

THE COMPANIES ACT 1992
PUBLIC COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED

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ARTICLES OF ASSOCIATION

OF

FIRSTCARIBBEAN INTERNATIONAL BANK (BAHAMAS) LIMITED

1. PRELIMINARY

1.1 Definitions

In these Articles, unless the context otherwise requires, expressions defined in the Companies Act 1992 shall bear the meanings so defined and the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:

1.1.1	The Company	FirstCaribbean International Bank (Bahamas) Limited
1.1.2	The Act	the Companies Act 1992 and any statutory modifications thereof
1.1.3	The Memorandum	the memorandum of association of the Company as originally adopted or as from time to time amended
1.1.4	These Articles	these articles of association as from time to time altered or added to by resolution
1.1.5	The office	the registered office for the time being of the Company
1.1.6	The seal	the common seal of the Company
1.1.7	The Bahamas	the Commonwealth of The Bahamas
1.1.8	The directors	the persons for the time being duly appointed as directors of the Company
1.1.9	The auditors	the persons for the time being performing the duties of auditors
1.1.10	Member	member of the Company
1.1.11	Month	calendar month
1.1.12	Dividend	included bonus if so determined by the directors

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| 1.1.13 | The register | the register of Members of the Company to be kept as required by Section 56 of the Companies Act |
| 1.1.14 | In writing | written or produced by any substitute for writing in a legible form, including photocopies, printing or facsimile or other visual representation, or partly written and partly so produced |
| 1.1.15 | paid up | paid up or credited as paid up |
| 1.1.16 | Dollar | the currency of The Commonwealth of The Bahamas |
| 1.1.17 | <u>Virtual and virtually</u> | <u>refer to the use of technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities.</u> |

1.2 *Interpretation*

- 1.2.1 Words importing the singular only shall include the plural and vice versa; and
- 1.2.2 Words importing the masculine gender only shall include the feminine gender; and
- 1.2.3 Words importing persons shall include corporations, the expression 'debenture' and debenture holder' shall include debenture stock and debenture stockholder and the expression 'secretary' shall include a temporary or assistant secretary and any person appointed by the directors to perform any of the duties of the secretary; and
- 1.2.4 References in these articles to the Act or any provision of the Act shall, where the context so admits, be construed as a reference to the relevant provision as modified by any enactment for the time being in force.

2. SHARE CAPITAL

2.1 The present share capital of the Company is Twenty Million Dollars in the currency of The Bahamas (B\$20,000,000.00) divided into One hundred and Fifty Million (150,000,000) Ordinary Shares of Ten cents (\$0.10) each and Fifty Million (50,000,000) Preference shares of Ten cents (B\$0.10) each. The Ordinary Shares shall rank *pari passu* for all purposes and need not have a distinguishing number. The Preference Shares may be issued by the directors from time to time in one or more series having such rights as the board may by resolution determine.

2.2 Except as authorised or required by law or by these Articles, no person shall be recognize by the Company as holding any share on any trust, and the Company shall not be bound by or recognized (even when having notice of it) and equitable, contingent, future or partial interest in any share or any interest on any

fractional part of a share or (except only as provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder.

- 2.3 Subject to the provisions of the Act without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by resolution determine.
- 2.4 Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.
- 2.5 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act and whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of the resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum is not present, the holders present shall form a quorum), and any holder of shares of the class present in person or by proxy may demand a poll.
- 2.6 The rights attached to any class shall not (unless otherwise provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in any respect *pari passu* with that class.
- 2.7 The Company shall not issue certificates for its issued shares. The Company shall instead either by itself or through its duly appointed registrar and transfer agents issue written confirmations with respect to such share issues, transfers and registrations to the intent that the book entry method shall be used to record such issues, transfers and registrations.
- 2.8 The Company either by itself or through its duly appointed registrar and transfer agents shall maintain the statutory registers of all members of the Company from time to time and all other provisions of these Articles and of applicable law shall remain in full force with respect to the members of the Company its and their rights and obligations.

- 2.9 Members holding certificates for shares issued on or before the date of the listing of the Company on any authorised stock exchange may continue to hold the certificates issued therefor but they shall upon sale or transfer turn in their certificates to the Company whereupon the provisions of this Article as to uncertificated shares shall apply thereafter to such shares.
- 2.10 Subject to the provisions of Section 44 of the Act, the Company may purchase or acquire shares issued by it.
- 2.11 Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by the Act required, be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person.
- 2.12 For the avoidance of doubt it is hereby declared that the issuance of Bearer Shares by the Company is prohibited.

