

BELIZE

THE COMPANIES ACT

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BELIZE HISTORY ASSOCIATION

**A Company Limited by Guarantee and
Incorporated in Belize**

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City of Belmopan
Cayo District
Belize

RUR # A 594485

BELIZE

THE COMPANIES ACT, CHAPTER 250
OF THE LAWS OF BELIZE, REVISED EDITION, 2000

ASSOCIATION NOT FOR PROFIT,
LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

-of-

BELIZE HISTORY ASSOCIATION

A Certified True Copy
The Registrar General and Registrar of Companies
Belize Companies and Corporate Affairs Registry
23/6/16

1. The name of the company (hereinafter called the Association) is **BELIZE HISTORY ASSOCIATION**.
2. The registered office of the Association will be situated at Culvert Road, City of Belmopan, Belize.
3. The Association is declared to be a non-profit company and the objects for which the Association is established are:
 - (1) To enhance historical awareness in order to foster patriotism and loyalty to Belize and its heritage. To develop a model for the research, teaching and writing of Belizean history in Belize, and to provide a proper forum for sharing, capturing and utilizing the knowledge and experience of Belizean historians and researchers.
 - (2) To conduct its affairs as a professional agency that adheres to and encourages the highest standards of historical scholarship.
 - (3) To research, collect, analyse and disseminate objective and accurate historical information on Belize.
 - (4) To facilitate the research, development, publication and dissemination of a General History of Belize and to establish procedures and protocols to facilitate the same.

- (5) To advocate for the full integration of Belizean Studies and relevant texts in the education system and for the training of teachers at all levels and in the wider Belizean society.
- (6) To analyse the teaching of Belizean history in schools and assist with the revision and amendment or development of a genuine Belizean history curriculum for schools throughout Belize.
- (7) To establish or facilitate the establishment of history clubs in schools as well as other educational activities including debates, competitions, and fairs.
- (8) To advocate for the collection, repatriation, and consolidation of archival documentation and materials.
- (9) To provide training to its membership in conducting research and accurately conveying a Belizean perspective in historical writing, while adhering to the highest standards of historical research.
- (10) To promote and utilize the various methods for the comprehensive study and analysis of historical events in order to demonstrate their relevance to Belizean society and Belize's development, and facilitate the development of Belizean history, historical research, and documentation thereof.
- (11) To collaborate with the Ministry of Education, Belize Archives and Records Service, the National Library Service, other relevant departments of Government, schools, embassies, relevant corporations or other local or international entities for the carrying out of its functions and activities related thereto.
- (12) To review and critique existing research and publications about Belize and its history.
- (13) To oversee and facilitate the continued research and writing of texts for use in primary, secondary and tertiary level educational institutions.
- (14) To conduct, either on its own or in collaboration with other institutions, historical symposia, history projects to document major historical events and periods, training in the study and promotion of historical information, public lectures, conferences, the presentation of papers, camps, retreats, workshops for history teachers regarding content and methods, membership drives, and other initiatives to further the objectives of the Association.
- (15) To educate the community through various initiatives about the principles and vision of the Association and instil in the community an appreciation for the objectives of the Association.
- (16) To attend and participate in conferences, seminars, and activities locally and internationally for the promotion of the history of Belize and cross border

exchanges.

- (17) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (18) To accept gifts, donations and contributions, and to raise or borrow money as it sees fit, and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions, proposals for accessing funds, or otherwise.
- (19) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for any of the purposes of the Association.
- (20) To print and publish any documents, newspapers, periodicals, books or leaflets or web-pages or any media that the Association may think desirable for the promotion of its objects and or to share aspects of Belizean history.
- (21) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (22) To develop and maintain relations with governments and other associations nationally and internationally for the best interest of the Association, its objectives, and its members.
- (23) To undertake and execute any trust, guarantee or any agency business which may seem directly or indirectly conducive to any of the objects of the Association and to affiliate with other regional and international bodies pursuing similar objects.
- (24) To invest or lend the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (25) To collaborate and or affiliate with regional or international companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.
- (26) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Association

is authorised to collaborate;

