ANGUILLA

REVISED STATUTES OF ANGUILLA

CHAPTER E10

EASTERN CARIBBEAN HOME MORTGAGE BANK AGREEMENT ACT

Showing the Law as at 31 December 2022

This Edition was prepared under the authority of the Revised Statutes and Regulations Act, R.S.A. c. R55 by the Attorney General as Law Revision Commissioner.

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EASTERN CARIBBEAN HOME MORTGAGE BANK AGREEMENT ACT

Interpretation

1. In this Act—

"Agreement" means the Agreement establishing the Eastern Caribbean Home Mortgage Bank made on the 27th day of May, 1994, the text of which is set out in the Schedule to this Act;

"Bank" means the Eastern Caribbean Home Mortgage Bank established under article 3 of the Agreement;

"Minister" means the Minister responsible for the subject of finance;

"participating Government" means a Government which is a party to the Agreement.

Non-application of certain written laws

2. (1) The following Acts do not apply to the Bank—

(a) the Banking Act[*];

(b) the Aliens Landholding Regulation Act.

(2) Notwithstanding subsection (1), the Bank shall not engage in banking business.

Agreement to have the force of law

3. The Agreement is deemed to have the force of law in Anguilla as from the 1st day of October, 1994.

Amendments to the Agreement

4. Where an amendment to the Agreement becomes effective in accordance with article 35 of the Agreement, the Minister shall by regulation amend the Schedule to this Act for the purpose of including the amendment.

Exemption from stamp duty and corporate tax

5. (1) Instruments of transfer relating to the purchase or sale of the legal or beneficial interest in mortgages and instruments relating to the issue of securities by the Bank in the normal course of its business are exempt from stamp duty.

(2) The Bank shall not be liable for the payment of corporate tax.

[*] Banking Act, 2015 (Act 6/2015) *repealed* the Banking Act, R.S.A. c. B11.

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Citation

6. This Act may be cited as the Eastern Caribbean Home Mortgage Bank Agreement Act, Revised Statutes of Anguilla, Chapter E10.

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SCHEDULE

(Section 1)

EASTERN CARIBBEAN HOME MORTGAGE BANK AGREEMENT

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AGREEMENT ESTABLISHING

THE

EASTERN CARIBBEAN HOME MORTGAGE BANK

PREAMBLE

An Agreement made on the 27th day of May 1994 between the Governments of Anguilla, Antigua and Barbuda, The Commonwealth of Dominica, Grenada, Montserrat, Saint Christopher and Nevis, Saint Lucia and Saint Vincent and the Grenadines (hereinafter referred to as "the participating Governments").

WHEREAS it is desirous:

(a) to promote and maintain the availability of affordable home financing and to assist primary lenders to promote and maintain the availability of affordable home financing in the territories of the participating Governments;

(b) to establish and maintain an organised regional secondary market for mortgages in the form of a Common Home Mortgage Bank to increase the availability of mortgage credit and provide liquidity and flexibility to primary lenders in the territories of the participating Governments;

(c) to promote and increase the efficient mobilisation and allocation of long-term savings for investment in housing and to further the economic development of the territories of the participating Governments;

(d) to develop the housing and home finance industry and to promote services and benefits to the industry by improving the efficiency and effectiveness of the mortgage underwriting process; and

(e) to promote the growth and development of the money and capital markets and to enhance the monetary integration of the territories of the participating Governments.

IT IS HEREBY AGREED as follows:

PART I

PRELIMINARY

ARTICLE 1

SHORT TITLE

This Agreement may be cited as the Eastern Caribbean Home Mortgage Bank Agreement.

