- REVISED -

ARTICLES OF ASSOCIATION

OF

BELIZE MEDICAL AND DENTAL ASSOCIATION

(the "BMDA" or the "Association")

[EFFECTIVE: AUGUST 1, 2021]

(As amended in its entirety, passed or adopted in accordance with Section 13, read along with Section 2, of the Companies Act, Chapter 250 of the Laws of Belize, R.E. 2011, as a Special Resolution of the Association:

(a) first at an Extraordinary General Meeting of the Association held on the ……. day of …….., 2021, where it was passed by a majority of not less than three-quarters of such members as being entitled to do so, voted in person, or where proxies are allowed, by proxy, at which general meeting notice specifying the intention to propose the resolution as an extraordinary resolution was duly given; and

(b) subsequently confirmed at a further Extraordinary General Meeting of the Association held on the …..... day of ……., 2021, where the resolution was confirmed by a majority of the members entitled to vote as were present in person or by proxy (where proxy is allowed) at this subsequent general meeting, of which notice has been duly given, and held after an interval of not less than 14 days nor more than one month, from the date of the first meeting).

BELIZE

THE COMPANIES ACT

(CHAPTER 250 of the SUBSTANTIVE LAWS OF BELIZE, REVISED EDITION 2011)

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 Act" shall mean the Companies Act, Chapter 250 of the Substantive Laws of Belize, Revised Edition 2011, and every other law, act, or enactment 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.

"Present" shall mean, for the purposes of physical general meetings, present in person, or, for the purposes of electronic general meetings or virtual general meetings, present by electronic means (and references to persons attending by electronic means is defined as attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting), or a hybrid or combination of both physical general meetings and virtual general meetings, as the directors may from time to time decide, or as may be prescribed by these Articles of Association.

“Electronic general meeting” or “Virtual general meeting” shall mean a general meeting hosted on an electronic platform, and is where shareholder meetings are held without a physical meeting location. This can be done using conference call facilities or through a web browser, or mobile app technology. It is also possible to use a combination, for example using a conference call for shareholders to ask questions, then using a web browser or app to enable the shareholders to follow a presentation and then vote. Hence, the general meeting may be physically hosted at a specific location, simultaneously or not with an electronic general meeting or virtual general meeting;

“Electronic platform” shall mean any form of electronic platform and includes, without limitation, website addresses, application technology and conference call system.

“Attendance and speaking at general meetings” shall mean:

(1) A person is able to exercise the right to speak at a general meeting when that person is present and/or in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

MEMBERS

1. The number of members 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, and the Directors shall open a file for each member for proper identification. No person shall become a member of the Association unless—

   (a) that person is a duly qualified, recognized, and licensed physician or a dentist, in accordance with the provisions of the Medical Act;

   (b) that person has completed an application for membership in a form approved by the directors, and

   (c) the Board of Directors have approved the application.

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 be paid. Payments after the 15th of January will have an additional fee of One Hundred Dollars or such other sum as the Association in General Meeting may from time to time prescribe. All new members of the Association shall, upon becoming members, sign the register of members and/ or a written consent to become a member, and this document or these documents shall bear three signatures, namely those of the president, secretary and of the new member.

5. Any member may resign from membership in the Association by giving the Board of Directors one month's notice of his intention so to do, but there shall be no refund of his or her previously paid membership subscription.

GENERAL MEETING

6. (a) The Board of Directors shall determine whether a general meeting is to be held as a physical general meeting and/or an electronic general meeting. The Board of Directors may call general meetings whenever and at such times and places or venues, including on electronic platforms, as it shall determine. The Board of Directors shall specify in the notice calling the general meeting whether the meeting will be physical and/or electronic. Such notice shall also specify the time, date and place/venue and/or electronic platform(s) of the general meeting. The Board of Directors may

resolve to enable persons entitled to attend an Electronic General Meeting to do so by simultaneous attendance by electronic means via an Electronic Platform with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the General Meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the General Meeting is satisfied that adequate facilities are available throughout the Electronic General Meeting to ensure that members attending the Electronic General Meeting who are not present together at the same place may attend and participate in the business of the General Meeting. Therefore, it is the Board of Directors that shall in their absolute discretion determine whether a General Meeting is to be held either as a Physical General Meeting, an Electronic General Meeting, or a combination of both. The Board of Directors may call General Meetings whenever and at such times and places or venues (including electronic platforms) as it shall determine in its absolute discretion from time to time.

(b) The Board of Directors may resolve to enable persons entitled to attend an electronic general meeting to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the electronic general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the General Meeting is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure that members attending the Electronic General Meeting who are not present together at the same place may attend and participate in the business of the General Meeting.

(c) If it appears to the Chairman of the General Meeting that the electronic platform(s), facilities or security at the Electronic General Meeting have become inadequate for the purposes referred to herein, then the Chairman may, without the consent of the meeting, interrupt or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid and the provisions of below mentioned Articles of Association shall apply to that adjournment.

(d) The Chairman of a General Meeting has broad common law powers to preserve order at a meeting and ensure the safety of attendees and so may refuse admission to the meeting if a member is unable to meet reasonable health and safety requirements.

(e) The Chairman of a meeting can adjourn the meeting before or after it has started, and whether or not a quorum is present, if he considers that:-

(i) there is not enough room for the number of shareholders and proxies who can and wish to attend the meeting;

(ii) the behaviour of anyone present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or

(iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out.

