

COMMONWEALTH OF THE BAHAMAS
THE COMPANIES ACT, 1992
A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
GYMNASTICS FEDERATION OF THE BAHAMAS

GENERAL

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1992 as amended from time to time
The Board	Voted or appointed members who serve on the Board of Executive Officers of the Federation
The Chairman/President	The person entitled under these Articles to preside over meetings of members
These presents	These Articles of Association, and the regulations of the Federation from time to time in force
The Office	The Registered Office of the Federation
The Seal	The common seal of the Federation
Month	Calendar month
In Writing	Includes printing lithography and other modes of representing or reproducing words in a visible form.
Member	Includes the members for the time being of the Federation.
Subscribers	The initial incorporators of the Memorandum of Association and words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine and neuter gender; and

Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

The Federation is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

1. The subscribers/incorporators to the Memorandum of Association shall be the current Members of the Federation and the Executive Officers/Officers of the Federation. The Executive Board/Executive Officers are determined by an electoral process by its Member Clubs which may take place at a scheduled Electoral General Meeting. Following the adoption of these Memo and Articles the administration period will be two years immediately following the enforcement of these Memo and Articles and four years for the periods thereafter. New members may become members by satisfying the following requirements:

- (a) Proposed Member Constitution (to be approved by the Board). Current members without constitutions would be entitled to vote in Electoral General Meetings with the undertaking that its member's constitution would be lodged with the Federation six months after the promulgation and enforcement of these Memorandum and Articles.
- (b) Proof of an adequate training facility to be physically inspected by the Board. Videos and photographs to be submitted for archiving. Initial inspection shall be underwritten by the Board. All subsequent inspections shall be underwritten by the Gymnastics Federation of The Bahamas.
- (c) Proof of a minimum of one trained and experienced coach for the program. Submission of coach's resume required.
- (d) Minimum of 7 athletes showing proof of participation under the name of the proposed club for one year (with a provisional membership status subject to ratification by its Members)
- (e) Payment of membership dues

2. And the Members of the Federation at an AGM may by Resolution of Executive Officers of its members admit to membership in the Federation such other clubs as shall be approved by the Executive Officers provided that such Resolutions of Executive Officers shall have no effect until confirmed by Resolution of Members.

3. All Club members must maintain its membership status by complying with the following:

- (a) Financially in good standing
- (b) Active participation
- (c) Of high and moral repute and protect the Federation from reputational damage
- (d) And any other consideration by its member

CERTIFICATES OF MEMBERSHIP

4. Certificates of membership shall not be issued to Members of the Federation. The Federation shall maintain a Register of Members.

BORROWING POWERS

5. The Executive Officers may, from time to time, at their discretion raise or borrow, or secure the payment of any sum or sums of money for the purposes of the Federation.

6. The Executive Officers may raise or secure the payment or repayment of such money 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 other obligations of the Federation charged upon all or any part or none of the property of the Federation (both present and future).

GENERAL MEETINGS

7. The first General Meeting shall be held at such time as the Board may determine, and at the City of Nassau in the Island of New Providence, or at such other place as may be prescribed by the Members. Meetings may take place in person or virtually via both media.

8. Subsequent General Meetings shall be held at any such time and place as may be prescribed by the Executive Board. At these meetings all matters may be discussed that relate to the management and operations of the Federation. At the Annual General Meeting, the Annual Report of the Treasurer and President of the Board shall be presented.

9. The above-mentioned General Meetings shall be called Ordinary Meetings; all other meetings of the Federation shall be called Extraordinary Meetings or Electoral General Meeting.

10. Should the President fail to call a meeting upon the request of its Member or its other Executive Officers/Officers then the Executive Officers/Officers may whenever they think fit, and they shall upon the requisition made in writing by from the majority of the Members of Executive Officers/Officers convene an Extraordinary Meeting.

11. Seven (7) clear days' notice at the least of any meeting specifying the place, the day and 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 Federation in General Meeting; notice period may be waived by the majority of its Members, which shall not invalidate the proceedings at any Extraordinary General Meeting.

12. All business shall be deemed to be special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the election of Executive Officers and Officers and the consideration of the accounts, balance sheets and the report of Executive Officers and Auditors.

