

BARBADOS

THE COMPANIES ACT OF BARBADOS

BY-LAW NO. 1

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

APES HILL BENEVOLENT SOCIETY INC.

BE IT ENACTED as the by-laws of **APES HILL BENEVOLENT SOCIETY INC.** (hereinafter called the “**Company**”) as follows:

1. INTERPRETATION

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

- “*Act*” means the Companies Act, Cap. 308 of the laws of Barbados as from time to time amended and every statute substituted therefor; and in the case of such amendment or substitution, any references in the by-laws of the Company to provisions of the Act or to specific provisions of the Act, shall be read as references to the provisions as amended or substituted therefor in the amendment or the new statute or statutes;
- “*Articles*” means the Articles of Incorporation of the Company as may be amended, restated or revived from time to time;
- “*By-Law*” means this general By-Law No.1, as from time to time amended and every general By-Law substituted therefor as the same consolidates all or any of the by-laws of the Company from time to time in force;
- “*by-law*” mean any by-law, or other rule or regulation with regard to the administration of the affairs of the Company having the force of a by-law in accordance with the Act, from time to time in force;
- “*Common Expenses*” means all of the expenses incurred by the Company in furtherance of the undertaking of the Company as set out in Schedule 1 of the Articles, inclusive of but not limited to administration costs, legal expenses, consultancy fees and other such other fees and expenses for services procured by the Company as may be incurred or provided from time to time.
- “*Lot*” Means a residential lot within the Apes Hill Club Development.

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“Regulations” means the Companies Regulations made under the Act, and all regulations substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the provisions substituted therefor in the new regulations;

1.2 The word “person” includes individuals, companies, bodies corporate, limited liability companies, societies with restricted liability, partnerships (whether limited or general), firms, syndicates, joint ventures, trusts, un-incorporated associations, governmental authorities and agencies, and any legal entity or any other association of persons; and the word “individual” means a natural person.

1.3 All terms contained in the by-laws and not specifically defined, shall have the meanings given to such terms in the Act or the Regulations, as such terms may be qualified, amended or substituted in the Articles. Terms defined elsewhere in this By-Law, unless otherwise indicated, shall have such meaning in every by-law herein.

1.4 Unless the context clearly requires otherwise, the words “hereof” “herein” and “hereunder” and words of similar import, when used in this By-Law, shall refer to this By-Law as a whole and not to any particular by-law provision; wherever the word “include” “includes” or “including” is used in any by-law provision, it shall be deemed to be followed by the words “without limitation” unless clearly indicated otherwise, or required by the Act, the Regulations, the Articles or the Shareholders Agreement.

1.5 The singular includes the plural and the plural includes the singular; and the masculine gender includes the feminine and neuter genders.

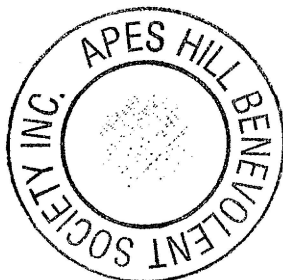
1.6 The division of this By-Law into sections, clauses, articles and paragraphs, the provision of a table of contents and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

2. REGISTERED OFFICE

2.1 The registered office of the Company shall be in Barbados at such address as the directors may fix from time to time by resolution.

3. SEAL

4.1 The seal, an impression, whereof stamped in the margin hereof, shall be the seal of the Company. The seal shall be retained in the custody of the Secretary of the Company.



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4. MEMBERS

4.1 The first members of the Company shall be the Board of Directors of the Company upon incorporation.

5. ADMISSION OF MEMBERS

5.1 There shall be one class of membership of the Company, comprising of persons who are the owners for the time being of the legal estate in the fee simple in the Lots and who are admitted to the membership of the Company pursuant to clause 5.3 of the By-laws. There shall be one membership in the Company for each Lot owned in the Apes Hill Development notwithstanding that ownership in the Lot may be joint. The person or persons who constitute the owner(s) of a Lot shall automatically be eligible for membership in the Company.

5.3.1 The power of admitting new members shall be vested in the Board of Directors in its sole discretion and the decision to admit a new member shall be decided by a majority of the votes of the Board of Directors. Upon such a decision and payment of the annual subscription fee and any/all other sums of money to be paid by the members towards the Common Expenses as may be decided by the Board from time to time, the Directors will cause the Secretary to add the name of the newly admitted member to the register of members of the Company.

