

JAMAICA  
THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SCHEDULE I

ARTICLES OF INCORPORATION  
OF  
THE PRIVATE SECTOR ORGANISATION OF JAMAICA  
(hereinafter called the "Organisation")

NAME

1. The name of the Company (hereinafter called "The Organisation") is "The Private Sector Organisation of Jamaica".

REGISTERED OFFICE

2. The Registered Office of the Organisation will be situated in Jamaica.

OBJECTS AND POWERS

3. The objects and powers of the Organisation shall be:
  - (A) To preserve, promote, propagate and encourage the principles of private enterprise and production through personal initiative and endeavour.
  - (B) To serve as a means of co-ordinating the various resources within the Private Sector with a view to alleviating the economic problems of Jamaica, with specific emphasis on unemployment, and to encourage members of the Private Sector to implement practical programmes for their alleviation. To service Members by carrying out research, technical assistance and advertising.
  - (C) To encourage the establishment of a society based on the principles of equality of opportunity, freedom from prejudice and reward for personal initiative.
  - (D) To ensure that the technical and financial resources and facilities that are available to the country reach the different levels of economic activity throughout the nation, and that they be put to optimum use.
  - (E) To make known the views of the Organisation on social and economic issues affecting the country, and to bring about a greater understanding, appreciation and acceptance of the role of private initiative, enterprise and savings.

- (F) To work with Government in the study and implementation of plans for social and economic development, in order to establish the necessary understanding and co-ordination between the Private and Public sectors in Jamaica.
- (G) To work with Government to ensure that public funds are properly used with maximum efficiency.
- (H) To promote better co-operation between the various elements in the Private Sector so that maximum productivity can be achieved for the benefit of everyone.
- (I) To promote close and decisive co-operation between the existing associations and organisations representing interest groups within the Private Sector, to assist in the formation of any new associations that may help in achieving the objects of the Organisation; and to represent the Private Sector.
- (J) To establish programmes for improving all the skills and talents within the Private Sector.
- (K) To establish and maintain standards of ethics based on responsibility to the consumer and the country.
- (L) To establish branches, chapters, subsidiaries or other sub-organisations as the Council shall determine, throughout Jamaica and overseas, in order to further the objects of the Organisation.
- (M) To appoint, engage, hire, or otherwise obtain the services of staff, employees, servants, contractors, agents, brokers, salesmen, representatives or any other persons, firms establishments or companies in Jamaica or elsewhere whose services or assistance may be required by the Organisation for the purpose of pursuing its objects or in connection with all or any of its undertakings and to remunerate such persons, firms, establishments or companies rendering service to the Organisation either by cash payment or in such other manner as may be thought expedient.
- (N) To confer, correspond, deal or enter into any arrangements, with the Government or authorities (supreme, municipal, local or otherwise) or any companies, firms, organisations or persons as may seem conducive to the attainment of the Organisation's objects or any of them.
- (O) To purchase, rent, lease, or by other means acquire any property, whether real or personal, including land, buildings, offices and houses and any furniture, machinery, works, vehicles or equipment which the Organisation may deem necessary for the purpose of its operation or any of its undertakings.
- (P) To borrow or raise money and to give security for same in such manner as the Organisation shall think fit.
- (Q) To raise funds:
  - (a) by way of voluntary subscriptions, donations, gifts, devises, bequests and the like;

- (b) through organised fundraising activities of whatsoever kind;
  - (c) by way of a solicitation from Governments, governmental agencies, agencies of the United Nations or any other multi-lateral or international agencies and the like.
- (R) To invest or deal with funds and assets of the Organisation not immediately required in such manner as may from time to time be determined.
- (S) To sell or otherwise dispose of the whole or any part of the property of the Organisation for such consideration as the Organisation may think fit.
- (T) To carry on the business of magazine, newsletter proprietors and publishers.
- (U) To pay or give gratuities or pensions or other benefits to employees and ex-employees of the Organisation or dependents of such persons.
- (V) To do all other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
4. Notwithstanding anything to the contrary in the foregoing objects or in the Articles generally of the Organisation, the Organisation shall not be conducted or operated for the pecuniary profit of its Members and no part of any net earnings or net income of the Organisation shall inure to the benefit of any Member or any other individual. Should there be net earnings or net income on hand at the close of the fiscal year of the Organisation, such net earnings shall be used to defray the operating expenses of the Organisation for the succeeding fiscal year or years, and for the avoidance of doubt it is hereby declared that the income and property of the Organisation whencesoever derived, shall be applied solely towards the promotion of the objects of the Organisation and no portion shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Organisation. In no event shall the Organisation
- (A) pay any compensation, other than reasonable allowances or salaries or other compensation for services actually rendered, to; or
  - (B) make any part of its services available on a preferential basis to; or
  - (C) engage in any other transaction which results in a substantial diversion of its net earnings or net income as well as capital to:  
a Member, or any member of the family of a Member, or to any entity controlled by such Member.
5. The Organisation shall not support with its funds any objects, or endeavour to impose on, or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Organisation would make it a Trade Union.
6. No addition, alteration, or amendment shall be made to Schedule I to the Articles of Incorporation, unless the same shall have been previously submitted to and approved by the Minister.

7. The third, fourth and sixth clauses of this Schedule I to the Articles of Incorporation contain conditions on which a licence is granted by the Minister to the Organisation in pursuance to Section 20 of the Act.
8. The liability of the Members is limited.
9. Every Member undertakes to contribute to the assets of the Organisation in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Organisation contracted before he ceases or ceased to be a Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the sum of TWO DOLLARS (\$2.00).
10. In the event it shall be deemed advisable to dissolve the Organisation, funds or assets on hand at such time shall first be applied to discharge any valid obligations or expenses of the Organisation and after the discharge of any such obligations and expenses, any remaining funds or assets or income as well as any property or capital of the Organisation shall be distributed to such other organisation or organisations established in Jamaica, which is or are operated exclusively for charitable purposes, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Organisation under or by virtue of this Clause such organisation or organisations to be determined by the Council of the Organisation at or before the time of dissolution, or in default thereof by a Judge of the Supreme Court of Jamaica having jurisdiction in the matter. In no case shall there be any such distribution of any funds, assets or property of the Organisation to any Member or other private individual.
11. True accounts shall be kept of the sums of money received and expended by the Organisation and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Organisation; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Committee in accordance with these Articles shall be open to the inspection of the Members.

JAMAICA  
THE COMPANIES ACT

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SCHEDULE II

ARTICLES OF INCORPORATION  
OF  
THE PRIVATE SECTOR ORGANISATION OF JAMAICA LIMITED

PRELIMINARY

1. In these Articles, unless the context otherwise requires:

(a) The following expressions shall have the following meanings:

- (i) **“The Act”** shall mean the Companies Act other and any other law or Act of Jamaica substituted for the same.
  - (ii) **“The Organisation”** shall mean **“THE PRIVATE SECTOR ORGANISATION OF JAMAICA”**.
  - (iii) **“The Council”** shall mean the Council of the Organisation.
  - (iv) **“The Committee”** shall mean the Executive Committee of the Organisation.
  - (v) **“Member”** shall mean any member of the Organisation.
  - (vi) **“Officer”** shall mean any of the persons mentioned in Article IV, Clause1.
  - (vii) **“The Private Sector”** shall mean all individuals, partnerships and corporate bodies in Jamaica excluding political parties, the Government and all its various Ministries, departments, agencies and statutory bodies but including non-government and non-profit organisations whose operations are autonomous and free from party political control and influence in their policy, operations and decision making.
- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

- (c) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Organisation.
- (d) The singular shall include the plural and vice versa and the masculine shall include the feminine and the neuter and vice versa.