13. When a majority of the Members in person or by proxy sign the minutes of an Ordinary or Extraordinary Meeting or the same bears such Member or Members electronic signatures the same shall be deemed to have been duly held notwithstanding that the Members have not actually come together or that there may have been technical defects in the proceedings and a resolution in writing signed by a majority of the Members or bearing such Member or Members electronic signatures shall be as valid and effectual as if it had been passed at a meeting of the Members duly called and constituted and may consist of several documents in a like form, each signed by one or more of the Members.

PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. General Meetings shall be held a minimum of two times a year.

15. A quorum shall consist of at least 50 plus one percent of its Members present or virtually .

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of Members; shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Executive Officers may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

17. The Chairman/President or Vice-Chairman/Vice President shall preside at every General Meeting of the Federation. In their absence the the General Secretary shall be Chairman/President of the meeting.

18. The Chairman/President may, with the consent of his Board, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

19. Every question submitted to a meeting shall be decided by a show of hands and, in the case of an even number of votes ie for or against a resolution, the Chairman/President (whether the

President is a Club Member or an independent member) shall have one additional vote in order to break a tie on any vote or resolution.

20. Once a vote is conducted by a show of hands or by ballot voting and is counted at any General Meeting or Electoral General Meeting, a declaration by the Chairman/President or Independent Presiding Officer shall be conclusive evidence of the number or proportion of the votes recorded in favour of or against such resolution.

21. When the Chairman/President and Secretary of a General Meeting sign the minutes of the proceedings thereof or the Chairman/President and Secretary of the next succeeding meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such meeting.

VOTES OF MEMBERS

22. The first Electoral General Meetings shall take place as soon as practicable after the passing of these Memorandum and Articles of Association and every four years thereafter.

23. Nominations may be restricted to clubs that are financial and in good standing.

24. Nomination of any officer must be supported by a nomination form signed by two club officers.

25. Nomination of officers shall be closed five (days) before the Electoral General Meeting.

26. There shall be no nomination of officers on the floor on the day and commencement of an Electoral General Meeting.

27. In the case where there is only one candidate nominated for an office, this sole nominee will ultimately ascend to the office in which he/she is vying for.

28. All club members and affiliate members may be eligible for nomination for any office.

29. There shall be a notice period of 30 days before the announcement of election of officers.

30. Once all seats become vacant there shall be an independent Returning Officer to conduct electoral proceedings. This Returning Officer shall be agreed upon by the Executive Board.

31. Elections shall be conducted by secret ballot.

32. Voting by proxy shall be allowed and shall be cast by a designated person identified by the voting Member.

33. Votes may be given either personally or by permanent or ad hoc written proxy.

34. Any club which is a Member of the Federation may, by resolution of its Executive Officers or other governing body, authorize any person to act as its representative at any meeting of

the Federation; and such representative shall be entitled to exercise the same powers on behalf of the club which he represents, including power, when personally present, to vote on a show of hands.

35. The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorized in writing, or if such appointer is a corporation under its common seal or under the hand of some officer or attorney duly authorized in that behalf. Any person even though he is not a Member of the Federation may be appointed a proxy.

36. The instrument appointing a proxy shall be deposited with the Secretary Twenty-four (24) hours prior to the meeting for which it is to be used and, if permanent, may be recorded with the Secretary.

37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received before the meeting.

38. An instrument appointing a proxy may be in any form, which the Executive Officers think fit to approve.

EXECUTIVE BOARD

39. The Board shall comprise not less than Three (3) nor more than Eleven (11) persons who shall assume the role of Executive Officers with responsibility for specific Offices which shall include:

- President
- Two Vice Presidents
- Treasurer
- Asst. Treasurer
- Secretary-General
- Asst. Secretary- General
- Athlete Representative
- Coach/Technical Representative

All other functional bodies/committees shall be determined by the Executive Board

40. Board members shall be elected every four years at the Electoral General Meeting and shall, at the end of the fourth year of office, be eligible for re-election. Each club shall be entitled to one vote at an Electoral General Meeting. No member of the Executive Board shall be entitled to vote at an Electoral General Meeting. The Board shall be elected for four years or until the next Electoral General Meeting or until their successors are duly elected or until the office is vacated as provided by Article 31.

41. Unless and until otherwise determined by the Federation in General Meeting no Executive Officers or Officer, shall be disqualified from holding office by reason of his not being a Member of the Federation.