5.3.2 Candidates for membership shall be required to complete and sign the Membership Application and Agreement, in the form approved by the Directors from time to time, certifying that the proposed member is an owner of a Lot within the Apes Hill Development and is not an officer/director/employee of Plantation Sanctuary Inc. ("PSI") or otherwise affiliated with PSI.

5.4 **CESSATION OF MEMBERSHIP:** Membership of the Company shall cease in all or any of the following circumstances:

- (a) Any member may resign from his membership by giving fourteen (14) days notice to the Directors in writing to that effect and thereupon shall cease to be a member, and shall pay all monies owing to the Company up to the date of resignation.
- (b) If any member (who is liable to pay an annual subscription or contribution towards the Common Expenses) shall fail to pay the same within three (3) months after the same shall become due the Board of Directors may order his name to be struck off the register of members whereupon he shall cease to be a member of the Company, unless the Board of Directors before the expiration of such period resolve to extend such period, in which event the membership shall expire at the end of the extended period unless the subscription shall then have been paid.
- (c) If any member shall wilfully refuse or neglect to comply with any of the provisions of the By-Laws of the Company or shall be guilty of any conduct objectionable to other members of the Company or contrary to the interests of the Company he shall be liable to expulsion by a resolution of the Board of Directors; provided that not less than one week's notice in writing shall be given by the Secretary to any such member of the intended resolution and of the nature of allegations made against

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him and the member shall be entitled at his option to give an explanation in writing or to attend the meeting of the Board of Directors at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit.

5.4.1 Any person to whom paragraph 5.4 (c) of this by-law has been applied shall not thereafter be entitled to membership of the Company.

5.4.2 Subject to paragraph 5.4 (a) of this by-law, a member resigning or expelled under paragraph 5.4 (c) or whose name is struck off pursuant to paragraph 5.4 (b) of this by-law shall nevertheless remain liable for all moneys then due from him to the Company.

6. ANNUAL SUBSCRIPTION FEE

6.1 The annual subscription fee shall also be determined from time to time by the directors. All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of February in each year, or at such later date as decided by resolution of the Board of Directors in its sole discretion.

7. MEMBERS MEETINGS

7.1 An Annual General Meeting of the members of the Company shall be held at dates to be determined by the Directors in each year.

7.2 Notice of Annual General Meetings and of every meeting convened to pass a Special Resolution shall be served not less than seven (7) days before the meeting is to take place. The notice shall be given in the manner hereinafter mentioned and shall specify the place, the date and time of meeting, and in the case of special business the general nature of that business to every member of the Company.

7.3 The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or any proceedings taken at that meeting.

7.4 Extraordinary General Meetings shall be convened by the Secretary upon the request of the Directors or upon requisition by at least fifty percent (50%) of the members of the Company.

8. QUORUM

8.1 The quorum for an annual general meeting or extraordinary general meeting, shall be not less than one-third of the membership.

9. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

9.1 The business to be conducted at the Annual General Meeting of the Company may include but not be limited to:

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- a. Minutes of the last General Meeting of the Members and matters arising thereof;
- b. The Chairman's review of the activities of the Company and matters arising thereof;
- c. The consideration and adoption of financial statements of the Company;
- d. Presentation of nominees for the Board of Directors and Officers of the Company;
- e. The consideration of motions and resolutions which have been submitted to and approved by the Board of Directors; and
- f. General Business.

10. VOTES OF MEMBERS

10.1 No person other than members entitled to vote shall vote on any question at any Annual General Meeting or Extraordinary General Meeting.

10.2 At an annual general meeting, or an extraordinary general meeting, every member shall have one vote and in the case of equality of votes, the President shall have a second or casting vote.

11. BOARD OF DIRECTORS

11.1 The Company's affairs shall be managed by the Board of Directors.

11.2 The Board of Directors may from time to time and at any time appoint any person who in their opinion may advance the cause, aims and objectives of the Company as a Member of the Board of Directors to fill a casual vacancy. Any person appointed under this by-law shall be entitled to sit on the Board of Directors and shall retain office only until the next Annual General Meeting, but shall then be eligible for re-election.