ARTICLE 2

INTERPRETATION

In this Agreement—

"Bank" means the Eastern Caribbean Home Mortgage Bank established under article 3 of this Agreement;

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"banking business" means

the business of receiving funds through—

(i) the acceptance of monetary deposits which are repayable on demand or after notice or any similar operation;

(ii) the sale or placement of bonds, certificates, notes or other securities;

and the use of such funds, either in whole or in part, for loans or investment for the risk of the customer; and

includes—

any other activity recognised by the Central Bank as banking practice and which a financial institution may additionally be authorised to do;

"Board" means the Board of Directors of the Bank appointed and constituted under this Agreement;

"Central Bank" means the Eastern Caribbean Central Bank established under the Eastern Caribbean Central Bank Agreement;

"Class A shareholder" means the Central Bank;

"Class B shareholder" means—

(a) the [Social Security Scheme/National Insurance Board];and

(b) a Government owned or controlled commercial bank;

"Class C shareholder" means a financial institution licensed as a bank to carry on banking business other than a financial institution referred to in the definition of Class B shareholder;

"Class D shareholder" means—

(a) an insurance company duly registered to carry on insurance business in the territory of at least one participating Government;

(b) a financial institution duly licensed to carry on banking business as a credit or other financial institution in the territory of at least one participating Government; or

(c) a credit institution not mentioned in paragraphs (a) and (b) which has been approved by the Board on the advice of Council;

"Class E shareholder" means the International Finance Corporation;

"Class F shareholder" means the Home Mortgage Bank of Trinidad and Tobago established under the Home Mortgage Bank Act, 1985 of the Laws of Trinidad and Tobago;

"Companies Act" means the Companies Act 1994 (No. 35 of 1994) of the Laws of Grenada;

"Council" means the Monetary Council established under article 7 of the Eastern Caribbean Central Bank Agreement;

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"director" means a director of the Bank appointed under this Agreement;

"Eastern Caribbean Central Bank Agreement" means the Agreement establishing the Eastern Caribbean Central Bank done at Port of Spain on the 5th day of July, 1983;

"financial institution" means any person doing banking business in the territory of one of the participating Governments and all offices and branches of a financial institution in any one or more of the territories of the participating Governments shall be deemed to be one financial institution;

"International Finance Corporation" means the specialised agency of the United Nations established by that name in 1956;

"member territory" means a territory of a participating Government;

"participating Government" means a government which is a party to this Agreement;

"Registrar" means the Registrar of Companies in the member territory where the principal office of the Bank is situated;

"residential property" means property used as the principal residence of and which is occupied by the owner;

"Secretary" means a person appointed as such under article 28(1) of this Agreement or any person designated by the Board to perform the duties of Secretary;

"Social Security Board" means the Board of Management of the Social Security or National Insurance scheme established in any member territory.

PART II

ESTABLISHMENT, PURPOSES AND MANAGEMENT OF THE BANK

ARTICLE 3

ESTABLISHMENT OF BANK

(1) There is hereby established a bank to be known as the Eastern Caribbean Home Mortgage Bank which shall be a body corporate having perpetual succession. The Bank may sue and be sued in its corporate name.

(2) The establishment of the Bank shall take effect in accordance with the provision of article 40 of this Agreement.

ARTICLE 4

PURPOSES OF THE BANK

The purposes of the Bank are—

(a) to develop and maintain a secondary market for residential mortgages in the member territories;

(b) to contribute to the mobilisation and allocation of long-term savings for investment in housing;

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(c) to support the development of a system of housing finance and provide leadership in the housing and home finance industry;

(d) to promote the growth and development of the money and capital market;

(e) to improve underwriting practices and efficiency in processing mortgages and to promote services and benefits related to such mortgages.

ARTICLE 5

POWERS OF THE BANK

For the attainment of its purposes the Bank may—

(a) borrow money and mortgage or charge its undertaking, property or unpaid capital or any part thereof and issue bonds, debentures, debenture stock and other securities, mortgage participation certificates or other pass through securities or any derivatives thereof, whether as security for any debt, liability or obligation of the Bank or of any third party or otherwise;

(b) buy and sell mortgage loans on residential properties;

(c) appoint other institutions as its trustees on such terms and conditions as it may deem fit;

(d) secure the fulfillment of any contracts or engagements entered into by it, by mortgage or charge of all or any of its property or its unpaid capital for the time being in such a manner as it may deem fit;

