

COMMONWEALTH OF THE BAHAMAS

THE COMPANIES ACT, 1992

A non-profit Company

Articles of Association

of

**BAHAMAS LAWN TENNIS ASSOCIATION
(BLTA)**

1. In these presents, the words standing in the first column of the table next hereinafter continued shall bear the meaning set opposite to them respectively in the second column thereof, unless there be something in the context or subject inconsistent therewith

WORDS	MEANINGS
The Act	The Companies Act, 1992 and every other Act for the time being in force concerning companies and affecting the Company.
The Bahamas	The Commonwealth of The Bahamas.
The Board	The Board of Directors of the Company.
The Company	The above-named Company.
The Chairman of the Board	The person elected or appointed to preside over or chair all meetings of the Board of Directors for the time being.
Director	A Director, who is a Member of the Board of the Company for the time being.

Member	An individual or an Island Tennis Association as set forth in Articles 3 through 5 herein.
These Presents	These Articles of Association and the By-Laws of the Company as originally framed or as altered by resolution from time to time.
The Register	The Register of Members to be kept pursuant to Section 56 of the Act.
The Registered Office	The Registered Office for the time being of the Company.
The Seal	The Common Seal of the Company
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing and reproducing words in visible forms.

And words importing persons shall include companies and words importing the singular shall include the plural and words importing the masculine gender shall include the feminine gender and vice versa.

2. The Company is established for the purpose expressed in the Memorandum of Association and in fulfillment of its purpose, but without limiting the generality of the powers conferred by the Memorandum of Association of the Company, it is empowered to:
 - (a) acquire real and personal property by gifts, bequests, purchase or other lawful means;
 - (b) hold title to and use its property for any and all activities consistent with its purpose;
 - (c) sell, mortgage, lease, transfer or otherwise dispose of its property;
 - (d) enter into contracts;
 - (e) sue and be sued; and

- (f) adopt a budget.

MEMBERSHIP

- 3. The first Members of the Company shall be the subscribers to the Memorandum of Association, the persons whose vision and determination spawned the Company, namely:

- 4. Any person who has a genuine interest in supporting and promoting the objects of the Company as set out in Clause 2(a) to (f), inclusive of the Memorandum of Association, shall be eligible to apply to be a Member and shall make application by completing a form prescribed by the Company together with a non-refundable fee payable to the Company for presentation to the Board of Directors for such approval as the Board may from time to time require. The Board of Directors shall have the full power to accept or reject, delay or postpone the decision of the application.

- 5. Membership of the Company shall consist of the following four (4) classes:

- (a) Voting Members, which shall initially include the first Members of the Company and adult individual Members in good standing who have paid to the BLTA their prescribed annual dues for the year prior to its incorporation.
- (b) Non-voting Members, including but not limited to all junior tennis players under the age of eighteen years in good standing who have paid to the BLTA their prescribed annual dues for the year prior to its incorporation.
- (c) Island Associations who have satisfied the requirements for membership and have been ratified by the Board, subject to the provisions outlined in Articles 22 and 57.
- (d) Any other class of membership of the Company, which the Board may determine, including but not limited to non-voting Members whom the

Board may invite as honorary Members.

6. There shall be no less than ten (10) voting Members. All voting Members shall have the right to vote and each voting Member shall have one (1) vote. No other Member shall have the right to vote. The Company may by resolution of the voting Members from time to time increase or decrease the minimum number of voting Members.
7. The Register, containing such information as prescribed in the Act, shall be kept and maintained at the Registered Office and a copy of which may be kept at the administrative office of the Company situated on the island of New Providence. A copy of an excerpt of the Register may be kept at the administrative office of the branch of the Company situated on another of the islands within the Commonwealth of The Bahamas containing the information of those Members living on that island.