(27) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association and as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association, and no member may be paid for his services as member.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association, or to any member of the Association in return for any services actually rendered to the Association, or reimbursement for actual out of pocket expenses, or reasonable and proper rent for premises demised or let by any member to the Association.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Ten Dollars (\$10.00).
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other body whether or not it is a member of the Association having objects similar to those of the Association and in the event they are unable or unwilling to accept to some other body having similar objects to those of the Association or to another body the objects of which are charitable.
8. The foregoing provisions form the fundamental basis of the Association and may not be altered whether by special or extraordinary resolution of the members in general meeting or otherwise except with the written and unanimous consent of the Members of the Association.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

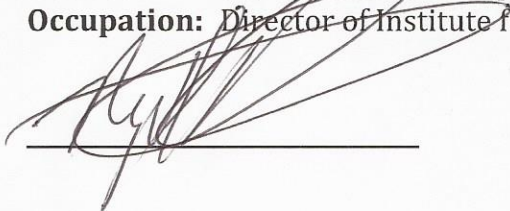
Name: Dr. Herman Byrd
Address: 2628 Unity Boulevard, Belmopan, Cayo District, Belize
Occupation: Director of Belize Archives and Records Service



Name: Francis Humphreys
Address: Market Square, Dangriga Town, Stann Creek District, Belize
Occupation: Mayor of Dangriga Town Council




Name: Nigel Encalada
Address: Culvert Road, Belmopan, Cayo District, Belize
Occupation: Director of Institute for Social and Cultural Research



Dated the 13 day of June, 2016.

WITNESS to the above signatures:



Witness

RCR# A 594485

BELIZE

THE COMPANIES ACT, CHAPTER 250
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ASSOCIATION NOT FOR PROFIT,
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BELIZE HISTORY ASSOCIATION

John Gray
Certified True Copy
Registrar General and Registrar of Companies
Belize Companies and Corporate Affairs Registry
23/6/16

DEFINITIONS

1. In these articles:

“the Act” means the Companies Act, (Chapter 250)

“the Association” shall mean the “BELIZE HISTORY ASSOCIATION”

“Person” or “Persons” shall mean a natural person or a legal person and includes a firm, a branch, and body of persons whether incorporated or not

“the Seal” means the common seal of the Association

“Secretary” means the person appointed to perform the duties of the secretary of the Association

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these Articles become binding on the Association.

2. The Association, for the purpose of registration, is declared to consist of three (3) members. The Board of Directors hereinafter mentioned may, whenever the business of the corporation requires it, register an increase of members.
3. The Board of Directors may prescribe requirements for membership in the Association as well as for additional classes of membership in the Association from time to time, including Honorary Members. All members shall consist of those persons or organizations who are genuinely interested in the purposes and activities of the Association.
4. Membership of the Association shall cease:
 - a. if a member resigns; or
 - b. if the Association is wound up; or
 - c. if a member is expelled upon a resolution by the Association; or
 - d. if a member is dissolved, ceases to exist or to be functional.
5. The Association may prescribe an annual subscription fee to be paid by each member and the amount of such fee shall be determined from time to time by the Board of Directors.

GENERAL MEETINGS

6. The Association shall in each year hold a general meeting as its annual meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held in the last quarter of each calendar year at such time and place as the directors shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by requisition. The Board of Directors shall on a requisition made in writing by seven or more members convene an extraordinary general meeting. Any requisition must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Association and no other business shall be entertained. If the Board of Directors does not proceed to convene a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting, but a meeting so convened shall not be held after three months from the date of the deposit.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fifteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of Association, entitled to receive such notices from the Association.
10. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed.
 - (a) in the case of a meeting called the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than two-thirds of all the members.
11. The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board of Directors and auditors, the election of officers to the Board of Directors, and the appointment of and the fixing of remuneration of the auditors.
13. 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 herein otherwise provided, the Association may determine its quorum from time to time, and unless so fixed, shall be five (5) voting members present in person or by proxy.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the 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 as the Board of Directors 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.

15. The Chair of the Association shall preside over every general meeting of the Association, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Vice Chair or any other Director of the Board may chair the meeting.
16. If at any meeting the Chair is not willing to act as chairman or if no other Director is present within fifteen minutes after the time appointed for holding the meeting, the meeting shall be adjourned.
17. The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
18. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, division of votes, voice vote, electronic vote, or otherwise as may be determined by a majority of the Board of Directors. A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or particular book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. In the case of an equality of votes, the chair of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
21. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a body of persons, whether incorporated or not, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

22. Every member shall have one vote, which said vote may be given either by their representative or by an appointed proxy.

