

This is the translation of the articles of Association from the French language as filed with the French authorities on 16June2016 to the English language for the benefit of its members (translation date 28 July 2016)

GUSTAVIA YACHT CLUB

St Barts

Articles of Association

Date of the original document in French : 16 June 2016 (Version 2)

FIRST ARTICLE :

This Association is created between the Founders and all those who commit to the present articles at a later date, under legislation passed (in France) on July 1, 1901 and the subsequent decree of August 16, 1901.

This Association is named:

"GUSTAVIA YACHT CLUB"

ARTICLE 2: PURPOSE

The purpose of the Association is to promote yachting on the island of Saint Barthelemy (St Barts) through non-profit activities, to be the centre of nautical life on the island and to develop team spirit and community interests between the yachting community of St Barts and those from overseas and in particular to:

- Provide a meeting place in Gustavia for Club Members,
- Organise initiatives for the benefit of the community including regattas, cruises, convoys and other sporting events,
- Optimise group purchasing of consumables, other supplies and moorings,
- Organise activities to allow Members to better know each other and to promote the reputation of the Association throughout the world as well as with other ports and the Gustavia port authorities,
- Organise fund raising activities, such as the design and sale of exclusive products as well as the organization of accommodation, meals, meetings, cocktail parties and other bar events for Members and their guests, the signing of sponsorship agreements and "sponsorship" of any person or company wishing to offer its support,

And, be responsible for all actions and activities, including real estate management, communication and promotions (directly or indirectly) for the benefit of Members of the Association.

ARTICLE 3: Registered Office

The registered office of the Association is the apartment known as MAHI ,at the Marlin Residence, 20 Rue Jeanne d'Arc, Gustavia 97133, ST BARTS, where one of the Founding Members has given to the Association a right to temporary occupancy for 34 months,(Note: the owner of that apartment is Stelios)

It may be transferred to another place by decision of the Board.

ARTICLE 4: DURATION

The Association has an unlimited duration.

Its dissolution may be decided by the Extraordinary General Meeting, voting by a majority of two thirds of present or represented Members.

ARTICLE 5: ADMISSION

The Association is open to all who wish to participate in its activities, support its development and its promotion as well as the nautical activities in St Barts.

The admission procedure is established by the present Articles of Association and potentially supplemented and revised by the Board of Directors and the by-laws.

ARTICLE 6: COMPOSITION(MEMBERSHIP)

With the exception of the two undersigned Founding Members, all future members have to be sponsored by two existing members and have to be approved by written decision of the Board.

The two undersigned Founding Members, provided they continue to pay the €1,000 annual membership fee, are members for life and have one vote each at the General Assembly.

1 / Founding Members

Are those individuals, except the two undersigned life members, that they will pay their membership fee of € 1,000 between the date of the initial General Assembly approving these Articles and the date of the inaugural General Meeting which follows.

The Membership fee of those Founding Members will stay fixed at the initial level as long as they are paid on time but may be raised if in arrears.

They are exempted from paying a joining fee and each has one vote in the General Assembly.

2 / Benefactors (Members)

Are founding Members, who will donate to the Association the sum of at least €20,000 before the Inaugural General Assembly.

Their name will appear permanently on the Association's website as well as on a plaque at the Club House.

3 / Full Members

Are yachtsmen joining the Association on payment of a Membership fee after the holding of the inaugural General Assembly.

Membership fees will stay fixed at the initial level (the rate applicable in the year they join) when paid on time but may be raised when in arrears.

They each have one vote at the General Assembly.

All entrance fees and annual fees will be determined annually by the Board.

4 / Young Members

Members under eighteen years old who wish to join the Association by paying a reduced contribution as determined by the Board.

They do not have access to the bar and do not have the right of vote in the General Assembly but can enjoy the facilities and various activities of the Association.

5 / Honorary Members

May be co-opted by the Board of Directors by reason of their outstanding reputation in international yachting or their services to the association or the world of yachting.

They are exempt from joining fee and the annual fee but have no vote in the General Assembly.

6 / Visiting Members

Are visitors to St. Barts who wish, during their stay to enjoy the facilities and services of the Association subject to the fees, conditions and limits laid down by the Board.

