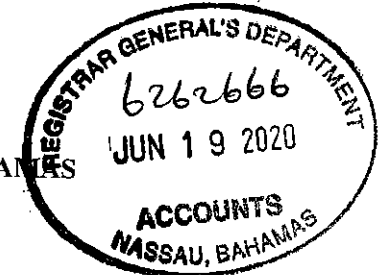


COMMONWEALTH OF THE BAHAMAS  
The Companies Act 1992  
COMPANY LIMITED BY GUARANTEE

Nassau Office 28-01 Public Treasury Dept. Nassau, Bahamas Stamp Duty Exempted Date: <u>June 18<sup>th</sup> 2020</u> <u>[Signature]</u> (For) Treasurer
---

MEMORANDUM OF ASSOCIATION  
OF  
NATIONAL FISHERIES ASSOCIATION OF THE BAHAMAS  
NAME



1. The name of the Company (hereinafter called "the Association") is

**NATIONAL FISHERIES ASSOCIATION OF THE BAHAMAS**

**REGISTERED OFFICE**

2. The Registered Office of the Association will be situated in the City of Nassau in the Island of New Providence one of the Islands of the Commonwealth of The Bahamas.

**UNDERTAKING**

3. The aims and objectives for which the Association is established are:
  - (1) To promote dialogue through public education and cooperation with government agencies, for the reservation of the commercial fishing industry of The Bahamas as a sector reserved for Bahamian citizens only, following historical and cultural norms.
  - (2) To support governmental regulatory bodies, NGOs (local and international) and other associations with gathering and presenting scientific data, through educational collaborations such as symposiums, conferences, digital and witten publications, and media outlets aimed at bringing an end to illegal, unreported, unregulated fishing (IUUF) within the Exclusive Economic Zone (EEZ) of The Commonwealth of The Bahamas.
  - (3) To collaborate with relevant government agencies and officials towards strategizing effective fisheries management mechanisms, changes to the Fisheries Act, advising on international treaties, as well as a commitment to promote the removal of exploitative loopholes in legislation leading to unsustainable fishing practices and foreign influence, ownership or use of foreign labourers on commercial vessels.

03/11/2020

- (4) To assist in the enforcement of law in the fisheries sector through educational symposiums, policy recommendations, collaborations, charity and data-sharing, with relevant government agencies.
- (5) To promote the need to increase Government resources towards resolving issues within the fisheries sector, including bolstering the budget of the Department of Marine Resources, and Royal Bahamas Defense Force.
- (6) To act as a fraternal organization that leads the fishing industry by example and education, in order to change the way the Bahamian public and policy makers view fisheries resources, individual species and their relevance to the industry, our culture and future survival.
- (7) To form a unified fraternity for the betterment of Bahamian lives, with one voice, capable of promoting policies that benefit the majority of Bahamians and opposing laws aimed at allowing foreign nations and corporations from entering the fishing industry, now and into the future.
- (8) To lend scientific assistance to relevant government agencies and NGOs through charitable funding of initiatives, data collection, historical documentation, so as to reevaluate and revamp the way in which our country collects fisheries data or conducts fisheries-related GDP estimates, so as to remove the perception that our fisheries are inexhaustible and available to external states, international bodies and corporations to reap or have influence over.
- (9) To aid the NGO community, international agencies, and The Government with education, funding, even data collection to determine the contribution of poaching, pollution, environmental degradation and contamination, and unsustainable fishing practices to the demise of Bahamian fish stocks.
- (10) To assist the Government in acting unilaterally or multilaterally in educating, training and supporting the next generation of Bahamian fishers, and fisheries-related entrepreneurs. In addition, to assist and educate law enforcement and scientific researchers for effectiveness of assessments and enforcement of Bahamian laws equally and fairly.
- (11) To cooperate with national and international agencies through education and charity work, for the protection of Bahamian fisheries and marine ecosystems.