42. The Office of a Executive Officers shall ipso facto be vacated:

- a If he becomes bankrupt, or suspends payment, or commits an act of bankruptcy, or makes any arrangement or composition with his creditors;
- b If he dies or becomes lunatic or of unsound mind;
- c If by notice in writing to the Federation, he resigns his office;
- d If he is requested in writing by a majority of the Members to vacate his office, or,
- e If he is removed by the Federation in General Meeting.

But the continuing Executive Officers may act notwithstanding any vacancy in their body.

43. The Executive Officers shall have power at any time, and from time to time, to appoint any other qualified person as a Executive Officers, either to fill a casual vacancy or as an addition to the Board, so that the total number of Executive Officers shall not at any time exceed the maximum number fixed by these Articles, but any Executive Officers so appointed shall hold office only until the next following Electoral General Meeting of the Federation, and shall then be eligible for re-election.

44. The Executive Officers shall serve without remuneration provided that a Executive Officers may be reimbursed for reasonable expenses incurred by him in the performance of his duties; and provided further that any Executive Officers who is engaged in or is a member of a firm engaged in any business or provision may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Federation.

PROCEEDINGS OF EXECUTIVE OFFICERS

45. The Executive Officers may meet together (either within or without the Commonwealth) 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 any Three (3) Executive Officers shall be a quorum, such notice being instructed by the Chairman/President. For the purposes of this Article an alternate appointed by a Executive Officers shall be counted in a quorum at a meeting at which the Executive Officers appointing him is not present.

46. Should the Chairman/President fail to call a meeting within a reason time or after the request of a Executive Officer or Executive Officers, any Executive Officer may convene a meeting of the Executive Officers. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman/President of the Meeting shall have a second or casting vote.

47. A Meeting of the Executive Officers 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 these Articles for the time being vested in or exercisable by the Executive Officers generally.

48. The Chairman/President or Vice-Chairman/President shall preside at all meetings of the Executive Officers. In the absence of the Chairman/President and the Vice-Chairman/President the Executive Officers present shall choose some one of their number to be Chairman/President of the meeting.

49. All acts done by any meeting of the Executive Officers, or by any person acting as a Executive Officers, shall stand notwithstanding that afterwards it be discovered that there was some defect in the appointment of any such Executive Officers or person acting as aforesaid, or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was qualified to be a Executive Officers.

50. When a majority of the Executive Officers in person or by their alternates sign the minutes of a meeting of the Executive Officers or the same bears such Executive Officers electronic signatures the same shall be deemed to have been duly held notwithstanding that the Executive Officers have not actually come together or that there may have been technical defects in the proceedings and a resolution in writing, signed by a majority of the Executive Officers or bearing such Executive Officers electronic signatures, shall be as valid and effectual as if it had been passed at a meeting of the Executive Officers duly called and constituted and may consist of several documents in a like form, each signed by one or more of the Executive Officers.

51. When the Chairman/President and Secretary of a Executive Officers' Meeting sign the minutes of the proceedings thereof or the Chairman/President and Secretary of the next succeeding Executive Officers' Meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such Executive Officers' Meeting.

ALTERNATE EXECUTIVE OFFICERS

52. Any Executive Officers may at any time appoint any other Executive Officers to be an alternate Executive Officers of the Federation in his place or to act as proxy for him and may at any time remove any alternate Executive Officers or proxy so appointed provided that such appointment of an alternate Executive Officers or proxy (when not already a Executive Officers) shall

be approved by the Board. An alternate Executive Officers or proxy so appointed shall not be entitled to receive any remuneration or expenses from the Federation, but when a Executive Officers is appointed alternate or proxy for another Executive Officers he shall have an extra vote at all meetings for each Executive Officers whom he represents in addition to his own vote as Executive Officers.

53. An alternate Executive Officers shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Executive Officers at any such meeting at which the Executive Officers appointing him is not personally present and generally to perform all the functions of his appointer as a Executive Officers in the absence of such appointer. Provided always that nothing in this Article contained shall enable the Chairman/President to delegate to an alternate Executive Officers any of the special powers and authorities vested in the Chairman/President by these Articles or by the Board.

