



Sworn on behalf of: Applicant  
Sworn to by: EMILE G.R. LEIBA  
Affidavit No: 1  
Exhibit: EGRL-1  
Date Sworn: April 29<sup>th</sup>, 2021  
Date Filed: April 29<sup>th</sup>, 2021

**AFFIDAVIT OF EMILE G.R. LEIBA  
IN SUPPORT OF FIXED DATE CLAIM FORM**

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO.** 2021 SU CD 00187



**IN THE MATTER OF THE COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF AN APPLICATION BY JAMAICAN  
BAR ASSOCIATION FOR DIRECTIONS PURSUANT TO  
SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA**

I, **EMILE G.R. LEIBA**, being duly sworn make oath and say as follows:

1. I am the President of the Jamaican Bar Association and my address for the purpose of these proceedings is 78 Harbour Street, in the city and parish of Kingston.
2. In so far as the facts herein are within my knowledge, they are true and in so far as they are not within my personal knowledge, they are true to the best of my knowledge information and belief.
3. I exhibit and mark "**EGRL-1**" for identity, an indexed bundle of the documents which I make reference in this affidavit.
4. On March 13, 2020, the Prime Minister of Jamaica, the Most Hon. Andrew Holness, by the Disaster Risk Management (Enforcement Measures) Order declared Jamaica a disaster area because of the SARS-CoV-2 ("Coronavirus COVID-19"). This order which was made pursuant

to the Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.

5. After a series of other orders, THE DISASTER RISK MANAGEMENT (ENFORCEMENT MEASURES) (NO. 5) ORDER, 2021 (“the Order”) was brought into effect extending the period for which Jamaica is deemed a disaster area.
6. In accordance with Section 23 of THE DISASTER RISK MANAGEMENT (ENFORCEMENT MEASURES) (NO. 5) ORDER, 2021, no Annual General Meetings can be held between April 13, 2021 and May 4, 2021.
7. As a consequence, the Annual General Meeting of the Jamaican Bar Association, originally fixed for April 17<sup>th</sup>, 2021 was postponed until further notice.
8. The Order also maintains the prohibition against persons over the age of sixty-five years old from leaving their place of residence except for specified purposes, none of which include attending a company’s General Meeting.
9. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the pandemic will end or be brought under control, and therefore when these restrictions will end.
10. According to the Jamaica Information Service, while Jamaica is expected to begin receiving vaccines against the virus in February 2021, the Government anticipates that only approximately 450,000 persons will be vaccinated at the end of 2021. This is less than 20% of the estimated 3,000,000 population of the country. At this anticipated rate of vaccination, it would mean that Coronavirus COVID-19 will continue to remain prevalent for at least another year and possibly beyond. Exhibit “**EGRL-1**” includes Jamaica Information Service article titled

“Jamaica to get COVID-19 Vaccine by mid to late February” dated February 3, 2021.



11. There has been a consistent and continuous increase in confirmed cases of Coronavirus COVID-19 in Jamaica. The public medical authorities have also confirmed that there has been increase in the positivity rate of Coronavirus COVID-19. This significantly raises the chances of persons contracting it. Exhibit “**EGRL-1**” includes Jamaica Information Service article titled “Jamaica records 468 cases of COVID-19” dated February 17, 2021.
12. Based on the information now available, it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months.
13. Further, out of an abundance of caution, even after the restrictions have been lifted it appears to be prudent to not convene large public gatherings.
14. I am advised by the Applicant’s Attorneys-at-law and verily believe that the Companies Act requires that the Applicant hold an annual general meeting within 15 months of its last annual general meeting.
15. I am further advised by the Applicant’s Attorneys-at-law and verily believe that the Companies Act appears to require that the Annual Meeting must be held at a physical venue where shareholders attend in person and all shareholders are entitled to attend these meetings and vote.
16. The Applicant is required to hold its next annual general meeting no later than September 2021.
17. The number of shareholders of the Applicant is approximately 2000.

18. In light of the Order (and any likely extension of it) and the conditions caused by the Coronavirus COVID-19 however, it is impracticable for the Applicant to hold the General Meetings in accordance with the Companies Act and its Articles of Incorporation.
19. It is impracticable because of the number of members entitled to attend and the absence of suitable venues which are the appropriate size to accommodate all attendees at the required physical distance.
20. It would also expose the shareholders, the officers of the Applicant and all persons associated with hosting the General Meetings to the increased risk of exposure to Coronavirus COVID-19.
21. I am advised by the Applicant's Attorneys-at-law and verily believe that where it is impracticable to hold the General Meetings of a company in the normal course, a director or member of that company may apply to the court pursuant to Section 130(2) of the Companies Act for the court to order the manner in which the meetings may be called and conducted.
22. The Applicant is minded to call, hold and conduct its next General Meetings for so long as Jamaica remains or is designated a disaster area pursuant to the Disaster Risk Management Act or alternatively for the year 2021 using technology or electronic means that will allow the members to participate in a similar manner to in-person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
23. If the Applicant calls and conducts the General Meetings in the manner set out in the orders sought in the Fixed Date Claim Form, I believe its members will have an opportunity to attend, participate and vote at those meetings and that they are unlikely to be prejudiced.

24. In the absence of an order of the court allowing for the General Meetings by electronic means the Applicant would be forced to either hold the General Meetings in breach of the Order (or any likely extension of it) and/or at risk to the health of its shareholders, officers and all persons associated with hosting General Meetings who attend, or to not hold its upcoming General Meetings which would contravene the Companies Act.
25. The Applicant has registered its Articles of Incorporation with the Office of the Registrar of Companies which maintains a public registry from which the articles may be accessed. Exhibit "EGRL-1" includes a copy of the Applicant's Articles of Incorporation.
26. The provisions dealing with the calling, holding and conducting of annual general meetings of the Applicant are at clauses 5-13 of its Articles of Incorporation.
27. In these circumstances, the Applicant seeks orders in the terms of the Fixed Date Claim Form.

Sworn to by **EMILE G.R. LEIBA** )  
 at 48 )  
 in the Parish of )  
 this 29<sup>th</sup> day of April, 2021 )  
 before me:- )

  
 \_\_\_\_\_  
**EMILE G.R. LEIBA**

  
 \_\_\_\_\_  
**JUSTICE OF THE PEACE FOR THE**  
**PARISH OF :-** 

**FILED BY DUNNCOX** Attorneys-at-Law of 48 Duke Street, Kingston, Attorneys-at-Law for and on behalf of the Claimant whose address for service is that of its said Attorneys-at-Law. (Attention: Mr Nickardo Lawson Attorney no. 6061 [Nickardo.lawson@Dunncox.com](mailto:Nickardo.lawson@Dunncox.com))



**EXHIBIT EGRL-1**

**AFFIDAVIT OF EMILE G.R. LEIBA  
IN SUPPORT OF FIXED DATE CLAIM FORM**

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO. 2021 SU CD**

**IN THE MATTER OF THE COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF AN APPLICATION BY JAMAICAN  
BAR ASSOCIATION FOR DIRECTIONS PURSUANT TO  
SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA**

Copies of the following exhibits are included and referred to in the Affidavit of EMILE G.R. LEIBA sworn to on April 29<sup>th</sup>, 2021:

<b>Document</b>	<b>Page No.</b>
A. Jamaica Information Service article titled "Jamaica to get COVID-19 Vaccine by mid to late February" dated February 3, 2021	1-3
B. Jamaica Information Service article titled "Jamaica records 468 cases of COVID-19" dated February 17, 2021	4-5
C. JAMAICAN BAR ASSOCIATION's Articles of Incorporation	6-25

