FEDERATION OF

ST. CHRISTOPHER AND NEVIS

THE COMPANIES ACT, 1996

A PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ECCU BANKERS ASSOCIATION LTD.

Incorporated the 3rd **day of** NOVEMBER **2004.**

KELSICK, WILKIN & FERDINAND
Chambers,
Independence Square South,
Basseterre,
St. Kitts, W. I.

SAINT CHRISTOPHER AND NEVIS

THE COMPANIES ACT, 1996 (22 OF 1996)

MEMORANDUM OF ASSOCIATION

OF

ECCU BANKERS ASSOCIATION LTD

FINANCIAL SERVICES DEPARTMENT
NOV 03 2004
ST. CHRISTOPHER & NEVIS

CONSTITUTION

The Company is to be formed as a private company limited by guarantee under the Companies Act, 1996, of Saint Christopher and Nevis, as standing amended by any modification or re-enactment thereof for the time being in force and including every Act and Order supplemental thereto or made thereunder.

Company Name

1. The name of the Company is **ECCU BANKERS ASSOCIATION LTD**.

Limitation of Liability

2. The liability of the members is limited by guarantee hereinafter provided. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the cost, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding EC$1000.

3. For the purpose of registration the number of members is declared not to exceed 50.

4. The Company is a private Company.

5. The Company is of unlimited duration.

OTHER PROVISIONS

Registered Office

6. The Company shall at all times have a registered office in the Federation and on incorporation the situation of its registered office shall be that specified in the statement required to be given to the Registrar of Companies pursuant to Section 8 of the Act.

7. The Company may change the situation of its registered office from time to time by giving notice to the Registrar of Companies.

Capacity of Company

8. The Company has the capacity to engage in any lawful acts or activities. Its principal objectives shall be -

   (a) to promote, foster and advocate the common interests of banking institutions and the banking industry generally in countries of the Eastern Caribbean Currency Union (ECCU).

   (b) to serve as an umbrella organisation for the bankers associations of the respective countries of the ECCU.

   (c) to promote and facilitate discussions between its members and with governmental, regional and international bodies matters relating to the banking industry.

   (d) to promote good corporate practices and governance among its members.

   (e) to promote within the ECCU public understanding of banking and financial services.

9. The Company shall have a Common Seal to be fixed in accordance with the Articles of Association.

Amendment of Memorandum

10. Subject to the Act, the Company may from time to time by special resolution alter or amend this memorandum of association in whole or in part.

WE,
Whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we agree to become a Member of the Company.

Dated this 3rd day of November ,2004.

NAMES AND ADDRESSES OF SUBSCRIBERS

The Bankers and Financial Services
Association of St. Kitts and Nevis Ltd
Chambers of Kelsick, Wilkin & Ferdinand
South Independence Square
Basseterre
St. Kitts.

By: ....
HUGHWARD F. PINARD - President

Witness: ....

Name: V. OREAUX

Address: Bay Road
Basseterre, St Kitts

Occupation: Manager's Secretary

FINANCIAL SERVICES
DEPARTMENT
NOV 03 2004
ST. CHRISTOPHER & NEVIS

ECCU BANKERS ASSOCIATION LTD

ARTICLES OF ASSOCIATION

Interpretation

1. In these articles -

"articles" means the articles of association of the company;

"association", "institution" or "person" includes a corporate body and any other legal entity;

"bankers association" means an association of financial institutions formed to represent the banking industry in a member country of the ECCU;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"ECCU" means the Eastern Caribbean Currency Union comprising the participating territories of the Eastern Caribbean Central Bank;

"executed" includes any mode of execution;

"financial institution" means a bank or other institution licensed under the Banking Act of any member country of the ECCU to carry on banking business within the ECCU;

"founding member" means an institution named in Clause 2(a) of these regulations;

"office" means the registered office of the company;

"ordinary resolution" means a resolution of the company in general meeting adopted by a simple majority of the votes cast at that meeting;

"seal" means the common seal of the company;

"Secretary" means the secretary of the company appointed by the directors or any other person appointed by the directors to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"statutory statement" means the statutory statement filed by the company with the Registrar of Companies pursuant to section 8 of the Act.

"the Act" means the Companies Act 1996 including any statutory modification or re-enactment thereof for the time being in force.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

These articles shall be read with all changes of gender and number required by the context.

