

**THE COMPANIES ACT**

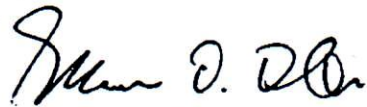
**(NO. 18 OFF 1992)**

**STATIONARY DECLARATION**

**PURSUANT TO SECTION 3(3)**

I, Murrio D. Ducille Counsel and Attorney of the Supreme Court of the Commonwealth of The Bahamas, do solemnly and sincerely declare that to the best of my knowledge and belief, none of the signatories to the MEMORANDUM AND ARTICLES OF ASSOCIATION of CIVIL SOCIETY BAHAMAS are individuals described in Section 3(2) of the Companies Act, 1992 and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act.

Declared this 14<sup>h</sup> day  
of March, A.D., 2005



BEFORE ME,



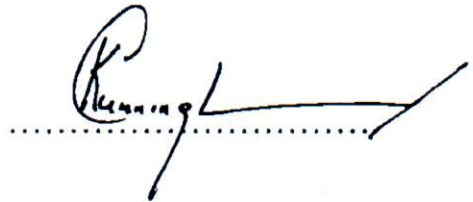
NOTARY PUBLIC

COMMONWEALTH OF THE BAHAMAS  
NEW PROVIDENCE

I, Kelphele Cunningham, Barrister and Attorney-At-Law of the Western District of the Island of New Providence, one of the Islands of the Commonwealth of the Bahamas, make oath and say that I was present and saw the signatories <sup>e</sup>~~are~~ all citizens of The Commonwealth of The Bahamas, sign, seal and as and for their respective acts and deeds execute and deliver the annexed MEMORANDUM AND ARTICLES OF ASSOCIATION OF CIVIL SOCIETY BAHAMAS dated the 10<sup>th</sup> day of March, A.D., 2005 for the purposes therein mentioned; and that I subscribe my name as the witness to the due execution thereof.

SWORN TO at Nassau, Bahamas

This 14<sup>th</sup> day of  
March, A.D., 2005

A handwritten signature in black ink, appearing to read 'K. Cunningham', written over a horizontal dotted line.

Before Me,

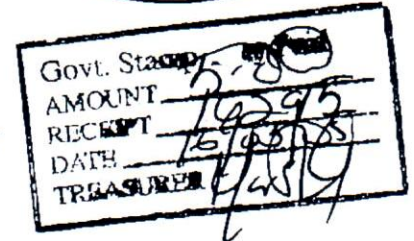
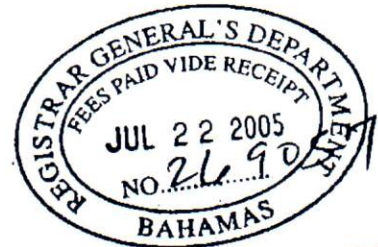
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NOTARY PUBLIC

**The Companies Act 1992**

**A NON-PROFIT COMPANY**

**MEMORANDUM OF ASSOCIATION  
OF  
CIVIL SOCIETY BAHAMAS**



1. The name of the Association is "**CIVIL SOCIETY BAHAMAS**" (hereinafter referred to as "**CSB**").
2. **CSB** is non partisan.
3. **CSB**, focuses on the betterment of individuals through improvement of their general, social, economic, spiritual and material welfare.
4. The objectives of **CSB** shall be:-
  - a) **TO PROVIDE** a means for the private sector to join hands and partner with the Government of the day in fostering ways to enhance democracy, alleviate poverty, eradicate injustice and promote national development.
  - b) **TO FORMULATE** a public structure partnership with the Government in promoting dialogue for good governance in the country by expressing outrage, and/or outcry over injustice, poverty and any number of conditions that leads to unhappiness in the society and instability of the population.
  - c) **CSB THEREFORE SEARCHES** for, and identifies, at any given time, the myriad of problems that confront our society, either on its own volition, or through the public at large and search for solutions to these problems. The solutions are derived at after proper education



and feed back from society through radio programs, television programs, town meetings, the internet and any other appropriate public forums.

