

Apr 15, 2024

***Apes Hill Club Homeowners Association Inc ("HOA") and Garden Wall Villa Association Inc ("Garden Wall")***

The HOA was formed in 2006 as a nonprofit Homeowners Association responsible for the Security, Pest Control and Maintenance of the Common Property at the Apes Hill Club Development ("Development"). Garden Wall was formed in 2009 also as a nonprofit Homeowners Association responsible for, amongst other things, the maintenance of the outside of the Villas and the Common Property in the Garden Wall section of the Development. All residential lot owners in the Development are members of the HOA but only residential lot owners in the Garden Wall section of the Development are Members of Garden Wall Villa Association.

The Bylaws of the HOA were enacted in 2006 and have never been amended. They provide that the developer of the Development is Apes Hill Development SRL ("Developer"); that there are three First Directors of the HOA who stay in office until they are removed by resolution of the Members to be passed at the first meeting of Members after the Turnover Date; and that the Turnover Date is the date on which the Developer completes the sale of the last residential lot in the Development. They also state that if there is a vacancy in office among the First Directors, the vacancy may be filled by the First Directors appointing a Director until the Turnover Date. The Bylaws do not authorize the Developer to appoint the Directors of the HOA or to assign any rights it may have under the Bylaws to a third party.

On 3 February 2020, the Developer completed the sale of the last residential lot in the Development to Plantation Sanctuary Inc, n/k/a Apes Hill (Barbados) Inc ("PSI") and caused to be executed and delivered to PSI a Deed of Assignment of Developer Rights, Title, and Interests for the Development ("Assignment") purporting to transfer to PSI a right to appoint the Directors of the HOA to PSI. The HOA and the Members of the HOA did not join in or consent to the Assignment.

Thereafter PSI, amongst other things, appointed Directors for the HOA, who took exclusive control of the books and records of the HOA and Garden Wall, and issued annual financial statements that were not certified by its auditors and enacted Rules for the HOA dated 29 June 2021 that contained provisions that, amongst other things, defined PSI as the Developer for the Development, gave PSI the right to appoint the Directors of the HOA, made all Members of the HOA dues-paying members of the Apes Hill Club ("Club"), a private golf club owned and operated by PSI, and incorporated the rules and regulations of the Club into the Rules of the HOA.

Accordingly, after many failed attempts to have questions answered and outstanding issues informally resolved, Members of the HOA ("Claimants") had no choice but to commence litigation on 12 April 2023 in the High Court against PSI, the HOA, Garden Wall and three of the PSI-appointed Directors of the HOA (collectively "Defendants") claiming, amongst other things, that the actions of the Defendants, violate Sections 228 and 235 of the Companies Act, Chapter 308 of the Laws of Barbados and are in contravention of, and violate, the Constating Documents of the HOA and Garden Wall. The next action to be taken in the proceedings is for an Application for Specific Disclosure to be presented for filing in the High Court by Counsel for the Claimants.

All documents filed to date in these proceedings are set forth in the following link: [Documents](#).

**This email and documents mentioned herein are readily available on the website of the Apes Hill Benevolent Society, Inc that remains fully functional after experiencing a massive cyber-attack attempting to bring it down on 27 February 2024: <https://apeshillbenevolentsocietyinc.com>**

**Yours faithfully,**

**Paul L. Lamb**

**President**

**Apes Hill Benevolent Society, Inc**