---

- (12) To promote the monetary value of fisheries in relation to the Blue Economy to The Bahamas with scientific data and assist with educating individuals in this regard.

---

- (13) To promote a fisheries sector that is supported as sustainable by the local and international community, by educating fishermen on best practices and by education and training exercises with government agencies.

- (14) To educate Bahamians and tourists on how they can assist in combating local poaching and other unlawful practices, and seeking out ways to resolve conflicts between fishing communities across the country.
- (15) To form a charitable organization with fishermen, lawyers, environmentalists, economists and the like, capable of advocating in Bahamian or International courts of law, for the benefit of the people of the Bahamas and our visitors.
- (16) To advocate through education, and collaboration with relevant governmental agencies, to uphold national sovereignty, borders, and even to adjust foreign policy, especially with regards to dealings with foreign states and nationals engaged in illegal fishing in Bahamian waters.
- (17) To charitably support the work of any Association, NGO, Government agency or NGO, group, school, college, or person in carrying out ideals aligned with the espoused principles of the Association.
- (18) To lease or procure premises for administrative purposes and to acquire infrastructure of all manners for fund-raising and to further the work of the Association. As well as to hire personnel or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (19) To employ and or garner the voluntary services of fishers, enforcement personnel, building contractors, quantity surveyors, archaeologists, labourers, marine and terrestrial biologists and other expert and non-expert personnel, lawyers and other necessary persons, professional, specialist or non-specialist, tradesmen etc. and to determine their remuneration and the terms and conditions of employment in furthering the objects of the Association.
- (20) To hold conferences, seminars and workshops for the furtherance of the main objects of the Association.
- (21) To nominate persons to act as trustees on behalf of the Board of Directors for any purpose or purposes from time to time.
- (22) To own, operate, rent and maintain means of transportation, equipment and infrastructure required for the purposes of the Association.
- 
- (23) To occasionally buy, sell, supply and deal in provisions and goods of all kind required solely for fund-raising or for the promotion and execution of the objects of the Association.
- 
- (24) To electronically or otherwise produce printed, audio and video recorded material and to reproduce, and distribute these materials as required for the promotion of the objects of the Association.

- (25) To construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association.
- (26) To take any gift of money, chattels or property, whether subject to any special trust or not, as fund-raising or for direct or indirect use to further any one or more of the objects of the Association.
- (27) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (28) To print and publish, buy, sell, distribute any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (29) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (30) To invest any moneys of the Association, to use the earnings of such investments solely for the fulfillment of the objects of the Association, in such manner as may from time to time be determined.
- (31) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- (32) To subscribe to any local or other charities, and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Association, or otherwise to assist any such servants, their widow and children.
- (33) To establish and support, and to aid in the establishment and support of any other entities or associations for any or all of the objects of this Association.
- (34) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association.
- (35) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or associations, with which the Association is authorized to amalgamate.
- (36) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorized to amalgamate.
- (37) To pay out of the funds of the Association or out of any particular part of the same all expenses of and incidental to the establishment, management and

102

administration of the business of the Association, including the payment of stipends, salaries, wages, and remuneration to persons employed in any capacity to or for the Association and also travel and other expenses of volunteers assisting the Association.

- (38) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, PROVIDED that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

The objects set forth in any Sub-clause of this Clause shall not be restrictively construed but shall be given the widest interpretation thereto, and they shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such Subclause or by the name of the Association. None of such Subclauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other Sub-clause, but the Association shall have full power to exercise all or any of the objects conferred by and provided in any one or more of the Sub-clauses.

#### CAPITAL

4. The Association has no authorized share capital.

#### INCOME

5. The income and property of the Association and any profits or other accretions to the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the employees of, members of, or Board of Directors of the Association. PROVIDED THAT nothing herein contained shall prevent the payment in good faith, of remuneration to any director, member or officer of the Association, or other person not being a member of the Association, in return for any services actually rendered to the Association.

