

THE COMPANIES ORDINANCE

(Chapter 206)

REVISED

ARTICLES OF ASSOCIATION

Of

BELIZE MEDICAL AND DENTAL
ASSOCIATION

PRELIMINARY

In these articles and any bye-laws, rules and regulations made hereunder unless there is something in the context inconsistent therewith:

"the ordinance"	Shall mean the companies Ordinance 1958 and every other law or ordinance of Belize incorporated with and/or substituted for the same.
"The Association""	Shall mean Belize Medical and Dental Association.
"seal"	Shall mean the common seal of the Association.
"Month"	Shall mean calendar month.
"Office"	Shall mean the registered office for the time being of the Association.

MEMBERS

1. The number of members with which the association proposes to be registered exceeds ten.
2. The subscribers to the Memorandum of Association and such others as the Directors shall admit to membership shall be members of the Association. To open file for each member for proper identification.
3. All members of the Association shall pay to the Association a minimum annual subscription of One hundred and Fifty Dollars or such other sum as the Association in General Meeting may from time to time prescribe, upon the 1st day of January in each year.

4. Any member shall cease to be a member of the Association upon the 31st day of December in any year if his/her annual subscription due on the previous 1st day of January, has not been paid. Payments after the 15th of January will have an additional fee of 100.00 dollars.

All new members of the association shall, upon becoming members, sign the register of members or a written consent to become a member and three signature of the president, secretary and of the new member.

5. Any member may resign the association by giving to the Directors one month's notice of his intention so to do but no refund of his subscription, if already paid, shall be permitted.

GENERAL MEETING

6. The Association shall on the 2nd, Tuesday of January in each calendar year hold a General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. Provided that so long as the Association holds its first Annual Meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
7. All General Meetings other than Annual General Meetings shall be called monthly General Meetings and shall be held at least once a month.
8. The Directors may, whenever they think fit, convene an extraordinary Meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 66 of the Ordinance. If at any time there are not within the Country sufficient directors capable of acting to form a quorum any director or any two members of the Association may convene an Extraordinary general Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day of which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such manner, if any, as may

be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the association entitled to receive such notices from the association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend.

(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 ninety-five per cent of the total voting rights at that meeting of all the members.

10. 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 proceedings at that meeting.
11. No business shall be transacted at any General Meeting unless a quorum of 50% + one member of the members is present in person.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same date in the next month, at the same time and place. or to such other date and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. The President, if any, of the board of directors shall preside as chairman at every general meeting of the Association or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their members to be chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the executive members present shall choose one of their executive members to be the chairman of the meeting.
15. In the case of an equality of votes, whether on show of hands or on a poll, the chairman of the meeting at which the show of hands take place or at which the poll is deemed, shall be entitled to a second or casting vote.

16. Subject to the provisions of the ordinance a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meeting (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.
17. Every member shall have one vote.
18. No member may vote by proxy save where the same is appointed in writing, only members present can be elected for Executive.

DIRECTORS

19. The Directors of the association shall be the officers hereinafter mentioned.
20. The officers of the association shall consist of a president, and a vice-president, a treasurer, three executive members and a secretary, all of whom shall be members of the Association of which one has to be a dentist. The president of the association becomes the president of the college.
21. The officers and directors of the Association shall receive a reimbursement for their services upon presenting receipts, but shall be entitled to be paid all out of pocket expenses incurred by them in connection with the business of the Association.
22. The business of the Association shall be managed by the Directors, who may exercise all such powers of the Association as are given the companies Ordinance or by these articles required to be exercised by the Association in General Meeting.
23. The Directors may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meeting and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
24. All cheques, drafts, bills of exchange and all the receipts for monies paid by the association shall be signed accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
25. The office of a Director shall be vacated if the Director:-
 - (a) Without the consent of the Association in General Meeting holds any office of profit under the Association, or
 - (b) becomes bankrupt or makes any arrangement with his creditors,

or

- (c) becomes prohibited from being a Director by reason of any order made under the Ordinance or
- (d) becomes of unsound mind, or
- (e) resigns his office by notice in writing to the Association, or
- (f) is directly or indirectly interested in any contract with the association and fails to declare the nature of his interest in the manner required by the Ordinance.

ROTATION OF OFFICERS

- 26. At the third and subsequent tri-annual general meeting of the Association all the officers shall retire from office.
- 27. No member shall be elected to the same post for more than two consecutive years.
- 28. The association at a general meeting at which an officer has retired in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring officer shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office unless a Resolution for the re-election of such officer shall have been put to the meeting and lost.
- 29. The Association may from time to time by Ordinary resolution increase or reduce the number of Officers.
- 30. The members shall have power at any time and from time to time to appoint any person to be a director to fill a casual vacancy but so that this power shall not be exercised except for the purpose of maintaining the number of Directors at the minimum number fixed in accordance with these articles.
- 31. A quorum necessary for the transaction of the business of the Directors maybe fixed by the Association in general Meeting and unless so fixed shall be four (4).
- 32. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 33. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a director shall not withstanding that it

be afterwards dis- covered that there was some defect in the appointment of some director or person acting as aforesaid so that they or any such of them were disqualified) be as valid as if every such person had been duly appointed and was qualified to be a director.

SEALS

34.
- The Directors shall provide for the safe custody of the Seal which shall be only used by the authority of the Directors and every instrument to which the Seal be affixed shall be signed by a director and shall be counter- signed by the secretary or by a second director.

AUDITORS

35.
- Auditors shall be appointed and their duties regulated in accordance with the ordinance.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS
