

**REPUBLIC OF SEYCHELLES**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT, 1994**

**ARTICLES OF ASSOCIATION**

OF

**“Company Name”**

Company Number \*\*\*\*\*

**1. INTERPRETATION**

In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Expressions:	Meanings:
1.1. Capital	The sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value held by the Company as treasury shares plus 1.1.1. the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and 1.1.2. the amounts as are from time to time transferred from surplus to capital by a resolution of directors.
1.2. Member	A person who holds shares in the Company.
1.3. Person	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
1.4. Resolution of directors	1.4.1. A resolution approved at a duly constituted meeting of the Company or of a committee of directors of the Company by the affirmative vote of a simple majority of the directors present who voted and did not abstain where the meeting was called on proper notice or, if on short notice, if those directors not present have waived notice; or 1.4.2. A resolution consented to in writing by all directors or of all members of the committee, as the case may be.
1.5. Resolution of Members	1.5.1. A resolution approved at a duly constituted meeting of the members of the Company by the affirmative vote of 1.5.1.1. a simple majority of the votes of the shares which were present at the meeting and were voted and not abstained, or 1.5.1.2. a simple majority of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and not abstained and of a simple majority of the votes of the remaining shares entitled to vote thereon which were present at the meeting and were voted and not abstained; or 1.5.2. A resolution consented to in writing by

- 1.5.2.1. an absolute majority of the votes of each class or series of shares entitled to vote thereon; or
- 1.5.2.2. an absolute majority of the votes of each class or series of shares entitled to vote thereon as a class or series and of an absolute majority of the votes of the remaining shares entitled to vote thereon.
- 1.6. Securities Shares and debt obligations of every kind, and options, warrants and rights to acquire shares or debt obligations.
- 1.7. Surplus The excess, if any, at the time of the determination of the total assets of the company over the aggregate of its total liabilities as shown in its books of accounts, plus the Company's capital.
- 1.8. The Memorandum The memorandum and articles of association of the Company as originally framed or as from time to time amended.
- 1.9. The Act The International Business Companies Act 1994.
- 1.10. The Seal The common seal of the Company.
- 1.11. These Articles These articles of association as originally framed or as from time to time amended.
- 1.12. Treasury Shares Shares in the Company that were previously issued but were repurchased, redeemed or otherwise acquired by the Company and not cancelled.
- 1.13. "written" or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode or representing or reproducing words in a visible form, including telex, telegram, cable or other form of writing produced by electronic communication.
- 1.14. Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these articles.
- 1.15. Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these articles, it shall equally, where the context admits, include the other.
- 1.16. A reference in these articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares, except that it is the votes allocated to shares that shall be counted and not the number of members who actually voted, and a reference to shares being present at a meeting shall be given a corresponding construction.
- 1.17. A reference to money in these articles is a reference to the currency of the United States of America unless otherwise stated.

## **2. REGISTERED SHARES**

- 2.1. The Company shall issue to every member holding registered shares in the Company a certificate signed by a director or officer of the company and under the seal specifying the share or shares held by him, and the signature of the director or officer and the seal may be facsimiles.
- 2.2. Any member receiving a share certificate for registered shares shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of the wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a share certificate for registered shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a resolution of directors.
- 2.3. If several persons are registered as joint holders of any shares, any one of such persons may be given an effectual receipt for any dividends payable in respect of such shares.

### 3. BEARER SHARES

- 3.1. Subject to a request for the issue of bearer shares and to the payment of the appropriate consideration for the shares to be issued, the Company may, to the extent authorised by the memorandum, issue bearer shares to, and at the expense of, such person as shall be specified in their request. The Company may also, upon receiving a request in writing accompanied by the share certificates for the shares in question, exchange registered shares for bearer shares or may exchange bearer shares for registered shares. Such request served on the Company by the holder of bearer shares shall specify the name and address of the person to be registered and unless the request is delivered in person by the bearer, shall be authenticated as hereinafter provided. Such request served on the company by the holder of bearer shares shall also be accompanied by any coupons or talons, which at the date of such delivery have not become due for payment of dividends or any other distribution by the Company to the holders of such shares. Following such exchange the share certificate relating to the exchange shares shall be delivered as directed by the member requesting the exchange.
- 3.2. Bearer share certificates shall be under the seal and shall state that the bearer is entitled to the shares therein specified, and may provide by coupons, talon or otherwise for the payment of dividends or other monies on the shares included therein.
- 3.3. Subject to the provisions of the Act and of these articles the bearer of a bearer share certificate shall be deemed to be a member of the Company and shall be entitled to the same rights and privileges as he would have had if his name had been included in the share register of the Company as the holder of the shares.
- 3.4. Subject to any specific provisions in these articles, in order to exercise his rights as a member of the Company, the bearer of a bearer share certificate shall produce the bearer share certificate as evidence of his membership of the Company. Without prejudice to the generality of the foregoing, the following rights may be exercised in the following manner:
  - 3.4.1. for the purpose of exercising his voting rights at a meeting, the bearer of a bearer share certificate shall produce such certificate to the chairman of the meeting.
  - 3.4.2. for the purpose of exercising his vote on a resolution in writing, the bearer of a bearer share certificate shall cause his signature to any such resolution to be authenticated as hereinafter set forth.
  - 3.4.3. for the purpose of requisitioning a meeting of members, the bearer of a bearer share certificate shall address his requisition to the directors, and his signature thereon shall be duly authenticated as hereinafter provided; and
  - 3.4.4. for the purpose of receiving dividends, the bearer of a bearer share certificate shall present at such places as may be designated by the directors, any coupons or talons issued for such purpose, or shall present the bearer share certificate to any paying agent authorised to pay dividends.
- 3.5. The signature of a bearer of a bearer share certificate shall be deemed to be duly authenticated if the bearer of the bearer share certificate shall produce such certificate to a notary public or a bank manager or a director or officer of the Company (hereinafter referred to as an “authorised person”) and if the authorised person shall endorse the document bearing such signature with a statement.
  - 3.5.1. identifying the bearer share certificate produced to him by number and date and specifying the number of shares and the class of shares (if appropriate) comprised therein.
  - 3.5.2. confirming that the signature of the bearer of the bearer share certificate was subscribed in his presence and that if the bearer is representing a body corporate he has so acknowledged and has produced satisfactory evidence thereof.
  - 3.5.3. specifying the capacity in which he is qualified as an authorised person and, if a notary public, affixing his seal thereto or, if a bank manager, attaching an identifying stamp of the bank of which he is a manager.
- 3.6. Notwithstanding any other provisions of these articles at any time, the bearer of a bearer share certificate may deliver the certificate for such shares into the custody of the Company at its

registered office, whereupon the Company shall issue a receipt therefore under the seal signed by a director or officer identifying by name and address the person delivering such certificate and specifying the date and number of bearer shares so deposited and the number of shares comprised therein. Any such receipt may be used by the person named therein for the purpose of exercising the rights vested in the shares represented by the bearer share certificate so deposited including the right to appoint a proxy. Any bearer share certificate so deposited shall be returned to the person named in the receipt or his personal representative if such person be dead and thereupon the receipt issued therefore shall be of no further effect whatsoever and shall be returned to the company for cancellation or, if it has been lost or mislaid, such indemnity as may be required by resolution of directors shall be given to the Company.

