

This is the further amended Articles of Association of Jamaica Football Federation Limited referred to in Special Resolution passed on the 10th day of May 2015.

Chairman – Horace Burrell

THE COMPANIES ACT

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

FURTHER AMENDED
ARTICLES OF ASSOCIATION

OF

JAMAICA FOOTBAL FEDERATION LIMITED

PRELIMINARY

1. In these Articles

"the Company" means the abovementioned company.

"the Act" means the Companies Act.

"the Seal" means the common seal of the Company.

"the Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Board" means the executive body responsible for guiding the company and deciding on all matters of policy in keeping with the decisions of the members in general meeting.

"Parish Association" means the organisation administering, controlling and promoting football in a Parish.

"Minor Associations" shall mean Inter Secondary School Sports Association (ISSA) and Jamaica Football Referees Association (JFRA).

“Football Club means an organisation affiliated to a Parish Association and/or Minor Association.

“Football League means an independent organisation set up by and/or recognized by the Company to organise professional or semi-professional football in Jamaica, subordinate to the Company.

Expressions referring to writing shall, unless the contrary intention appears, to be construed as including references to printing lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these Articles become binding on the Company.

PATRON

2. There may be a Patron or Patrons of the Company chosen and elected by the members from time to time.

AFFILIATION

3. The Company shall be affiliated with the Confederation of North, Central American & Caribbean Associations Football (the Football Confederation) the International Association of Football Federations (FIFA), the Caribbean Football Union (CFU) and with other organisations as deemed appropriate for the proper development of football in Jamaica by the Company. Any Parish Association, Minor Association, Football Club, Football League, school, college or university or any Football Association Board, Committee or any other body or organisation seeking affiliation to the Board must apply for affiliation in the form prescribed and the Board shall before accepting such affiliation satisfy itself that any such body or organisation is properly constituted, and is a fit and proper body or organisation to be affiliated to the Company.

MEMBERS

4. The number of members with which the Company proposes to be registered is seven (7) but the Directors may from time to time register an increase of members.

4.1 The Directors may from time to time make such rules as they shall deem fit as to the requirements for membership, the admission of members, the subscription fees to be paid by the members, the duties of members, the discipline of members and the termination of membership and such rules shall be binding on all members.

4.2 The Company shall consist of the following members:

- (a) Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
- (b) Three (3) duly appointed representatives who are bona fide members of each of the thirteen (13) Parish Associations; provided that such representatives will have one (1) vote per Parish Association; and one (1) duly appointed representative from each other Affiliate; provided that each such representative shall have one (1) vote.
- (c) During their term of office the President, other members of the Board and the General Secretary shall also be admitted to membership and entitled to one (1) vote each at general meetings of the Company, in their own right, and not as representatives of their respective Parish Associations or Confederations, save and except that the President shall also have a casting vote at general meetings and at meetings of the Board of Directors.
- (d) Honorary Life Members. Persons who have rendered distinguished service to football in Jamaica shall be eligible for election as Honorary Life Members with all rights and privileges, without payment of any subscriptions. The election of such members shall be made at an annual general meeting.

GENERAL MEETINGS

- 5. The Company 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 (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 6. The company shall also hold a Special General Meeting once every four (4) years at which Special General meeting the President and the three (3) Vice-Presidents shall be elected to hold their respective offices until the next Special General meeting in accordance with the Company's By-Laws."
- 7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8. The Company's financial year shall be deemed to begin on the 1st day of January and to expire on the 31st day of December. The officers shall continue in office until their successors be appointed.
- 9. The Directors may, whenever they think, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or on the

requisition of the one third of the organisations affiliated to the company, or in default, may be convened by such requisitions, as provided by Section 127 of the Act. If at any time there are not within the Island sufficient Directors capable of acting to form a quorum, any Director or any two (2) members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by sixty (60) days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of special resolution shall be called by fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed served and of the day for which it is given, and shall specify the place the day the hour of the meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Company and in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company 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 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 percent (95%) of the total voting rights at that meeting of all the members.
11. Upon receipt of a notice of a meeting the recipient shall confirm to the Company receipt of such notice within two (2) days of receipt of same. 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

12. All business shall be deemed special that is transacted at any extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, fifty percent (50%) plus one (1) of the number of members entitled to attend and vote, present in person shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any case it shall be adjourned to the same day in the next week, at the same time and place, or on such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form a quorum.
15. The President shall preside as Chairman at every general meeting of the Company, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the Vice-Presidents once present shall preside.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished from the meeting at which the adjournment took place. When a meeting is adjourned for thirty (30) 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 notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to 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 three (3) members present in person; or
 - (c) by any member or members present in person and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

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 the minutes of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

- 18. Except as provided by Article 20, 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.
- 19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second casting vote.
- 20. A poll demanded on the election of a Chairman, or on 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.
- 21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

- 22. Each member pursuant to Article 4.2 herein shall be entitled to one (1) vote save and except the President who shall have a second and casting vote in his capacity as Chairman.
- 23. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid and he shall have been admitted to membership for a minimum of thirty (30) days prior to the date of the meeting.
- 24. On a poll votes may be given either personally or in writing by an absent member.
- 25. An absent member may submit his vote in writing to the Company Secretary at least forty-eight (48) hours prior to the meeting. Such vote shall be in the prescribed form as provided by the By-Laws and shall be signed by the absent member and placed in a sealed envelope. The Company Secretary shall not open such envelope until the time of the poll/vote.