DATED THE 29<sup>th</sup> DAY OF APRIL 2021

**JUSTICE OF THE PEACE**

**CARLTON CADOGAN**  
Justice of the Peace

**EMILE G.R. LEIBA**

**FILED BY DUNNCOX** Attorneys-at-Law of 48 Duke Street, Kingston, Attorneys-at-Law for and on behalf of the Claimant whose address for service is that of its said Attorneys-at-Law. (Attention: Mr Nickardo Lawson Attorney no. 6061 [Nickardo.lawson@dunncox.com](mailto:Nickardo.lawson@dunncox.com))

# **EGRL 1 - A**

# Jamaica To Get COVID-19 Vaccines By Mid To Late February

 CORONAVIRUS FEBRUARY 3, 2021

WRITTEN BY: LATONYA LINTON



PHOTO: DONALD DE LA HAYE



Minister of Health and Wellness, Dr. the Hon. Christopher Tufton, says the Government has been advised by the COVAX Facility that the country is set to receive between 146,400 and 249,600 doses of the AstraZeneca vaccines, by mid to late February 2021.

Speaking in the House of Representatives on Tuesday (February 2), Dr. Tufton said this means

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"The availability of this vaccine is, of course, subject to the World Health Organization (WHO) Emergency Use Listing and the indicative amount is based on the current communication from the manufacturers, Serum Institute of India and SK Bioscience," Dr. Tufton said.

He further stated that if additional supplies under the COVAX arrangement are received, the Ministry will be able to vaccinate some 450,000 Jamaicans by the end of the year.

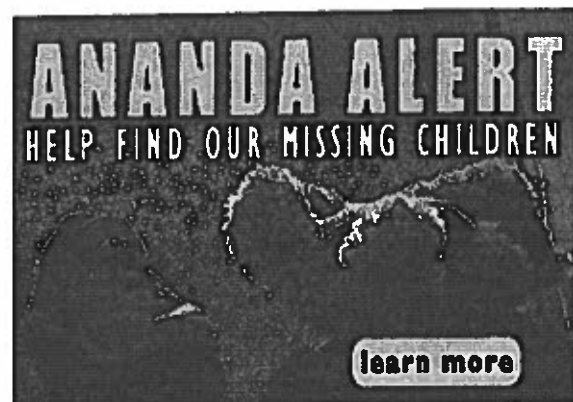
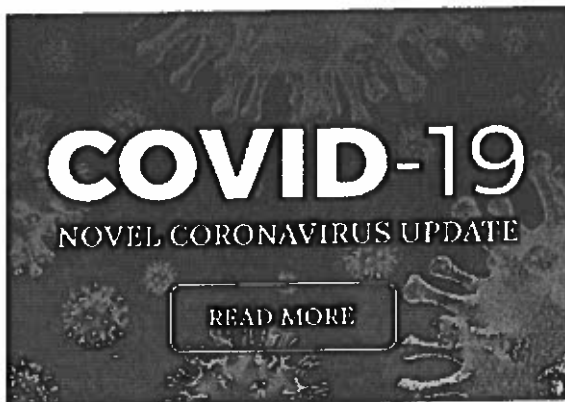
"I must hasten to caution that it is likely that the allocation could be adjusted upward or downward depending on the present global circumstances and any anticipated challenges that the Facility may encounter, which most likely would be issues around manufacturing," Dr. Tufton said.

"But, to date, so far so good [as the] commitments have remained true and this latest correspondence that we have received is an indication of confidence in the process to deliver on the commitments that we have signed on to," he added.

Dr. Tufton noted that there are several steps that must be taken, as Jamaica prepares to receive its first shipment of COVID-19 vaccines.

Among them, he said, is having the necessary indemnity and liability frameworks in place, in order to complete the agreement directly with AstraZeneca, as well as finalising other procurement matters with the COVAX Facility's management.