- 3.7. The bearer of a bearer share certificate shall for all purposes be deemed to be the owner of the shares comprised in such certificate and in no circumstances shall the Company or the chairman of any meeting of members or the Company's registrars or any director or officer of the Company or any authorized person be obliged to inquire into the circumstances whereby a bearer share certificate came into the hands of the bearer thereof, or to question the validity or authenticity of any action taken by the bearer of a bearer share certificate whose signature has been authenticated as provided herein.
- 3.8. If the bearer of a bearer share certificate shall be a corporation, then all the rights exercised by virtue of such shareholding may be exercised by an individual duly authorised to represent the corporation, but unless such individual shall acknowledge that he is duly authorised to represent the corporation, the individual shall for all purposes hereof be regarded as the holder of the shares in any bearer share certificate held by him.
- 3.9. The directors may provide for payment of dividends to the holders of bearer shares by coupons or talons and in such event the coupons or talons shall be in such form and payable at such time and in such place or places as the directors shall resolve. The Company shall be entitled to recognise the absolute right of the bearer of any coupon or talon issued as aforesaid to payment of the dividend to which it relates, and delivery of the coupon or talon to the Company or its agents shall constitute in all respects a good discharge by the Company in respect of such dividend.
- 3.10. If any bearer share certificate, coupon or talon be worn out or defaced, the directors may, upon the surrender thereof for cancellation, issue a new one in its stead, and if any bearer share certificate, coupon or talon be lost or destroyed, the directors may, upon the loss or destruction being established to their satisfaction and upon such indemnity being given to the Company as it shall by resolution of directors determine, issue a new bearer share certificate in its stead, and in either case on payment of such sum as the Company may from time to time by resolution of directors determine. In case of loss or destruction the person to whom such new bearer share certificate, coupon or talon is issued shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such loss or destruction and to such indemnity.

#### **4. SHARES, AUTHORISED CAPITAL AND CAPITAL**

- 4.1. Subject to the provisions of these articles and any resolution of members, the unissued shares of the Company shall be at the disposal of the directors who may, without prejudice to any rights previously conferred on the holders of any existing shares or class or series of shares, offer, allot, grant options over or otherwise dispose of the shares to such persons at such times and upon such terms and conditions as the Company may by resolution of directors determine.
- 4.2. Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.
- 4.3. Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of par value and the excess constitutes surplus.

- 4.4. A share issued by the Company upon conversion of, or in exchange for, another share, a debt obligation or other security in the Company shall be treated for all purposes as having being issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.
- 4.5. Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these articles) as the Company may by resolution of directors determine.
- 4.6. The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of the same class or series of shares.
- 4.7. Upon the issue by the Company of a share without par value, the consideration in respect of the share constitutes capital to the extent designated by the directors, and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
- 4.8. The Company may purchase, redeem or otherwise acquire and hold its own shares but no purchase, redemption or other acquisition, which shall constitute a reduction in capital, shall be made except in compliance with articles 7.4 and 7.5.
- 4.9. Shares that the Company purchases, redeems or otherwise acquires pursuant to article 4.8 may be cancelled or held as treasury shares unless the shares are purchased, redeemed or otherwise acquired out of capital and would otherwise infringe upon the requirements of articles 7.4 and 7.5, or to the extent that such shares are in excess of 80 per cent of the issued shares of the Company, in which case they shall be cancelled but they shall be available for reissue. Upon the cancellation of a share, the amount included as capital of the Company with respect to that share shall be deducted from the capital of the Company.
- 4.10. Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 per cent of the votes in the election of directors of the other company, such shares of the Company are not entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.
- 4.11. No notice of a trust, whether expressed, implied or constructive, shall be entered in the share register.

## **5. TRANSFER OF SHARES**

- 5.1. Subject to any limitations in the memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
- 5.2. The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferor's name has been entered in the share register.
- 5.3. Subject to any limitations in the memorandum, the Company must on the application of the transferor or transferee of a registered share in the Company, enter in the share register the name of the transferor of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution of directors determine, provided always that such registration shall not be suspended and the share register closed for more that 60 days in any period of 12 months.

## **6. TRANSMISSION OF SHARES**

- 6.1. The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only persons recognised by the Company as having

any title to his share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next two articles.

- 6.2. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered, as a member shall be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
- 6.3. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.
- 6.4. What amounts to incompetence on the part of a person is a matter to be determined by the court, having regard to all the relevant evidence and the circumstances of the case.