- d) **TO PROVIDE** the Government with assistance with solutions to the myriad of problems referred to in (c) above by presenting papers, proposals, letters, Resolutions and making recommendations as to how the problems may be solved.
- e) **TO PROVIDE** a focal point for all Civil Society Organizations, (CSOs), all Non Governmental Organizations (NGOs) and individuals of The Bahamas.
- f) **TO PROVIDE** a clearing house of information for CSOs and NGOs and individuals.
- g) **TO PROVIDE** a forum for CSOs, NGOs and individuals to identify social, economic and cultural problems and moreover explore available options for solutions to these problems as laid out in (c) and (d) above as these organizations constitute a social barometer reflecting the existence and intensity of social problems.
- h) **TO ADVANCE** people through education by participatory Seminars, Town meetings, dialogue and any other appropriate means, on areas of concern, thereby promoting the democratic principles.
- i) **TO EMPOWER** people through economic and trade opportunities to become partners in business ventures, development and participation in The Bahamas.
- j) **TO PROVIDE** emergency relief and assistance to the people of The Bahamas in anyway whatsoever and likewise, to make donations to the people in the event of catastrophe or natural disaster.
- k) **TO PROVIDE** representation at Regional and International forums.

- 1) **TO SEEK** external funding Locally and Internationally from Local and various International Organizations, to support activities in achieving CSB aforementioned objectives.
5. The income and property of this Organization, whencesoever derived, shall be applied solely towards the promotion of the objects of the Organization 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 Organization. Nothing herein shall prevent the payment in good faith of remuneration to any officer, servant, agent or person employed by the Organization or other person in return for any services actually rendered to the Organization.
6. No addition, alteration or amendment shall be made to or in the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved by the Members of the Association and Minister responsible for Companies in The Commonwealth of The Bahamas.
7. The fifth and sixth Clauses of this Memorandum of Association are conditions on which a License is granted by the Minister responsible for Companies under his hand and seal to this Organization in pursuance of The Companies Act, Statute Law of The Commonwealth of The Bahamas.
8. The Company has no authorised share capital and is to be carried on without pecuniary gain to its members and that any profits or other accretions to the company are to be used in furthering its undertaking.
9. If upon a winding up or dissolution of the Organization there remains, after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to nor distributed among the Members of the



Organization but shall be given or transferred to some other institution or association having objects similar to those of this Organization and which will prohibit the distribution of its or their income and property among them or their members to an extent at least as great as is imposed on the Organization under or by virtue of Clause five (5) hereof, such institutions or associations to be determined by the Members of the Organization at or before the time of dissolution, or in default thereof by such Judge of the Supreme Court of The Commonwealth of The Bahamas as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions, then to such charitable objects as shall be selected by the Members of the Organization.

10. Every member of the Organization undertakes to contribute to the assets of the Organization, in the event of the same being wound up during the time he is a member, or within One (1) year afterwards, for payment of the debts and liabilities of the Organization contracted before the time at which he ceases to be a member, and towards the costs, charges, and expenses of winding up the same, and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Dollar (\$1.00) or in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

11. WE, the CSOs and NGOs and individuals whose names and addresses are subscribed, are desirous of being formed into an Organization in pursuance of this Memorandum of Association.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

  
FRED MANCINICH

FRANKLIN CARTER  
Nassau, Bahamas

  
Franklin Carter

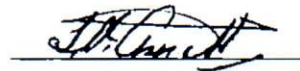
OBIE FORRESTER JR  
TUC  
NASSAU Bahamas



PATRICK SPAIN  
N.C.T.U.  
NASSAU, BAHAMAS



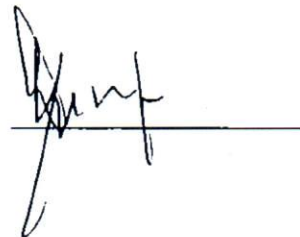
TORQUIS V. ARNETT  
BFLON



DR. MADUWE SAWYER  
HEALTH, NASSAU, BAHAMAS.



PHILIP A. SIMON JR.  
BAHAMAS CHAMBER OF COMMERCE  
NASSAU, THE BAHAMAS



William T. Cleare  
NASSAU BAHAMAS

W Cleare

Sonia L. James  
NASSAU - BAHAMAS

Sonia James  
+

JOHN PINDER  
NASSAU, BAHAMAS

John Pinder

Richard Johnson  
NASSAU Bahamas

Richard Johnson

David A. Clarke  
Nassau, The Bahamas

David Clarke

**WITNESS to the above signatures**  
**Dated this 10<sup>th</sup> day of March A.D., 2005.**

Clarence



**THE COMPANIES ACT 1992**

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**A NON-PROFIT COMPANY**

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**ARTICLES OF ASSOCIATION  
OF  
CIVIL SOCIETY BAHAMAS**



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**Article 1**

**GENERAL**

In these presents the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column thereof.