OFFICERS

- 26. "The officers of the Company shall consist of:
 - a. a President _____;
 - b. three (3) Vice-Presidents _____;
 _____;
 _____;
 - c. one (1) representative from each of the thirteen (13) Parish Associations.
 - i. Kingston & St. Andrew _____;

ii.	St. Catherine	_____;
iii.	Clarendon	_____;
iv.	Manchester	_____;
v.	St. Elizabeth	_____;
vi.	Westmoreland	_____;
vii.	Hanover	_____;
viii.	Trelawney	_____;
ix.	St. James	_____;
x.	St. Ann	_____;
xi.	St. Mary	_____;
xii.	St. Thomas	_____;
xiii.	Portland	_____.

The Company Secretary, who shall also be the General Secretary, shall be appointed by the Board of Directors as set out in the By-Laws”.

27. The president shall be the head of the organisation and act as Chairman at all meetings of the Company and at meetings of the Board of Directors and shall represent the Company guided by the Articles of Association, the By-Laws and the Regulations and the decisions of the affiliated organisations.
28. (a) The President shall summon and preside as Chairman at all meetings of the Board and at General Meetings of the Company.
- (b) Any of the three (3) Vice-Presidents shall, in the absence of the President, do and perform all such things as the President is by the Articles required and empowered to do.
29. (a) The Company Secretary/General Secretary shall keep minutes of all proceedings of the Company, the Board, and a roll of the Members. All Notices to Members shall be issued by him and he shall have charge of the records of the Company.
- (b) The Board shall have power to appoint an assistant Secretary to hold office during any current year.
30. Deleted.
31. Deleted.
32. In the event of the absence, resignation, dismissal or death of any of the Officers of the Company, the Board may make such acting appointment as may be necessary.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

33. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representatives at any meeting of the company, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the corporation.

DIRECTORS

34. (i) There shall be a Board of Directors consisting of not more than seventeen (17) members, being the officers named the President; three (3) Vice-Presidents; and one (1) representative from each of the thirteen (13) Parish Associations.
- (ii) The Board shall have power to co-opt two (2) Members of the Company to serve on the Board or as an advisor to the Board, and they shall have the same rights, powers and privileges as the elected Members of the Board save and except the right to vote at Board meetings; such co-opted Members shall retire annually.
- (iii) If any member of the Board shall be absent from four (4) consecutive meetings of the Board without leave, his seat may be declared vacant.
35. The functions of the Board shall be to administer all matters in connection with football in the Island, including the arrangement and control of such competitions, tournaments and matches as the Board deems fit, and the Board shall have committed to it all the governing functions of the Company with power to appoint Standing Committees and sub-committees to deal with any particular matter. The Board shall have the power to borrow money from its bankers or from any other source whatsoever upon such terms as it deems fit, and, for this purpose and with the approval of the Board, the President, Vice-President, or any two (2) of them are empowered by the Board to negotiate such loans, and to execute any document for that purpose which shall be binding on the Board. The Board shall also have power from time to time to formulate, adopt and amend the rules, regulations and by-laws governing competitions, tournaments, and matches with such variations as to any particular competition, tournaments or match as the Board may think expedient or necessary and the decision of the Board on all such matters shall be final.
36. The Board shall meet as often as may be necessary, provided that not more than three (3) months shall elapse between one (1) meeting and the next and the Board shall also meet within fourteen (14) days of a notice requiring such meeting and signed by at least one-third (1/3) of the members of the Board being received by the Secretary. In the absence of the President or Vice-President at any meeting, the Board shall elect a Chairman for such meeting. At every meeting the quorum shall consist of fifty percent (50%) plus one (1) of its existing members.

37. At Board meetings each Member of the Board shall have one (1) vote. The Chairman of the meeting shall have an original as well as a casting vote.
38. The retiring Directors shall be eligible for re-election.
39. If at any General Meeting no new Directors are nominated, then the retiring Directors shall, if offering themselves for re-election be deemed to be have been re-elected unless at such meeting it is expressly resolved not to fill any such vacated office or unless a resolution for re-election of any such Director shall have been put to the meeting and lost.
40. The Company shall have power at any time and may from time to time appoint any person to be a Director either to fill a causal vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
41. Any member of the Board may be recalled by a two thirds (2/3) majority vote of the body that elected or appointed them or by the no confidence vote of three-quarters (3/4) of the full Board of Directors.
42. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors and may also determine how such increased or reduced number shall be filled.
43. Deleted.