MEMBERSHIP FEES

8. The Members of the Company, unless exempted by these Articles, shall on being approved for membership, be required to pay a pro-rata annual membership fee in full. Thereafter the fee shall be payable on the 2nd day in the month of April of each year or the next business day if that date falls on a weekend or an observed public holiday.
9. All paid membership fees are non-refundable.
10. The first Members of the Company are exempted from payment of their respective first annual membership fee.
11. The annual membership fees for voting Members shall be initially set at Thirty-Five Dollars (\$35.00). The annual membership fees for individual non-voting junior Members shall be initially set at Fifteen Dollars (\$15.00). Annual Membership fee for an Island Association shall be set at \$250.00.
12. The Board shall have power from time to time to increase, vary, exempt or to otherwise dispense with the membership fee of any individual Member or class of members, as it deems necessary.

TERMINATION OF MEMBERSHIP

13. Membership is terminated, if:
 - (a) the Member dies or, if it is an Island Association, ceases to exist;
 - (b) the Member resigns by written notice to the Company, unless in the case of

voting Members after the resignation there would be less than ten (10) voting members;

(c) any sum due from the Member to the Company (including but not limited to membership fees) is not paid in full within three (3) months of becoming due, unless a simple majority of the Board resolve otherwise in relation to that member;

(d) the Member is removed from membership by not less than seventy-five percent (75%) of the voting Members entitled to vote at a general meeting declaring that his membership is terminated. A resolution to remove a Member from membership may only be passed if the Member has been given at least twenty-one (21) days notice in writing of the general meeting for which the resolution will be proposed. The notice must contain a warning of the proposed resolution to bring the membership to an end;

(e) the Member is absent from two (2) consecutive annual general meetings without leave and the current address of the Member is not known to the Company; and

(f) the Member has been convicted of any indictable offence or of any offence involving his integrity or honesty.

14. The Board may suspend the rights of any Member by giving the Member notice in writing of the suspension. The Member has a right of appeal. Such appeal shall be made in writing within twenty-eight (28) days of receiving the notice of suspension. If no appeal is received within the time limit for doing so the suspension will be upheld. If an appeal is received within the time limit, the suspension must be considered by the Board or by a committee appointed by the Board. The Member has the right to be heard at the meeting or the Member may make written representations. The Board or the committee can confirm, vary or cancel the suspension.
15. If a person ceases to be a Member of the Company, the date he ceases to be a Member shall be noted on the Register. The Member shall nevertheless remain liable for and shall pay to the Company all monies (if any) which at the time of his ceasing to be a Member shall be due and owing by him to the Company.
16. No Member ceasing to be a Member shall claim or have any share, right, estate or interest in any of the assets or funds of the Company. Further he shall not be entitled to a refund of any contributions or membership fees previously paid by him to the Company.

RIGHTS OF MEMBERS

17. All Members, except as otherwise set out herein, may enjoy such rights, benefits and privileges provided by the Company.
18. All Members shall be entitled to attend and speak at the general meetings of the Company; however, only voting Members are entitled to vote.
19. Members shall be entitled to (i) attend annual general meetings and extraordinary general meetings of the Company, (ii) attend seminars offered by the Company from time to time, (iii) utilize the resources located at any of the Company's administrative offices within the Commonwealth of The Bahamas and (iv) review copies of the minutes and resolutions of the Board maintained at the Company's administrative office located on the island of New Providence.
20. No right or privilege of any Member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon his death or for any other cause as is set out under the provisions of these Articles or By-Laws.
21. No Member shall be entitled to exercise any rights or privileges as a Member unless all membership fees are paid in full and up to date.
22. Members of Island Associations will be entitled to the privileges of Members of the company except voting at annual general meetings and extraordinary general meetings of the Company.

ANNUAL GENERAL MEETING

23. The Company shall in each year hold a general meeting, which shall be called its Annual General Meeting. This meeting shall be in addition to any other meeting held within the given year. The notice calling for the meeting shall refer to it as the Annual General Meeting. The Annual General Meeting shall be held at such time and place as the Chairman shall appoint and shall be open to the Members of the Company and the Board. However, only voting Members shall be entitled to vote at such meetings.
24. All general meetings other than the annual general meeting shall be called an extraordinary general meeting.
25. The Board, whenever it sees fit or is required under the Act or these Articles to do so, may convene an extraordinary general meeting of the Company.