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# **EGRL 1 - B**



# Jamaica records 468 Cases of COVID-19

CORONAVIRUS FEBRUARY 17, 2021

WRITTEN BY: MINISTRY OF HEALTH AND WELLNESS

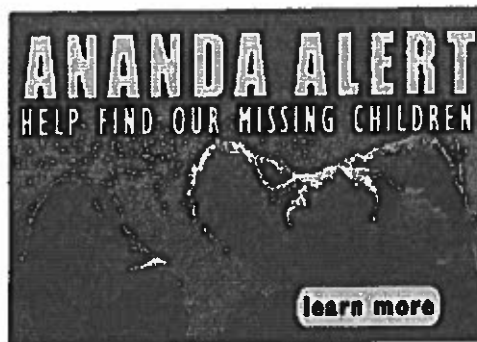
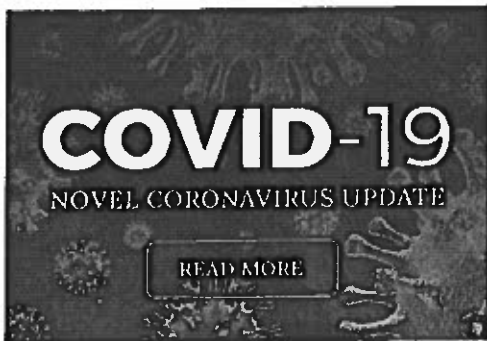
Jamaica has logged a record 468 positive cases of COVID-19 in a 24 hour period, even as the public health system increases its testing across the island. These positives come from a set of 1,503 new samples that were tested in the last 24 hours and brings the island's COVID-19 case count to 19,773. The island's daily positivity rate now stands at 31.13%

Kingston & St. Andrew (172), St. Catherine (75), Manchester (59) and St. James (29) were the parishes accounting for the largest contribution to the record number of cases. The country is now managing some 6,513 cases across the island while some 251 of the active cases requiring hospitalization. There are now 49 moderately ill COVID-19 patients and 19 more are in critical condition.

There were 49 patients, who have recovered from COVID-19 and have been released from isolation in the last 24 hours.

Members of the public are again asked to take every precaution to guard against the spread of this disease. Jamaicans must adhere to the provisions under the Disaster Risk Management Act, even as they increase their vigilance to the infection prevention and control measures – washing hands frequently or using hand sanitizer, keeping a physical distance of six feet from others; wearing masks and avoiding crowded situations.

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# **EGRL 1 - C**

- New Incorporation  
(Requires Stamp Duty)
- Amended Articles
- Adopted Articles
- Re-registration  
(Changing from one type of a company to another)

# FORM 1B

READ INSTRUCTIONS BEFORE COMPLETING

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**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
 (Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

**1A. NAME OF COMPANY**  
 The Jamaican Bar Association

**1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)**  
 N/A

**1C. COMPANY TELEPHONE NUMBER** \_\_\_\_\_ **1D. COMPANY EMAIL ADDRESS**  
 jambarassoc@gmail.com

The name here must be completely consistent with the name reserved in pursuance of the incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.

The use of words such as "Caribbean", "Global" and "International" must be explained. See BR1 form for full list of words that need justification.

**2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED**

**3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF**

Commerce     Art     Science     Religion     Charity     Other

**IF OTHER, specify** The promotion of the rule of law, the protection of Attorneys-at-law, Judges and the legal system.

The powers of the company are limited to those necessary to the carrying out of the main business of the company outlined in item 3 above

**3A. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON**  
 N/A

You may state the activities that the association can engage in or is prohibited from engaging in

**4. COMPANY'S ARTICLES** Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

4a.  Standard Articles (Rules) from Table B in their entirety: Articles 1-71 only

4b.  Standard Articles (Rules) from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77  
 SEE SCHEDULE(S) \_\_\_\_\_

4c.  Standard Articles (Rules) selected from Table B (e.g. 1-30 & 32-71)  
 ARTICLES \_\_\_\_\_

4d.  Standard Articles (Rules) selected from Table B with varied and/or additional articles  
 ARTICLES \_\_\_\_\_  
 SEE SCHEDULE(S) \_\_\_\_\_

4e.  Other  
 ("Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own)  
 SEE SCHEDULE(S) ONE

**NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES**

The Minister may issue a licence which permits the removal of the word "Limited" from the name of the company. It is advised that an additional schedule be attached to the articles outlining how the association is to be governed and the manner in which the funds will be used for charitable purposes.