STANDING COMMITTEES

44. The Board of Directors shall appoint various Standing Committees to be comprised of members of the Board, members of the Company and/or other individuals. The Chairman, Deputy Chairman, size and composition of the Standing Committees shall be appointed by the Board upon the recommendation of the President through the Managing Committee, for a period of four (4) years. The Chairman, the Deputy Chairmen shall serve for a period of four (4) years. The Standing Committees shall have the power to recommend to the Board regulations pertaining to their respective portfolios.

NATIONAL SECRETARIAT

45. The Directors shall appoint the National Secretariat which shall be comprised of all the professional, technical and clerical staff of the Company. It shall be the permanent administrative body of the Company with responsibility for the day to day administration of the Company, the execution of decisions taken by the Board, the production of the

minutes of General Meetings, Board of Directors Meetings and Meetings of the Standing and Ad-hoc Committees. The National Secretariat shall also be responsible for all correspondence of the Company and for relations among the affiliates and the Parish Associations and other groups. It shall operate under the guidance of the General Secretary and Board of Directors.

46. The National Secretariat shall be headed by the General Secretary who shall report to the Board. The National Secretariat shall be responsible for the day to day financial management of the Company under the guidance of the Board of Directors.
47. The National Secretariat shall provide the administrative and technical assistance to the Governing bodies and the Standing Committees of the Company and shall ensure that the Company's effectiveness and efficiency is maintained at a high level and that the governing bodies of the Company are informed in a timely manner of all major developments requiring their attention.

GENERAL SECRETARY

48. The General Secretary, being the Company Secretary, shall be the chief executive of the National Secretariat of the Company. He shall act as advisor to the Board and be responsible for:-
- (a) The management and keeping of the accounts of the Company;
 - (b) The execution of decisions taken by the Board of Directors;
 - (c) The production of minutes of the meetings of the Board of Directors;
 - (d) The correspondence of the Company;
 - (e) Relations among the Company and the affiliated Bodies, Parish Associations, Organisations and Committees;
 - (f) The organisation of the National Secretariat; and
 - (g) The appointment of staff in the National Secretariat.

BORROWING POWERS

49. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking or property or any part thereof, and to issue debentures, stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWER TO MAKE BY-LAWS AND REGULATIONS

50. The Directors shall have the power to make By-Laws dealing with all matters of policy and voting, and with the rights and responsibilities of the National Secretariat, the General Secretary, the various Standing Committees, and with the rights and responsibilities of the affiliated organizations and Parish Associations, including the tenure and removal from office of members of each Committee, Association or other affiliate.
51. The Directors shall also have the power to make Regulations dealing with:-
- (a) the settlement of disputes that may arise at all levels in the football structure;
 - (b) penalties/disciplinary measures;
 - (c) the Terms of Reference of the various Standing Committees;
 - (d) fees to be paid by the Parish Associations and Affiliates for staging local and international matches, tournaments and/or special competitions and the manner of payment;
 - (e) the annual subscriptions and any other matter of this nature.

POWERS AND DUTIES OF DIRECTORS

52. The business of the Company shall be managed by the Directors who may all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the act or by these Articles, required to be exercised by the Company in general meeting subject nevertheless to provisions of the act or these Articles and to such regulations, be not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
53. The Directors may from time to time and 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 Company for such purposes and such powers authorities and discretions (not excluding 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 any such powers of attorney may contain such provisions for the 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.

54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all scrip receipts for moneys paid to the Company, 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.
55. The Directors shall cause minutes to be made in the books provided for the purpose-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolution and proceedings at all meetings of the company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

56. The office of Director shall be vacated if the Director:-
- (a) without the consent of the Company in general meeting holds any other office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under Section 177 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 188 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall

have a second casting vote. A Director may, and the Secretary on the requisition of the Director shall, at any time summon a meeting of the Directors.

58. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be fifty percent (50%) plus one (1) of the existing Directors.
59. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
60. In the absence of the president, any of the three Vice-Presidents present shall be the Chairman of the meeting, but if no such Officer is present from which a Chairman can be elected within five (5) minutes after the time appointed for holding the same, the Directors present may choose one (1) of their number to be Chairman of the meeting. The Directors may also determine the period for which he is to hold office.
61. Any Director who is absent from four (4) consecutive meetings of the Board without submitting written reasons acceptable to the Board shall automatically be removed from office by the Board.
62. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
63. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for the holding of same, the members present may choose one of their number to be Chairman of the meeting.
64. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second casting vote.
65. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as 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.
66. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a general meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

AMENDMENT OF ARTICLES OF ASSOCIATION

67. Any member having any addition, alteration or amendment to propose to the Articles of the Company must forward the same in writing to the Secretary at least twenty-one (21) days prior to the Meeting at which he proposes to move such addition, alteration or amendment. The Secretary shall give due notice thereof to the Members; which notice shall not be less than twenty-one (21) days before the date of the meeting.
68. No addition, alteration or amendment to these articles shall be made unless the same shall be proposed as a special resolution at a duly constituted meeting of the Company, at which meeting a quorum of one half (1/2) of the members entitled to attend and vote is present and the resolution proposing such addition, alteration or amendment is carried by a vote of at least three-quarters (3/4) of the members present and voting.
69. The Board shall have the power to deal with any matter provided for in the foregoing Articles and the interpretation of these articles by the Board shall be final.
70. These amended Articles shall come into effect on the date of the incorporation of the Company under the Companies Act.
71. The present Officers and Board of the Company shall continue to administer the affairs of the company until new Officers and a new Board shall have been elected by the first General Meeting called under these amended Articles.

AMENDMENT OF BY-LAW AND REGULATIONS

72. The By-laws and regulations of the Company may be amended by the Board of Directors at a meeting of which at least twenty-one (21) days' notice has been given. To be adopted the alteration must have received the approval of three-fourths (3/4) of the members of the Board entitled to attend and vote at Board Meetings.

COMPANY SECRETARY

73. The Company Secretary shall be appointed by the Board of Directors in the manner directed as under Article 26 hereof.
74. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

75. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be

signed by a Director and shall be countersigned by the General Secretary or by a second Director or by some other person appointed by the Director for that purpose.

ACCOUNTS

76. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
- (d) Proper books shall not be deemed to be kept if they are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
77. The books of account shall be kept at the registered office of the Company, or, subject to subsections (3) and (4) of Section 142 of the Act, at such other place or places as the Directors think fit, and shall always be opened to the inspection for the Directors. A current statement of Income and Expenditure shall be presented to the Board at its regular meetings by the Vice President whose responsibility it is to oversee Finance and to ensure that funds are being disbursed in accordance with the budget approved by the Board and that the keeping of records and transactions meet the approved accounting and budgetary practices.
78. The Directors shall from time to time determine whether and to what extent and at what times and places under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the company in general meeting.
79. The Directors shall from time to time in accordance with Sections 143 and 145 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
80. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of any debentures.

AUDIT

81. Auditors shall be appointed and their duties regulated in accordance with Sections 153 and 156 of the Act.

NOTICES

82. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address or (if he had no registered address within the Island) to the address, if any, within the Island supplied by him to the Company for the giving of the notice to him. 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 notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other cases at the time at which the letter would be delivered in the ordinary course of post. A notice may also deem to have been duly given if it shall be advertised in an issue of a daily newspaper.

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the Island) have not supplied to the Company an address within the Island for the giving of notices to him;
- (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.
- (c) the auditors for the time being of the company;
- (d) No other person shall be entitled to receive notices of general meetings.

INDEMNITY

84. The Company shall indemnify every Director and other officer and servant of the Company against all losses, costs and expenses (including travelling expenses) in any way incurred by him in the proper discharge of his duties and the Directors shall pay or retain the same out of the funds of the Company. If any Director or other officer of the Company is guilty of actual fraud or dishonesty whereby the Company incurs any loss or damage such Director or other officer shall be liable to recoup the same to the Company. Except as aforesaid no officer of the Company shall be liable to the Company for any loss, damage, costs or expenses that may happen to or be incurred by the Company in consequence of any act, omission or default by such officer while purporting to act as such.

WINDING UP

85. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound up. Clause 9 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated.

SIGNATURES**ADDRESSES & DESCRIPTION OF SUBSCRIBERS**

Horace Burrell	17 Olivier Place, Kingston 8, St. Andrew, Businessman
Raymond Anderson	11 Gibraltar New Housing Scheme, St. Mary Insurance Agent/ Businessman
Lincoln Sutherland	3 Old Church Avenue, Kingston 8, St. Andrew Businessman
David Watt	P.O. Box 3, Sign Post Office, St. James District Manager, National Water Commission
Peter Reid	16 Groffe Avenue, Twickenham Heights, P.O. Box 499, Spanish Town, St. Catherine, Engineer
Horace Reid	102 Shortwood Road, Kingston 8, St. Andrew Businessman
Linnel McLean	63 Duke Street, Falmouth, Trelawny Businessman

DATED the 25th day of April, 2001.

WITNESS to the above signatures:- Name: Michelle McIntosh
Address: 5 Auburn Avenue
Kingston 20.
Occupation: Chartered Accountant