## ARTICLE I

### MEMBERSHIP

1. The membership of the Organisation shall consist of any person or persons or any company, firm, establishment, partnership, group or body being part of the Private Sector, who is (are) a member(s) in good standing of the Private Sector Organisation of Jamaica as of the date of incorporation of the Organisation, or who shall have applied in the form prescribed by the Committee for the particular category of membership whose application shall have been approved by the Committee in its discretion and whose entrance fee and/or subscription prescribed for the relevant year shall have been paid.
2. Application for membership of each category shall be in the form prescribed by the Committee from time to time. The number of Members with which the Organisation proposes to be registered is 5,000 but the Committee may from time to time register an increase of Members.
3. There shall be four categories of Members, namely:
  - (a) Organisations, associations, groups or bodies whether national, regional or parish representative of any service, field or interests within the Private Sector or any part thereof. This category shall not include companies or firms primarily doing business or trading, nor shall this category include organisations, associations, groups and bodies which in the opinion of the Committee are not effectively representative of their particular field at an essentially national, regional or parish level, and the decision of the Committee in this regard shall be final.
  - (b) Individuals, whether male or female, who shall have attained the age of 18 years as at the date of application for membership and who are resident in Jamaica and who are by principal occupation members of the Private Sector, provided, however, that no person is eligible for individual membership who is a sole proprietor, controlling partner or controlling shareholder of a business, firm, company or other enterprise conducted for profit, unless such enterprise is also a Member.
  - (c) Companies, firms, partnerships, bodies or other groups, part of the Private Sector not falling within category (a) above, whose registered or main office is in Jamaica or (if abroad) who have an office and a substantial operation in Jamaica.
  - (d) Associate Overseas members being persons, companies, firms, partnerships, associations, organisations or other groups, not resident in Jamaica, part of the Private

Sector of their respective country, whose applications are approved by the Committee in its discretion.

### **SUSPENSION OR REVOCATION OF MEMBERSHIP**

4. The Committee may in its discretion, suspend or revoke the membership of any Member, or deal with him in such manner as the Committee may deem fit, for any wilful breach of these Articles or for any misconduct prejudicial to the objects and interest of the Organisation, provided however that such suspension or dismissal or other penalty shall be proposed at a duly constituted meeting of the Committee and carried by a vote of at least two-thirds of the voting Members of the Committee present at such meeting, after notice and opportunity for a hearing is afforded the Member complained against. Any Member who shall be so suspended or have his or its membership revoked or otherwise dealt with by the Committee shall have the right to appeal to the Council against the decision of the Committee. Such Member may within seven days of receiving the Committee's decision give to the Honorary Secretary notice of his intention to appeal and such appeal shall be heard by the Council at its next meeting and a decision shall be made by a majority vote of Members of the Council present and voting. The decision of the Council shall be final. The name of the Member dismissed shall be removed from the list of Members of the Organisation.
5. Any Member whose subscription shall be six (6) months in arrears shall be deemed to have forfeited his membership and the rights and privileges thereof, and his name shall be placed before the Committee and may be removed from the list of Members of the Organisation, if the Committee so resolves.
6. A Member may withdraw from membership in the Organisation by giving one month's notice in writing, to end on or before the last day of the subscription year, of his intention to withdraw and shall, following such withdrawal have no further claim, right or privilege in the Organisation and his name shall be removed from the list of Members of the Organisation.
7. A Member whose membership has been revoked and/or whose name has been removed from the list of Members, may be permitted by the Committee in its discretion to resume membership on the presentation of a new application for membership, supported by such evidence or information as may be required by the Committee.

### **ARTICLE II**

#### **SUBSCRIPTION AND ENTRANCE FEE**

The annual subscription and/or entrance fee for each category of membership shall be set by the Committee and confirmed at the next meeting of the Council and subscriptions shall be payable by the 31st of December each year in advance to the Organisation, or as otherwise determined by the Council from time to time.

### **ARTICLE III**

#### **THE COUNCIL**

1. The Council shall be the governing body of the Organisation and shall, subject to Clause 10 below, consist of fifty-one (51) members elected from the categories of Members set out in Article I, Clauses 3 (a), (b) (c) and (d) respectively in the numbers and proportions and in the manner set

out in Article III, Clause (3) below. The list of Members for the purpose of determining any Member's eligibility for election shall be closed thirty days before the Annual General Meeting of the Organisation.