26. The Chairman shall give at least fourteen (14) calendar days notice before calling a meeting specifying therein the day, time and place of the meeting and in the case of special business – the general nature of such business shall be given to the voting members. The omission of such notice or the non-receipt of such notice by a voting Member shall not invalidate the proceedings of any general meeting.
27. Extraordinary general meetings may be held without previous notice if two thirds (2/3) of the voting Members entitled to be present and vote are present or a waiver of such notice is made whether orally or in writing by two-thirds (2/3) of the voting Members entitled to be present and vote.
28. All business shall be deemed to be special that is transacted at an extraordinary general meeting, with the exception of the consideration of accounts, balance sheets, the ordinary report of the Chairman of the board and of the Auditors, the appointment of the voting Members and/or the Members of the Board in place of those retiring, resigning or being dismissed and the fixing of remuneration of the Auditors. Nothing under this Article 28 shall prohibit a quarterly (i.e. every 3 months) financial report to the Company.
29. No business shall be transacted at any general meeting of the Company unless a quorum of at least 8 Members is present at the commencement of the meeting to transact any business.
30. If within half an hour of the time appointed for holding any meeting of the Company a quorum is not present, the meeting shall stand adjourned to the same day of the following week at the same time and place, and if at such adjourned meeting quorum is not present, it shall be adjourned sine die.
31. The Chairman of the Board shall preside as Chairman at a general meeting. If the Chairman of the Board is not present at any meeting within Fifteen (15) minutes after the time appointed for holding the same, then the Directors present shall choose one of their numbers or if no Director be present or if all the Directors present decline to take the Chair, the voting Members shall choose one of their numbers to be the Chairman of the meeting.
32. The Chairman may, with the consent of a majority of the voting Members present at the meeting, adjourn any general 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 general meeting from which the adjournment took place. No provision herein shall mitigate against the consideration of any new business at an adjourned general meeting once the unfinished business has been concluded.

33. At any general meeting, unless a voting Member demands a poll, voting may be by show of hands of the voting Members and a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the books of proceedings of the Company, shall be conclusive evidence of the fact.
34. If a poll is demanded in the manner aforesaid, the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in general meeting save that a poll demanded on a question of an adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
35. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
36. When the minutes of a general meeting of the Company shall have been signed by the Chairman and the Secretary, the same shall be deemed to have been duly convened, properly constituted and held notwithstanding that no notice or short notice thereof was given or that there might have been any technical or other defect in the proceedings and any resolution of the said general meeting recorded in the said minutes shall bind the Company and the Members and all persons dealing with the Company as if it had been properly passed as a resolution of the Company in general meeting duly convened, properly constituted and held.
37. A resolution in writing, signed by the majority of the voting Members for the time being entitled to receive notice of, to attend and vote at a general meeting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents in a like form, each signed by one or more of the voting members. If any resolution of Members is adopted otherwise than by unanimous written consent of all voting members, a copy of such resolution shall forthwith be sent to all voting Members who shall not have had the opportunity of consenting or objecting to such resolution.

VOTES OF MEMBERS

38. On a show of hands on a poll, every voting Member present personally and entitled to vote shall have one vote.
39. No voting Member shall, unless the Directors otherwise determine, be entitled to vote at a general meeting unless all membership fees are paid in full and up to date.
40. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any

such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

41. Prior to any general meeting, the Treasurer and/or Assistant Treasurer shall provide to the Chairman a current list of Members in good standing. This is to confirm the eligibility of Members to vote and the validity of voting members' votes at such meetings.
42. The Company and its property (both real and personal) shall be managed and administered by the Board.
43. Subject as hereinafter provided the Members of the Board shall not be less than five (5) and not greater than twelve (12) in number. The Company may by resolution of the voting Members entitled to vote at a general meeting increase or reduce the maximum or minimum number of Directors.
44. Unless determined by a resolution of the voting Members entitled to vote at a general meeting, a Director:
 - (a) shall not be remunerated for his services as a Director of the Company; and
 - (b) may be reimbursed any reasonable travel expenses he may have incurred in attending and returning from meetings of the Board, or of any committee of the Board or general meetings, or otherwise in or about the business of the Company.
45. A Director may contract or be interested in any contract or arrangement with the Company or any other organization in which the Company is associated and hold any office or place of profit (other than the office of the Auditor of the Company) under, and the Director or any firm of which he is a Member may act in a professional capacity for the Company, or any such other organization and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

DIRECTORS

46. The Board of Directors shall have a Chairman, who is also the duly elected President of the BLTA. The Board of Directors shall also be comprised of the Vice President, Treasurer, Secretary and other elected officers of the BLTA.
47. The Board of Directors shall be led by the Chairman of the Board, who shall preside over or chair all meetings of the Board.