(e) approve on the part of any shareholder on such terms and conditions as are agreed a transfer of all or any part of its shares but always subject to the provisions of this Agreement;

(f) institute, conduct, defend, compound or abandon any legal proceedings by or against it or its officers or otherwise concerning its affairs and also compound or allow time for payment or satisfaction of any debts due and of any claims or demands by or against it;

(g) make and give receipts, releases and other discharges for moneys payable to it and for claims made against it;

(h) invest any part of its moneys in securities (other than shares of the Bank), negotiate contracts and do such acts in the name and on behalf of the Bank as it may consider expedient for or in relation to any of its purposes;

(i) appoint persons to be its attorneys or agents with such powers, including power to delegate and to appear before all proper authorities and make all necessary declarations, to enable its operations and business to be validly carried on;

(j) do all such other things as are incidental to the attainment of its purposes.

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ARTICLE 6

PLACE OF OFFICE AND ESTABLISHMENT OF BRANCHES

(1) The Bank shall have its principal office in one of the member territories as the Council may by majority vote determine.

(2) The Bank may establish branches or agencies and may appoint agents and correspondents in any member territory and elsewhere.

ARTICLE 7

ADDRESS AND SERVICE OF DOCUMENTS

(1) The Bank shall at all times have a fixed address for the service of documents on the Bank in one of the member territories and that address and the address of branches or agencies of the Bank shall be registered with the Registrar of Companies in that member territory.

(2) All documents to be served on the Bank may be served by leaving the same at or by sending the same by registered post to the address of the Bank registered under paragraph (1).

ARTICLE 8

PROTECTION OF PERSONS DEALING WITH DIRECTORS AND AGENTS

(1) A person who deals with the directors or the General Manager of the Bank shall not be affected by any irregularity of procedure in connection with the authorisation of the transaction by a general meeting or other meeting of shareholders of the Bank, or by the directors or any committee of directors, or by the non-fulfillment of any condition imposed by this Agreement in connection with the transaction.

(2) A person who deals with another person who is held out by the directors as having authority to act on the Bank's behalf in connection with any transaction may treat the Bank as bound by the acts of that other person done within his apparent authority even though he has not been authorised by the Bank to do those acts on its behalf so long as that person has no knowledge whether actual or constructive, that that other person has not been so authorised by the Bank.

(3) This article does not entitle any person to recover a debt from the Bank or to enforce an obligation or liability against it or to treat any obligation as binding on it, if in connection with the same matter that person is guilty of a fraud upon the Bank or has participated or acquiesced in a fraud committed on the Bank.

ARTICLE 9

CUSTODY AND USE OF COMMON SEAL

(1) Subject to article 10 the Bank shall have a common seal.

(2) The directors shall provide for the safe custody of the common seal of the Bank.

(3) The common seal of the Bank shall be affixed to instruments pursuant to a resolution of the Board and by and in the presence of—

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(a) the Chairman or, in his absence, the Deputy Chairman; and

(b) one other director or the Secretary.

(4) Subject to article 10, all documents made by the Bank other than those required by law to be under seal and all decisions of the Bank may be signified under the hand of the Chairman, the Deputy Chairman or the Secretary.

ARTICLE 10

OFFICIAL SEAL

(1) The Bank shall have an official seal, which shall be a facsimile of its common seal, for use in any member territory other than where the principal office of the Bank is situated, with the addition on its face of the name of every member territory where it is to be used.

(2) The official seal when duly affixed to a document has the same effect as the common seal of the Bank.

(3) The Bank may by writing under its common seal, authorise any person appointed for the purpose in a member territory to affix the official seal to any deed or other document to which the Bank is a party in that member territory.

(4) The person affixing the official seal shall certify in writing the date on which and the place at which it is affixed.

ARTICLE 11

MANAGEMENT OF THE BANK

The business of the Bank shall be managed and the functions of the Bank shall be performed by the Board.