## **7. REDUCTION OR INCREASE IN AUTHORISED CAPITAL OR CAPITAL**

- 7.1. The Company may by a resolution of directors amend the memorandum to increase or reduce its authorised capital and in connection therewith the Company may, in respect of any unissued shares increase or reduce the number of shares, increase or reduce the par value of any shares or effect any combination of the foregoing.
- 7.2. The Company may amend the memorandum to:
  - 7.2.1. divide the shares, including issued shares, of a class and series into a larger number of shares of the same class or series; or
  - 7.2.2. combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series;  
provided, however, that where shares are divided or combined under articles 7.2.1 and 7.2.2, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.
- 7.3. The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital, and, subject to the provisions of articles 7.4 and 7.5 the capital of the Company may be reduced by transferring an amount of the capital of the Company to surplus.
- 7.4. No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares, and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company a treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.
- 7.5. No reduction of capital shall be effected unless the directors determine that immediately after the reduction, the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of the Company, and its remaining capital, and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.
- 7.6. Where the Company reduces its capital the Company may:
  - 7.6.1. return to its members any amount received by the Company upon the issue of any of its shares;
  - 7.6.2. purchase, redeem or otherwise acquire its shares out of capital; or
  - 7.6.3. cancel any capital that is lost or not represented by assets having a realisable value.

**8. MEETINGS AND CONSENTS OF MEMBERS**

- 8.1. The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside the Republic of Seychelles as the directors consider necessary or desirable.
- 8.2. Upon the written request of members holding 10 per cent or more of the outstanding voting shares in the Company, the directors shall convene a meeting of members.
- 8.3. The directors shall give not less than 7 days notice of meetings of members to these persons whose names on the date the notice is given appear as members in the share register of the Company.
- 8.4. A meeting of members held in contravention of the requirement in article 8.3 is invalid:
  - 8.4.1. if members holding not less than 90 per cent of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 per cent of the votes of each class or series of shares whether members are entitled to vote thereon as a class or series together with not less than a 90 per cent majority of the remaining votes, have agreed to shorter notice of the meeting; or
  - 8.4.2. if all members holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting shall be deemed to constitute waiver.
- 8.5. The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
- 8.6. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
- 8.7. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
- 8.8. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the member appointing a proxy. Only members who are individuals may appoint proxies.

I/We .....  
 being a member of the above Company with .....  
 shares HEREBY APPOINT .....  
 of ..... or failing him .....  
 ..... of .....  
 to be my/our proxy to vote for me/us at the meeting of members to be held on  
 ..... the day of ..... and  
 at any adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this ..... day of .....  
 .....  
 Member

- 8.9. The following shall apply in respect of joint ownership of shares:
  - 8.9.1. if two or more persons hold shares jointly, each of them may be present in person or by proxy at a meeting of members and may speak as a member;
  - 8.9.2. if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and
  - 8.9.3. if two or more of the joint owners are present in person or by proxy they must vote as one.
- 8.10. A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.

- 8.11. A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 per cent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting. If a quorum is present, notwithstanding the fact that such quorum may be represented by only one person then such person may resolve any matter and a certificate signed by such person accompanied, where such person be a proxy, by a copy of the proxy form, shall constitute a valid resolution of members.
- 8.12. If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved; in any other case it shall stand adjourned to the next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one-third of the votes of the shares or each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum, but otherwise the meeting shall be dissolved.
- 8.13. At every meeting of members, the chairman of the board of directors shall preside as chairman of the meeting. If there is no chairman of the board of directors or the chairman of the board of directors is not present at the meeting, the members present shall choose someone of their number to be the chairman of the meeting. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in person or by prescribed form or proxy at the meeting shall preside as chairman, failing which the oldest individual member or representative of a member present shall take the chair.
- 8.14. The chairman may, with the consent of the meeting, adjourn any 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.
- 8.15. At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not, and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of the meeting by the chairman.
- 8.16. Any person other than an individual shall be regarded as one member and subject to article 8.17 the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a Court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.
- 8.17. Any person other than an individual which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual member of the Company.
- 8.18. The chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested, or the votes cast by such proxy or on behalf of such person shall be disregarded.
- 8.19. Directors of the company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.

