



JAMAICA

THE COMPANIES ACT

SCHEDULE 1 -

ARTICLES OF INCORPORATION

of

THE JAMAICA MANUFACTURERS AND EXPORTERS ASSOCIATION LIMITED

A company limited by guarantee and not having
a share capital

INTERPRETATION

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

“The Act” shall mean the Companies Act, 2004 and any statutory modification thereof in force from time to time, and shall include every other statute hereafter repealing and replacing same (and in case of such repeal and replacement the reference in these Articles to the provisions of the Act shall be read as references to the equivalent provisions in the new statute).

“The Association” means “**THE JAMAICA MANUFACTURERS AND EXPORTERS ASSOCIATION LIMITED**”

“Electronic” shall mean technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities, including but not limited to technology utilized by facsimile machines, scanning devices, mail sent using computers or other similar automated or photographic devices.

“Electronic Format” any disc, tape, sound track or other device in which printed words, sounds or other data are embodied so as to be capable (with or without the aid of some other equipment) of being reproduced therefrom including but not limited to compact discs

“Electronic 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

“in writing” shall include printed, lithographed, typewritten, photographed, xeroxed or partly one and partly another and other modes of representation or representing or reproducing words in a visible form, in addition to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied in Electronic form or otherwise.

- “month” shall mean calendar month
- “the Register” shall mean the Register of members to be kept as required by the Act.
- “Secretary” shall mean any person appointed to perform the duties of the Secretary of the Company, and shall include any assistant or deputy secretary and any person appointed to perform the duties or any particular duty of the secretary temporarily.

(2) 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 on which these Articles become binding on the Company.

(3) Words importing the masculine form shall include the feminine and neuter forms, and vice versa. Words importing the singular number only shall include the plural, and the converse shall also apply. Words importing individuals shall include corporations.

(4) References to “signed” shall, unless the contrary intention appears, be construed as including references to signatures sent or supplied in Electronic form or otherwise.

OBJECTS AND POWERS OF THE ASSOCIATION

2. A. The objects for which the Association is established are:-
- (1) To promote and encourage the promotion of industry, commerce, science and art in Jamaica.
 - (2) To promote and protect the interests of exporters of goods and services of all kinds from Jamaica.
 - (3) To promote and encourage the improvement and development in Jamaica of the manufacturing operations capable of making contributions to the economic welfare and development of the Island.
 - (4) To represent express and give effect to the views and opinions of manufacturers and exporters on commercial or mercantile matters of all kinds.
 - (5) To conduct research into matters relevant to manufacturers and exporters and to collect and circulate commercial statistics and information of all kinds relevant to manufacturers and exporters.
 - (6) To consider all questions connected with export of goods and services from Jamaica.
 - (7) To encourage and assist members in the use of efficient and modern methods of manufacture, the maintenance of proper standards of safety, labour relations, wages, employees’ welfare, public relations, advertising, and provide such other services as members may consider of value.
 - (8) To foster and promote cordial relationships with consumers and establish and maintain good business practices amongst manufacturers and exporters.
 - (9) To foster, promote and increase the use in Jamaica and elsewhere of products manufactured in Jamaica, and to assist members in securing markets for both raw materials and finished products both within Jamaica and overseas.
 - (10) To promote conference among members as to problems affecting local manufacturing industries and exporters and to take such action from time to time as may be considered proper to settle or adjust such problems.
 - (11) To promote and encourage adherence by Jamaican manufacturers to proper standards and grades of quality in all manufactured products.
 - (12) (a) To foster, promote and encourage participation in matters of public interest, including but not limited to promoting or opposing bills in Parliament or other measures affecting manufacturers or exporters.
 - (b) To encourage and promote training programmes within industry designed to provide trained personnel to meet the manpower needs of the country.

- (13) To promote and conduct industrial shows and fairs of an educational and scientific nature including the exhibition of machinery, tools, appliances and the like, connected with or appertaining to the manufacturing industry or the export sector, and also grant scholarships conducive to the industrial development of the Island.
 - (14) To organize and conduct national and international tours and conventions connected with the manufacturing industry or the export sector for the benefit of the members thereby implementing the aims of the Association.
 - (15) To enter into any arrangement or joint adventure with any person, company, carry on or about to carry on any business which this Association is authorised to carry on.
 - (16) To receive and take by gift devise or bequest, money or property for any of the purposes or objects of the Association whether subject to any trust or not but also that the Association may nevertheless decline to accept any gift or donation or to take over any property which has annexed to it any condition or obligation not approved by the Association.
 - (17) To promote and subscribe to educational research programmes of a scientific nature, scholarships and grant donations of a charitable nature.
 - (18) To co-operate with or be a member of any organisation national or international whose objects are consistent with or similar to all or any of the objects of the Association, and to promote the aims and objects of any such organisation
- B. In furtherance of such objects, but not otherwise, the Association shall have the following powers:
- (1) To undertake and transact all kinds of business which an ordinary individual may legally undertake.
 - (2) To enter into any arrangement with any Government or authorities supreme, local, municipal or otherwise in pursuance of these objects and to obtain from any such Government or authority all rights, concessions and privileges that may seem conducive with the Association's objects or any of them.
 - (3) To pay all costs, charges and expense of the promotion and establishment of the Association.
 - (4) To make rules for the regulation and conduct of the affairs of the Association including the membership and the Directors thereof.

MEMBERSHIP & VOTING RIGHTS

- 3. (1) There shall be two classes of voting members – ordinary members and member associations.
 - (a) Ordinary members shall include, in addition to the original subscribers to the Memorandum and Articles of Association:
 - (i) any individual, firm, limited liability company or other legal person engaged in manufacturing in Jamaica and admitted to membership in accordance with these Articles
 - (ii) any individual, firm, limited liability company or other legal person who was, at the time of these Articles coming into effect, a “Full Member” of the Jamaica Exporters’ Association Limited and who submits a properly completed membership application form as prescribed by the Board of Directors for use by such applicants
 - (iii) any individual, firm, limited liability company or other legal person who are exporters or who provide services for exporters at the time of their application for membership or who show to the satisfaction of the Board that they are likely to become exporters or are likely to provide services for exporters within a reasonable time, and are admitted to membership in accordance with these Articles.
 - (b) Member associations means associations of persons engaged or interested in any business in Jamaica and acceptable as such to the Board of Directors and admitted to membership in accordance with these Articles.

- (2) Each voting member (ordinary or member association) shall be entitled to one vote only.
- (3) In addition to the foregoing, persons may be admitted as Associate Members or Honorary Members in accordance with these Articles, and shall be entitled to attend general meetings of the Association and to join in discussion thereat. Such persons may also by invitation attend meetings of the Board of Directors but shall not be eligible to vote at either meeting.
- (4) Associate Members shall be restricted to those who are approved for membership by the Board but who are not considered eligible for membership as ordinary members, member associations or honorary members.
- (5) Honorary Members shall be persons invited to become honorary members in the absolute discretion of the Board in recognition of service in the field of international trade or manufacturing, or persons with specialised knowledge beneficial to the operations of the Association.
- (6) Every member shall be bound to further to the best of their ability the objects, interest and endeavours of the Association and shall observe the provisions of these Articles.
- (7) Membership of the Association shall not be transferable or transmissible by the act of the member or by operation of law.

ADMISSION OF MEMBERS

4. (1) Any individual, firm, limited liability company, association or other legal person (each, an “applicant”) may apply in writing to the secretary of the Association in such form as shall be prescribed by the Directors from time to time to become a member and upon the Directors in their sole discretion admitting such applicant to membership the Secretary shall proceed to enter the name of such applicant in the Register and shall notify the applicant in writing of its acceptance.
 - (a) Each member who is not an individual shall be required to appoint a representative (being an individual, and hereinafter referred to as a “member representative”) to meetings of the Association and shall notify the Secretary in writing of the name of the person appointed provided that any change in the appointment shall be notified to the Secretary in writing at least twenty-four (24) hours prior to the change becoming effective.
 - (b) A member appointing a member representative shall constitute such member representative his authorised agent to attend meetings of the Association and to act for and in the name of the member appointing him.
 - (c) Such member representative shall have the right by virtue of his appointment to vote for and in the name of his principal and when such member representative is present at a general meeting of the Association, the member appointing such member representative shall be deemed to be present in person for the purposes of these Articles.
 - (d) Such member representative may hold office in the Association in his representative capacity, including on the Board of Directors, but only while his appointment remains valid.
 - (e) The member appointing a member representative or the member representative himself may terminate the appointment at any time by notifying the Secretary in writing to that effect.
- (2) The Board of Directors shall have power in its sole discretion to invite and admit Associate Members and Honorary Members to membership of the Association for life or for such period as the Board may determine.

MEMBERSHIP FEES

5. (1) There shall be payable on the first day of January of each year a membership fee to be prescribed by the Board of Directors as the scale of fees payable annually by each class of member, provided that the Board may, in its sole discretion waive or prorate the membership fee payable by a member who has been admitted to membership subsequent to the first day of January in any year.
- (2) Such scale of fees shall be computed on the basis of the number of employees, the annual volume of sales, any one method or both or on any other basis as the Directors may think fit.