Table B of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by guarantee. In Table B:

- Articles 1-71 detail general meetings, votes of members, directors, borrowing powers of the company, the seal, accounts and notices etc.

**TO COMPLETE THIS SECTION**  
 You may choose from Table B:

- All the Rules in their entirety, exactly as they are stated; or
- All the Rules in their entirety with an additional article
- Some of the Rules

If you do not choose to select any of the options 4a to 4d then you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option at 4e. You are also required to attach schedules containing the varied or additional articles which you wish to include. Charities most often choose the option 4e.

**F1B FOR OFFICIAL USE ONLY COMPANY #:** \_\_\_\_\_

1



**5. GUARANTEE/MEMBERS' LIABILITY (Mandatory)**  
 (Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed.)  
 STATE THE AMOUNT IN DOLLARS: \$ 10.00

**8. MINIMUM NUMBER OF DIRECTORS**   
**AND/OR**  
**6A. MAXIMUM NUMBER OF DIRECTORS**

A private company must have at least one director, but it cannot also be the company secretary. A public company must have a minimum of three (3) directors; two of them however should not be employed by the company or any of its affiliates.

**7. PARTICULARS OF DIRECTORS**

**DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

<b>FULL NAME</b>	EMILE GREGORY RUTHERFORD LEIBA		<input type="checkbox"/> SAME AS COMPANY SECRETARY
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<small>STREET/DISTRICT</small>	48 DUKE STREET,	
	<small>TOWN</small>	KINGSTON	<small>POST OFFICE/POSTAL CODE</small>
	<small>PARISH/COUNTY/STATE/PROVINCE</small>	KINGSTON	<small>COUNTRY</small>
		JAMAICA	
<b>OCCUPATION</b>	ATTORNEY-AT-LAW	<b>CONTACT</b>	(876)812-2056

**DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

<b>FULL NAME</b>	ANNETTE FRANCIS BARNETT		<input checked="" type="checkbox"/> SAME AS COMPANY SECRETARY
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<small>STREET/DISTRICT</small>	72 HARBOUR STREET	
	<small>TOWN</small>	KINGSTON	<small>POST OFFICE/POSTAL CODE</small>
	<small>PARISH/COUNTY/STATE/PROVINCE</small>	KINGSTON	<small>COUNTRY</small>
		JAMAICA	
<b>OCCUPATION</b>	ATTORNEY-AT-LAW	<b>CONTACT</b>	(876)922-6310

**DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

<b>FULL NAME</b>	STUART LEIGHTON STIMPSON		<input type="checkbox"/> SAME AS COMPANY SECRETARY
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<small>STREET/DISTRICT</small>	63 KNUTFORD BOULEVARD,	
	<small>TOWN</small>	KINGSTON 5	<small>POST OFFICE/POSTAL CODE</small>
	<small>PARISH/COUNTY/STATE/PROVINCE</small>	ST. ANDREW	<small>COUNTRY</small>
		JAMAICA	
<b>OCCUPATION</b>	ATTORNEY-AT-LAW	<b>CONTACT</b>	(876)929-9677

**DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

<b>FULL NAME</b>	JOHN SIAKA BASSIE		<input type="checkbox"/> SAME AS COMPANY SECRETARY
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<small>STREET/DISTRICT</small>	62 LAWS STREET,	
	<small>TOWN</small>	KINGSTON	<small>POST OFFICE/POSTAL CODE</small>
	<small>PARISH/COUNTY/STATE/PROVINCE</small>	KINGSTON	<small>COUNTRY</small>
		JAMAICA	
<b>OCCUPATION</b>	ATTORNEY-AT-LAW	<b>CONTACT</b>	(876)967-5823