(f) The Chairman of the meeting does not need the consent of the meeting to adjourn it for any of these reasons to a time, date and place and/or electronic platform(s) which he decides. The Chairman can also adjourn the meeting to a later time on the same day or indefinitely. If a meeting is adjourned indefinitely, the Directors will fix the time, date and place and/or electronic platform(s) of the adjourned meeting.

(g) The Chairman of a meeting can also adjourn a meeting which has a quorum present if this is agreed by the meeting. This can be to a time, date and place and/or electronic platform(s) proposed by the Chairman of the meeting or the adjournment can be indefinite. The Chairman of the meeting must adjourn the meeting if the meeting directs him to. In these circumstances the meeting will decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the directors will fix the time, date and place and/or electronic platform(s) of the adjourned meeting.

(h) A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.

(i) Meetings can be adjourned more than once.

(j) If the continuation of an adjourned meeting is to take place three months or more after it was adjourned or if business is to be considered at an adjourned meeting the general nature of which was not stated in the notice of the original meeting, notice of the adjourned meeting must be given in the same way as was required for the original meeting. Except where required by this article, there is no need to give notice of an adjourned meeting or of the business to be considered there.

(k) If the Directors consider that it is impracticable or undesirable to hold a general meeting:-

(i) on the date or at the time stated in the notice calling the meeting;

(ii) in the case of a physical general meeting, at the place stated in the notice calling the meeting; or

(i) in the case of an electronic general meeting, on the electronic platform(s) stated in the notice calling the meeting,

they can change the place or electronic platform(s) and/or postpone the meeting. If the Directors do this, a further notice of the date, time, place and/or, if applicable, electronic platform(s) of the rearranged meeting will, if practicable, will be provided to each member. Notice of the business of the meeting does not need to be given again. The Directors must take reasonable steps to ensure that any shareholder trying to attend the meeting at the original time and place or on the original electronic platform is informed of the new arrangements. If a meeting is rearranged in this way, proxy forms are valid if they are received as required by these Articles of Association not less than 72 hours before the time of the rearranged meeting. The Directors can also move or postpone the rearranged meeting (or do both) under this article.

(l) Notwithstanding the above, 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 objective(s) or purpose(s) of the meeting as such in the notice calling it; and no more than fifteen (15) 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 (18) months of its incorporation, it need not hold in in the year of incorporation or the following year.

(m) The Annual General Meeting shall be held at such time and place, or by electronic means via such Electronic Platform, as the Directors shall appoint or determine. The notice of the meeting shall specify whether the meeting shall be an Electronic General Meeting in addition to the Physical General Meeting. The notice of General Meeting (including any notice given by means of a website) shall specify the place, date and time of the meeting, and shall provide details of how members may participate in the meeting via Electronic Platforms.

(n) In relation to an Electronic General Meeting, the right of a member to participate in the business of any General Meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Act or these Articles of Association to be made available at the meeting.

(o) Nothing in these Articles of Association prevents a General Meeting being held both physically and electronically.

(p) No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum of 50% + one member of those members eligible to attend and who actually attend or are present.

7. All General Meetings other than Annual General Meetings shall be called General Meetings and General Meetings 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 (Annual General Meeting) of the Act. If at any time, there are not within the Country or not available 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 (21) 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 (14) 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 or venue (whether physical, virtual, or both), 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 sixty-five per cent (65%) of the total voting rights at that meeting of all the members entitled to vote and actually voting at such meeting.

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. (a) No business shall be transacted at any General Meeting unless a quorum of 50% + one member of the members is present at the meeting.

(b) Subject to paragraph (c) below, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(c) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

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 members present shall choose one of their 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 Act 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 the right to cast one vote.

18. No member may vote by proxy save where the same is appointed in writing. Only members present at the meeting can be elected for Executive posts in the Association.

DIRECTORS

19. The Directors of the association shall be the officers hereinafter mentioned.

20. (a) 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.

    (b) To be eligible to be a Director the member shall be an active member for at least 3 consecutive years.

    (c) The President of the Association becomes the President of the College of Physicians and Surgeons.

21. The officers and directors of the Association shall not receive remuneration for their services, 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 first officers of the BMDA were President; Dr. Amin Hager, Vice-President, Dr. Arleigh Gough; Treasurer Dr. Jose Antonio Lopez; Executive Members Dr. Dennis Hoy, Gregorio Pott and Mario Santizo; and Secretary Dr. Marcelo Coye; and they were the first Directors of the Association.

23. The Directors of the Association may exercise all the powers of the Association to borrow money.

24. 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 Act or by these Articles of Association required to be exercised by the Association in General Meeting.

25. The Directors may meet together for the dispatch of business adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

25. 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.

26. 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.

27. 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 Act; 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 Act.

ROTATION OF OFFICERS

28. At the first and subsequent tri-annual general meeting of the Association all the officers shall retire from office.

29. No member shall be elected to the same post for more than two consecutive terms.

30. 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.

31. The Association may from time to time in general meeting increase or reduce the number of directors or officers.

32. 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.

33. 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).

34. 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.

35. 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 discovered 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

36. 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

37. Auditors shall be appointed and their duties regulated in accordance with the Act.

EFFECTIVE DATE OF AMENDMENT

38. These Articles of Association shall be effective from August 1, 2021. Any amendment to these Articles, or any Rules and Regulations made thereunder, shall be approved by the Board of Directors.

NAMES, ADDRESSS AND DESCRIPTIONS OF SUBSCRIBERS