(3) For the purpose of enabling the Directors to calculate the annual fees every ordinary member shall by the 31st day of October in each year furnish to the Directors a return in such form as they may require, showing the gross Sales of the business and the number of employees recorded in his books at the end of the financial year immediately preceding the 31st of October in each year.

(4) If any ordinary member without reasonable excuse fails or refuses to furnish the required return by the aforesaid date the Directors may levy such fee as they consider equitable.

6. The Board of Directors shall have the power to vary the fees of the Association in keeping with the needs of the Association. The Board of Directors shall give to members of the Association due notice of the fees prescribed at least forty-five (45) clear days before the first day of January of any year for which the new scale of fees prescribed.

7. It is hereby declared that the annual membership fees or any other moneys unpaid by a member of the Association on the due date (is) shall be deemed to be a debt owed by such member. Unless the Board of Directors considers that there are extenuating circumstances, any member failing to pay the annual membership fee or any other moneys within ninety (90) days of the due date renders himself or itself liable to be sued therefor as and for a debt due to the Association and may be (i) suspended or (ii) excluded from any or all rights of membership or (iii) shall be excluded from membership of the Association.

RESIGNATION OF MEMBERS

8. Any member wishing to resign from membership of the Association shall do so by giving thirty (30) days notice in writing addressed to the Secretary who shall place such notice of resignation before the Board of Directors. The Board of Directors shall have the right to remove the name of any such member from the Register but may decline to do so until such member shall have paid all current dues and fees and any other moneys due and owing to the Association by him.

DISQUALIFICATION OF MEMBERS

9. Any member who shall fail in the observance of any of these Articles or who commits any act or conducts himself in a dishonourable or discreditable manner or who ceases to meet the criteria for membership of the Association as set out in the Articles may be suspended or excluded from membership of the Association by resolution of the Board of Directors at a meeting convened for the purpose and at which not less than ten (10) Directors are present. Such member shall be given at least seven (7) clear days' notice in writing of the Directors' meeting and of the intended resolution for his suspension or exclusion and shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation he may think fit. Any member excluded from membership under this Article shall forfeit all claim to return of the money paid by him or it to the Association on admission as a member thereof or by way of annual subscription, as the case may be, shall cease to be a member. For the purpose of this Article the acts of omissions of a member representative as far as they affect the interest of the Association, shall be considered to be those of his principal.

TERMINATION OF MEMBERSHIP

10. (1) A member of the Association shall cease to be a member if such member:

- (a) resigns as provided by Article 8 hereof; or,
- (b) is excluded from membership of the Association in accordance with Article 7 or Article 9 hereof;

(2) Any member who ceases to be a member shall remain liable for all membership fees due from or imposed on him up to the date on which he shall cease to be a member.

(3) A member who ceases to be a member of the Association shall immediately thereafter cease to have any right to use any logo or other graphical depiction of membership in the Association, whether to suggest that they are a member of the Association or for any other purpose.

GENERAL MEETINGS

11. The first ordinary general meeting shall be held at such time (within a period of not more than eighteen (18) months from the date of the Association's incorporation) and at such place as the Directors may determine. The Association shall in each year at such time not being later than the 30th June 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 Association and that of

the next. Provided that so long as the Association 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 Directors shall appoint. All general meetings other than the first and Annual General Meeting shall be called "Extraordinary General Meeting".

12. The Directors may, whenever they think fit, and they shall on the requisition of members of the Association holding at the date of the deposit of the requisition not less than one tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings of the Association convene an Extraordinary General Meeting. The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association and may consist of several documents in like form each signed by one or more requisitionists. If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months from the said date. A meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Association and any sum so repaid shall be retained by the Association out of any sums due or to become due from the Association by way of fees or other remuneration in respect of their services to such of the Directors as were in default. If at any time there are not sufficient Directors available and capable of acting to form a quorum, any Director or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
13. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

14. (1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day 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 time of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are under the regulations of the Association, entitled to receive such notices from the Association.
 - (2) Notice of every general meeting shall be given in any manner herein authorized to:
 - (a) every member except those members who (having no registered address within Jamaica) have not supplied to the Association an address within Jamaica for the giving of notices to them;
 - (b) the Auditor of the Association;
15. A meeting of the Association shall, notwithstanding that it is called by shorter notices than that specified in the previous 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 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 representing not less than ninety-five (95%) per centum of the total voting rights at that meeting of all the members.
 - (c) Provided further that any member may by notice in writing to the Association accept shorter notice than is above prescribed or waive notice of any particular meeting or of general meetings generally or for a limited time.
16. The accidental omission to give notice of or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. The business of any annual general meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and auditors and any other documents required by law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to elect auditors and fix their remuneration and to declare a dividend. All other business transacted at annual general meetings, and all business transacted at an extraordinary general meeting, shall be deemed special.
18. Twenty-five voting members present in person or by proxy shall be a quorum for a general meeting, and no business shall be transacted at an ordinary meeting unless the quorum requisite to be present at the commencement of the business.
19. If within half an hour of the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand postponed to the same day in the next week at the same time and place and if at such postponed meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be considered a quorum and may do all business which a quorum might have done, whatever the number of the members present.
20. The chairman of the meeting may, with the consent of the meeting adjourn the same from time to time and from place to place, but every adjourned meeting shall be treated as a prolongation only of the original meeting and shall only transact business which might properly have been transacted at the original meeting. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of business to be transacted at an adjourned meeting.
21. The President of the Association, or in his or her absence or if there is no such President, the Deputy President shall preside at every meeting of the Association or in their absence one of the Vice Presidents appointed under the provision of these Article. In case of their absence or unwillingness to take the chair, then the members present shall choose one of their number to be chairman of the meeting.
22. Minutes of the proceedings of every general meeting shall be kept and shall be signed by the chairman of such meeting or by the chairman of the next succeeding meeting and when so signed shall be conclusive evidence of such proceedings.
23. 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 not less than five (5) members having the right to vote at the meeting; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
24. 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 or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Association 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.
25. If a poll is demanded by a majority of members present, except as provided in Article 27, 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.
26. In the case of an equality of votes the chairman shall both on a show of hands and on a poll, have a casting vote in addition to the vote to which he is entitled as a member.
27. A poll demanded on the election of a chairman or a President or a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
28. No member shall be entitled to vote (in person or by proxy) at any general meeting unless all monies then payable by such member to the Association have been paid. Where a member entitled to vote is voting through a member representative, only duly registered member representatives shall be entitled to vote at any general meeting of the Association.

29. The instruments appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised. No member shall be entitled to appoint more than one proxy to attend on the same occasion. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of that power of authority, shall be deposited at the registered office of the Association or at such other place within Jamaica as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, with the chairman of the meeting or the Secretary of the Association prior to the commencement of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except in the case of the adjournment of any meeting first held previously to the expiration of such time.
31. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the act was done.
32. Every instrument appointing a proxy shall be in the following form or in such other form as the Directors may from time to time prescribe or allow.

“I/WE (member) of [address] being a member of The Jamaica Manufacturers and Exporters Association Limited hereby appoint (proxy) of [address] or failing him (second proxy) in my/our absence to vote in my/our name upon any matter proposed at the general meeting of the Association to be held on the day of next, or at any adjournment thereof in such manner as such proxy shall think proper.”

33. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or in such other form as the Directors may from time to time prescribe or allow.

“/WE (member) of [address] being a member of The Jamaica Manufacturers and Exporters Association Limited hereby appoint (proxy) of [address] or failing him (second proxy) in my/our absence to vote in my/our name upon any matter proposed at the general meeting of the Association to be held on the day of next, or at any adjournment thereof.

This form is to be used in respect of the resolutions set out below in the manner indicated below:*

**(Please indicate with an 'X' in the spaces below how you wish your Proxy to vote on the below-mentioned. If the form is returned without any indication as to how the person appointed proxy shall vote, the proxy shall exercise his discretion as to how he votes or whether to abstain from voting)*

RESOLUTION	YES	NO

34. Subject to the provisions of the Act a resolution in writing signed by three-fourths of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being companies by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held, provided that such decisions taken by way of a written resolution of the members of the Association are thereafter brought before and ratified by the Board of Directors at its next meeting.

DIRECTORS

35. (1) Subject to the provisions of Article 37, the Directors of the Association shall consist of:- a President, a Deputy President, a Treasurer, and eighteen (18) other persons all of whom shall be elected at annual general meetings of the Association as provided for under Article 41, (hereinafter called the “elected positions”) together with the Immediate Past President, the persons for the time being elected as Chairman of Group Sections and an Executive

Director, (hereinafter called the “ex officio positions”) all of whom here is collectively referred to as the Directors, the Board of Directors or the Board.

(2) The Board of Directors shall immediately following the Annual General Meeting of the Association and upon the recommendations of the President and Deputy President appoint from among the elected Directors not less than four (4) nor more than six (6) persons as Vice Presidents who, together with the President, Deputy President, Treasurer and Immediate Past President, shall constitute the officers of the Association.

(3) The Vice Presidents appointed in accordance with the provisions of Article 35 (2) shall each be assigned by the President, subject to the approval of the Board, one or more of the following portfolios: -

- (a) Administration
- (b) Finance
- (c) Public Relations
- (d) Group Co-ordination
- (e) Any other portfolios deemed necessary by the Board from time to time.

36. (1) No person shall be qualified to be a Director unless he is a duly appointed representative as provided for under Article 4 (1)(a) of a member who is not indebted to the Association in respect of dues, fees or any other moneys due and owing.

(2) Any person who was either:

- (a) elected to the office of President of the Association and served at least one full term of office; or
- (b) served as President of the Jamaica Exporters’ Association Limited

shall become a lifetime member of the Board.

(b) Notwithstanding anything herein contained the following persons having served at least one full term as President of the Association shall by virtue of their election to this office become life members of the Board:

Aaron Matalon Esq.
Vincent Bennett Esq.
Ray Hadeed Esq.
C. Henderson-Davis Esq.
Douglas Vaz Esq.
Winston Mahfood Esq.

Provided however, that they are not disqualified under any of the provisions of Article 64.

37. Any casual vacancy occurring in the Board of Directors may be filled by the Directors by the appointment of a qualified person who shall hold office until the next annual general meeting of the Association but shall be eligible for election.

38. Subject to Article 83, any Director may be employed to perform any work or contract or to supply any good required by the Association or to serve the Association in any professional capacity or in any other manner as may be thought fit and may enter into such contract for the purpose and may be paid such fees or remuneration as may be approved by the Board.

39. Each Director shall have power to nominate any person approved for that purpose by a majority of the other Directors to sit or attend as alternate Director in his place during his inability to act as such Director and at his direction to remove such alternate Director and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director whilst acting in the place of any absent Director shall exercise and discharge all the duties of the Director he represents.

40. Any instrument appointing an alternate Director shall be delivered to and retained by the Association and shall as nearly as circumstances will admit be in the form or to the effect following:

“I _____ a Director of The Jamaica Manufacturers and Exporters Association Limited in pursuance of the power in that behalf contained in the Articles of Incorporation hereby nominate _____ of _____ to act as alternate Director in my place and to exercise and discharge all my duties as a Director of the Association during my inability to act or attend as a Director.

AS WITNESS my hand this _____ day of _____ 20__ ”

If the Director making such appointment as aforesaid shall cease to be a Director of the Association the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

41. (a) The President, Deputy President and Treasurer shall retire from office but shall be eligible for re-election for a term of one year at the same or at any other General Meeting of the Association.
 - (b) Notwithstanding the provisions of Article 41 (a) above no person shall hold the office of President for more than four terms in succession.
 - (c) Six (6) of the remaining Directors shall also retire from office. The six Directors to retire shall be those who have been longest in office since their last election. As between Directors of equal seniority in office the Directors to retire shall be determined by drawing of lots. A retiring Director shall be eligible for re-election.
 - (d) No person shall be eligible for election to more than one of the foregoing twenty-one (21) elected positions set out in Article 35 (1).
 - (e) A Director elected as aforesaid who is also elected a group chairman under the provisions of paragraph (2) of Articles 65 shall be entitled to one vote only.
42. A retiring Director shall remain in office until the close of the meeting notwithstanding the election of his successor.
43. If at any meeting at which an election of a Director in place of a retiring Director ought to take place no election is made, the retiring Director shall (if willing) continue to be a Director as though he had been re-elected at such meeting.
44. A Director may at any time give one month’s notice in writing to the Association of his desire to resign and at the expiration of such notice his office shall be vacated.
45. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In any case where the votes are equally divided the Chairman shall have a second or casting vote. Each Director shall have one vote.
46. A resolution determined on without any meeting of the Directors and evidenced by writing under the hands of all the Directors shall be as valid and effectual as a resolution duly passed at a meeting of the Directors unless a Director is not available owing to leave of absence or being off the Island in which case the signatures of at least three-fourths of the Directors shall be required to validate the document.
47. Any matter on which the Directors have already voted shall not be re-opened within the next three months unless three-fourths of the Directors present at the meeting of the Board vote in favour of a resolution to this effect.
48. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of Directors and officers;
 - (b) of all names of Directors present at each meeting of the Directors and of any committee of Directors;
 - (c) of all orders made by the Directors and committee of Directors;
 - (d) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees.
- And any such minutes of any meeting of the Directors, or of any committee or of the Association, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matter stated in such minutes.
49. The management of the business of the Association shall be vested in the Board of Directors and the Board may exercise all such powers and do all such acts and things as the Association is by these Articles or otherwise, authorised to exercise and do, and are not hereby or by law directed or required to be exercised or done by the Association in

general meeting but subject nevertheless to the provisions of the Act and of these presents and to any regulations made by the Association in general meeting: provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers conferred upon the Directors by this Article shall not be deemed to be abridged or restricted by any specific power conferred upon the Directors by any other Article.

50. Subject to the provisions of Article 9 the quorum of any meeting of the Board of Directors shall be ten (10) but if within half an hour of the time appointed for the meeting a quorum of Directors is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place and if at such 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.
51. (1) The Board of Directors may act notwithstanding any vacancy in that body created by death, retirement or other caused but if at any time their number is reduced below ten (10) the continuing members may act only for the purpose of filling vacancies until there are at least ten (10) members of the Board thereafter they shall within one (1) month convene an Extraordinary General Meeting of the members to fill the remaining vacancies.

(2) Any member of the Board of Directors, who without leave of absence approved by the Board, fails to attend three (3) consecutive regular monthly meetings of the Board, shall be deemed to have vacated his office and the Board shall have the power to fill such vacancy by appointment until the next Annual General Meeting. A Director so appointed shall be eligible for election.
52. (1) The Board of Directors may appoint one or more of their number to exercise, subject to their direction, a general control over the work of the Association, subject to Article 83.

(2) The Board of Directors may delegate any of their powers to committees consisting of such members of their body as they think fit, and may from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such committee, consisting of two or more members shall be governed by the provisions herein contained for the regulating of meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under this article.
53. All acts done at any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
54. The Board shall appoint an Executive Director and Executive Secretary and other officers at such remuneration and upon such terms and conditions of service as the Board may think fit.
55. A Director may, if all the Directors of the Association consent, participate in a meeting of Directors of the Association or of a Committee of the Directors, or a meeting of the Association by means of such telephone or other communicating facilities as permits all persons participating in the meeting to hear each other in which event he shall be counted as being present for the purposes of constituting a quorum, and the meeting shall be deemed to take place in Jamaica.
56. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Association for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and such powers of attorney may contain such provisions for protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
57. A Director may not vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall not be counted.
58. A Director who is in any way, whether directly or indirectly, interested in any contract with the Association shall declare the nature and extent of his interest in accordance with Section 193 of the Act and a record shall be kept of such interest at the registered office of the Association. Such a contract or proposed contract must be subject to the Board's approval in accordance with section 193 (2) of the Act and the Director concerned shall not be present during any proceeding of the Board in connection with the approval but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company in which he is interested only as an officer of such company or as holder of shares or other securities of such company; or

and these prohibitions may at any time be suspended or released to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Association in General Meeting.

- 59. Any Director may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorize a Director or his firm to act as auditor of the Association.
- 60. Each Director shall comply with the provisions of section 192 of the Act as regards the obligation to give notice to the Association in respect of the matters set out therein and in the manner specified therein.
- 61. Notwithstanding the foregoing, where circumstances exist in relation to a Director which, whether directly or indirectly, constitute or may constitute a conflict of interest between such Director and the interests of the Association, the Director shall act in accordance with the provisions of applicable law and in accordance with such policy as determined by the Board of Directors from time to time, to the extent that such policy is not contrary to applicable law, provided that the remaining Directors, if permitted by law, may give their approval to the matters giving rise to such circumstances existing in relation to such Director in the same manner as set out in the preceding sub-paragraphs of this Article.
- 62. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 63. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Association, and to the wives, widows, children and other relatives and dependents of any such persons, and may set up, establish, support and maintain pension superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

DISQUALIFICATION OF DIRECTORS

- 64. The Office of the Director shall be vacated if the Director:
 - (a) ceases to be a member of the Association; or
 - (b) if he is found to be a lunatic or becomes of unsound mind or of such infirm health as to be incapable of managing his affairs; or
 - (c) is convicted of any offence involving dishonesty; or
 - (d) resigns his office in writing; or
 - (e) fails to attend meetings as provided for in paragraph (2) of Article 51; or
 - (f) is suspended or excluded from membership under any of the provisions of these presents; or
 - (g) holding his office by virtue of being the representative of a member ceases to be such representative; or
 - (h) conducts himself in such a manner as in the opinion of the Board is inimical to the best interests of the Association.

GROUP SECTIONS

- 65. (1) Any five or more members of the Association engaged in any industry with approval of the Board of Directors may organise themselves in a group for the promotion, development and welfare of the industry (a "Group").
- (2) The officers of a Group shall consist of a chairman, vice Chairman, and Group secretary all of whom shall be elected by an ordinary majority of the members forming the Group and in attendance at meetings called for the purpose, within four weeks of the Annual General Meeting of the Association.