**F1B FOR OFFICIAL USE ONLY COMPANY #:**



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**DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

FULL NAME	SYLVAN NADINE EDWARDS		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/STREET	16 NORBURY CLOSE,	
	TOWN	KINGSTON 8	
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	ST. ANDREW JAMAICA
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)584-4010

**DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

FULL NAME	JACQUELINE MELISSA CUMMINGS GORDON-MARTIN		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/STREET	35 PHOENIX AVENUE,	
	TOWN	KINGSTON 10	
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	ST. ANDREW JAMAICA
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)926-0406

**DIRECTOR 7 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

FULL NAME	KEVIN O'NEIL POWELL		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/STREET	11A OXFORD ROAD,	
	TOWN	KINGSTON 5	
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	ST. ANDREW JAMAICA
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)926-1672

4 Continuation page(s) attached

**8. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)**

FULL NAME	ANNETTE FRANCIS BARNETT		
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/STREET	72 HARBOUR STREET	
	TOWN	KINGSTON	
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	KINGSTON JAMAICA
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-6310

F1B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_





FORM 1B - continuation page PARTICULARS OF DIRECTORS

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THE COMPANIES ACT ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL (Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

**7. PARTICULARS OF DIRECTORS**

**DIRECTOR # 8** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	JACQUELINE SAMUELS-BROWN		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 66 BARRY STREET,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	KINGSTON	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)967-0493

**DIRECTOR # 9** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	PAMELA ELAINE BENKA-COKER		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 62 DUKE STREET,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	KINGSTON	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-1603

**DIRECTOR # 10** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	PAUL BESWICK		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 103 HARBOUR STREET,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	KINGSTON	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-5201

**DIRECTOR # 11** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	DONOVAN O'HALLORAN JACKSON		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 8A HOLBORN ROAD,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON 5		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	ST ANDREW	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)960-8995

FOR OFFICIAL USE ONLY COMPANY #:



revised 22/4/2010





FORM 1B - continuation page  
PARTICULARS OF DIRECTORS



THE COMPANIES ACT

ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

(Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

**7. PARTICULARS OF DIRECTORS**

**DIRECTOR # 12** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	ALEXIS LEIGH ROBINSON		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	21 EAST STREET,	
	TOWN	KINGSTON	POST OFFICE/POSTAL CODE
	PARISH/COUNTY/TERRITORY/PROVINCE	KINGSTON	COUNTRY
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-5860

**DIRECTOR # 13** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	TANA'ANIA SMALL DAVIS		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	72 HARBOUR STREET,	
	TOWN	KINGSTON	POST OFFICE/POSTAL CODE
	PARISH/COUNTY/TERRITORY/PROVINCE	KINGSTON	COUNTRY
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-6310

**DIRECTOR # 14** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	VALRIE CLAIRE NEITA-ROBERTSON		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	5 DUKE STREET,	
	TOWN	KINGSTON	POST OFFICE/POSTAL CODE
	PARISH/COUNTY/TERRITORY/PROVINCE	KINGSTON	COUNTRY
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-7676

**DIRECTOR # 15** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	ALEXANDER IVANHOE EVEROD WILLIAMS		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	UNIT 6A, SEYMOUR AVENUE,	
	TOWN	KINGSTON 5	POST OFFICE/POSTAL CODE
	PARISH/COUNTY/TERRITORY/PROVINCE	ST ANDREW	COUNTRY
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)946-1355

FOR OFFICIAL USE ONLY COMPANY #:



**FORM 1B - continuation page**  
**PARTICULARS OF DIRECTORS**

**THE COMPANIES ACT**
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
 (Pursuant to sections 8 & 20 of the Companies Act)

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COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