11.3 Every candidate for election as Chairman and other members of the Board of Directors must be nominated by members entitled to vote and such nomination must be in writing signed by the member making the same and must be accompanied by a written consent signed by the person nominated of his willingness to accept the office for which he is nominated. Every such nomination must reach the Secretary at least 14 days prior to the proposed date of the Annual General Meeting. Each nomination for Chairman of the Board of Directors must outline the administrative qualities the nominee may bring to the post.

- a. Nominees should stand able and willing to benefit the Company given their various areas of expertise and/or experience and it shall be stated in writing on each individual nomination. Every candidate for election as a Board member and Officer of the Company must be accompanied by a written consent signed by the person nominated of his willingness to accept the office for which he is nominated. Every such nomination must reach the members at least seven (7) days prior to the Annual General Meeting;

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- b. A member of the Board of Directors or an Officer of the Company who is due to retire at the Meeting shall, if willing to act, be deemed to have been nominated as a candidate for re-election; and
- c. In the event of the number of candidates duly nominated or deemed to have been nominated as aforesaid being greater than the number of vacancies for which they are nominated, the Secretary shall prepare voting papers and such voting papers shall be delivered to every member attending the Annual General Meeting at that Meeting.

12. POWERS OF BOARD OF DIRECTORS

12.1 The business of the Company shall be managed by the Board of Directors who may pay all the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute required to be exercised or done by the Company in Business Meeting, subject nevertheless to any regulations, or the provisions of the statutes for the time being in force and effecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in Business Meeting, but no regulation made by the Company in Business Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

12.2 The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors shall at any time be reduced in number to less than the number prescribed by or in accordance with these presents as the necessary quorum, it shall be lawful for them to act as the Board of Directors for the purpose of increasing the number of the members of the Board of Directors to the number, admitting persons to membership of the Company or summoning a Business Meeting.

12.3 the directors shall have the powers necessary for the administration and operation of the Company including but not limited to:

- (a) Determining the Common Expenses and corresponding contributions to be paid by the members to fund the operation of the Company and the Common expenses
- (b) Collection of the annual subscription fee from the members of the Company;
- (c) Contracting with individuals or companies to perform such services on behalf of the Company as the directors shall authorize; and
- (d) Making of Rules.

13. RULES

13.1 The Board of Directors may make rules (the “**Rules**”) for regulating the affairs of the Company which shall be binding on all members, and may from time to time revoke, alter, or replace any such Rules. In particular and without prejudice to the generality of the foregoing words the Board of Directors may make such Rules in regards to all or any of the following matters:-

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- a. As to the rights and privileges (so far as not provided for by these By-Laws) which shall be accorded to members of the Company, and as to the particulars to be supplied by candidates for membership;
- b. As to the conduct of members in relation to each other and to the Company's employees, agents and/or representatives;
- c. As to the organization, management and conduct of events arranged by the Company; and
- d. As to the amount of the annual subscription and/or any other fee/contribution payable to the Company by Members; and
- e. As to any other matter to the operation of the Company not already provided for by the Articles of Incorporation and the By-Laws thereof for the time being in force, provided always:-
 - i. that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Articles of Incorporation and By-Laws of the Company; and
 - ii. that any Rule may be cancelled, modified or amended by Special Resolution of the Company.

14. SECRETARY/TREASURER

14.1 The Board of Directors may elect a Secretary and a Treasurer as Officers of the Company, who shall be nominated, seconded and voted as provided in 11.3.

15. DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

15.1 Any Officer or Member of the Board of Directors shall be deemed to have vacated his office or membership of the Board of Directors:-

- a. If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- b. If he becomes of unsound mind;
- c. If he ceases to be a member of the Company;
- d. If by notice in writing to the Company he resigns his office;
- e. If he is removed from office by a resolution duly passed by the Directors at which notice of the resolution has been given.

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- f. If he is absent from four consecutive meetings of the Board of Directors, unless the directors otherwise determine;

15.2 The Directors may, by ordinary resolution at a properly convened meeting of which notice of the resolution has been given, remove any Officer or Member of the Board of Directors before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his stead.

16. PROCEEDINGS AT THE BOARD OF DIRECTORS MEETINGS

16.1 The Board of Directors may meet together for the dispatch of business, adjourn and regulate its meetings as it thinks fit. Notice of Board of Directors Meetings shall be served not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. The notice shall be given in the manner hereinafter mentioned and shall specify the place, the date and time of meeting.