#### AMENDMENT

6. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister responsible for companies in the Government of the Commonwealth of The Bahamas and in respect of which the resolution proposing the same shall have been passed by a majority of not less than

three quarters of such members of the Association for the time being entitled, according to the regulations of the Association to vote as may be present in person or by proxy at any general meeting of the Association of which Thirty (30) days notice specifying the intention to propose such resolution has been duly given.

### LICENCE

7. The fourth, fifth and ninth paragraphs of this Memorandum are conditions on which a license is granted by the Minister of Finance under his hand to the Association in pursuance of Section 14 of The Companies Act.

### MEMBERS LIABILITY

8. The liability of the Members is limited by guarantee.
9. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding Twenty five dollars (\$25.00) or in the case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

### DIRECTORS

10. Each of the first Directors of the Association shall become a member of the company upon its incorporation. Subsequent to incorporation, in all ensuing elections of the Association, Directors will be elected from amongst the members of the Association. From the elected Directors, an Executive Committee will be elected from within, by the Directors.

---

### ACCOUNTS

---

11. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure took place and of the property credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in

force shall be open to inspection by the Board of Directors. At least once in every year, the accounts of the Association shall be examined and ascertained by one or more properly qualified auditor or auditors. The accounts of the Association shall also be open to inspection at any time by the Bahamas Government's Auditor General or other person or authority designated by The Minister of Finance from time to time for this purpose and a copy of each annual audit shall be submitted to the Minister of Finance along with a summary report of the Association's activities and efforts.


#### **WINDING UP**

12. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association whose undertaking is charitable and beneficial to the community at large, to be determined by the members of the Association, after consultation with the Chairman, the Bahamas Environment Science and Technology Commission and the Minister of Finance of The Bahamas, at or before the time of dissolution and in default thereof, by the Honorable Chief Justice or such Judge of the Supreme Court of the Commonwealth of the Bahamas as may have or acquire jurisdiction in the matter.

2011/05

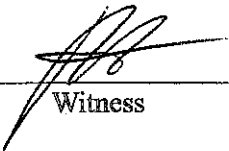
WE, the undersigned, as originating and subscribing members of the Association, have agreed to be bound by these Articles of Association and witness our consent as follows:


1. Keith Carroll

  
\_\_\_\_\_  
Witness

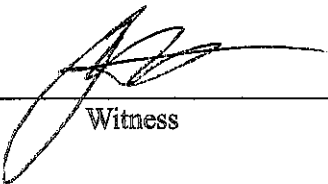
  
\_\_\_\_\_  
Keith Carroll

2. Albert Cartwright

  
\_\_\_\_\_  
Witness

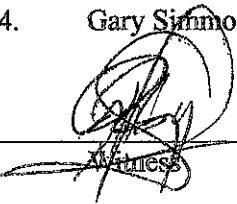
  
\_\_\_\_\_  
Albert Cartwright

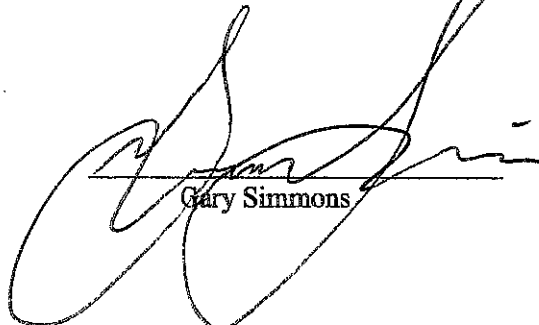
3. Doyle Roberts

  
\_\_\_\_\_  
Witness

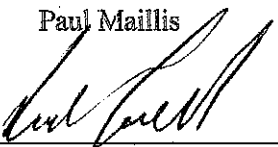
  
\_\_\_\_\_  
Doyle Roberts

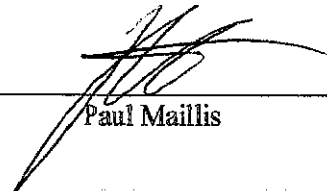
4. Gary Simmons

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Gary Simmons

5. Paul Maillis

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Paul Maillis

Commonwealth of the Bahamas  
Registrar General's Office  
I hereby certify foregoing to be a true copy of the  
original deposited in this office.