48. The first Members of the Board shall include the subscribers to the Memorandum.
49. The first Members of the Board shall hold office until the 2022 annual general meeting of the company. At the annual general meeting every two years thereafter, each Director for the time being shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting and shall be eligible for re-election at that meeting.
50. The voting Members entitled to vote at an annual general meeting shall elect the Members of the Board until the annual general meeting of the Company two years thereafter.
51. The Company may, by resolution of a special majority, defined as 75% of voting Members entitled to vote at a general meeting, remove any Director before the expiration of his period of office, notwithstanding any provisions of these presents. The Company may, by a like resolution, appoint another person in place of a Director so removed from office.
52. The office of a Director shall be vacated in any of the following events, namely:
- (a) If he becomes prohibited by law from acting as a Director;
 - (b) If he resigns by written notice to the Chairman of the Board provided that a minimum of three (3) Directors remain in office when the notice of resignation is to take effect;
 - (c) If he ceases to be a Member of the Company;
 - (d) If he becomes incapable, by reason of mental disorder, illness or injury, of managing and administering his own affairs;
 - (e) If he is absent from meetings of the Board for six (6) consecutive months without leave and the Board resolves that his office be vacated;
 - (f) If he is requested to put forth his resignation in writing by the Chairman of the Board;
 - (g) If a written request is made by the voting Members entitled to vote at a general meeting of the Company for the Director to resign.

OFFICERS

53. All Board Members and officers of the Company shall be citizens or permanent residents of the Bahamas. The President of an Island Tennis Association shall be entitled to a position on the Board and to hold such office as the Chairman sees fit, if not already duly elected to office at the biennial general meeting of the Company in which such elections are held.

The President

- (i) The President shall be a Bahamian citizen or Permanent resident of The Bahamas and shall be elected for a term of two (2) consecutive years unless earlier removed in accordance with these Articles or by Resolution of the Members at an Annual General Meeting. Such two-year terms shall commence at the end of the annual general meeting at which he was elected.
- (ii) The President shall be the Chairman of the Board and subject to the provisions of these Articles with regard to the conduct of meetings shall preside over all general meetings of the Company until his successor shall have been elected.
- (iii) Apart from the reimbursement of reasonable expenses incurred by him in the performance of his duties, the office of the President shall be without remuneration.
- (iv) The following procedure shall apply to the election of the President: (1) If there be one candidate, he shall be declared elected. (2) If there is more than one candidate, a ballot shall be conducted, and upon such ballot the candidate receiving the majority of the votes shall be declared elected.
- (v) In the event of the death, retirement, or permanent relocation of residence outside the Bahamas or disability of the President, the Vice-President shall assume the powers and duties of the President until a new President is elected at the Annual General Meeting or until such disability aforesaid shall cease, or the President's return to The Bahamas.

The Vice-President

- (i) The Vice-President shall perform such duties as may be prescribed under these Articles or as may from time to time be assigned by the President/Chairman and/or the Board.
- (ii) The Vice-President shall be elected in accordance with the same procedure as provided for the election of the President in subsection (iv) above. The Vice-President shall not be entitled to remuneration but shall be entitled to be paid all expenses properly incurred by him in the performance of his duties as may be agreed by the Board from time to time.
- (iii) In the event of the death, retirement, or permanent relocation of residence outside the Bahamas or disability of the President, the Vice-President shall assume

the powers and duties of the President until a new President is elected at the Annual General Meeting or until such disability aforesaid shall cease, or the President's return to The Bahamas.