16.2 Two thirds of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of directors unless a quorum is present.

16.3 Questions arising at meeting of the directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

16.4 The Board of Directors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Directors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or if he be unwilling to take the chair, the Officers and Members of the Board of Directors present shall choose one of their number to be Chairman of the meeting.

16.5 The Board of Directors may delegate any of its powers to Committees consisting of such Officers and Members of the Board of Directors as it thinks fit, and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such Committee shall be governed by the provisions regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors as aforesaid.

16.6 All bona fide acts done by any meeting of the Board of Directors, or by any person acting as an Officer or Member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such officer, Member of the Board of Directors or person acting as aforesaid, or that they or any of them were disqualified or had vacated office be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer or a Member of the Board of Directors as the case may be.

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16.7 The Board of Directors shall cause proper minutes to be made of all appointments made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

16.8 A resolution in writing by all of the Directors of the Company for the time being shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and constituted.

17. OFFICERS

17.1 The Officers of the Company may be elected at any General Meeting of the Members.

17.2 The Members may appoint a President, Vice-President(s), Secretary and Treasurer and, if deemed advisable, may as often as may be required designate any other offices and appoint officers of the Company, who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors. Two or more offices may be held by the same person.

17.3 Any officer who is absent from three consecutive duly summoned meetings without an excuse deemed satisfactory to the Members, may be required to forfeit his/her office.

17.4 DUTIES OF THE PRESIDENT:

17.4.1 The President of the Company shall be the Chairman/Chairperson at all General Meetings.

17.5 DUTIES OF THE VICE PRESIDENT:

17.5.1 The Vice-President(s) shall assist the President in carrying out the duties of the President.

17.5.2 In the absence of the President from any meeting of the Company, any person appointed as Vice-President shall assume the office of President for the duration of that meeting at the election of the Directors present at the meeting by ordinary resolution.

17.6 DUTIES OF THE SECRETARY AND TREASURER:

17.6.1 The Secretary shall maintain a register of members in which shall be recorded the names and relevant particulars of all members of the Company generally.

17.6.2 The Secretary shall be required to carry out secretarial duties as may from time to time be required by the Directors.

17.6.3 The Secretary shall take minutes of all meetings and shall provide a copy of the minutes of previous meetings to the Directors when required. After

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adoption of all minutes, he/she shall have the same signed by the Chairman and shall sign the same.

- 17.6.4 The Treasurer shall be responsible for the collection of all subscription fees, and any other monies and funds, belonging to the Company.
- 17.6.5 The Treasurer shall deposit the same to the Company's bank account.
- 17.6.6 The Treasurer shall keep account of all funds and properties of the Company.
- 17.6.7 The Treasurer shall, on demand to any person or persons duly designated for that purpose by the Directors, satisfactorily account for all funds and property of the Company for which he/she is responsible.
- 17.6.8 The Treasurer shall immediately, on ceasing to hold office as Treasurer, hand over to and deliver, all monies, books, and other property of the Company to any person duly appointed to receive the same.
- 17.6.9 The Treasurer shall produce, if required by the Directors, for the consideration of the Directors and/or members, a detailed account quarterly, of all financial transactions of the Company.
- 17.6.10 The Treasurer shall, for the consideration of the annual general meeting, the financial statement for the year, which should have been circulated, at least, fourteen days prior to the meeting.

18. ACCOUNTS

- 18.1 The Board of Directors shall cause proper books of account to be kept with respect to:
 - a. All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - b. All sales and purchases of goods and services by the Company; and
 - c. The assets and liabilities of the Company.
- 18.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.
- 18.3 The books of account shall be kept at the at the registered office or, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Officers and Members of the Board of Directors.

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18.4 At every Annual General Meeting the Board of Directors shall place before the members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, if any, and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one (21) clear days before the date of the meeting be sent to the Auditors and to all such other persons entitled to receive notices of the Annual General Meetings and in the manner in which notices are hereinafter directed to be served.

19. AUDIT

19.1 At least once in every year, the account of the Company may be examined and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified Auditor, provided that a legal audit pursuant to the Act is required. The accounts shall be presented to the Company's members at its Annual General Meeting.

19.2 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

20. NOTICES

20.1 A notice may be served upon a member either personally or by sending it through the post in a pre-paid letter or by email, to such member at his/her last known address and/or email address in which case the notice will be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post/electronic mail.