- 23. No member shall be entitled to vote at any general or extraordinary general meeting or enjoy the benefits and privileges of membership unless all monies presently payable by him as dues or otherwise to the Association have been paid.
- 24. 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 the appointer is a body of persons, whether incorporated or not, either under seal or under the hand of an officer or attorney duly authorized.
- 25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Belize as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.
- 26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
- 27. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form near thereto as circumstances admit:

BELIZE HISTORY ASSOCIATION

I (We).....of.....in the country of..... being a member (members) of the abovementioned Association, hereby appoint of or failing him, of as my (our) proxy to vote for me (us) on my (our) behalf at the annual (extraordinary) general meeting of the Association to be held on the day of, 20 and at any adjournment thereof.

Signed this day of, 20

*This form is to be used *in favour of the resolution.
Against*

Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired.

- 28. 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 proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have

been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

PERSONS ACTING BY REPRESENTATIVES AT MEETING

29. Any person which is a member of the Association may by resolution of its Board of Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the governing body of the person which appointed him or her as the same could exercise if it were an individual member of the Association.

BOARD OF DIRECTORS

30. The day to day affairs of the Association shall be managed and conducted by the Board of Directors, which shall be the governing body of the Association in between general meetings.

31. The Board of Directors shall consist of five elected members, and five *ex officio* members specified as follows. The elected members shall serve the Association for a two-year period based on their willingness to serve the Association and their potential for developing and implementing the Association's Strategic Plan. The elected members shall be eligible for re-election. The Board of Directors shall be comprised of:

- (1) The Chairperson
- (2) The Vice Chairperson
- (3) Two Senior Members
- (4) One Junior Member
- (5) Five *ex officio* members who shall be duly appointed representatives of the Belize Archives and Records Service, the Institute for Social and Cultural Research (both of whom shall be entitled to vote), the Ministry of Education, the Ministry of Foreign Affairs, and the University of Belize (each of whom shall have **no voting rights**).

32. The offices of Chairperson, Vice Chairperson, and Senior Members shall be filled by persons who have carried out significant historical research and are able to competently represent Belize and the Association locally and internationally. The first Chairman of the Board shall be Francis Humphreys. The First Vice Chairman of the Board shall be Gian Vasquez. The first Senior Member of the Board shall be Mr. Fred Hunter. The second Senior member of the Board shall be Myrna Manzanarez. The office of Junior Member shall be filled by Ifasina Efunyemi, a person who has carried out research on at least an aspect of Belizean History. Nominations shall be accepted for these elected posts.

33. The Director or duly authorized representative of the Institute for Social and Cultural Research shall function as the Secretariat (Secretary/Treasurer) to the Board of Directors and shall assist with the recording, reporting, and organization of the activities of the Board of Directors.
34. The Board of Directors may be paid all traveling expenses and other reasonable expenses properly incurred by them in attending meetings of the Board of Directors, or general meetings of the Association or other meetings in connection with the business of the Association.
35. No member of the Board of Directors shall, except for professional services rendered at the request of the Board of Directors, receive any profit or salary from the funds or transactions of the Association.

BORROWING POWERS

36. The Board of Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party PROVIDED ALWAYS that before doing so it shall secure a two-thirds majority vote of the Members of the Board.

POWERS AND DUTIES OF BOARD OF DIRECTORS

37. The business of the Association shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and by registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.
38. The duties of the Board of Directors are, but are not limited to the following:
 - (1) take steps to develop the capacity of the Association to continue to identify, research, and write about aspects of Belizean History.
 - (2) to develop and implement an annual strategic plan and corresponding plan of action for the Association in two year cycles.
 - (3) facilitate and coordinate workshops for its members regarding the basic components of the study and presentation of historical information.
 - (4) to market the activities of the Association and to solicit donations, gifts, grants, and contributions for the Association to further the activities of the Association;

- (5) to receive, hold, manage, and invest funds and assets received by the Association, whether received as donations or otherwise, to further the objects of the Association;
 - (6) to conduct and manage the Association's day to day business and operations, including but not limited to staffing, fiscal accounting, record management, data management, and budgeting;
 - (7) to ensure the development of an annual budget;
 - (8) establish ad hoc committees as it deems fit in order to implement the objectives of the Association;
 - (9) to do all such things as are necessary to further the objectives of the Association as stated in the Memorandum of Association.
39. The Board of Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these articles) and for such period and subject to 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 attorney as the Board of 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.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to Association shall be signed drawn accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall from time to time by resolution determine.
41. The Board of Directors shall cause minutes to be made in books provided for the purpose:

- (1) of all appointments of officers made by the Board of Directors;
- (2) of the names of the Board of Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors;
- (3) of all resolutions and proceedings at all meetings of the Association, and of the Board of Directors and of committees of Board of Directors and every director present at any meeting of Board of Directors or committee of Board of Directors shall sign his name in a book to be kept for the purpose.