- (3) (a) The chairman and in his absence the vice chairman for the time being of each Group shall be ex-officio a member of the Board of Directors, and shall be entitled to exercise and enjoy all the rights and privileges conferred on Directors and shall be subject to all provisions contained in the foregoing Articles unless inconsistent with the context thereof.
- (b) All Group chairmen, vice chairmen and secretaries shall retire at the end of each Annual General Meeting of the Association unless previously removed by a majority of the members of the Group present at a meeting called for the purpose and each Group shall within five (5) weeks of the Annual General Meeting elect its chairman, vice chairman and secretary. It shall be the duty of the Secretary of the Association within seven (7) days of the Annual General Meeting of the Association to issue notices convening meetings of all Groups for the foregoing purpose. Upon any Group failing within the time mentioned to elect a chairman, vice chairman and secretary then the Board of Directors shall have the right to co-opt from within such Group a representative of a member to occupy the vacancy thereby created on the Board of Directors and such co-opted person shall be entitled to the rights and privileges and be subject to all the provisions of these articles as are hereinbefore mentioned.
- (c) The Officers of each Group shall provide the Board with written reports on the activities of their Group at least once every three (3) months.
- (4) (a) Each Group shall work with a committee consisting of such members of the Group, and no member thereof nor any of the officers shall be entitled to remuneration or to any payment out of the funds of the Association except by the specific order given by the Board of Directors.
- (b) It is hereby expressly stipulated that no Group or any of its officers shall have authority or power to commit the Association to the expenditure of any sum of money whatsoever or in any way to enter into any contract binding on the Association.
- (5) (a) For the purposes of external consultation there shall be constituted an advisory committee consisting mainly of members of the particular Group. The appointment of members of these advisory committees are subject to the approval of the Board who has the right to reject any or all members of the Committee.
- (b) The Board shall have the right to restructure Groups by the method of dividing, merging or dissolving.

ACCOUNTS

66. (1) The Directors shall cause proper books of accounts (being such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions) to be kept with respect to:-
- (a) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Association; and
- (c) The assets and liabilities of the Association.
- (2) The books of account shall be kept at the registered office of the Association, or, subject to the provisions of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- (3) The Directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Association in general meeting such income and expenditure statements, balance sheets and reports as are referred to in the Act.
- (4) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, (except where a resolution has been passed in accordance with Section 159 of the Act) shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

67. Subject to any restrictions that may be imposed by the Board of Directors from time to time as to the time and manner of inspecting the same, all the books of account of the Association shall be open to the inspection of any member between the hours of 10 a.m. and 12 noon every weekday.
68. The Board of Directors shall at every annual general meeting lay before the Association a statement of the income and expenditure during the preceding financial year with a report of the Board as to the state and progress of the Association.
69. A copy of each statement, balance sheet and report shall be sent to every member at least twenty-one (21) days before the annual general Meeting.

AUDITORS

70. (1) The Association shall at each annual general meeting appoint an auditor or auditors to hold office from the conclusion of that meeting, until the conclusion of the next annual general meeting. The remuneration of the auditors shall be fixed by the Association in general meeting or in such manner as the Association in general meeting shall determine. In all other respects auditors shall be appointed and their duties regulated in accordance with Sections 154 to 157 of the Act.
- (2) The Association may, subject to and in accordance with Section 159 of the Act, be exempt from providing audited financial statements and an auditor's report as required under the Act with respect to a financial year in relation to which the requirements of Section 159 of the Act are satisfied.
- (3) The first auditor of the Association may be appointed by the Board of Directors any time before the first annual general meeting of the Association and the auditor so appointed shall hold office until the conclusion of that meeting. The retiring auditor shall be eligible for re-election.
71. Every auditor of the Association shall have the right of access at all times to the books, accounts and vouchers of the Association and shall be entitled to require from the Directors and officers of the Association such information and explanation as may be necessary for the performance of the duties of the auditor.
72. The auditor shall make a report on the accounts examined by him on every balance sheet laid before the Association in general meeting during his tenure of office and the report shall state:-
- (a) Whether or not he obtained all the information and explanations he required, and
- (b) Whether in his opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and fair view of the state of the Association's affairs according to the best of his information and explanations given to him as shown by the books of the Association.
73. Every account of the Directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next of the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

BANKING AND INVESTMENTS

74. The Association's funds shall be kept in accounts with such Bank or Banks or other financial institution or securities dealers as the Directors shall from time to time determine.

BORROWING POWERS

75. (1) The Directors may raise or borrow for the purpose of the Association's business such sum of money as they may think fit and may, subject to Article 75 (2), secure the repayment of or raise any such sum or sums aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association, present and future, or by the issue at such price as they may think fit of bonds, debentures or other securities, either charged upon the whole or any part of the property and assets of the Association or not so charged or in such other ways as the Directors may think expedient. Any bonds, debentures, or other securities issued or to be issued by the Association shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Association.