The Honorary Treasurer

- (i) The Honorary Treasurer shall be elected in accordance with the same procedure as provided for the election of the President and Vice-President at the Annual General Meeting of the Company.
- (ii) The Honorary Treasurer shall hold office for a period of two (2) years and at the end of such tenure shall be eligible for re-election.
- (iii) The Honorary Treasurer shall not be entitled to remuneration but shall be repaid all expenses properly incurred by him in connection with the duties of his office i.e. keeping the financial records and securities of the company and disbursing funds only upon the instruction of the Board.
- (iv) The Honorary Treasurer shall also prepare an annual budget incorporating operating and capital components or projections.
- (v) All the provisions of these Articles relating to the Honorary Treasurer shall apply to any Honorary Assistant Treasurer elected to the Board. The Honorary Treasurer shall be assisted by the Honorary Assistant Treasurer who shall also perform the duties of the Honorary Treasurer in his/her absence or any other duties prescribed by the Board.
- (vi) In each financial year, the Honorary Treasurer shall prepare an annual statement of accounts, which shall be duly audited by an auditor, to be appointed annually by the Board, but who shall not be an officer or Member of the Board of the Company.
- (vii) The Honorary Treasurer shall fulfill or discharge such other functions as may from time to time be assigned by the Board.

The Honorary Secretary

- (i) The Honorary Secretary shall: (1) issue the notices for all meetings of the Board and the Members of the Company (2) attend and keep the minutes of the Board and of the general meetings of the Company and shall have charge of the seal and books of the Company (3) sign such instruments and documents as may require his or her signature and shall make such reports and perform such other duties as may be prescribed by the Board.
- (ii) All the provisions of these Articles relating to the Honorary Secretary shall apply to any Honorary Assistant Secretary elected to the Board. The Honorary Secretary shall be assisted by the Honorary Assistant Secretary who shall also perform the duties of the Honorary Secretary in his/her absence or any other duties prescribed by the Board.

PROCEEDINGS OF DIRECTORS

59. The Chairman of the Board shall meet with the Board of Directors for the dispatch of business no less than quarterly i.e. every three (3) months. Questions arising at any meeting shall be determined by a majority of votes. In the case of a tie vote, the Chairman of the Board shall have a second casting vote. The Chairman of the Board or another Director, on the request of the Chairman of the Board, shall at any time summon a meeting of the Board. A notice period of fourteen (14) calendar days shall be provided to each Director but such notice may be waived.
60. A Director shall be deemed to be present at a meeting of the Board if he or she participates by telephone or other electronic means and all Directors participating in the meeting are able to hear and recognize each other's voice and for this purpose participation shall constitute prima facie proof of recognition.
61. A Director who is unable to attend any meeting of the Board may authorize any other Director to vote for him or her at that meeting and in that event, the Director so authorized shall have a vote in addition to his or her own vote. Any such authority must be in writing and may be either in original hard copy or in the form of a facsimile or electronic mail transmission, which must be produced at the meeting at which same is to be used, and be left with the Chairman of the Board or such other person appointed by the Chairman of the Board for filing.
62. The quorum necessary for the transaction of the business of the Directors shall be set at eight (8), provided that in the case of a tie in voting on any matter, the Chairman of the Board will have a casting vote. Unless otherwise required by these Articles, all questions (other than questions of procedure) at meetings of the Board and all Resolutions of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Board shall have a second and casting vote PROVIDED that in the case of postal, electronic mail or fax voting called for by the Chairman of the Board, the required majority shall be two-thirds (2/3) of the Board.
63. At each quarterly meeting of the Board, the following shall be presented and reviewed:
- (a) Cash flow statement and expense summary for the last quarter;
 - (b) Activity reports from the relevant Board Members or officers which shall also include a report on the activity of every other Family Island on which there is a Tennis Association and/or an organized tennis activity, event or competition;

(c) The Chairman of the Board's report on the status of the Company's annual goals up to the date of the meeting.

64. The Chairman of the Board shall preside over all meetings of the Board. If the Chairman of the Board is not present at any meeting within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their numbers to be Chairman of the meeting, provided that an alternate has not been previously selected by the Chairman.
65. A resolution in writing signed by a majority of the Directors shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. If any resolution of the Board is adopted otherwise than by the unanimous written consent of all of the Directors, a copy of such resolution shall forthwith be sent to the Directors who shall not have had the opportunity of consenting or objecting to such resolution.