ARTICLE 12

APPOINTMENT OF GENERAL MANAGER

(1) The Board may from time to time appoint a General Manager of the Bank at such remuneration and on such terms and conditions as the Board may determine.

(2) The General Manager shall be the Chief Executive Officer of the Bank and shall be responsible to the Board for—

(a) the day to day administration of the affairs of the Bank; and

(b) the provision of technical advice and guidance in matters of policy.

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PART III

BOARD OF DIRECTORS

ARTICLE 13

COMPOSITION OF BOARD OF DIRECTORS

(1) Subject to paragraph (2) of this article and paragraph (1) of article 14, the Board shall consist of seven directors as follows—

(a) one director appointed by the Class A shareholder;

(b) one director appointed by the Class B shareholder;

(c) two directors appointed by the Class C shareholder;

(d) one director appointed by the Class D shareholder;

(e) one director appointed by the Class E shareholder; and

(f) one director appointed by the Class F shareholder.

(2) Where the International Finance Corporation ceases to be a shareholder the Board shall consist of six directors as set out at subparagraphs (a) to (d) and (f) of paragraph (1) of this article.

ARTICLE 14

APPOINTMENT AND TERMS OF OFFICE OF THE FIRST BOARD OF DIRECTORS

(1) Save for the directors appointed by the Class E and F shareholders respectively, the members of the first Board shall be appointed by the Governor of the Central Bank after consultation with the Council and the Class A, Class B, Class C and Class D shareholders respectively.

(2) The directors of the first Board other than the directors appointed by the Class E and F shareholders shall hold office until the first annual general meeting.

(3) Directors appointed by the Class E and F shareholders whether as members of the first Board or otherwise hold office for the term specified in their instrument of appointment or until there is no longer a Class E or F shareholder, whichever first occurs.

ARTICLE 15

TERM OF OFFICE OF DIRECTORS

(1) A director, except a director appointed by Class E or F shareholders, holds office for two years and shall be eligible for re-appointment.

(2) A vacancy in the Board shall be filled by the Class of shareholders which appointed the director to be replaced.

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(3) A director appointed to fill a vacancy holds office for the unexpired term of his predecessor.

ARTICLE 16

ALTERNATE DIRECTORS

(1) The shareholders of the Bank may appoint alternate directors in the same manner as the appointment of directors.

(2) A person appointed alternate director shall perform as a director in the absence of the director to whom he is alternate.

(3) The provisions of this Agreement as they apply to directors apply also to alternate directors.

ARTICLE 17

DISQUALIFICATION

A person is disqualified from being appointed or from holding office as a director where he—

(a) has been adjudged insolvent or has suspended payment to or compounded with his creditors;

(b) is of unsound mind and has been so found by a Medical Board or a tribunal in one of the member territories or elsewhere;

(c) is debarred from practicing his profession on account of any act involving dishonesty;

(d) has been convicted of an offence and sentenced to a term of imprisonment in excess of six months;

(e) has been convicted of any offence involving dishonesty;

(f) ceases to be a director by virtue of any provision of this Agreement; or

(g) is prohibited from being a director by reason of any order made under any law.

ARTICLE 18

VACATION OF OFFICE OF DIRECTORS

(1) Where a director—

(a) dies;

(b) by writing under his hand addressed to the Chairman resigns;

(c) becomes disqualified under article 17 from being a director; or

(d) is found by two-thirds of all of the members of the Board to be unable to discharge the functions thereof (whether arising from infirmity of mind or body or any other cause) or for misbehaviour, serious neglect, or misconduct in office;

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his place on the Board thereupon becomes vacant.

(2) The Chairman may resign from the Board by writing under his hand addressed to the Secretary of the Board.

ARTICLE 19

CHAIRMAN AND DEPUTY CHAIRMAN

(1) The directors of the first Board shall at their first meeting elect from among their number a Chairman and a Deputy Chairman.

(2) The directors shall elect annually immediately after the annual general meeting from among their number a Chairman and a Deputy Chairman.