54. An alternate Executive Officers shall ipso facto cease to be an alternate Executive Officers if his appointer ceases for any reason to be a Executive Officers.

55. All appointments and removals of alternate Executive Officers shall be effected by writing under the hand of the Executive Officers making or revoking such appointment left at the office or such place as the Executive Officers may determine.

POWERS OF EXECUTIVE OFFICERS/OFFICES

56. The management and administration of the business and affairs of the Federation shall be vested in the Executive Officers, who, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Federation and are not hereby or by any Act expressly directed or required to be exercised or done by the Federation in General Meeting, but subject nevertheless to the provisions of any Act, and of these Articles, and to any regulations from time to time made by the Federation in General Meeting; provided that no regulations so made shall invalidate any prior act of the Executive Officers which would have been valid if such regulation had not been made.

57. The Executive Officers shall have power to establish one or more Committees and to delegate to such Committees any power vested in the Executive Officers. The Members of the Committees shall be appointed by the Executive Officers for such period and subject to such restrictions and conditions as the Executive Officers shall determine but otherwise the Committees shall regulate their own meetings and proceedings as they think fit.

OFFICERS

58. The Officers of the Federation shall be elected every four years by the Members and shall consist of the Officers as set out in section 29; the Members may also elect or appoint any such

other Officers as the Executive Officers may from time to time think necessary. The Board of Executive Officers may remove any Officer at any time as may be deemed reasonable and necessary given the circumstances. The Executive Officers may fill any casual vacancy as a result of the removal resignation or death of an Officer provided that such Officer shall hold office only until the next Annual General Meeting of the Federation and shall then be eligible for re-election by the Board of Executive Officers elected at such Annual General Meeting.

59. The Officers shall perform such duties as may be prescribed and adopted by its Members and Executive Officers.

60. Any person may hold more than one of these offices.

THE SECRETARY

61. The Secretary shall attend and keep the minutes of the meetings of the Members and of the Executive Officers. He shall also keep all other books and records of the Federation, summon meetings and perform such other duties as may be prescribed by the Executive Officers.

THE TREASURER

62. The Treasurer shall have the custody of all of the funds and securities of the Federation and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Federation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Federation in such depositories as may be designated by the Executive Officers. He shall disburse funds of the Federation as may be ordered by the Executive Officers taking proper vouchers for such disbursements and shall render to the Executive Officers whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Federation and shall perform such other duties as may be prescribed by the Executive Officers. All financial transactions must be approved by the Board of Executive Officers. In cases where checks are written there shall be two signatures and may be executed in the following manner: President and Treasurer; President and Assistant Treasurer; President and Secretary.

THE SEAL

63. The Executive Officers shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Officers or for the purposes of Articles 53 and 54, or as required by law.

EXECUTION AND AUTHENTICATION OF DEEDS AND DOCUMENTS

64. All deeds executed on behalf of the Federation may be in such form and contain such powers, provisions, conditions, covenants, clauses, and agreements as the Executive Officers, or the

Federation in General Meeting, shall think fit, and, in addition to being sealed with the seal shall be signed by the Chairman/President or Vice-Chairman/President or a Executive Officers of the Federation or such other person or persons as the Executive Officers of the Federation shall from time to time appoint, in the presence of the Secretary or an Assistant Secretary or another Executive Officers or such other person as the Executive Officers of the Federation shall from time to time appoint.

65. Any Executive Officers or the Secretary or any person appointed by the Executive Officers for the purpose shall have power to authenticate any documents affecting the constitution of the Federation and any resolutions passed by the Federation or the Executive Officers, and any books, records, documents and accounts relating to the business of the Federation, and to certify copies thereof or extracts there from as true copies or extracts. Such authentication and/or certification may be evidenced by the Seal and by the signature of such person as aforesaid.

ACCOUNTS

66. The Executive Officers shall cause true accounts to be kept of the property of the Federation; of the sums of money received and expended by the Federation, and the matters in respect of which such receipt and expenditure take place; and of the assets, credits and liabilities of the Federation.

67. The books of accounts shall be kept at the offices of the Federation or in such other location as shall be approved by the Executive Officers and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Executive Officers, shall be open to the inspection of the Members during the hours of business.