Members

2. The following bankers associations and financial institutions shall be entitled to membership of the company:

(a) The founding members, namely:

- Anguilla Bankers Association Ltd.
- The Antigua and Barbuda Bankers Association Inc.
- Bankers and Financial Institutions Association of Dominica Inc.
- Grenada Bankers Association.
- Montserrat Bankers Association Limited.
- The Bankers and Financial Services Association of St. Kitts & Nevis Ltd.
- St. .Lucia Bankers Association.
- St. Vincent and the Grenadines Bankers Association Inc.

(b) Any bankers association which replaces a prior member as the body representing the banking industry in a member country of ECCU; and

(c) All financial institutions,

The founding members shall become members immediately on incorporation of the Company. All other members must be admitted to membership by decision of the directors.

Provided always that a decision of the directors as to the eligibility for membership of any bankers association shall be final and binding and only one bankers association from each member country of the OECS shall at any time be a member.

3. The directors may appoint as an honorary member any person to whom they wish to pay tribute. Honorary members shall have no right to vote at any meeting of the Company. There shall be no more than 8 honorary members at the same time.

General meetings

4. The directors shall convene an annual general meeting not later than the month of November in each year. Annual general meetings shall be held in member countries of the ECCU in rotation. The directors shall determine the venue of the first annual general meeting and the venue for each annual general meeting thereafter shall be determined at the preceding annual general meeting.

5. The directors may call general meetings and, on the requisition of at least 4 members given pursuant to the provisions of the Act, shall forthwith proceed to call a general meeting for a date not later than 1 month after the receipt **of** the requisition. If there are not sufficient directors to constitute a quorum for a meeting of directors to call a general meeting, any director or any member **of** the company may call such a meeting.

Notice of general meetings

6. An annual general meeting or a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other meetings shall be called by at least 5 clear days' notice but a general meeting may be called by shorter notice if it is so agreed-

   (a) in the case of an 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 95 per cent of the total voting rights at that meeting of all the members.

7. The notice shall specify the day. time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The business of the annual general meeting shall be -

   (a) to receive the statement of accounts.

   (b) to elect the President and Vice President.

   (c) To consider and take action on any other business stated in the notice convening the meeting or which the majority of those present may determine to entertain.

8. Subject to the provisions of the articles, the notice shall be given to all the members and to the directors.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

10. No business shall be transacted at any meeting unless a quorum is present and, subject as hereinafter otherwise provided, five persons entitled to vote upon the business to be transacted, each being a duly authorised representative of a member, shall be a quorum.

11. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to such day, time and place as the directors may determine. If at such adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, or if during such adjourned meeting a quorum ceases to be present, then any four members present by a duly authorised representative shall be a quorum.

12. The President or, in his absence the Vice President, or in the absence of both, some other director nominated by the directors shall preside as chairman of the meeting, but if none of the aforesaid persons is present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

13. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, those present and entitled to be counted in a quorum shall choose one of their number to be chairman.

14. A director shall, notwithstanding that he is not a representative of a member, be entitled to attend and speak at any general meeting.

15. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more. at least 5 clear days' notice shall be given specifying the day, time and place of the adjourned meeting and the general nature of the business to be transacted.

16. A resolution put to the vote of a meeting shall be decided on a show of hands or by secret ballot as determined by the chairman.

17. A declaration by the President that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. In the case of an equality of votes, the President shall be entitled to a casting vote in addition to any other vote he may have.

Votes of members

19. Every member who is present by a duly authorised representative shall have one vote.

20. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.

21. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

22. A vote given by the duly authorised representative of a member shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote is given.

Number of directors

23. Unless otherwise determined by special resolution, the number of directors (other than alternate directors) shall not be subject to any maximum number but shall not be less than 8.

Alternate directors

24. Any director (other than an alternate director) may with the approval of the member association who appointed him appoint any other person to be an alternate director and may remove from office an alternate director so appointed by him.

25. An alternate director shall be entitled to receive the same notice of meetings of directors and of all meetings of committees of directors of which his appointor is a member as his appointor is entitled to receive, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence.

26. An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director is re-appointed, any appointment of an alternate director made by him which is in force immediately prior to his reappointment shall continue after his reappointment.

27. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

28. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Powers of directors

29. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the affairs of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

30. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of directors' powers

31. The directors may delegate any of their powers to any committee consisting of one or more directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be directors. No resolution of the committee shall be effective unless a majority of those present when it is passed are directors. They may also delegate to any officer such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Appointment of directors

32. The first directors of the company shall be the persons named in the statutory statement each being a representative of a founding member. There shall at all times be one director nominated by each founding member or (if the founding member is no longer a member) by the bankers association member from each member country of the ECCU, provided always that the maximum number of directors at any time who are employed by or are directors or officers of any financial institution member shall be two.