(3) Subject to paragraphs (4) and (5) of this article, the Chairman shall preside at all meetings of the Board and shall have an original and a casting vote.

(4) In the absence of the Chairman, the Deputy Chairman shall preside and perform the functions of Chairman of the meeting.

(5) In the absence of both the Chairman and the Deputy Chairman, the directors present shall elect one of their number to preside and perform the functions of Chairman of the meeting.

ARTICLE 20

APPOINTMENT OF DIRECTORS TO BE NOTIFIED IN THE *GAZETTE*

The appointment of any person as Chairman, Deputy Chairman, director or alternate director and the termination of any such appointment shall be published in the official *Gazette* in the member territory where the principal office of the Bank is located or notified to the public in the member territories in such other manner as the Board may determine.

ARTICLE 21

MEETINGS OF THE BOARD

(1) The Board shall meet not less than once every three months and meetings shall be held at such time and place and on such days as the Board may determine.

(2) The Chairman may at any time summon a special meeting of the Board and shall summon such a meeting within seven days of the receipt of a requisition for that purpose addressed to him by any three directors.

(3) Where there is a Class E shareholder, five directors constitute a quorum but otherwise four directors constitute a quorum.

(4) A quorum shall include directors representing at least three different classes of shareholders.

(5) Unless otherwise specified decisions of the Board shall be made by a majority of the votes of the members present.

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(6) Notwithstanding the provisions of paragraph (5) of this article, decisions may also be made by the Board otherwise than in meeting convened upon circulation of the relevant papers among members of the Board. Members of the Board may signify their opinion on the matter or question in writing, by cable, by facsimile or by telephone. If in any such case a difference of opinion arises among the members of the Board or any member of the Board so requires, the matter or question shall be reserved for discussion at a meeting of the Board.

(7) Decisions made under paragraph (6) of this article shall be brought up for noting at the next meeting of the Board.

(8) The Board may regulate its own procedure at meetings.

ARTICLE 22

EXECUTIVE COMMITTEE

(1) The Board may appoint an Executive Committee of the Board consisting of not less than three directors, drawn from three different classes of shareholders, the General Manager and the financial officer of the Bank, to supervise asset and liability management and examine and approve financial commitments in accordance with the regulations and policies established by the Board.

(2) The Executive Committee shall perform such other functions as are assigned to it by the Board.

(3) The Executive Committee shall elect one of their number, other than the General Manager or financial officer, as Chairman and the person so elected shall have an original and a casting vote.

(4) The Executive Committee shall meet at least once in each month.

ARTICLE 23

ACCOUNTS

(1) The shareholders shall at each annual general meeting appoint an auditor to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting.

(2) The accounts of all transactions of the Bank shall be audited by the auditor.

PART IV

PROCEDURE

ARTICLE 24

ANNUAL GENERAL MEETING

(1) A general meeting of shareholders (herein called an "annual general meeting") shall be summoned by the Board each year.

(2) Not less than fourteen days' notice in writing of the annual general meeting shall be given to the shareholders, directors and auditor of the Bank; in addition notice of the meeting shall specify the time, date and

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place of the meeting and shall be published in at least one newspaper which is in circulation in each of the member territories.

(3) Subject to paragraph (4) of this article the Chairman of the Board shall preside at the annual general meeting and in his absence the Deputy Chairman shall preside.

(4) In the absence of both the Chairman and the Deputy Chairman of the Board, the directors present shall appoint a Chairman from one of their number present to preside at the annual general meeting.

(5) The quorum for an annual general meeting is one shareholder of each class or proxy of each class.

(6) If the quorum is present at the opening of a meeting of shareholders, the shareholders may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

(7) If a quorum is not present within thirty minutes of the time appointed for a meeting of shareholders, the meeting stands adjourned to the same day one week thereafter, at the same time and place; and if at the adjourned meeting a quorum is not present within thirty minutes of the appointed time, the shareholders present shall constitute a quorum.