**FIRST COLUMN**

**SECOND COLUMN**

CSB

CIVIL SOCIETY BAHAMAS –  
Is a non-profit Organization representing all Voluntary Organizations, Non Government Organizations, Civil Society Sectors which are not Government controlled, as well as Individuals.

CSOs & NGOs

All Civil Society Organizations and all Non Governmental Organizations including:  
Private Sector, Labour, Religion, Community Based Organizations, Associations, Charities, Societies, Clubs, Human Rights, Justice, Youth, Environment, Health, Advocacy, Education, Sports, Elderly, Culture, Community Development,

Children, Disabled and Enterprise Development and any other voluntary Organizations.

**INDIVIDUALS**

Any member of society who wish to have a voice in the way the country is run.

**Article 2**

**OBJECTIVES**

1. The Organization is established for the purposes expressed in the Memorandum of Association.
2. The Registered Office of the Organization shall be situated in the City of Nassau in the Commonwealth of The Bahamas, or such other place as may be decided by the Directors.
3. The affairs of the Organization shall be managed by a Board of Directors.

**Article 3**

**FUNDS**

1. The Organization shall become a Non-profit Company pursuant to Sections 161 to 169 of the Companies Act 1992 (hereinafter referred to as the Act). Its funds and property whencesoever derived shall be applied towards the promotion of the objectives hereinbefore set forth and not for profit or gain. Nothing herein shall prevent the payment in good faith of remuneration to any officer, servant, agent or person employed by the Organization or to any member of the Organization or other person in return for any services actually rendered to the Organization.
2. True and accurate accounts shall be kept of all moneys received and expended by the Organization and the manner in which such receipts or expenditure occurred and of the property credit, assets and liabilities of the

Association and shall be open to the inspection of any member of the Organization.

#### **Article 4**

#### **MEMBERSHIP**

1. The number of Members with which the Organization is registered is Twelve (12) but there is no limit on the number of Members of the Organization. The said members are referred to as the Original Founding Members.
2. Such other persons wishing to become members shall be accepted as a member at their first attendance of a Regular Meeting of the Organization, and upon payment of subscription and their name added to the Register of Members.
3. Membership shall be opened to all CSOs, NGOs and Individuals as defined in the interpretation in Article 1.
4. An annual subscription will be required for membership in the Organization in the amount as outlined below.
5. There shall be two (2) class of membership:-
 

(i) CSOs & NGOs	\$25.00
(ii) Individual	\$10.00

#### **Article 5**

#### **THE EXECUTIVE**

1. The management of the Organization shall be entrusted to an Executive body consisting of the President, Vice-President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary. The aforesaid Officers shall also be Directors of the Organization. In addition eight (8)



other Directors shall be elected from the membership at large at the Annual General Meeting of the Association.

2. The term of office of each Director shall be twenty-four (24) months from the Annual General Meeting and Directors may be elected to serve additional terms without limitation save that the President may not serve more than two full consecutive terms, although he may serve again after an intervening period of two years.

3. Notwithstanding the first Directors shall serve less than twenty-four (24) months as their term of office shall run from the date of election to the First Thursday in January of the second year following election.

4. The Executive shall meet monthly prior to the Regular and Annual General Meetings for general business and may hold other meetings as required. Seven (7) members shall constitute a quorum.

5. The President, or in his/her absence, the Vice-President shall preside over each meeting of the Executive. If neither the President nor Vice-President shall be present for fifteen (15) minutes after the time appointed for the holding of the meeting, the members of the Executive then present shall elect therefrom a Chairman and proceed with the business. At any Executive Meeting each member thereof shall have one vote only. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.

6. The Executive shall hold office from their election until the second Annual General Meeting provided that any member of the Executive may at any time resign therefrom by giving notice in writing to the Secretary.

7. The Executive shall be empowered to elect any member of the Association to fill any casual vacancy occurring by death, resignation, or a

member of the Executive ceasing during his term of office to be a member of the Organization.

8. The Executive shall have power:-

- (a) **TO APPOINT** Sub-Committees for specific purposes and to delegate to them any powers of the Executive;
- (b) **TO DECIDE** all disputes between members of the Association; and
- (c) **TO MAKE** bye-laws to provide for matters specified in the Second Schedule of the Act.