68. Once at least in every year unless waived by the Federation in General Meeting the Executive Officers shall lay before the Federation in General Meeting a statement of the income and expenditure for the past year, made up to a date not more than six months before such meeting.

69. Unless waived by the Federation in General Meeting a balance sheet or electronic summary of accounts or bank statement shall be made out in every year, and laid before the Federation in General Meeting, and such balance sheet shall contain a summary of the property and liabilities of the Federation.

AUDITOR

70. The Executive Officers may make all necessary arrangements for the appointment of an independent auditor. All books and accounts of the Federation shall be audited every three years or any such time as the Executive Officers may so determine but at all times shall be reviewed by an independent accountant / auditor.

NOTICES

71. All notices may be served by the Federation upon any Member either personally or by sending it through the post or by electronic addressed to such Member at his last known address or electronic number, or by electronic communication to the e-mail address, if any, supplied by him to the Federation as his e-mail address for the service of notices electronically.

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

73. Any notice, if served by post, shall be deemed to have been served at the time when the envelope containing the same would be delivered in the ordinary course of post, and if served by electronic shall be deemed to have been served at the time when the same would be delivered in the ordinary course of transmission; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into the post office, or the electronic was properly addressed and transmission is confirmed by the transmitting electronic machine.

74. The Secretary shall give notice of meetings of Members at least Seven (7) days before the date of such meeting.

75. Notice of special meetings shall state the object for which the meeting is called.

76. The Secretary shall give notice of meetings of Executive Officers at least Three (3) days before the date of such meeting.

77. Any Member or Executive Officers may waive the right to receive notices by an instrument in writing signed by him before, at or after any meeting.

INDEMNITY

78. Save and except so far as the provisions of this Article shall be avoided by any provision of The Act, the Chairman/President, Vice-Chairman/President, Executive Officers, Agents, Treasurer, Secretary, Assistant Secretary and other officers for the time being of the Federation and the Trustees (if any) for the time being acting in relation to any of the affairs of the Federation and every of them and every of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and income of the Federation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain through or by their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglect, or defaults of the other or others of them or for joining in

any receipt for the sake of conformity or for any bankers or other person with whom any moneys or effects belonging to the Federation shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Federation shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own willful neglect or default respectively.

VOTE OF NO CONFIDENCE

79. A vote of no confidence is a statement or vote about whether an Executive Officer who is in a position of responsibility is deemed unfit enough to hold that position. A motion may be made when the Executive Officer(s) is found to be inadequate in some respect, fail to carry out their duties or make decisions that other members feel are detrimental to the Federation.

80. For a vote of no confidence proceeding to commence, there must be a formal claim laid before the Executive Officer and a meeting must be called setting out the agenda for a Extraordinary General Meeting where the particulars of the claim are brought before the Members.

81. Notice period for a vote of no confidence proceeding must be a minimum of seven (7) days.

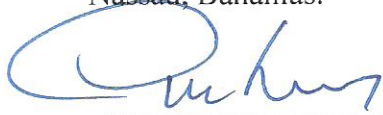
82. For a vote of no confidence to carry, there must be a 2/3 majority of Members in good standing.

83. The accused must be given an opportunity to have a hearing at this meeting and may ask for additional time to deliver a proper defense (no more than an additional seven (7) days before a final determination by its Members.

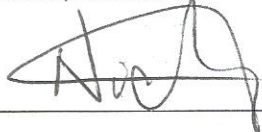
Names, Addresses and Descriptions of Subscribers

Officer/Executive Officers

1. CORA HEPBURN
P. O. Box CB-12429
Nassau, Bahamas.



2. BAHAMAS GYMNASTIC PARENTS BOOSTER CLUB
P. O. Box CB-12429
Nassau, Bahamas.



- 3. ISLAND DANCE ACADEMY
P. O. Box CB- 12429
Nassau, Bahamas.

Shlyana Knightes

- 4. NASSAU GYMNASTIC
P. O. Box CB-12429
Nassau, Bahamas.

[Signature]

- 5. PARADISE GYMNASTICS ACADEMY
P. O. Box CB-12429
Nassau, Bahamas.

[Signature]

- 6. GET IT TWISTED CLUB
P. O. Box CB-12429
Nassau, Bahamas.

Wallace

LIMITED BY GUARANTEE

Dated this 3rd day of October, 2023.

WITNESS