(8) The Board shall present to the annual general meeting—

(a) a recommendation relating to the payment or non-payment of dividends, appointment and remuneration of directors and auditors and any other matters which the Board considers necessary;

(b) a comprehensive statement of its affairs including profit and loss accounts and balance sheets duly audited;

(c) particulars relating to the activities of the Bank during the previous year.

ARTICLE 25

FINANCIAL YEAR

(1) The financial year of the Bank shall begin on the first day of April and end on the thirty-first day of March in the following year: Provided that the first financial year of the Bank may begin on a day after the first day of April and end on the thirty-first day of March next following.

(2) The report of the auditor shall be presented to the Board within four months of the end of the financial year.

ARTICLE 26

SPECIAL GENERAL MEETING

(1) The Board may at any time summon a special general meeting of shareholders after giving not less than fourteen clear days notice of the meeting.

(2) Shareholders holding at least fifty per cent equity in the Bank may requisition a special general meeting of shareholders by forwarding a written request to the Secretary indicating the business to be conducted at the meeting, whereupon the Secretary shall give notice of the meeting in accordance with paragraph (3) of this article.

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(3) The notice of the meeting shall state the business to be conducted at the meeting and no other business other than that stated in the notice may be dealt with at that meeting.

ARTICLE 27

DIRECTORS TO DECLARE INTEREST

(1) A director who is in any way interested, whether directly or indirectly, in a contract or proposed contract with the Bank or whose material interest in a company, partnership, undertaking or other business is likely to be affected by a decision of the Board shall disclose the nature of his interest at the first meeting of the Board at which he is present after the relevant facts come to his knowledge.

(2) A disclosure under paragraph (1) of this article shall be recorded in the minutes of the meeting and after the disclosure the director making it shall not vote on the matter and, unless the Board otherwise directs, shall not be present or take part in the proceedings of any meeting at which the matter is being discussed or decided by the Board.

(3) A director shall be treated as having an indirect interest in a contract or proposed contract with the Bank in any matter with which the Bank is concerned if he is a director, shareholder, agent or employee of the company or undertaking that is a party to the contract or proposed contract with the Bank or where his spouse, parent, child, brother or sister or the parent, child, brother or sister of his spouse holds an interest in that company or undertaking.

(4) For the purpose of this article, a general notice given to the Board by a director to the effect that he is a member of or otherwise associated with a specified company or undertaking and is to be regarded as interested in any contract which may after the date of the notice be made with that company or undertaking shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

ARTICLE 28

STAFF OF THE BANK

(1) The Board may appoint on such terms and conditions as it thinks fit such officers and employees as may be required for the due and efficient performance by the Bank of its functions under this Agreement.

(2) There may be established by the Bank a pension scheme for the benefit of its officers and employees.

PART V

SHARES

ARTICLE 29

CAPITAL STRUCTURE OF THE BANK

(1) Subject to article 30, the authorised capital of the Bank is forty million dollars divided into four hundred thousand shares of one hundred dollars each, in the following classes—

(a) one hundred thousand Class A shares which may be issued only to the Central Bank;

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(b) sixty thousand Class B shares out of which forty thousand may be issued only to the Social Security Board and twenty thousand to any Government owned or controlled commercial bank;

(c) eighty thousand Class C shares which may be issued only to commercial banks, other than a Government owned or controlled commercial bank;

(d) forty thousand Class D shares which may be issued only to insurance companies and credit institutions;

(e) forty thousand Class E shares which may be issued only to the International Finance Corporation; and

(f) eighty thousand Class F shares which may be issued only to the Home Mortgage Bank of Trinidad and Tobago.

(2) Subject to paragraph (3) of this article the initial capital offered for subscription shall not exceed twenty million dollars and shall be paid up by the several classes of shareholders in a series of the following three tranches or in such other proportions as the Board may direct—

(a) The first tranche shall be fifty per cent of the total initial capital referred to in paragraph (2) of this article and shall, subject to this paragraph, be offered for subscription and paid up, by the several classes of shareholders in the following manner—

(i) twenty five thousand class A shares or two and a half million dollars by Class A shareholder;

(ii) fifteen thousand class B shares or one and a half million dollars by Class B shareholder;

(iii) twenty thousand class C shares or two million dollars by Class C shareholder;

(iv) ten thousand class D shares or one million dollars by Class D shareholder;

(v) ten thousand class E shares or one million dollars by Class E shareholder; and

(vi) twenty thousand class F shares or two million dollars by Class F shareholder.