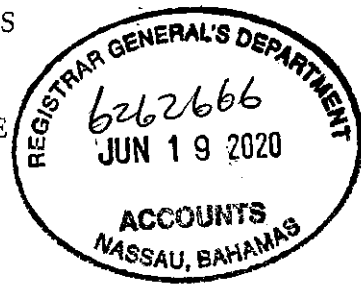
  
\_\_\_\_\_  
Registrar General

ASS 6-  
cc

JUN 29 2020



COMMONWEALTH OF THE BAHAMAS  
The Companies Act 1992  
COMPANY LIMITED BY GUARANTEE



ARTICLES OF ASSOCIATION  
OF  
NATIONAL FISHERIES ASSOCIATION OF THE BAHAMAS

**EXPLANATORY**

1. In these presents, unless there be something in the subject or context inconsistent therewith:

"The Bahamas" means the Commonwealth of The Bahamas.

"Bahamian Citizen" means a valid holder of a Bahamian Passport.

"The Association" means the above-named Association.

"National Fisheries Council" means National Fisheries Association Of The Bahamas.

"The Office" means the registered office for the time being of the Association.

"The Register" means the register of members to be kept pursuant to Section 56 of The Companies Act.

"The Seal" means the common seal of the Association.

"Month" means the calendar month.

"In writing" and "written" mean and include words printed, lithographed represented or reproduced in any mode in a visible form.

"The Directors" means the Board of Directors elected for the time being by the Association.

"Executive Committee" means the Officers elected for the time being by the Association.

---

"Fisher Islands" means the major islands, or groups of islands in The Commonwealth of The Bahamas and their surrounding cays.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

6262666

## MEMBERSHIP

2. Membership of the Association shall be open to Bahamian Citizens of the following diaspora:

- a) Fishermen by trade, either commercially, semi-commercially or fishing charter.
- b) Own a business dependent on fisheries, or fisheries-related tourism.
- c) Demonstrates a substantial stake in the fisheries sector and its reservation for ownership and management by Bahamian citizens.

3. Membership of the Association shall not be open to members of the following diaspora:

- a) Acting Members of Parliament, or Executives of the Civil Service.
- b) Engaged in business or partnerships with entities deemed detrimental to the Fisheries sector of The Bahamas by the Board of Directors.
- c) Individuals convicted of an offence, in violation of the Fisheries (Resources (Jurisdiction and Conservation) Act (Ch. 244).

4. All new members (not included in the initial charter signatories) must be approved for membership by The Directors.

5. The Directors reserve the right to expel anyone from the organization upon the recommendation of the Executive Committee, provided valid justification.

a) Valid justification for expulsion from the Association includes:

- i) Members engaged in activities deemed detrimental to the objectives or integrity of the Association.
- ii) Violence enacted against another member deemed irrational by the Board and Executive Committee.
- iii) Acting illegally against the will of the Association, on behalf of the Association.
- iv) ~~Acting to become a Member of Parliament or Executive of the Civil Service.~~

b) Invalid justification for expulsion from the Association includes:

- i) Race, gender, religion or political preference.
- ii) Loss of viable fisheries-related business.

2020

6. Members who seek to have voting rights in the Association must make payable to the Treasurer, \$25 Bahamian Dollars (BSD) per annum, to be received prior to any election in order to have the right to vote.

## ELECTIONS

7. General elections are to take place once a year at the Annual General Meeting.

8. All elections are to be transparent to the general Association and a record is to be kept of all proceedings by the Secretary.

9. All members of The Board of Directors are to be elected by a majority vote at the Annual General Meeting. At least one (1) Director must be voted upon to represent each fisher island. Nominations are to be made by the general membership prior to voting.