20.2 Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

20.3 Where a notice required under by-law 20.1 hereof is delivered to the person to whom it is addressed in the manner prescribed in by-law 20.1 hereof, notice shall be deemed to be received:

- a. If delivered by hand, at the time of delivery;
- b. If delivered by registered mail, on the fifth day after such notice is mailed, provided that if such day of deemed receipt is not a business day then notice shall be deemed received at the commencement of business on the business day immediately following the day of deemed receipt; and
- c. If delivered by electronic mail or other instantaneous electronic means, at the time of transmission so stated (if any), provided that in the absence of a statement of transmission or if such time of deemed receipt is not a business day, or within the hours during which business is normally conducted by the recipient then notice shall be deemed received at the commencement of business on the business day immediately following the day of transmission.

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21. LIMITATION OF LIABILITY OF THE BOARD OF DIRECTORS

21.1 No member of the Board of Directors shall be liable to the Company for:-

- a. The acts, receipts, neglects or defaults of any other member or officer or employee or for joining in any receipt or act for conformity;
- b. Any loss, by damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
- c. The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested;
- d. Any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- e. Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company;
- f. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto;
- g. Unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interest of the Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

22.2 Nothing herein contained shall relieve a member of the Board of Directors of Officer from the duty to act in accordance with the Act or Regulations or relieve him from liability for a breach thereof.

22.3 The members of the Board of Directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Company, except such as are submitted to and authorised or approved by the Board of Directors.

23. INDEMNITIES TO MEMBERS OF THE BOARD OF DIRECTORS

23.1 Subject to section 97 of the Act, except in respect of an action by or on behalf of the Company to obtain a judgment in its favour, the Company shall indemnify a member of the Board of Directors, a former member of the Board of Directors of the Company and the personal representatives of each, against all costs, charges and expenses, including an amount paid to settle

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an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party, provided that:

- a. He acted honestly and in good faith with a view to the best interests of the Company; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

23.2 With the approval of the court, in respect of an action by or on behalf of the Company to obtain a judgment in its favour, the Company shall indemnify a member of the Board of Directors, a former member of the Board of Directors and the personal representatives of each, to which such person is made a party by reason of being or having been a member of the Board of Directors, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any action or proceeding, provided that:

- a. He acted honestly and in good faith with a view to the best interests of the Company; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

23.3 The Company shall indemnify a member of the Board of Directors, a former member of the Board of Directors and the personal representatives of each, to which such person is made a party by reason of being or having been a member of the Board of Directors, against all costs, charges and expenses, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of the Board of Directors, provided that:

- a. He was substantially successful on the merits in his defence of the action or proceeding;
- b. He acted honestly and in good faith with a view to the best interests of the Company; and
- c. He is fairly and reasonably entitled to an indemnity.

24. BANKING AUTHORISATIONS

24.1 **DEPOSIT OF FUNDS:** All funds of the Company shall be given to the Treasurer who shall deposit the funds in the name of the Company with such bank, bankers or trust company or other duly licensed financial institution or intermediary as may be designated from time to time by the Board of Directors.

24.2 **AUTHORISED WITHDRAWALS:** Withdrawals from the accounts of the Company, and all banking authorisations may be made by commercially recognised means, including telephone

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instruction, electronic funds transfer, manual signature and facsimile signature signed and countersigned by such persons and in the manner as may be authorised by the Board of Directors to sign and countersign the same, provided that no person shall be authorised to sign and countersign the same authorisation.

25. YEAR END

28.1 The Company year shall commence from the 1st day of January in every calendar year and shall end on December 31st in the same year, or such other time as may be determined by the Board of Directors.

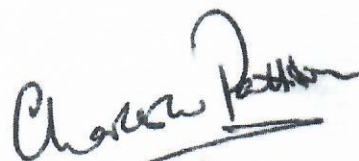
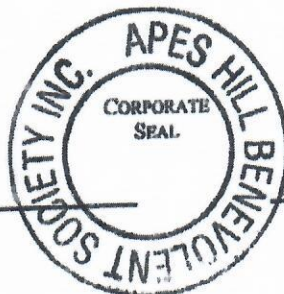
29. DISSOLUTION

29.1 The Company may wind up its affairs and dissolve in accordance with the provision of the Act.

ENACTED this 7th day of April, 2022



Director



C. W. PATTISON

Secretary