2. Candidates for election to the Council shall be nominated by a Member in good standing and seconded by another Member in good standing. A nominated candidate must be a Member in good standing or must represent an association, company, firm or other non-individual Member in good standing. Nominations duly signed by the proposer and the seconder shall be delivered to the Honorary Secretary of the Organisation at least fourteen (14) days before the date of the meeting. Nominations will not be permitted from the floor.
3. At each Annual General Meeting of the Organisation each category of Members shall by majority vote elect persons to membership of the Council from amongst the nominated candidates representing such category (whether or not such candidates are present at the meeting). Members of the Council shall be composed of:
  - (a) one (1) Member elected by the category of Members defined in Article I, Clause 3 (d); and
  - (b) fifty (50) Members comprised as follows: as to fifty (50) per cent, of the Members elected by the category of Member defined in Article I, Clause 3 (a); as to ten (10) per cent, of the Members elected by the category of Member defined in Article I, Clause 3 (b); and as to forty (40) per cent, of the Members elected by the category of Member defined in Clause 3 (c), provided however in the event that the actual number of Members of a category shall at any time be less than their aforesaid respective percentage entitlement then all the Members of such category shall be members of the Council for the relevant year, and further provided that if the total of all the Members of such category shall not amount to the aforesaid percentage entitlement of such category of Member, in such event, Clause 1 above notwithstanding, the relevant number of members of the Council, being fifty (50), shall be reduced by the differences between the actual number of members of the relevant category and the number of its entitlement, and the other category or categories of member shall maintain its or their aforesaid percentage entitlement to membership of the Council before having taken into account the said reduction or reductions in the number of members of the Council.
4. The Members defined in Article I, Clauses 3 (a), (c) and (d) as distinguished from any individuals representing them from time to time at meetings of the Council, shall, if duly elected, be members of the Council.
5. One-half of the members of the Council elected by each category of Member (rounded up to the nearest whole number) shall retire at each Annual General Meeting and shall be eligible for re-election; the other one-half shall continue as members of the Council until the next Annual General Meeting provided however that in the event that any member not required to retire shall have ceased to be a Member of the Organisation or shall state his intention not to continue as a Member of the Council his place shall be filled by election by the relevant category of Members.
6. The Council Members to retire at every Annual General Meeting in accordance with Article III Clause 5 shall be those who have been longest in office since their last election, but as between



persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

7. The Council shall meet at least four times in the interval between one Annual General Meeting and the next at intervals of not more than four months apart and the first of such meetings of the Council shall take place no later than twenty one days following each Annual General Meeting of the Organisation. At least fourteen clear days' notice shall be given of all such meetings, provided however that in urgent cases the President shall be at liberty to summon a special meeting of the Council without giving fourteen days' notice as aforesaid. The meetings of the Council shall take place at the times directed by the President provided however that on the requisition in writing of at least twenty five (25) per cent of the members of the Council, the Honorary Secretary shall convene and give due notice of a meeting of the Council notwithstanding that the President has not directed same. The meetings of the Council may be held partly or entirely on an Electronic Platform enabling persons entitled to attend and vote thereat to attend and participate by simultaneous attendance by Electronic Means and the provisions of Article VII, Clauses 5 to 7 shall apply mutatis mutandis.
8. The Council may in its discretion, from time to time establish standards and formulate and set rules, regulations, stipulations and by-laws and later amend or vary same to regulate and govern all aspects of the work and undertakings of the Organisation in accordance with its objects, provided that such standards, rules, regulations, stipulations and bye-laws shall not be inconsistent with these Articles.
9. The Council shall at its first meeting following the Annual General Meeting of the Organisation elect by majority vote the Officers and Members of the Committee referred to in Article V, Clause 1 (save the Executive Director and the Honorary Secretary). Such persons shall be elected from the group of individuals who are members of the Council, whether members of the Council in their own right or the duly appointed representatives of the non-individual members of the Council.
10. Any individual elected as an Officer or other member of the Committee shall be a member of the Council (separate and apart from the non-individual Member whom he represented at the time of his election to the Committee, where applicable) and in such a case the number of members of the Council may for the remainder of the year exceed the limit of fifty-one (51) referred to in Clause 1 provided that such individual shall cease to be a member of the Committee and the Council if the non-individual Member whom he represented at time of his election to the Committee has ceased to be a member of the Organisation or has duly appointed another representative in his place.
11. Notwithstanding the provisions contained herein, the Organisation may at a duly constituted meeting by two-thirds majority vote of Members present at such meeting, appoint a Member of the Organisation who has rendered outstanding service to the Organisation, an Honorary Member of the Council for life. An Honorary member of the Council may be invited to meetings of the Council and have the right to speak but shall have no voting rights in his capacity as such.
12. At every meeting of the Council a quorum shall consist of thirty (30) per cent of the total number of members of the Council (rounded up to the nearest whole number). Decisions will be carried by a majority vote of the members present at a duly constituted meeting of the Council.