10. All members of the Executive Committee are to be elected by a majority vote from among The Directors elected at the Annual General Meeting.

11. Election results are binding. However, provided an elected member is removed from their position by death or action taken by the majority of Directors and Executive Committee members, then bi-elections will be held at the nearest possible General Meeting to replace the vacant position.

a) Valid removal from elected post includes:

i) Inactivity deemed detrimental to the Association's goals and objectives.

ii) Ineptitude in service and unwillingness to cooperate with the Executive Committee and The Directors.

iii) All reasons listed in 3 a).

12. Subject to Article 6, only members who have paid their annual dues may participate in elections of the Association.

13. Members of the Advisory Council may not vote in elections.

## GENERAL MEETINGS

~~14. The Association shall hold a General Meeting at least once in every year as its Annual General Meeting at such time and place as may be determined by The Directors, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be open to the Members of the Association and Members of the Board of Directors PROVIDED THAT only members of the Association shall be entitled to vote in respect of the business of such meeting.~~

15. The Annual General Meeting may be organized by a committee appointed by the Executive Committee, and approved by the Directors.

3/11/03

16. All General Meetings are to be accompanied by minutes and a final report submitted by the Secretary to the members.
17. Elections for The Directors and Executive Committee must take place at the Annual General Meeting.
18. All General Meetings, other than the Annual General Meeting, shall be called "Extraordinary General Meetings".
19. The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting.
20. Extraordinary General Meetings of the Association may be held without previous notice if all members entitled to be present are present or waive notice of such meetings, either verbally or in writing.

#### **VOTES OF MEMBERS**

21. Subject as hereinafter provided, every member of the Association shall have one vote.

#### **BOARD OF DIRECTORS**

22. The affairs of the Association shall be managed and conducted by the Board of Directors consisting of a minimum of Five (5) persons and a maximum of Fifteen (15) members.
23. The first Directors shall be appointed by the Subscribers to the Memorandum of Association. Thereafter the Directors shall be elected to the Board of Directors by a two-thirds (2/3) majority vote of the Members of the Association at the Annual General Meeting. They shall hold office for One (1) year or until the succeeding Annual General Meeting.
24. Vacancies occurring in the Board of Directors for any cause may be filled by the two thirds (2/3) majority vote of the Board of Directors present at any meeting at which a quorum is present.
25. If the Board of Directors, by a two-thirds (2/3) majority vote, excluding the Director in question, determines that a Director is guilty of unbecoming conduct or otherwise is not adequately serving the Association that Director shall, ipso facto, vacate his office as a Director.

---

26. The Board of Directors shall meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
27. The President shall act as Chairman of the Board of Directors and shall preside at all meetings of the Directors, or in his absence, the First Vice President shall preside. In the absence of both the Chairman and the First Vice President, the Second Vice President

shall preside. In the absence of all three, the Directors present at any meeting being a quorum shall elect one of their number to be chairman.

28. A Director may at any time convene a Meeting of the Directors. Questions arising at any meeting shall be decided by a two-thirds (2/3) majority of the votes cast PROVIDED THAT where any question shall concern the acquisition or purchase of property by the Association, whether real or personal, the approval of three-fourths (3/4) of the entire Board of Directors shall be required and notice of such intention to purchase property shall be given to each Director at least Fourteen (14) days in advance of the meeting.
29. All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director shall notwithstanding that it afterwards be discovered that there was some defect in the election of any such Director or persons acting as aforesaid or that they or any of them were or was disqualified be as valid as though every such person had been duly elected and qualified to be a Director.
30. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
31. Five (5) members of the Board shall be necessary to constitute a quorum but less than a quorum shall have power to adjourn from time to time until a quorum is present.
32. The Board of Directors may delegate any of its powers to sub-committees consisting of such member or members of the Board of Directors as it thinks fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors.
33. The Board of Directors shall cause proper minutes to be kept of all appointments of Officers made by the Board of Directors and of the proceedings of all meetings of the Association and of the Board of Directors and of sub-committees of the Board of Directors and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### **BORROWING POWERS**

34. The Executive Committee and Board of Directors may from time to time at its discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association. The Executive Committee and Directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue and obligations of the Memorandum of Association.