## **9. DIRECTORS**

- 9.1. The first directors of the Company shall be elected by the subscribers to the memorandum; and thereafter, the directors shall be elected by the members for such terms as the members determine.
- 9.2. The minimum number of directors shall be one and the maximum number shall be seven.
- 9.3. Each director shall hold office for the term, if any, fixed by resolution of members or until his earlier death, resignation or removal.
- 9.4. A director may be removed from office, with or without cause, by a resolution of members.
- 9.5. A director may resign his office by giving written notice of his resignation to the Company, and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.
- 9.6. A vacancy in the board of directors may be filled by a resolution of members or by a resolution of the majority of the remaining directors.
- 9.7. With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the company.
- 9.8. A director shall not require a share qualification, and may be an individual or a company.

## **10. POWERS OF DIRECTORS**

- 10.1. The business and affairs of the Company shall be managed by the directors who will pay all expenses incurred preliminary to and in conjunction with the formation and registration of the Company and may exercise all such powers of the Company as are not by the Act or by the memorandum or these articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorised by these articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.
- 10.2. The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company.
- 10.3. Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent, except that no officer or agent has any power or authority with respect to fixing the emoluments of directors.
- 10.4. Any director which is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the Board of Directors or with respect to unanimous written consents.
- 10.5. The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may act only for the purpose of appointing directors to fill any vacancy that has arisen or summoning a meeting of members.
- 10.6. All cheques, promissory notes, drafts, bills of exchange and other negotiable 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 shall from time to time be determined by resolution of directors.

## **11. PROCEEDINGS OF DIRECTORS**

- 11.1. The directors of the Company or any committee thereof may meet at such times and in such manner and places within or without the Republic of Seychelles as the directors may determine to be necessary or desirable.
- 11.2. A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
- 11.3. A director shall be given not less than 7 days' notice of meetings of directors, but a meeting of directors held without 7 days' notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend waive notice of the meeting. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.
- 11.4. A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in the place of the director.
- 11.5. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only two directors in which case the quorum shall be two.
- 11.6. If the company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters as are not by the Act or by the memorandum or by these articles required to be exercised by the members of the Company, and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.
- 11.7. At every meeting of the directors the chairman of the board of directors shall preside as chairman of the meeting. If there is no chairman of the board of directors or if the chairman of the board of directors is not present at the meeting, the vice chairman of the board of directors shall preside. If there is no vice chairman of the board of directors or if the vice chairman of the board of directors is not present at the meeting the directors shall choose someone of their number to be the chairman of the meeting.
- 11.8. The directors shall cause the following corporate records to be kept:
  - 11.8.1. minutes of all meetings of directors, members, committees of directors, committee of officers and committees of members;
  - 11.8.2. copies of all resolutions consented to by directors, members and committees of directors,
  - 11.8.3. committees of officers and committees of members; and
  - 11.8.4. such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the company.
- 11.9. The books, records and minutes shall be kept at the registered office of the Company or at such other place as the directors determine.
- 11.10. The directors may, by a resolution of directors, designate one or more committees, each comprising of one or more directors.
- 11.11. Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the seal, as set forth in the resolution of directors establishing the committee, except that no committee has any power or authority either to amend the memorandum or these articles or with respect to the matters requiring a resolution of directors under articles 9.6, 9.7 and 10.2.
- 11.12. The meetings and proceedings of each committee of directors consisting of two or more directors shall be governed mutatis mutandis by the provisions of these articles regulating the proceedings of

directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

## **12. OFFICERS**

- 12.1. The company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers may consist of a chairman of the board of directors, a vice chairman of the board of directors, president and one or more vice presidents, secretaries and treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.
- 12.2. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the chairman of the board of directors to preside at meetings of directors and members, the vice chairman to act in the absence of the chairman, the president to manage the day to day affairs of the company, the vice presidents to act in order of seniority in the absence of the president but otherwise to perform such duties as may be delegated to them by the president, the secretaries to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the treasurer to be responsible for the financial affairs of the Company.
- 12.3. The emoluments of all officers shall be fixed by resolution of directors.
- 12.4. The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

## **13. CONFLICT OF INTEREST**

- 13.1. No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related, including as a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors or at the meeting of the committee of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to the other party to the agreement or transaction are disclosed in good faith or are known by the other directors.
- 13.2. A director who has an interest in any particular business to be considered at a meeting of directors or members may be counted for the purposes of determining whether the meeting is duly constituted.

