entitled thereto.
- 17.3 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 Company in writing of his new address.
- 17.4 Signatures of Notices: The signature of any director or officer of the Company to any notice or document to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 17.5 Computation of Time: Where notice extending over a number of days or other period is required under any provisions of the articles or the bye-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.
- 17.6 Proof of Service: Where a notice required under paragraph 18.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 18.1 hereof, service shall be deemed to be at the time of delivery of such notice.
- 17.7 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 pre-paid mail.
- 17.8 Where such notice is sent by cable or fax or telex, or e-mail service is deemed to be effected on the date on which the notice is so sent.
- 17.9 A certificate of an officer of the Company 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.

CHEQUES, DRAFTS AND NOTES

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

18. EXECUTION OF INSTRUMENTS

18.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by –

- (a) the President or the Vice-President together with the Secretary or Treasurer; or
- (b) any two Executive Members,

and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The Executive Members shall have power from time to time by resolution to appoint any officers or persons on behalf of the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

18.1.1 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 18.1.2 hereof.

18.1.2 Subject to section 136 of the Act –

- (a) The President or the Vice-President together with the Secretary or the Treasurer;
- (b) or any two Executive Members,

shall have authority to sign and execute (under the seal of the Company 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.

19. SELECTION OF PHARMACY COUNCIL MEMBERS

19.1 Legal Requirements: In accordance with the Pharmacy Act (Section 5 (2) b and c) the Company shall submit names for consideration in the manner specified in the Pharmacy Act Cap. 11.21.

Nomination and Selection

19.2 Every three years, or whenever a vacancy occurs in the designated position for a pharmacist from the private sector, the Company shall submit the names of two (2) nominees to the Minister of Health. Such nominees shall be–

- (a) registered Pharmacists who are members of the Company.

- (b) no more than one (1) pharmacist from any particular pharmacy chain or company shall be nominated.
 - (c) individuals must be pharmacists actively engaged in the practice of pharmacy, or pharmacy administration, or both and who have been licensed to practice pharmacy in Saint Lucia for a minimum of five (5) years, in accordance to the Pharmacy Act (Section 5 (2) b).
- 19.3 Every three years, or whenever a vacancy occurs in the designated position for a professional pharmacist, the Company shall submit the names of two (2) nominees to the Minister of Health. Such nominees shall be-
- (a) registered Pharmacists who are members of the Company.
 - (b) no more than one (1) pharmacist from any particular pharmacy chain or company shall be nominated.
 - (c) individuals must be pharmacists actively engaged in the practice of pharmacy, or pharmacy administration, or both and who have been licensed to practice pharmacy in Saint Lucia for a minimum of seven (7) years, in accordance to the Pharmacy Act (Section 5 (2) c).

20. SIGNATURES

- 20.1 The signature of the President, the Vice-President, the Secretary, the Treasurer or any Executive Member of the Company or of any officer or person, appointed pursuant to paragraph 18.1 hereof by resolution of the Executive may, if specifically authorised by resolution of the Executive, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.
- 20.2 Signatures of officers who has ceased to hold office shall not be valid and will be stricken from the record of the Company.

21. FINANCIAL YEAR

21.1 The Executive may from time to time by resolution establish the financial year of the Company.

Enacted this 20th day of SEPTEMBER 2017.

Corporate Seal



A handwritten signature in blue ink, appearing to read "A. Mondesir".

Astrid Mondesir
President

A handwritten signature in blue ink, appearing to read "Earmin Shangoo".

Earmin Shangoo
Secretary