3 LIEN

- 3.1 The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all sums (whether currently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (other than fully-paid shares) standing registered in the name of a single person for all sums payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all distributions attributable to that share.
- 3.2 The Company may sell in such manner as the directors think fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is payable, or until the expiration of seven clear days after a notice in writing, stating and demanding payment of the sum payable, has been given to the registered holder for the time being of the share, or the person entitled to the share by reason of his death or bankruptcy.
- 3.3 To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

- 3.4 The net proceeds of the sale shall be applied in payment of so much of the sum for which the lien exists as is payable, and any residue shall be held (subject to a like lien for sums not currently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale, but subject to surrender to the Company for cancellation of the certificate for the shares sold.

4 CALLS ON SHARES

- 4.1 Subject to the terms of allotment, the directors may from time to time make calls upon the members in respect of any sums unpaid on their shares, and each member shall (subject to receiving at least fourteen clear days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the directors making the call was passed
- 4.2 The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
- 4.3 If a call is not paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest upon the amount unpaid at the rate determined by the directors from the day appointed for the payment to the time of the actual payment, but the directors shall be at liberty to waive payment of such interest wholly or in part.
- 4.4 The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the amount of the share, or by way of premium, as if it had become payable by virtue of a call duly made and notified.
- 4.5 Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

5 TRANSFER AND TRANSMISSION OF SHARES

- 5.1 Subject to the provisions contained in this Article shares in the Company shall be transferable by written instrument in such form as the directors may from time to time determine signed by the transferor or on behalf of the transferor in such

form as the directors may approve and (unless the share is fully paid) the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members as the holders of that share.

- 5.2.1 The Company may decline to register any transfer of shares:
- (a) if such transfer is not permitted by law or regulation, or
 - (b) if the shares are not fully paid-up, or
 - (c) the Company has a lien on such shares;
- 5.2.2 The Company may decline to recognize any instrument of transfer unless:
- (a) any prescribed fee is paid to the Company in respect thereof, and
 - (b) the instrument of transfer is deposited at the office of the Company's duly appointed registrar and transfer agent or such other place as the directors may appoint, accompanied such other evidence as the directors or the Company's duly appointed registrar and transfer agent may reasonably require to show the right of the transferor to make the transfer.
- 5.2.3 The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year.
- 5.3 If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
- 5.4 Every instrument of transfer shall be left either at the office or with the registrar and/or transfer agents or the broker-dealer for registration, accompanied by such other evidence as the directors may require to prove the title of the transferor or his right to transfer the shares.
- 5.5 In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 5.6 Any person becoming entitled to a share in consequence of the death of any member, or in any other way than by transfer, may with the consent of the

directors, and upon the production of such evidence as may from time to time be required by the directors, be registered as a member, or, subject to the provisions as to transfers hereinbefore contained, may transfer such share to some other person by executing to the latter an instrument of transfer.

- 5.7 The directors may, if they think fit, withhold the payment of any dividend, payable in respect of any share to which any person may be entitled by transmission until such time as such person shall become the registered owner, or shall have effectually transferred such share, after which time such person, so becoming registered or transferring, shall receive such dividend.

6. **FORFEITURE OF SHARES**

- 6.1 If any member fails to pay any call or instalment on or before the day appointed for the payment of the share, the directors may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that have been incurred by the Company by reason of such non-payment.
- 6.2 The notice shall name a day (not being less than twenty-one days from the date of the notice), and a place or places, on and at which such call or instalment and such interest and expenses as aforesaid are to be paid.
- 6.3 The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call or instalment is payable will be liable to forfeiture.
- 6.4 If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- 6.5 A certificate in writing under the hand of one director and countersigned by the secretary stating that a share has been forfeited, shall be conclusive evidence of such forfeiture, and an entry of every such certificate shall be made in the minutes of the proceedings of the directors.

- 6.6 When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register.
- 6.7 Any share so forfeited shall be deemed to be property of the Company, and the directors may sell, re-allot and otherwise dispose of the same in such manner as they think fit.
- 6.8 The directors may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.
- 6.9 Any member whose shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company, all calls, instalments interest and expenses, owing upon or in respect of such shares at the time of forfeiture, together with interest therein from the time of forfeiture until payment at ten per centum per annum, and the directors may enforce the payment thereof if they shall think fit.