13. Members of the Council who shall be an organisation, association, company, firm, partnership or other body shall before the commencement of the first meeting of the Council in any year give to the Honorary Secretary or other person acting on his behalf for this purpose, written notice of the name and address of one person who shall have been nominated to attend meetings of the Council for the year on such Council members' behalf and also the names and addresses of two other persons as alternate representatives, who shall be named in order of preference, and such nominated persons or any such alternate representative, as the case may be, shall have the voting rights and any other rights and privileges of the Council member he represents. In the event that neither such nominated person nor such alternate representatives shall be able or willing to attend any meeting, the Council member may appoint another person as its representative.
14. Any person entitled to attend a meeting of the Council may attend such meeting and vote thereat, whether on a show of hands or by poll, by proxy. References herein to any person being present at a meeting includes such person being present by proxy.
15. In the event of a tie in the voting at any meeting of the Council the Chairman shall have a casting vote.
16. In the absence of the President and all Vice-Presidents at any meeting of the Council, the Council shall elect a Chairman for that meeting who shall preside and have all the privileges of the President at the said meeting.
17. The first Council of the Organisation shall be the Council elected by the Private Sector Organisation of Jamaica, pursuant to the rules for the election council set forth in the Articles.

#### **ARTICLE IV**

##### **OFFICERS**

1. The Officers of the Organisation shall consist of: A President, at least three but no more than five Vice Presidents, the Executive Director, an Honorary Treasurer, and an Honorary Secretary, all of whom (save the Executive Director and the Honorary Secretary who shall be appointed in accordance with Clauses 4 and 5 below) shall be elected by simple majority at the first meeting of the Council following each and every Annual General Meeting of the Organisation. The President, Vice Presidents and Honorary Treasurer shall be elected from the members of the Council.
2. The President shall be the Senior Officer of the Organisation. He shall summon and preside at all meetings of the Organisation, Council and Committee except as otherwise provided for and at all meetings over which he may preside, he shall have an original as well as a casting vote. The President shall at all such meetings have complete authority on every question of order or procedure.
3. As regards any meeting of the Organisation, Council or Committee, in the absence of the President, one of the Vice-Presidents as shall be determined either by consent of the majority of the other Vice-Presidents or, failing such consent, by choice of the Organisation, Council or Committee, (as the case may be) determined if necessary by majority vote of the Organisation, Council or Committee (as the case may be) shall preside at such meetings and shall have all the

powers of the President in that respect. He shall in the absence of the President do and perform all such things as the President is by these Articles required and empowered to do.

4. The Executive Director shall be engaged and appointed from time to time by the Committee for such period and upon such terms and conditions and for such remuneration as the Committee shall in its discretion decide. His duties include the management of the affairs of the Organisation and the supervision and administration of all work undertaken by the Organisation and in the performance of his duties he shall be responsible to the Committee. He shall have the right to vote at meetings of the Committee but not at meetings of the Council or the Organisation.
5. At the first meeting of the Committee following the Annual General Meeting, the Committee shall appoint an Honorary Secretary, who shall be a Member, whether in his own right or as the duly appointed representative of a non-individual Member of the Organisation, who shall remain in office unless he tenders his written resignation to the Committee or unless the Committee requires him in writing to resign. The Honorary Secretary shall keep minutes of all proceedings of the Organisation, the Council and of the Committee and a list of Members. All notices to Members shall be issued by him and he shall have charge of the records of the Organisation.
6. The Committee shall have the power to appoint any assistant secretaries to hold office during any year, but such persons shall not be entitled to vote at any meeting of the Committee, the Council or the Organisation.
7. The Honorary Treasurer shall have charge of the funds and financial affairs of the Organisation. He shall prepare and lay on the table whenever required by the Organisation or the Council or Committee all account books together with a statement showing the financial position of the Organisation which shall be audited annually by an auditor appointed by the Organisation. He shall not retain in his possession at any time more than ten thousand dollars of the money of the Organisation or such larger sum as may be considered reasonable by the Officers to cover current expenses; any sums above that amount shall be lodged in any approved Bank to the credit of the Organisation. All cheques or other instructions to the Organisation's bankers for the payment of money shall be signed by the Executive Director or the Honorary Secretary or Honorary Treasurer and counter-signed by any one other member of the Committee or any member of the staff of the Organisation designated by the Committee.
8. The Committee shall have power to appoint any assistant treasurers to hold office during the year, but such persons shall not be entitled to vote at any meeting of the Committee, the Council or the Organisation.
9. The Committee may appoint an Honorary Legal Counsel for such period and upon such terms and conditions as it shall in its discretion decide. The Honorary Legal Counsel shall be a duly qualified attorney-at-law entitled to practice in Jamaica who is a Member, whether in his own right or as the duly appointed representative of a non-individual Member of the Organisation. The Honorary Legal Counsel shall be ordinarily invited to all meetings of the Officers and of the Committee and may be invited to meetings of the Council but shall not be entitled to vote at any meeting of the Officers, Committee or the Council.
10. The Committee may in its discretion remunerate or give allowances to the Executive Director, Assistant Secretaries, Assistant Treasurers and any staff or employees engaged by the