DISQUALIFICATION OF BOARD OF DIRECTORS

42. The office of a director shall be vacated if the director:

- (1) becomes prohibited from being a director by reason of any order made by the person it represents or under any law; or
- (2) ceases to be a member by virtue of article 4 of these Articles.

43. Any member of the Board of Directors may be removed with or without cause by a majority of the Directors present at a meeting, provided there is no less than a two-thirds majority of the entire Board of Directors then in office at the meeting of the Board at which such action is taken.

44. The Board of Directors may by ordinary resolution made at either an extraordinary general meeting or the next general meeting of the Association appoint another person in place of a director removed from office under Article 43.

45. The Board of Directors may from time to time by ordinary resolution increase or reduce the number of Board of Directors.

46. (1) The Board of Directors shall have power at any time, and from time to time; and

(2) Where required, the Association in general meeting may

appoint any member or its representative to be a director, except a Founding Director, either to fill a casual vacancy or as an addition to the existing Board of Directors, but so that the total number of Board of Directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

PROCEEDINGS OF BOARD OF DIRECTORS

47. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the

chairman of the meeting shall have a second or casting vote. It shall not be necessary to give notice of a meeting of Board of Directors to any director for the time being absent from Belize.

48. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, and unless so fixed shall be five (5).
49. The continuing Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of Board of Directors, the continuing Board of Directors or director may act for the purpose of increasing the number of Board of Directors to the number, or of summoning a general meeting of the Association, but for no other purpose.
50. The Chairperson shall chair the meetings of the Board of Directors. If the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Vice Chair, or in his absence, another Director may be chosen by the members to chair the meeting.
51. The Board of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote. The powers and duties of the Board of Directors shall be as promulgated by the Members in general meeting from time to time.
52. All acts done by any meeting of the Board of Directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a director.
53. A resolution in writing signed by all the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be valid and effectual as if it has been passed at a meeting of the Board of Directors duly convened and held.
54. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as or in place of the secretary.

SEAL

55. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by

the secretary or by a second director or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS

56. 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 Association and the matters in respect of which the receipt and expenditure takes place;
 - b. all monies received by the Honorary Board;
 - c. all sales and purchases of goods by the Association; and
 - d. the assets and liabilities of the Association.

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 Association's affairs and to explain its transactions.

57. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Board of Directors think fit, and shall be open to the inspection of the Board of Directors.
58. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Board of Directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board of Directors or by the Association in general meeting.
59. The Board of Directors shall from time to time cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports.
60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, shall not less than fourteen days before the date of the meeting to be sent to every member of and every holder of debentures of the Association. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.
61. Auditors shall be appointed and their duties regulated in accordance with the Act. The accounts of the Association shall be audited annually and be made available to all members.

NOTICES

62. A notice may be given by the Association to any member either personally or by sending it by facsimile transmission, e-mail, or post to him or to his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
63. Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) every member;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditors for the time being of the Association.

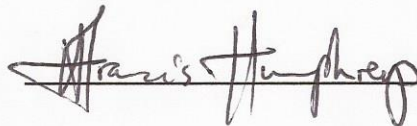
No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

Name: Dr. Herman Byrd
Address: 2628 Unity Boulevard, Belmopan, Cayo District, Belize
Occupation: Director of Belize Archives and Records Service



Name: Francis Humphreys
Address: Market Square, Dangriga Town, Stann Creek District, Belize
Occupation: Mayor of Dangriga Town Council

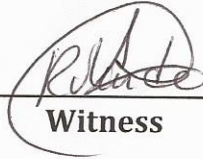


Name: Nigel Encalada
Address: Calvert Road, Belmopan, Cayo District, Belize
Occupation: Director of Institute for Social and Cultural Research



Dated the 13 day of June , 2016.

WITNESS to the above signatures: _____



Witness