7. **STOCK**

- 7.1 The Company in general meeting may by resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.
- 7.2 The holders of stock may transfer all or any part of their holdings in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might before conversion have been transferred, or as near to that manner and those provisions as circumstances admit; and the directors may fix the minimum amount of stock transferable, but such minimum shall not exceed the nominal value of the shares from which the stock arose.
- 7.3 The holders of stock shall, according to the amount of stock held by them, have the same rights as regards dividends, participation in assets on a winding up, voting at meetings and other matters as if they held the shares from which the stock arose; but no such right (except participation in distributions and in assets on a winding up or otherwise) shall be conferred by an amount of stock which would not in the form of shares, have conferred that right.
- 7.4 Such of these Articles as are applicable to paid-up shares shall apply to stock and the words 'share' and 'shareholder' shall include 'stock' and 'stockholder'.

8. **INCREASE OF CAPITAL**

- 8.1 The Company may, from time to time by resolution of the members, increase the capital of the Company by the creation of new shares of such amount as may be deemed expedient.
- 8.2 The new shares shall be issued upon such terms and conditions, and with such rights, priorities and privileges annexed thereto, as the directors resolving upon the creation thereof, shall direct, and in particular such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company and with a special or without any right of voting.
- 8.3 If any difficulty shall arise in the apportionment of such new shares, or any of them, amongst the members, such difficulty shall in the absence of direction by the Company be determined by the directors.
- 8.4 Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien and otherwise.
- 8.5 The Company may, from time to time, by resolution of the members, consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

9. **ALTERATION AND REDUCTION OF CAPITAL**

9. The Company may pass all resolutions for the alteration or reduction of its share capital as are set forth in Section 49 and 50 of the Act.

10. **GENERAL MEETINGS**

- 10.1 General meetings shall be held once at least in each and every calendar year at such time and place as may be prescribed by the directors. Such general meetings may be held anywhere in the world. At these meetings the directors shall be elected and the general business of the Company transacted.

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10.2 General meetings held annually in accordance with the preceding Article shall be called ordinary meetings; all other meetings of the Company shall be called extraordinary general meetings.

10.3 Notwithstanding any other provision of these Articles:

- (a) Any meeting of the shareholders may be held virtually;
- (b) The directors may determine the arrangements and procedures required for the satisfactory conduct of a virtual meeting, including notice, attendance, and voting;
- (c) Virtual meetings shall be deemed to be held in The Bahamas;
- (d) Shareholders attending at virtual meetings shall be deemed to be present in person; and
- (e) Shareholders voting at virtual meetings shall be deemed to vote by a show of hands unless a poll is called.

11. NOTICE OF GENERAL MEETINGS

11.1 In addition to the provisions of Section 71(1) of the Act the directors may, whenever they think fit, and they shall on the requisition of any one director, convene an extraordinary general meeting.

11.2 The provisions of Section 71(2) and (3) of the Act shall apply to any such meeting requested by Articles 11.1.

11.3 Seven clear days' notice at the least of any meeting specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, but the accidental omission to give notice of any meeting to, or the non-receipt of any such notice by any person entitled thereto shall not invalidate the proceedings at that meeting.

11.4 Every such notice shall be accompanied by a proxy in the form prescribed by the statutes and in accordance with any requirements set out by the Securities Commission established by the Securities Industry Act, 1999 or any modification, extension, re-enactment or renewal thereof.

11.5 The minutes of any ordinary or extraordinary general meeting if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding

meeting, shall be sufficient evidence without any further proof of the facts therein stated.

12. **PROCEEDINGS AT GENERAL MEETINGS**

12.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as otherwise provided in these Articles three persons, each being a member entitled to attend and vote at the meeting, or proxy for such a member, or the duly authorised representative of a corporate member so entitled, shall be a quorum.

12.2 Notwithstanding Article 12.1, a quorum of members shall be present at a virtual meeting of members if the holders of a majority of the shares entitled to vote at the meeting are present in person or represented by proxy.

12.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next two weeks at the same time and place or to such time and place as the directors may determine; and if at such adjourned meeting a quorum is not present within thirty minutes of the appointed time, that meeting or those members who are present shall be a quorum and may transact the business for which the meeting was called.