Organisation by whatsoever cash payment or otherwise as it may think fit having regard to the funds which the Organisation may have available for such purposes.

11. The Officers shall together meet as often as may be necessary to discharge the management and administration of the Organisation but in any event no less than eight (8) times annually. The meetings of the Officers may be held partly or entirely on an Electronic Platform enabling persons entitled to attend and vote thereat to attend and participate by simultaneous attendance by Electronic Means and the provisions of Article VII, Clauses 5 to 7 shall apply mutatis mutandis.
12. In the event of the prolonged absence, resignation, dismissal or death of any of the Officers of the Organisation or any of the other members of the Committee, the Committee may make such acting appointment as may be necessary.
13. The Organisation's year shall be deemed to begin on the first day of January and to expire on the thirty-first day of December each year. The Officers and other members of the Committee shall continue in office until their successors be appointed.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

1. The Committee of the Organisation shall consist of:
  - (a) The Officers mentioned in Article IV, Clause 1;
  - (b) seven other persons (all being representatives of the category of Member set out in Article 1, Clause 3 (a)) to be elected from among the members of the Council by a simple majority at the first meeting of the Council following each Annual General Meeting of the Organisation; and
  - (c) such other persons as may be elected pursuant to Article VI.
2. The members of the Committee shall serve as the directors of the Organisation, and the Honorary Secretary shall be the secretary of the Organisation.
3. All Officers and members of the Committee (save and except the Executive Director), who shall be elected or appointed at the first meeting of the Council each year shall retire annually but are eligible for re-election or re-appointment, providing however that no one Committee member (separate and apart from the non-individual Member whom he represented at the time of his election to the Committee, where applicable) may serve as President for a period of more than two (2) consecutive years or serve otherwise in the same capacity on the Committee for a period of more than five (5) consecutive years.
4. If any member of the Committee is absent without leave from three (3) consecutive meetings of the Committee, his seat may be declared vacant.
5. If any vacancy shall arise on the Committee (either temporarily or permanently) the Committee may from time to time fill such vacancy from the Council until the next Annual General Meeting.

Subject to the provisions of Article IV, Clauses 6 and 8, such person or persons filling a vacancy shall be entitled to vote at Committee meetings.

6. The Committee in the performance of its functions and duties shall be responsible to the Council. The Committee shall have full authority to exercise the powers of the Council at any and all times when the Council is not in session and the Committee shall have power to co-opt individuals, who are not members of the Committee, to assist with the work of the Committee and the Organisation, except that such co-opted members of the Committee shall not have the right to vote at meetings of the Committee. Subject to any borrowing limits fixed by the Council, the Committee shall have authority to exercise all powers of the Organisation to borrow money from the Bankers of the Organisation or from any other source whatsoever upon such terms as it deems fit, and for this purpose the President and the Vice-Presidents or at least any two of all of them shall be empowered by the Committee to negotiate such loans, and to execute any document for that purpose which shall be binding on the Organisation.
7. The Council shall from time to time fix the borrowing limits of the Committee and without prejudice to the generality of the foregoing may from time to time vary such limits. Notwithstanding anything herein the Committee or the President and the Executive Director may in exercise of emergency powers under Article X from time to time exceed any borrowing limits imposed by the Council but shall in such event comply with the provisions of Article X.
8. The Committee shall meet as often as may be necessary but in any event no less than four (4) times annually and shall meet within seven days of a notice requesting such meeting and signed by at least three members of the Committee being received by the Honorary Secretary. In the absence of the President and all Vice-Presidents at any meeting, the Committee shall elect a Chairman for such meeting. At every meeting of the Committee a quorum shall consist of five voting members. The meetings of the Committee may be held partly or entirely on an Electronic Platform enabling persons entitled to attend and vote thereat to attend and participate by simultaneous attendance by Electronic Means and the provisions of Article VII, Clauses 5 to 7 shall apply mutatis mutandis.
9. Any member of the Committee or any person appointed by the Committee to assist in the discharge of the functions, duties and operations of the Committee may be given such travelling, out-of-pocket and entertainment allowances as the Committee may from time to time determine having regard to the funds which the Organisation may have available for such purposes.
10. The Committee shall provide for the safe custody of the common seal of the Organisation (the "Seal"), which shall only be used by the authority of the Committee or such sub-committee thereof as it may direct. Every instrument to which the Seal shall be affixed shall be signed by a member of the Committee mentioned at Article V, Clause 1 and shall be counter-signed by the Honorary Secretary or another such member of the Committee or by some other person appointed by the Committee for the purpose.