## **14. INDEMNIFICATION**

- 14.1. Subject to article 14.2 the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigate proceedings, any person who:
  - 14.1.1. is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the company; and
  - 14.1.2. is or was, at the request of the company, serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise.
- 14.2. Article 14.1 only applies to a person referred to in that article if the person acted honestly and in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.

- 14.3. The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these articles, unless a question of law is involved.
- 14.4. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.
- 14.5. If a person referred to in article 14.1 has been successful in defence of any proceedings referred to in that article, the person is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
- 14.6. The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company, or who at the request of the Company is or was serving as a director, an officer or a liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against all liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability under article 14.1.

## **15. SEAL**

The directors shall provide for the safe custody of the seal. The seal when affixed to any written instrument shall be witnessed by a director or any other person so authorised from time to time by resolution of directors. The directors may provide for a facsimile of the seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

## **16. DIVIDENDS**

- 16.1. The Company may by a resolution of directors declare and pay dividends in money, shares or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.
- 16.2. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
- 16.3. The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund upon such securities as they may select.
- 16.4. No dividends shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the reasonable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the directors as to the reasonable value of the assets of the Company is conclusive, unless a question of law is involved.
- 16.5. Notice of any dividend that may have been declared shall be given to each member in the manner hereinafter mentioned and all dividends unclaimed for three years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
- 16.6. No dividend shall bear interest against the Company and no dividend shall be paid on shares described in article 4.10.
- 16.7. A share issued, as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.

- 16.8. In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
- 16.9. In the case of a dividend of authorized but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
- 16.10. A dividend of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value does not constitute a dividend of shares.

## **17. BOOKS AND RECORDS**

- 17.1. The company shall keep such accounts and records as the directors of the Company consider necessary or desirable in order to reflect the financial position of the Company.
- 17.2. The company shall keep minutes or some notes or memoranda in writing of all meetings of directors, members, committees of directors, committees of officers and committees of members, and copies of all resolutions or decisions consented to or arrived at by directors, members, committees of directors, committees of officers and committees of members.
- 17.3. The books, records, minutes and notes required by articles 17.1 and 17.2 shall be kept at the registered office of the Company or at the principal business office of the Company or at such other place as the directors determine, and shall be kept open to the inspection of the directors at all times.
- 17.4. Where such books, records and minutes are kept at a place other than at the registered office of the company the address of such other place shall be notified to the Registrar by the directors or the registered agent.

## **18. AUDIT**

- 18.1. The Company may by resolution of members call for the accounts to be examined by auditors.
- 18.2. The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of members.
- 18.3. The auditors may be members of the Company but no director or other officer shall be eligible to be the auditor of the company during his continuance in office.
- 18.4. The remuneration of the auditors of the Company:
  - 18.4.1. in the case of auditors appointed by the directors, may be fixed by resolution of directors.
  - 18.4.2. otherwise shall be fixed by a resolution of members of the company.
- 18.5. An auditor appointed by the directors may at any time be removed and replaced by a resolution of members.

## **19. AMENDMENTS TO ARTICLES**

- 19.1. The Company may alter or modify the provisions contained in these Articles, as originally drafted or as amended from time to time, by resolution of directors or by resolution of members.

**20. CONTINUATION**

20.1. The Company may, by resolution of directors or by resolution of members, continue as a company incorporated under the laws of a jurisdiction outside Seychelles in the manner provided under those laws.

Dated this \*\*\*\*\*.

Subscriber's signature: \_\_\_\_\_

Name:

herein represented by

Company Secretary

Address:

Victoria, Mahé, Seychelles

**Witness to the above signature**

Signature: \_\_\_\_\_

Name:

Address:

Victoria, Mahé, Seychelles