12.4 The chairman or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if none of such persons are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

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12.5 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

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12.6 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

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12.7 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been

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transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.8. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:

- (a) by the chairman
- (b) by at least three members having the right to vote at the meeting, or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

12.9. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

12.10. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

12.11. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote.

12.12. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

12.13. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In

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any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

12.14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

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13. **VOTES OF MEMBERS**

13.1 Subject to any rights or restrictions attached to any shares, on a poll every member, or on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote for every share of which he is the holder.

13.2 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

13.3 A member in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, or other person authorised in that behalf appointed by that court, and any such receiver, or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as it specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

13.4 No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

13.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote

not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 13.6 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
- 13.7 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form which the Directors think fit to approve. The proxy shall be deemed to include the right to demand, or join in demanding a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the person giving the proxy. A proxy shall unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.
- 13.8 Where it is desired to afford members an opportunity to instruct the proxy how he shall vote, the instrument appointing a proxy shall be in any form approved by the directors which enables the members to determine how their votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used.
- 13.9 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- (a) be deposited at the office or at such other place within The Bahamas as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

13.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the instrument of proxy is used.

14. **DIRECTORS**

14.1 The number of directors shall not be less than five (5) or more than twelve (12) persons.

14.2 The remuneration of the directors for their services as such shall be determined by the directors.

14.3 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

14.4 There shall be no shareholding qualification for directors.

15. **ALTERNATE DIRECTORS**

15.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

15.2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence. The remuneration (if any) of such an alternate shall be payable out of the remuneration (if any) payable to the director nominating him, and the proportion thereof shall be agreed between them.

15.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

15.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

15.5 Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

16. **POWER OF DIRECTORS**

16.1 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

16.2 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

16.3 Subject to the limitations imposed by Section 102 and 103 of the Act, the directors may delegate any of their powers to a committee consisting of any number of directors or other persons (whether or not directors) as appointed thereto. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

17. **BORROWING POWERS OF DIRECTORS**

- 17.1 Subject as provided by this Article the directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether as primary or collateral security for any debt, liability or obligation of the Company or any other party.
- 17.2 The directors, or if authorised by resolution of the directors, a director, a committee of directors or an officer of the Company, may raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
- 17.3 The directors may raise or secure the payment or re-payment 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 of bonds, debentures or debenture stock, notes or any mortgage, charge, security or other obligations of the Company, charged upon all or any part of the undertaking and property of the Company (both present and future), including its uncalled capital for the time being.
- 17.4 Debentures and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- 17.5 Any debentures, bonds or other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise.
- 17.6 When any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled by notice to the members or otherwise to obtain priority over such prior charge.
- 17.7 For the purposes of this Article sums owing on debentures issued for a consideration other than cash shall be deemed to be borrowed, and the giving of a guarantee shall be deemed a borrowing of an amount equal to the maximum liability under the guarantee.
- 17.8 No person dealing with the Company shall by reason of the foregoing provisions be concerned to see or inquire whether the limit imposed by this Article is observed, and no debt incurred or security given in excess of that limit shall be invalid unless he had express notice at the time when the debt was incurred or

the security was given that the limit had been or would by that action be exceeded.

18. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

18.1 At every annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not 3 or a multiple of 3, the number nearest to one-third shall retire from office, but if there is only one director who is subject to retirement by rotation, he shall retire.

18.2 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

18.3 If the Company at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

18.4 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:

- (a) he is recommended by the directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

18.5 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the

particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

- 18.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 18.7 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 18.8 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 18.9 No director of the Company shall be eligible for reappointment at the next annual general meeting after he attains the age of seventy years.

19. **DISQUALIFICATION OF DIRECTORS**

19. The office of a director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder or becomes of unsound mind, or
 - (d) he resigns his office by notice to the Company, or
 - (e) he is absent from meetings of the directors for six successive months without leave and his alternate director (if any) shall not, during such period, have attended in his stead, and the directors resolve that his office be vacated; or
 - (f) he is convicted of a criminal offence involving fraud or dishonesty

- or is sentenced to a term of imprisonment of six months or more in default of paying a fine; or
- (g) he is or otherwise become disqualified or removed pursuant to Section 87, 88, 90 or 92 of the Act.