## **ARTICLE VI**

### **CHAPTERS**

Each Chapter, whether established by the Council in Jamaica or overseas shall be entitled to elect a voting member of the Committee, over and above the Committee members provided for in

Article V, Clause 1, provided such Chapter shall have a minimum of twenty-five (25) Members who shall contribute annually to the Organisation, such sum of money as the Council shall determine from time to time.

## **ARTICLE VII**

### **MEETINGS**

1. In this Article VII, the following expressions shall have the following meanings:
  - (a) “place” shall include an Electronic Platform;
  - (b) “Electronic Platform” shall include website addresses and conference call systems;
  - (c) “Electronic Means” means any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, e-mail sent via computers and scanning devices.
2. The Organisation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Organisation and that of the next. Provided that so long as the Organisation holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the President shall appoint.
3. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The President may, whenever he thinks fit, convene an extraordinary general meeting. The Honorary Secretary shall also convene an extraordinary general meeting on requisition by at least thirty Members.
5. Unless the law otherwise provides, the Organisation may hold a general meeting partly or entirely on an Electronic Platform enabling persons entitled to attend and vote at a general meeting to attend and participate by simultaneous attendance by Electronic Means. The convenor of the general meeting shall determine whether a general meeting is to be held as a physical meeting or partly or entirely on an Electronic Platform.
6. A general meeting that is held entirely on an Electronic Platform shall be deemed to take place in Jamaica and the laws of Jamaica shall apply to that meeting.
7. At a general meeting that is held partly or entirely on an Electronic Platform, the presence of a Member shall include being present by Electronic Means; and references herein to voting on a show of hands or on a poll shall include by Electronic Means.

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing, and a meeting of the Organisation other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereafter mentioned or in such other manner, if any, as may be prescribed by the Organisation in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Organisation;
9. Provided that a meeting of the Organisation shall, notwithstanding that it is called by shorter notice than that specified in this article, 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 and vote thereat; and
  - (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 holding not less than 95 percentum of such rights.
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 the proceedings at that meeting.
11. The Committee may postpone or move a general meeting (including an adjourned general meeting) if, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held, the Committee considers it impracticable or unreasonable to hold the meeting on the declared date or at the declared time or place. Notice of such postponement or move shall be given in accordance with these Articles. Any meeting so postponed and/or moved may also be postponed and/or moved under this Clause.
12. The Business to be dealt with at the Annual General Meeting shall include:
  - (a) The Report of the Committee for the previous year.
  - (b) The Statement of Accounts for the previous year duly audited.
  - (c) The election and appointment of the members of the Council.
  - (d) The appointment of an Auditor.
  - (e) The proposed expenditure for the following twelve (12) months.
  - (f) Any resolution of which due notice has been given. Such notice of a resolution shall be given to the Honorary Secretary at least fourteen days before the meeting and the Honorary Secretary shall give at least seven days' notice thereof to the Members.