They have no voting rights at the General Assembly.

7 / Supporting Members

Are those individuals living and working throughout the year in Saint Barts, who wish to support the activities of the Association and enjoy its facilities/services within the conditions and limits set by the Board.

They have no voting rights at the General Assembly.

8 / Corporate members

Are commercial companies on the island of St. Barts, who wish to promote their products/services at the Club House within the conditions and limits set by the Board.

Commercial companies wishing to become Corporate Members are to be represented by a designated individual deemed acceptable by the Association.

They must pay the joining fee and the annual fee as stated above..

They have no voting rights at the General Assembly.

The list of different categories of Members, as shown above, cannot be changed after its approval by the Inaugural General Assembly. It can be changed by a new decision of the General Assembly taken subsequently by a three quarters majority of present or represented Members.

ARTICLE 7: CANCELLATION

Membership is relinquished on death or by resignation or expulsion.

Any Member of the Association can be excluded by the Board of Directors after:

- non-payment of the annual Membership on the due date and after reminders have had no effect for over a month
- any act likely to harm the reputation and independence of the Association,
- any serious misconduct against the Association or one of its Members.

ARTICLE 8: AFFILIATION

The Association may, by decision of the Board, join other federations, Associations, unions or groups, national or international, which have a direct or indirect relation with its purpose.

ARTICLE 9: INCOME AND EXPENDITURE OF THE ASSOCIATION

The revenues of the Association consist of:

- the entrance fees and memberships paid by its members,
- contributions paid by Benefactors Members
- the products/services derived from its various activities,
- subsidies paid from the State or any Public Local Authority, including the Local Government of St. Barts,
- donations and bequests likely to be received,
- and, more generally, all resources authorized by the Board.

The expenses of the Association contributing to the attainment of its objectives are regulated by the Board of Directors within the limits of the annual budget approved annually by the General Assembly.

The Association is not permitted, unless authorised by an Extraordinary General Assembly by a two thirds majority of present or represented Members, to borrow and/or to enter into real estate leases (with the exception of a temporary occupancy agreement granted by one of the Founding Members to enable to temporarily set up the Association's headquarters).

It may enter into employment contracts after two years of existence and provided its annual revenues have reached at least €100,000.

It will allocate funds from grants and/or donations received for the acquisition of a headquarters building after thirty months of existence, provided that the transaction is authorized in advance by a vote of the General Assembly

ARTICLE 10: BANK ACCOUNTS

To receive revenue of any kind and perform its expenses, the Association can open one or more bank accounts. Withdrawals, transfers and issuance of cheques made from this or these bank accounts may only be made with the signatures of at least two of the three Members of the Board.

ARTICLE 11: ORDINARY GENERAL MEETING (ASSEMBLY)

The Ordinary General Meeting(Assembly) includes all members of the Association with a statutory right to vote and meets once a year upon invitation of the Board. The Assembly is convened by display of a notice at the Club's headquarters and at the Gustavia harbour master's office three weeks before the chosen date or by any other appropriate means, including by mail or email or through the press, as decided by the Board of Directors. The notice of convention will mention the place, date and time of the meeting, and specify the agenda as well as the names of candidate directors.

The Assembly is chaired by the Chairman of the Board.

Its decisions are taken by simple majority vote of presents (or represented Members by alternates with written authorization.)

The Assembly will rule on all points of the agenda, hear and approve the Board of Directors' activity report, approve the accounts for the previous year, vote on the annual budget presented by the Board of Directors, grant full discharge to the Board of its management duties for the past year and, if necessary, proceeds to the replacement of outgoing directors. Moreover, it sets, upon proposal of the Board of Directors, the

amount of the entrance fee and the annual membership fee payable by the different categories of Membership and ratifies the internal regulations.

ARTICLE 12: EXTRAORDINARY GENERAL MEETING

(ASSEMBLY) The Extraordinary General Assembly may be convened at any time by the President or by the Board of Directors in case a decision on an urgent matter has to be taken or is otherwise not within the competence of the Ordinary General Assembly.

The convention procedures are the same as for the Ordinary General Assembly.