(2) Where the Directors seek to secure the repayment of sums raised by way of a mortgage or charge upon the whole or any part of the property and assets of the Association, they shall obtain the prior approval of the members at a general meeting of the Association.

NOTICES

76. Any notice or other document required to be served on any member shall be deemed sufficiently served by personal service or by leaving same at, or sending it prepaid through the post addressed to the then registered address of such member in Jamaica or by Electronic Means to such address as such member shall have supplied to the Association for the giving of notice to him by Electronic Means. No member who has not a registered address in Jamaica shall be entitled to any notice but shall be deemed to have agreed to dispense with the notice, anything herein contained to the contrary notwithstanding. 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 forty-eight (48) 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. In proving such service it shall be sufficient to prove that the envelope was properly addressed and stamped and put into the postal service in Jamaica.
77. Any notice required to be or which may be given by advertisement, shall be advertised in a daily newspaper circulating in Kingston, Jamaica, and shall be deemed sufficiently given if so advertised.
78. In any case where a given number of days' notice or notices extending over any period is required to be given, neither the day of the delivery of the notice nor the day upon which such notice expires shall be included in such number of days or other period.
79. Every notice or application to the Directors or the Secretary of the Association, except when otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same and be given to the Secretary, or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, or be forwarded to him at such office by registered post. Every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

80. (1) Subject to the exceptions provided at Section 201 of the Act, every Director, General Manager, Secretary, Attorney-at-Law (all of them are included in the word 'Officer' used herein) and other officers and servants and Auditor for the time being of the Association, shall be indemnified by the Association against, and it shall be the duty of the Directors out of funds of the Association to pay all costs, charges, losses, damages and expenses which they shall respectively incur or become liable to or be put to on account of any contract, act, deed, matter or thing which shall be made, done, entered into or executed by them respectively in any way in the discharge of their duties on behalf of the Association; and every Director, other officer or Auditor shall be reimbursed by the Association all reasonable expense incurred by them on or about any legal proceedings or arbitration on account of the Association or otherwise in the execution of their respective office, except such costs, losses and expenses as aforesaid as shall happen through any neglect, default, breach of duty or breach of trust of which he may be guilty in relation to the Association. Any Director or other officer or Auditor may be indemnified by the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Act.
- (2) Every Director, other officer or Auditor shall be chargeable only for such money as he shall actually receive and they respectively shall not be answerable for the acts, receipts neglects or defaults of each other but each of them for his own acts, receipts, neglects, defaults, breaches of duty or breaches of trust in relation to the Association only, nor shall they respectively be answerable for any Banker, broker, collector or other person appointed by the Directors with whom or into whose hands any property or moneys of the Association may be deposited or come, nor for the insufficiency of any security upon which any of the moneys of the Association shall be invested by order of the Directors and for any loss or damage which may happen in the execution of their respective offices unless the same shall happen through their own respective neglect, default, breach of duty or breach of trust in relation to the Association.

SEAL

81. The Directors shall provide for the safe custody of the seal of the Association and the seal shall never be used except by authority of the Directors previously given and in the presence of at least one Director who shall sign every instrument

to which the seal is affixed and every such instrument shall be countersigned by another Director or the Secretary or some other person appointed by the Directors to act in such capacity.

AUTHENTICATION OF DEEDS AND DOCUMENTS

82. All deeds executed on behalf of the Association may be in such form and contain such powers, provisos conditions covenants clauses and agreements as the Directors shall think fit, and in addition to being sealed with the seal of the Association shall be signed by at least one Director and countersigned by another Director or the Secretary or such other officer as the Directors may from time to time appoint.

INCOME OF ASSOCIATION

83. The income and property of the Association whenever derived shall be applied solely toward the promotion of the objects of the Association, as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise howsoever by way of profits to members of the Association: Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, whether members of the Association or not, or to any member of the Association in return for any services actually rendered to the Association or to any Association nor prevent the payment of interest at an agreed rate per centum per annum on money borrowed from any member of the Association or other source, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Directors except repayment of out-of-pocket expenses, and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

WINDING UP

84. The Association shall be wound up voluntarily whenever a special resolution is passed at an extraordinary general meeting requiring the Association to be wound up, such special resolution to be confirmed at a subsequent extraordinary general meeting of the members called specially for the purpose.
85. If upon winding up or dissolution of the Association there remains after payment of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some approved charity or charities or other organization having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 68 hereof, such charity or charities, to be determined by the Association at or before time of dissolution, or in default thereof, by a Judge or the Supreme Court, having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.