13. The list of Members of the Organisation, for the purpose of convening its Annual General Meeting, shall be closed thirty days prior to the date of such meeting.
14. At every general meeting of the Organisation a quorum shall consist of thirty Members. Members attending by proxy, whether in person or by Electronic Means, shall be counted in the quorum. If within half an hour from the time appointed for a general 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 day in the next week, at the same time and place, or to such other day and at such other time and place as the Organisation 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.
15. Members who shall be an organisation or a group of two or more individuals, companies, firms, establishments or bodies shall at least seventy-two hours before the commencement of each general meeting of the Organisation give to the Honorary Secretary or other person acting on his behalf for this purpose, written notice of the name and address of one person who shall have been nominated to attend the said meeting on such members' behalf (a "Nominated Person"), and such Nominated Person shall have the voting rights and any other rights and privileges of the Member he represents.
16. Any person entitled to attend a meeting of the Organisation may attend such meeting and vote thereat, whether on a show of hands or by poll, by proxy. References herein to any person being present at a meeting includes such person being present by proxy. A proxy need not be a Member.
17. Unless otherwise provided in these Articles, every Member shall have one (1) vote. In the event of a tie in the voting the Chairman shall have the casting vote.
18. In the absence of the President and all Vice-Presidents at any general meeting, the Organisation shall elect a Chairman for that meeting who shall preside and have all the privileges of the President at the said meeting.
19. A Member who is in arrears with his subscription shall not be entitled to vote at any general meeting of the Organisation.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
  - (a) by the Chairman; or
  - (b) by at least 15 Members present.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing minutes of the proceedings of the Organisation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn. Except as provided in regulation if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and



the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

#### **ARTICLE VIII**

##### **AUDITOR**

The Auditor of the Organisation shall be a person or firm duly qualified under Section 155 of the Companies Act for appointment as auditor of a company incorporated under that Act and who shall not be a member of the Committee or the Council. The Auditor shall be appointed by the Organisation in General Meeting and shall append his Certificate of Audit to the Annual Balance Sheet.

#### **ARTICLE IX**

##### **LIABILITY OF OFFICERS**

There shall be no personal liability attaching to any Member or any Officer of the Organisation for anything bona fide done or intended to be done in pursuance of these Articles. However, the Organisation shall not be liable for any act done beyond the scope of these Articles and by any person in excess of his Authority.

#### **ARTICLE X**

##### **EMERGENCY POWERS**

1. In cases of emergency where time shall not reasonably permit the convening of a meeting of the Committee or the Council the President and the Executive Director shall without the requirement of the approval of the Committee or the Council being obtained beforehand, have special powers to deal with any matter (including borrowing in excess of any limit fixed for the time being by the Council) in such manner as they consider to be in the best interests of the Organisation in pursuance of its objects provided however that whenever such emergency powers shall be exercised the President will without undue delay convene a meeting of the Committee or of the Council as the President may deem fit and report to the Committee or the Council, as the case may be, on the matter or matters dealt with in exercise of these emergency powers.
2. The Organisation shall have the power to deal with any matter not provided for in these Articles and the interpretation of all the Articles by the Committee shall be final.

#### **ARTICLE XI**

##### **AMENDMENT OF RULES**

Any Member wishing to propose any addition, alteration or amendment to the Rules of the Organisation must forward same in writing to the Honorary Secretary at least fourteen clear days prior to the meeting of the Organisation at which he proposes to move such addition, alteration or amendment. The Honorary Secretary shall give due notice thereof to the Members, which notice shall not be less than seven (7) days before the date of the meeting.

#### **ARTICLE XII**

##### **SERVICE OF NOTICE**

1. A notice may be given by the Organisation to any Member either: personally; or by sending it by post to him or to his registered address; or (if he has no registered address within the Island) to

the address if any, within the Island supplied by him to the Organisation for the giving of notice to him, or by electronic mail to the address supplied by him to the Organisation. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is given personally, it shall be deemed to be served upon delivery and where a notice is served by electronic mail, it shall be deemed to have been served at the time of dispatch from the Organisation's computer. In proving service of notice by electronic mail, it shall be sufficient for the Organisation to show "evidence in its sent folder supported by hard copy on file of email sent and print of the sent folder log" that it was sent by them to the electronic mail address supplied by the Member of the Organisation.

2. Notice of every general meeting shall be given in any manner hereinbefore authorized to:
  - (a) every member except those Members who (having no registered address within the Island) have not supplied to the Organisation an address within the Island for the giving of notices to them if the notice is sent personally or by post;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the auditor for the time being of the Organisation.
3. No other person shall be entitled to receive notices of general meetings.