However, the continuing directors may act notwithstanding any vacancy in their body, but, and if so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

20. **DIRECTORS' APPOINTMENT AND INTERESTS**

- 20.1 Subject to the limitations imposed by Section 102 of the Act, the directors may from time to time appoint one or more of their number to the office of managing director or to a committee appointed by the directors for such term as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a director so appointed shall, subject to the provisions of any agreement between him and the Company, be subject to the same provisions as to resignation and removal as the other directors of the Company and if he ceases from any cause to be a director he shall ipso facto and immediately cease to be a managing director.
- 20.2 A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine, and either in addition to or in lieu of his remuneration as a director.
- 20.3 Subject to the limitations imposed by Section 102 and 103 of the Act, the directors may entrust to and confer upon a managing director or committee appointed by the directors any of the powers exercisable by them upon such terms and conditions and with such restrictions, as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 20.4 No director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested, be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any

profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established. But it is declared that the nature and extent of his interest must be disclosed by him in writing to the Company or at the meeting of the directors at which the contract or arrangement is first considered, if his interest then exists, or in any other case at the first meeting of the directors after the acquisition of his interest, and after such declaration of interest he shall be entitled to vote either as director or as shareholder in respect of any contract or arrangement in which he is so interested as aforesaid.

- 20.5 Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 20.6 A director of this Company may be or become a director of any company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise, and no such director shall be accountable for any benefits received as a director or member of such company.

▼ **21. PROCEEDINGS OF DIRECTORS**

- 21.1 Subject to there being at least one formal meeting of the directors in each calendar year, the directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, a majority of the directors for the time being shall be a quorum.
- 21.2 The chairman of the board of directors or any two directors may at any time convene a meeting of the directors.
- 21.3 Subject to Article 22.2 meetings of the board of directors may be convened from time to time, at such place (within or outside The Bahamas), on such day and at such time as the chairman or any two directors, being the person or persons convening the meeting, may determine. The notice convening any meeting shall specify the purpose of the business to be transacted at the meeting and shall be given to the person entitled to receive same not less than seven days before the meeting is to take place. A director may waive notice of a meeting of the directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where the director attends the meeting for the

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express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened.

- 21.4 A meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the directors generally.
- 21.5 The chairman shall preside at all meetings of the directors. In the absence of the chairman the directors shall choose one of their number to be chairman of the meeting.
- 21.6 All acts done by any meeting of the directors or of a committee appointed by the directors, or by any person acting as a director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such director or committee appointed by the directors or person acting as aforesaid, or that they or any of them were or was disqualified or had vacated office, or were not entitled to vote, or had not received notice of the meeting, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a director and had been entitled to be a director and had received such notice.
- 21.7 Subject to Article 22.1 it shall not be necessary for the directors to hold any formal meetings and participation in meetings of directors shall be permitted in accordance with the provisions of Section 101 of the Act.
- 21.8 Any minutes of the meetings of directors if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any proof of the facts therein stated.
- 21.9 When all the directors (including alternate directors) sign the minutes of a meeting of the directors the same shall be deemed to have been duly held notwithstanding that the directors (including alternate directors) have not actually come together or that any of the directors (or alternate directors) were not given notice of the meeting or that there may have been technical defects in the proceedings. And a resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting including any alternate director if entitled shall be as valid and effectual as if it had passed at a meeting of the

directors duly called and constituted; and may consist of several documents in a like form each signed by one or more of the directors.

- 21.10 Questions arising at any meeting of or for the decision of the directors shall be decided by a majority of votes, and in case of an equality of votes, the chairman shall have a second or casting vote. Provided, however, that so long as the quorum of directors is only three directors then at any meeting at which there are only three directors present, the chairman may not have a second or casting vote.
- 21.11 If any director, being willing, shall be called upon to perform extra services, or to make any special exertions, in going or residing abroad or otherwise, for any of the purposes of the Company, the Company shall remunerate the director so doing, either by a fixed sum or by a percentage of profits, or otherwise as may be determined by the directors, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.
- 21.12 The views of a director not present at a meeting of the directors and transmitted by letter, telephone, telefax or cable and or presented by an alternate shall be given effect to at any meeting of the directors as if such directors had been personally present at such meeting and voted in accordance with such views.
- 21.13 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

22. LOCAL MANAGEMENT AND AGENTS

- 22.1 The directors may, from time to time, provide for the management of the affairs of the Company abroad in such manner as they shall think fit, and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.
- 22.2 The directors, from time to time, and at any time, may establish any local boards or agencies for managing any of the affairs of the Company abroad, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration.