## Article 6

### MEETINGS

1. The Organization shall hold Regular Meetings on the Third Thursday in the each month.
2. The Organization expects to be debriefed by the Government from time to time on current affairs relative to the Country.
3. The Organization will provide the Government with assistance to the myriad of problems by firstly, educating the public, secondly by obtaining feed back from the public, and thirdly by presenting to the Government recommendations on solving the problems.
4. The Annual General Meeting of the Organization shall be held on the First Thursday in the month of January.
5. Notice of the Annual General Meeting and of the business to be transacted thereat shall be posted on the Notice Board of the Organization one (1) month before the date of holding same.
6. At the Annual General Meeting, the President shall preside as Chairman or in his absence, the Vice President or if none of them be



present, some other member of the Executive. A quorum for the Annual General Meeting will be Ten (10) per centum of eligible members. The Chairman shall ascertain the decision of the meeting by a show of hands or by ballot. All financial members of the Organization shall be entitled to be present at the Annual General Meeting and if present, to vote upon any resolution, question or matter put to the meeting and in the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.

7. There shall be voting at the Annual General Meeting by proxy.

8. The Secretary may at any time for any special purpose convene a Special General Meeting and he shall do so forthwith on the requisition in writing of any seven (7) members. Notice of such Special General Meeting shall be posted on the Notice Board of the Organization Fourteen (14) days before holding the same. The procedure at such meeting and the rights of members to be present and vote thereat shall be the same in all respects as those provided for the Annual General Meetings.

## **Article 7**

### **OFFICERS**

#### **1. PRESIDENT**

The President, or in his absence, the Vice President shall preside over the Executive, Regular, Special and Annual General Meetings. If neither the President nor Vice President shall be present for fifteen (15) minutes after the time appointed for the holding of a meeting, the members of the Executives then present shall elect therefrom a Chairman and proceed with the business. At any Meeting of the Organization, each member thereof shall have one vote only.



## **2. VICE PRESIDENT**

To preside over the meetings of the Organization in the absence of the President and all other duties as assigned by the President, Executive or the Organization.

## **3. SECRETARY**

The duties of a Secretary of the Organization shall be: -

- (a) To prepare and keep a Register of the names and addresses of the members of the Organization.
- (b) To attend to all correspondence and to assist generally in the carrying out of the objectives of the Organization;
- (c) To keep the minutes of all meetings of the Organization and the Executive and for the purposes thereof and to keep a list of the members present at each meeting;
- (d) To receive and record all moneys due and payable to the Association; and
- (e) To make a record of all changes of officials made by the Organization during the year preceding the date to which the general statement is made out.

## **4. ASSISTANT SECRETARY**

The Assistant Secretary will perform all duties as are assigned by the President, Secretary, Executive or the Association. In the absence of the Secretary, the Assistant Secretary will perform the duties of the Secretary.

## **5. TREASURER**

The duties of the Treasurer of the Organization shall be:-

- (a) To make all payments, whether to members or otherwise, in accordance with any directions, whether general or special given to him by the Executive or in accordance with these rules.
- (b) To keep an account of all moneys paid and received by him in particular to keep a Cash Book showing all income and expenditure of the Organization and all other such books as are needed or prescribed by the Committee;
- (c) To render a statement, supported by vouchers of all moneys disbursed by him, whenever requested by the Executive to do so;
- (d) To submit accounts from time to time as he may be directed and in particular at the Annual General Meeting to submit the annual return and statement of accounts duly audited; and
- (e) To submit a general statement of the receipts, funds, effects and expenditure of the Organization to any member of the Organization, and any National Organizations and any International Organizations upon request.

#### 6. **ASSISTANT TREASURER**

The Assistant Treasurer will perform all duties as are assigned by the President, Treasurer, Executive of the Association. In the absence of the Treasurer, the Assistant Treasurer will perform the duties of the Treasurer.

### **Article 8** **DIRECTORS**

1. The Board of Directors shall consist of the President, Vice President Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and Eight (8) other Directors who shall be elected from the membership at large at the Annual General Meeting of the Association.
2. The Directors may meet together for the dispatch of business and otherwise regulate their meetings and proceedings, as they think fit.
3. A quorum at meetings of the Director shall consist of at least one-half of the Directors present in person, namely Seven (7).
4. Without prejudice to the general powers conferred by any preceding Articles, the Directors shall have absolute control over all the affairs and property of the Organization to purchase, build, sell or lease or otherwise acquire for the Organization any real or personal property, and may enter into all such negotiations and contracts, invest and deal with any money and securities including borrowing in the name and on behalf of the Organization.