(b) The second and third tranches or the remaining fifty per cent of the initial capital referred to in this article shall be offered for subscription and paid up after the third year of operation of the Bank in such proportions as may be determined by the Board except that the same shall be issued in the same relative proportions as the first tranche.

(3) The shares of the Bank for the time being unissued shall be at the disposal of the directors, who, for a period of five years from the date of the adoption of this article, may allot them to such class of shareholders in the member territories, at such times and on such terms as they may think fit, subject nevertheless to any provision as to the issue of such shares under this Agreement or to any decision taken by an ordinary resolution of the Board.

(4) Any share issued or purchased in accordance with paragraph (2) of this article shall be issued or purchased at a fair market price at the date of such issue or purchase.

(5) Any share issued or purchased under this Agreement, excepting shares transferred under paragraph (7) of article 31 shall, in addition to any other rights attached to the respective shares under this Agreement, also be deemed to have the rights of ordinary shares.

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ARTICLE 30

INCREASE OF AUTHORISED CAPITAL

(1) The Bank may increase its authorised share capital by the creation of new shares as may be considered expedient.

(2) An increase of authorised capital may be effected only in a general meeting of shareholders upon the passing of an appropriate resolution.

(3) Within twenty-eight days of the passing of the resolution referred to in paragraph (2) of this article, the Bank shall give notice of the increase to the Registrar and shall forward to the Registrar a printed copy of the resolution authorising the increase.

(4) Notice of the increase shall contain particulars of classes of shares to be affected and the conditions, if any, subject to which new shares are to be issued.

ARTICLE 31

TRANSFER OF SHARES

(1) Subject to this article, all shares in the Bank are transferable.

(2) Class A shares are transferable to a Class B, Class C or Class D shareholder or to a company or institution qualified to be a Class B, Class C or Class D shareholder.

(3) Class B shares are transferable to a Class A, Class B, Class C or Class D shareholder or to a company or institution qualified to be a Class A, Class B, Class C or Class D shareholder.

(4) Class C shares are transferable only to a Class C or Class D shareholder or to a company or institution qualified to be a Class C or Class D shareholder.

(5) Class D shares are transferable only to a Class C or Class D shareholder or to a company or institution qualified to be a Class C or Class D shareholder.

(6) Class E and F shares are transferable to a Class C or Class D shareholder or to a company or institution qualified to be a Class C or D shareholder.

(7) Class E and F shares and such other shares as may be determined by the Council are transferable to non-government related companies or institutions or to other private sector investors and where these shares are transferred to other private sector investors, these investors shall become ordinary shareholders.

ARTICLE 32

DETAILS OF TRANSFER TO BE ENTERED IN REGISTER

Where shares are transferred the transferee shall forward the share certificate to the Board together with information relating to the transfer and the Board shall amend the certificate accordingly or issue a new certificate and cause particulars of the transfer to be recorded in the register.

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PART VI

MISCELLANEOUS

ARTICLE 33

INTEREST ON BONDS TAX EXEMPT

(1) Subject to paragraph (2), the Bank may issue bonds up to a maximum aggregate capital value of two hundred and fifty million dollars and the interest payable on the bonds is exempt from income tax and any other tax including unemployment levy.

(2) The Board, on the advice of the Council, may vary the maximum aggregate capital value of the bonds.

ARTICLE 34

REGULATIONS

The Board may, with the approval of the Council, make regulations to give effect to the Agreement: Provided that such regulations are not contrary to by-laws or regulations made pursuant to the Companies Act.