22.3 The directors, from time to time, and at any time, may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the directors may think fit, and the directors may at any time remove any person so appointed, and may annul or vary any such delegation.

22.4 Any such delegates as aforesaid may be authorised by the directors to subdelegate all or any of the powers, authorities and discretions for the time being vested in them.

22.5 The directors may comply with the requirements of any local law with which in their opinion it shall in the interest of the Company be necessary or expedient to comply.

22.6 The directors may from time to time and at any time by power of attorney in writing under the seal appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

23. **OFFICERS**

23.1 The Company may elect or the directors may appoint officers annually, and they may consist of a chairman, secretary and treasurer, and such other officers as the Company or the directors may from time to time think necessary. If any office becomes vacant during the year the directors may fill the same for the unexpired term. The officers shall hold office until their successors are elected or they resign, but any officer may be removed at any time by the Company or by the directors.

23.2 The officers shall perform such duties as may be prescribed by the directors.

23.3 Any person may hold more than one of these offices and no officer need be a director or member of the Company.

24. **MINUTES**

24. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

25. **THE SEAL**

25. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed. Unless otherwise so determined and subject to Article 2.8, a director shall sign all deeds, documents and other instruments and papers authorised by the directors and requiring execution by the Company, and every instrument to which the seal or facsimile seal shall be affixed shall be countersigned by another director or the secretary or an assistant secretary or treasurer of the Company save that annual returns required under Section 58 of the Act and routine notices to which the seal of the Company is affixed require only the signature of one director or the secretary or an assistant secretary of the Company. The Company is also hereby authorised to adopt and use an official seal for use in any place outside The Bahamas in accordance with the provisions of Section 26 of the Act.

26. **DIVIDENDS**

26.1 The directors may declare a dividend to be paid to the members and may fix the time for payment.

26.2 The directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.

26.3 No dividend shall be payable except out of the profits of the Company although dividends may be paid either by the issuance of fully paid shares of the member as provided by Section 60(1) of the Act or out of surplus as provided by Section 60(2) of the Act.

- 26.4 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 26.5 Any directors' meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional shares and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.
- 26.6 Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of the person who is first named in the register of members or to such entitled person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
- 26.7 The directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company.
- 26.8 Notice of any dividend that may have been declared shall be given to members either by notice or publication in a local newspaper.
- 26.9 No dividend shall bear interest as against the Company.

26.10 Any dividend which has remained unclaimed for three years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

27. **ACCOUNTS**

27. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

28. **RESERVES**

28. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

29. **CAPITALISATION**

29. The directors may:

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying and preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid or any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve,

and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

- (c) make such provision by the issue of fractional shares or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

30. **NOTICES**

- 30.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 30.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by cable, telex, facsimile transmission, electronic mail or any other instantaneous electronic means at his latest address provided for such forms of notification. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within The Bahamas and who gives to the Company an address within The Bahamas at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 30.3 A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 30.4 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

- 30.5 A notice delivered personally shall be deemed to be given at the time of such delivery. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Where notice is sent by cable, telex, facsimile transmission, electronic mail or other instantaneous means, service shall be deemed to be given on the date on which the notice is sent.
- 30.6 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within The Bahamas supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy has not occurred.

31. **WINDING UP**

- 31.1 If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding-up on the shares held by them respectively. And if on a winding-up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up on the shares held by them respectively. But this regulation is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- 31.2 If the Company shall be wound up the liquidator may, with any sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members or any of them as the

liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

32. **INDEMNITY**

32.1 Subject to the limitations (if any) on indemnities conferred by Sections 118 to 121 (inclusive) of the Act every director, manager, secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the directors out of the funds of the Company to pay all costs, losses and expenses which any such director, manager, secretary, officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such director, manager, secretary, officer or servant, or in any way in the discharge of his duties, including traveling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.

32.2 No director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act, of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by an error of judgment, omission, default or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his office or in relation thereto, unless the same happen through his own dishonesty.

Amended by Special Resolution dated _____, 20__

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SECRETARY