BORROWING POWERS

66. The Chairman, with the authority of a resolution of the Board and a resolution passed or motion carried by a special majority, defined as 75 per cent of the voting Members eligible to vote at an extraordinary general meeting of the Company, may exercise all powers of the Company to borrow money, to mortgage or charge its properties and/or to issue debentures or other securities whether outright or as collateral security for any debt, liability or obligation of the Company.
67. The Company with the authority of a resolution of the Board may from time to time and at any time by power of attorney under the seal, appoint any Company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorize any such attorney to sub-delegate all or any of those powers, authorities and discretions vested in him or her.
68. The Company may also exercise the powers conferred on it by the Act with regard to having any official seal for use abroad or within The Commonwealth of The Bahamas.
69. All cheques, drafts, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments, and all receipts for monies paid to the

Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine, provided that the signature of the Chairman of the Board/President together with another authorized signatory shall be original to the foregoing instruments; signatures shall not be accepted if they are presented via facsimile unless expressly authorized by resolution of the Board of Directors.

BYLAWS

70. In addition to these Articles, the Board may formulate rules and regulations known as Bylaws, which shall not be inconsistent with the provisions of these Articles or the Second Schedule to the Act, for the more orderly government and discipline of Members. The Bylaws may be adopted, changed and repealed or new provisions added thereto at such time and in such manner and pursuant to such notice as the Bylaws may require.

THE SEAL

71. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board, and every instrument to which the Seal shall be affixed shall be signed unless otherwise expressly provided by the Board.

72. The Board may adopt an official seal for use in any district or place situated outside The Bahamas, which shall be a replica of the Seal with the inscription thereon of the name of every country and district in which it is authorized to be used.

AUTHENTICATION OF DOCUMENTS

73. The Chairman of the Board or any other Director so appointed by the Board shall have the power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts therefrom as true copies or extracts; where any books, records, documents or accounts are elsewhere than the Registered Office, any Director of the Company having the custody thereof shall be deemed to be a person appointed by the Board.

74. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favor of all persons dealing with the Company upon the belief that such resolution has been duly passed or as the case may be, that such extract is true and an accurate record of a duly constituted meeting of the Board.

MINUTES AND BOOKS

75. The Chairman of the Board or a person appointed by the Chairman of the Board shall be responsible for the preparation of minutes for the purpose of:
- (a) All appointments made by the Board;
 - (b) The names of the Directors present at each meeting of the Board;
 - (c) All resolutions and proceedings at all meetings of the Company and the Board.
76. The Board shall duly comply with the provisions of the Act and in particular the provisions in regard to the production and furnishing of copies of such register.
77. Any register, index, minute book, book of account or other book required by these presents or the Act to be kept by or on behalf of the Company unless required by the Act to be kept at the Registered Office may be kept at such place or places as the Board may from time to time determine and may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Board shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

78. The records of the Company's accounts shall be kept at such place(s) as the Board may from time to time determine and shall be opened to the inspection of the Directors and voting Members of the Company.
79. The Board 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 Company or any of them shall be open to the inspection by the Members of the Company not being Members of the Board. The Board may from time to time arrange for special business meetings of the Company to be held at least quarterly (every three months) in order to keep Members abreast of the financial standing of the Company.

AUDIT

80. The Board shall make provision for the audit of the books and accounts of the Company on an annual basis. Any auditor appointed need not be a Member of the Company.

NOTICE

81. Any notice or document to be given to or by any person pursuant to these presents, other than a notice calling a meeting of the Board, shall be in writing or shall be given via electronic mail to an address for the time being notified for that purpose to the person giving the notice.

WE, the undersigned, as originating and subscribing Members of Bahamas Lawn Tennis Association have agreed to be bound by these Articles of Association and witness our consent as follows: -

- 1. [SIGNATORY] _____
- 2. [SIGNATORY] _____
- 3. [SIGNATORY] _____
- 4. [SIGNATORY] _____
- 5. [SIGNATORY] _____

Dated this _____ day of _____, A. D. 20____.

Witness to the above signatures: - _____