ARTICLE 35

AMENDMENTS

The shareholders of the Bank may by special resolution (as defined in the Companies Act) amend the Agreement: Provided that any such amendment shall be effective only when ratified by a resolution adopted by a simple majority of the votes of the members of the Council present at a meeting at which the proposed amendment has been placed on the Agenda.

ARTICLE 36

DISPUTES

(1) Any dispute between the participating Governments concerning this Agreement or between the Bank and a participating Government, shall be submitted to arbitration by a tribunal of arbitrators appointed pursuant to paragraph (2) of this article.

(2) (a) If the dispute is between only two parties, each party shall be entitled to appoint one arbitrator, and the two parties shall together appoint a third arbitrator, who shall be the Chairman of the tribunal;

(b) If the dispute is between three or more parties, each party shall be entitled to appoint one arbitrator and all the parties shall together appoint an additional arbitrator, who shall be the Chairman of the tribunal.

(3) If, within thirty days of receipt of the request for arbitration, any party has not appointed an arbitrator or if within thirty days of the appointment of the arbitrators the parties have not appointed the third arbitrator or, as the case may be, the additional arbitrator, any party to the dispute may request the Chief Justice

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of the Eastern Caribbean States Supreme Court, or such other person or authority as may be prescribed by the Council to make the required appointment.

(4) The procedure of the tribunal shall be fixed by the arbitrators, but the Chairman of the tribunal shall have full power to settle all questions of procedure in any case of disagreement with respect thereto.

(5) A majority vote of the arbitrators shall be sufficient to reach a decision which shall be final and binding upon the parties.

(6) The Chairman of the tribunal shall be entitled to vote, and in the event of a tie, the Chairman shall have a casting vote.

ARTICLE 37

WITHDRAWAL

(1) A participating Government may withdraw from the Bank by giving written notice of its intention to do so simultaneously to the Chairman of the Council and to the Bank. The Bank shall promptly notify the other participating Governments. The withdrawal shall take effect twelve months after the notice is received by the Bank: Provided that at any time before the withdrawal becomes finally effective, the participating Government may notify the Bank in writing of the cancellation of its notice of intention to withdraw.

(2) After withdrawal, a participating Government shall remain liable for all direct and contingent obligations to the Bank which it had incurred or to which it was subject up to the date of withdrawal from the Bank but shall not incur any liability for obligations resulting from operations of the Bank effected after that date and shall cease to participate in the profits or losses of the Bank thereafter.

ARTICLE 38

SIGNATORIES

This Agreement shall be open for signature by any participating Government.

ARTICLE 39

RATIFICATION

This Agreement shall be subject to ratification by the signatory participating Governments in accordance with their respective constitutional procedures. Instruments of Ratification shall be deposited with the Director General of the Organisation of the Eastern Caribbean States who shall transmit certified copies to each participating Government.

ARTICLE 40

ENTRY INTO FORCE

This Agreement shall enter into force upon the deposit of five instruments of Ratification and participating Governments undertake to take all steps necessary for the implementation of this Agreement.

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ARTICLE 41

APPLICATION OF COMPANIES ACT

The Companies Act applies to the Bank, as if the Bank were a public company registered under that Act, with such modifications as are necessary or expedient but subject always to this Agreement.

IN WITNESS WHEREOF the representatives of the participating Governments being duly authorised in their behalf, have signed this Agreement.

DONE AT Castries, St. Lucia this 27th day of May, 1994.

Sgd/ Victor F. Banks
For the Government of Anguilla

Sgd/ Lester Bird
For the Government of Antigua and Barbuda

Sgd/ M. Eugenia Charles
For the Government of the Commonwealth of Dominica

Sgd/ George I. Brizan
For the Government of Grenada

Sgd/ Reuben T. Meade
For the Government of Montserrat

Sgd/ Kennedy A. Simmonds
For the Government of St. Christopher and Nevis

Sgd/ John G. M. Compton
For the Government of Saint Lucia

Sgd/ James F. Mitchell
For the Government of Saint Vincent and the Grenadines

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