#### **5. INDEMNITY OF DIRECTORS**

The Directors, Officers and Servants for the time being of the Association acting in relation to any of the affairs of the Organization and everyone of them, shall be indemnified and secured harmless from and against all actions, costs, charges, losses, damages and expenses which they, or any of them, their heirs, executors or administrators shall or may incur or sustain, by any act done, or omitted in the execution of their duty.

### **Article 9**

#### **OPERATION OF BANK ACCOUNTS**

1. A Resolution passed by a majority of the Directors Fifty-one (51%) per centum may determine the opening and closing of Bank Accounts.



2. All cheques and orders on the Bank shall be signed by Treasurer or Assistant Treasurer and countersigned by either the President, or the Vice-President.

**Article 10**

**THE SEAL**

The Seal of the Civil Society Bahamas (CSB) shall be affixed by the President in the presence of the Secretary or in their absence by the Vice-President in the presence of the Assistant Secretary.

**Article 11**

**AUTHENTICATION OF DEEDS AND DOCUMENTS**

All deeds executed on behalf of the Organization may be in such form as the Directors think fit and in addition to being sealed with the seal shall be signed by the President or Vice-President and countersigned by the Secretary or Assistant Secretary of the Organization.

**Article 12**

**AUDIT OF ACCOUNTS**

1. At the Annual General Meeting, two (2) members shall be appointed auditors for the ensuing year for the purpose of auditing the Organization's accounts. The auditors, or one of them, or if they are both unwilling or unable to act, two other members appointed by the Executive, shall before the First Thursday in January, examine the annual returns prepared by the Treasurer and verify the same with the accounts and voucher relating thereto and shall either sign the annual return as found by them to be correct, duly vouched and in accordance with law and shall specially report to the

Organization at the Annual General Meeting held on the First Thursday in January in what respect they find it incorrect, unvouched, or not in accordance with law.

2. The Audited Accounts shall be as at the 31<sup>st</sup> December of each year.
3. The said Audited Accounts shall be made available to any member of the Organization, and any National Organizations and any International Organizations upon request.

**Article 13**  
**AMENDMENTS**

No addition, alteration or amendment shall be made to or in the regulations contained in these Articles of Association unless the same shall have been previously submitted to and approved by the Members of the Association and Minister responsible for Companies in The Commonwealth of The Bahamas.

WE the CSOs, NGOs and Individuals whose names and addresses are subscribed, are desirous of being formed into an Organization in pursuance of this Articles of Association.

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**NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS**

---

  
\_\_\_\_\_  
FRED ALLEN

  
\_\_\_\_\_

WILLIAM T. O'LEARE.  
NASSAU BAHAMAS.

Wm O'Leare.

FRANKLIN J. CARTER  
NASSAU, BAHAMAS

Franklin Carter

OBIE FORQUISON JR  
TUC  
NASSAU BAHAMAS

Obie Forquison

TORQUAY V. HENNETT  
BELCO

T. Hennett

DR. MADLONE SAWYER  
HEALTH, NASSAU, BAHAMAS

Madlone Sawyer

PATRICK S BOW  
NCTU.  
NASSAU, BAHAMAS

Patrick S. Bow

PHILIP A. SIMON JR.  
BAHAMAS CHAMBER OF COMMERCE  
NASSAU, THE BAHAMAS

Philip A. Simon Jr.

SONIA K. DAMES  
NASSAU BAHAMAS

Sonia K. Dames

JOHN PINDER  
NASSAU, BAHAMAS

John Pinder

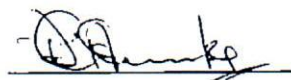


Richard Johnson  
Nassau, Bahamas



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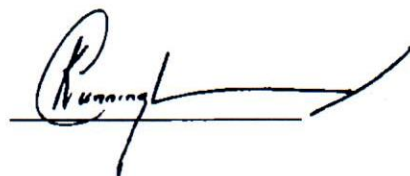
David A. Clarke  
Nassau, The Bahamas



A handwritten signature in cursive script, appearing to read 'David A. Clarke', written over a horizontal line.

**WITNESS to the above signatures**

**Dated this 10<sup>th</sup> day of March A.D., 2005.**



A handwritten signature in cursive script, appearing to read 'P. Running', written over a horizontal line.