33. The President and Vice President shall be elected at each annual general meeting from among the directors. No person shall serve more than two consecutive terms as President or Vice President.

34. The first four named directors in the statutory statement shall serve from the date of incorporation of the company until the end of the second annual general meeting of the company and the last four named shall serve from the date of incorporation until the end of the first annual general meeting of the company. Thereafter the term of each director shall be two years.

35. Any director shall be removed by the directors at the request of the bankers association member who appointed him. If a bankers association member ceases to be a member of the company a director appointed by that former member shall be removed by the directors at the request of the bankers association member which replaces that former member.

36. The office of a director shall be vacated if -

(a) he ceases to be an authorised representative of a bankers association member.

(b) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from or disqualified for being a director; or

(c) he resigns his office by notice to the company; or

(d) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or

(e) the company so resolves by ordinary resolution.

37. if a director vacates office for any of the reasons stated in article 36 the bankers association member who appointed him shall be entitled to nominate a director to replace him.

Directors' expenses

38. The directors may by resolution of the directors be reimbursed for extraordinary expenses incurred by them in the discharge of their duties.'

Proceedings of directors

39. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. The President may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.

40. The quorum for the transaction of the business of the directors shall be 4 or such higher number as may be fixed by the directors. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

41. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

42. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified for holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

43. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

44. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.

45. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

46. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provisions of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

President and Vice President

47. **President** The President shall be a director of the company, shall serve as the chief elected officer of the company, chair all meetings of the company and of the directors and shall be an ex officio member of all committees. The President shall (subject to article 39) convene meetings of the directors.

Vice President The Vice President shall be a director of the company and shall, in case of the President's inability to act, perform his duties and all other duties assigned to him by the directors.

Secretary

48. The directors shall appoint the Secretary who need not be a director.

The seal

49. The company shall adopt a seal which shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors or by a director and the Secretary.

Accounts and audit

50. The company may appoint auditors to examine the accounts and report thereon in accordance with the Act.

Notices

51. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

52. The company may give notice to a member either by sending it by post in a prepaid envelope addressed to the member at his registered address **or** by leaving it at that address.

53. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be

deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

54. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding up

55. If the company is wound up, the company may, with the sanction of a special resolution and any other sanction required by the Act, divide the whole or any part of the assets of the company among the members in *specie* and the liquidator or, where there is no liquidator, the directors may, for that purpose, value any assets and determine how the division shall be carried out as between the members.

Indemnity

56. In so far as the Act allows, every present or former officer of the company shall be indemnified out of the assets of the company against any loss or liability incurred by him by reason of being or having been such an officer.

Subscriptions

57. Members shall pay annual membership dues in such amounts as shall be determined by an annual general meeting. Dues shall be payable in advance.

Code of Ethics and Standards of Professional Conduct

58. The directors may adopt (and amend from time to time) a Code of Ethics and Standards of Professional Conduct to be observed by members in the conduct of their business.

Termination of Membership

59. Any member may resign from membership by written notice to the Secretary. A member who has resigned may re-apply for membership at any time after six months following his resignation provided he has settled all membership dues and sums due to the company during his previous membership.

60. The membership of a member may be terminated for non payment of membership dues by the board of directors by a two-thirds vote of directors present and voting.

61. A majority of two-thirds of members present and voting at an annual or other general meeting of the company may by resolution (of which notice has been given by the notice convening the meeting) expel any member whose conduct, in their opinion, renders him unfit to be a member of the company. The rules of natural justice must be duly observed by the company in taking such decision.

Alteration of Articles

62. These articles may be amended by special resolution of the company according to the provisions of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

The Bankers and Financial Services
Association of St. Kitts and Nevis Ltd
Chambers of Kelsick, Wilkin & Ferdinand
South Independence Square
Basseterre
St. Kitts.

By: ....
HUGHWARD E. PINARD – President

Witness: ....

Name: V. CREDUX

Address: BAY ROAD
BASSETERRE, ST KITTS.

Occupation: MANAGER'S SECRETARY

FINANCIAL SERVICES
DEPARTMENT
NOV 03 2004
ST. CHRISTOPHER & NEVIS