## **OFFICERS/ EXECUTIVE COMMITTEE**

35. The Officers of the Association (known as the Executive Committee) shall consist of the President (who will act as Chairman of the Board of Directors), the Vice President, the Second Vice President, Secretary, the Treasurer and such other officers as the Board of Directors may from time to time determine.
36. The first Officers of the Association shall be appointed by the first Board of Directors and shall continue in their respective offices until the first Annual General Meeting of the Association, or are removed from the Board of Directors due to an infraction as provided in Sections 25 of these Articles of Association.
37. Subject to the provisions contained in Section 4 of the Memorandum of this Association, nothing herein contained shall prevent the payment in good faith of remuneration to any Officer or servant of this Association (whether a member or not), or other persons not being a member of the Association, in return for any services actually rendered to the Association. PROVIDED FURTHER, they may also be paid for all travel expenses or other expenses properly incurred in connection with the business of the Association.

## **PRESIDENT**

38. The President shall be the Chief Executive Officer of the Association and shall preside at the Annual Meetings of the Members as Chairman. He shall call all meetings as herein provided and generally enforce these Articles of Association and shall present at the Annual General Meeting of the Association a report on the activities of the Association

## **VICE PRESIDENT**

39. The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall otherwise perform such duties as may be assigned by the Board of Directors.

## **SECOND VICE PRESIDENT**

40. The Second Vice President, in the absence of the President and the First Vice-President, shall perform the duties and exercise the powers of the President and shall otherwise perform such duties as may be assigned by the Board of Directors.

---

## **THE SECRETARY**

41. The Secretary shall attend and keep the minutes of the meetings of the Association and the meetings of the Directors. He shall also summon meetings and keep such other books and records of the Association and the Directors as may be required by the members in General Meeting and the Directors' Meetings and perform such other duties as the Directors shall from time to time prescribe.
- 2017/03/15

## **THE TREASURER**

42. The Treasurer shall be the Financial Officer of the Association and shall receive and deposit in the bank or banks to be approved by the Board of Directors all the monies of the Association and keep an accurate account thereof. He shall make disbursements, subject to such regulations as may be determined from time to time by the Board of Directors, and shall render to the Directors at regular meetings of the Directors or whenever they may require it a statement of the financial condition of the Association.

## **EXECUTIVE COMMITTEE**

43. The Officers of the Association shall constitute themselves an executive committee and, between meetings of the Board of Directors shall exercise such powers as may be delegated to it by the Directors. All actions of the executive committee shall be subject to the approval of the Directors. The executive committee shall meet upon call of the Chairman of the Board and a quorum shall consist of Five (5) members.
44. The Chairman, with the approval of the Board of Directors, may appoint at any time as is deemed necessary special or ad hoc committees. These special or ad hoc committees may be dissolved by the Chairman at any time, with the approval of the Board of Directors and requiring a  $\frac{2}{3}$  majority.

## **ADVISORY COUNCIL**

45. To promote the well being of the Association and enhance its communication with the community, there shall be an Advisory Council. The Advisory Council shall exist in a consultative capacity to the Board of Directors and shall carry out such functions as may be assigned to it by the Board of Directors from time to time.
46. Membership of the Advisory Council shall be drawn from the Public Service, Scientific and Business community, both from The Bahamas and internationally and shall be persons expressing a desire to assist and facilitate the aims and objects of the Association.
47. Persons may be nominated for membership on the Advisory Council by any existing Director or member of the Advisory Council. They shall be elected by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors.
48. Members of the Advisory Council shall continue in office for a maximum of three (3) years, or until resignation or removal as provided for in sections 5, 11 and 25 of these Articles. They may be removed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors.