The Extraordinary General Assembly will have jurisdiction, as stated in Article 9 above, to allow real estate transactions, the conclusion of real estate leases or the taking out of loans.

It has also jurisdiction on the modification of the statutes or dissolution of the Association.

In case of dissolution following the above procedures, one or more liquidators are to be appointed and the assets, if any, shall be reserved in accordance with the decisions of the Extraordinary General Assembly.

The decisions of the above mentioned Assembly are taken by a majority of two thirds of the present or represented Members.

ARTICLE 13: BOARD OF DIRECTORS

The Association is governed by a Board of a minimum of three members and a maximum of eleven members, elected for three years by the Ordinary General Assembly.

Three years after the formation of the first Board, Members will be retiring by one third each year with the initial tranche of retiring Members to be chosen by raffle.

The retiring members of the Board are eligible for re-election at least one year after leaving office.

The Directors select the Chairman and members of the permanent office, among them.

The President is elected for a term of one year renewable for three times and is eligible for re-election three years after leaving office.

The Board of Directors has every power to manage and administer the Association, with the exception of the powers reserved to the General Assembly by these statutes.

The Board will meet at least four times a year at the request of the President or a quarter of its Members. Its decisions are taken by majority vote of the present Directors. The President's vote is decisive in case of a tie. Half the Meetings in any given year may be held by telephone or by video conference.

Any Director who, without good reason, fails to attend three consecutive meetings of the Board will be considered to have resigned. In case of a casual vacancy, the Council may co-opt a replacement subject to the approval of the next General Assembly of the Association.

ARTICLE 14: THE MANAGEMENT COMMITTEE OF THE ASSOCIATION (BUREAU)

The Management Committee of the Association manages, under the chairmanship of the Chairman of the Board, the day to day management and running of the Association.

The Management Committee is empowered to take any day to day decisions and initiatives that are in the best interest of the Association. It is accountable to the Board of Directors.

As long as the Association consists of two members, the Management Committee will comprise the two Founding Members- Sir Stelios Haji-loannou as President and Mr Jean-Pierre Hennequet as Secretary General/Treasurer.

As long as the Association consists of more than three members, the Management Committee will comprise three to five members:

- The Chairman of the Board,
- A Secretary General and potentially a Deputy Secretary General,
- A Treasurer and potentially an Assistant Treasurer.

The officers other than the President shall be deemed to have been elected for the duration of their functions as Administrators.

ARTICLE 15: INTERNAL REGULATION

The Board of Directors may draft regulations designed to ensure the correct the operation and administration of the Association not previously stated in these articles. The Internal Regulation will be

submitted for the ratification of the General Assembly following its establishment.

ARTICLE 16: COMPENSATION

All functions within the Association, including those of the President, Member of the Board or the office, are voluntary. No remuneration of any kind is therefore paid to such persons. Only expenses incurred for the purposes of fulfilling their duties shall be reimbursed -upon presentation of validated receipts.

ARTICLE 17: INFORMATION FOR MEMBERS AND THIRD PARTIES

To ensure that all relevant information is available to Members and third parties, the Association will systematically publish on its website (www.gustaviayachtclub.org), all such information in French and English, all deliberations of its constituent bodies, and all decisions, completed acts and possibly agreements with third parties – in addition to these statutes. The Association will also publish on its website, its accounts (receipts, expenses, cash flow, balance sheet). In case the assets of the Association exceed €400,000 or if its receipts or expenses exceed €200,000 annually, the annual accounts will be subject to auditing by an internationally renowned accounting firm whose report will also be published on the Association's website.

The Association's financial year will be the calendar year. The accounts for the previous financial year ending 31stDecember must be published at the end of February (of the next year) at the latest.

ARTICLE 18: TRANSITIONAL PROVISIONS

From the constitution of the Association until the first meeting of the General Assembly, the Founding Members exercise, as stated in Article 14, functions of President and Secretary General Treasurer respectively:

Signed in Gustavia, 16 June 2016

Founding Members: signatures

1 / Sir Stelios Haji-loannou

2 / Jean-Pierre Hennequet

Translated by the president Stelios Haji-loannou for the benefit of the Anglophone members and potential members in good faith and without guarantees on the 28th of July 2016 End