---

## **THE SEAL**

49. The Executive Committee and Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of a resolution of the Board of Directors or Executive Committee, or a committee authorized by resolution of the Directors for that purpose.

## **AUDIT**

10/10/20

50. The Board of Directors shall make all necessary arrangements for the annual audit of the books and accounts of the Association by an auditor who shall be appointed each year by the members at the Annual General Meeting.

51. The accounts of the Association shall also be open to inspection at any time by the Bahamas Government's Auditor General or other person or authority designated by The Minister of Finance from time to time for this purpose and a copy of each annual audit shall be submitted to the Minister of Finance along with a summary report of the Association's activities and efforts.

#### **NOTICES**

52. A Notice may be served by the Association upon any member personally by sending it through the post to such member at his registered address as appearing in the Register of Members.

53. The signature to any such notice to be given by the Association may be written, typewritten or printed.

54. Any notice if served by post shall be deemed to have been served at the time when in the ordinary course of post the letter containing the same would have been delivered and in proving such notice it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the care of the postal authorities as a prepaid letter.

55. Any member or Director may waive the right to receive notices by an instrument in writing signed by him before or after any meeting, or may request of the Association to serve notices through email or social media (as approved by the Directors from time to time).

#### **DISSOLUTION**

56. Clause 12 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

#### **AMENDMENT**

57. Clause 6 of the Memorandum of Association of the Association relating to amendments made to these Articles shall have effect as if the provisions thereof were repeated in these Articles.


#### **REGISTER OF MEMBERS**


58. A Register of members shall be kept at the Registered Office of the Association and will be a record of the members of the Association, both current and historical. The Register will be available for perusal by all members of the Association.



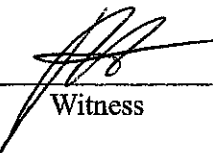
WE, the undersigned, as originating and subscribing members of the Association, have agreed to be bound by these Articles of Association and witness our consent as follows:


1. Keith Carroll

  
\_\_\_\_\_  
Witness

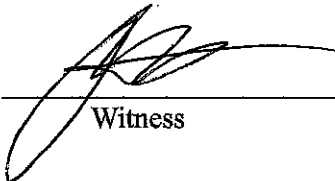
  
\_\_\_\_\_  
Keith Carroll

2. Albert Cartwright

  
\_\_\_\_\_  
Witness

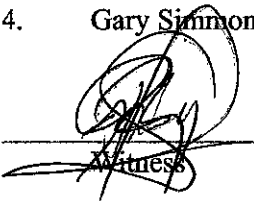
  
\_\_\_\_\_  
Albert Cartwright

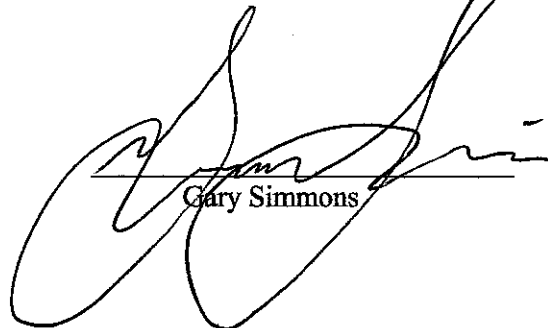
3. Doyle Roberts

  
\_\_\_\_\_  
Witness

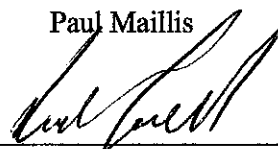
  
\_\_\_\_\_  
Doyle Roberts

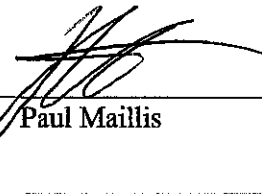
4. Gary Simmons

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Gary Simmons


5. Paul Maillis

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Paul Maillis

Commonwealth of the Bahamas  
Registrar General's Office

I certify the foregoing to be a true copy of the original deposited in this office.

  
\_\_\_\_\_  
Registrar General

CEP/1/2020

JUN 29 2020