7. PARTICULARS OF DIRECTORS			
<b>DIRECTOR # 10</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	GAVIN EDWARD GOFFE		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 21 EAST STREET,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON		
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	
	KINGSTON	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)922-5860
<b>DIRECTOR # 11</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	TAMIKA ASHEISA HARRIS		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 187 TOWER STREET,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON		
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	
	KINGSTON	JAMAICA	
OCCUPATION	KINGSTON	CONTACT	(876)967-4079
<b>DIRECTOR # 12</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	DEBRA REID-ARCHER		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 35 PHOENIX AVENUE,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON 5		
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	
	ST ANDREW	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)816-4830
<b>DIRECTOR # 13</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	MELISSA SIMONE MCLEOD		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 5 HAYLET AVENUE,		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON 19		
	PARISH/COUNTY/TERRITORY/PROVINCE	COUNTRY	
	ST ANDREW	JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)832-1978

FOR OFFICIAL USE ONLY COMPANY #:

revised 23/4/2018





# FORM 1B – continuation page PARTICULARS OF DIRECTORS

TouchSafe®

**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
(Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

<b>7. PARTICULARS OF DIRECTORS</b>			
<b>DIRECTOR # 20</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	MITYA MAURICE MANNING		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 6A HOLBORN ROAD,		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE KINGSTON	COUNTRY JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)960-8995
<b>DIRECTOR # 21</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	TENNESHIA TANYA WATKINS		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 4 LISMORE DRIVE,		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE KINGSTON 5	COUNTRY JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)968-8232
<b>DIRECTOR # 22</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	MALIKE JAVONE KELLIER		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT APT 11 OTTAWA MANOR, 9 OTTAWA AVENUE		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE KINGSTON 8	COUNTRY JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)883-0111
<b>DIRECTOR # 23</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	MEG GEORGIA GIBSON-HENLIN		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 24 CARGILL AVENUE,		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE KINGSTON 5	COUNTRY JAMAICA	
OCCUPATION	ATTORNEY-AT-LAW	CONTACT	(876)908-3555

FOR OFFICIAL USE ONLY COMPANY #:



revised 23/4/2018



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9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

[Empty box for proposed number of members]

10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
BY (NAME OF WITNESS)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

Subscriber and witnesses are present in person at the time of signing of this form.

While on Visit

While on Visit

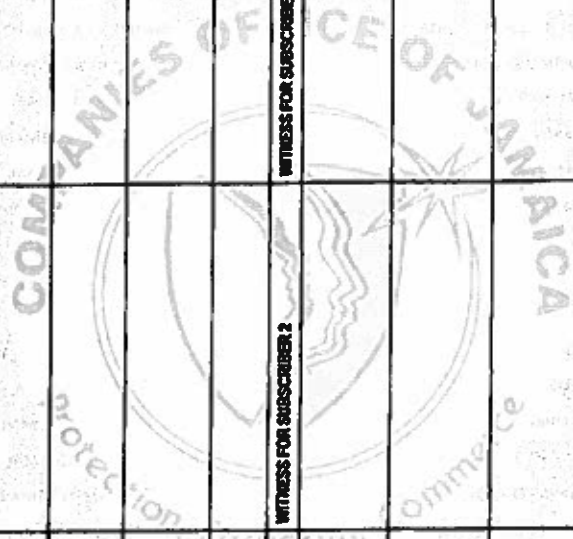
While on Visit

While on Visit

Continuation page(s) attached

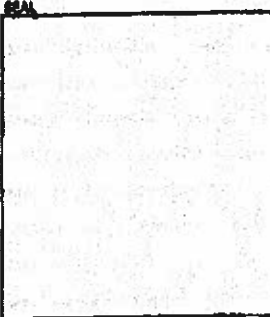
FIB FOR OFFICIAL USE ONLY COMPANY #:

4



**11. PARTICULARS OF COMPANY SUBSCRIBERS**

COMPANY PARTICULARS		
COMPANY NAME		
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		
OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
WITNESSED BY (NAME OF WITNESS)		
WITNESSED AT (LOCATION ADDRESS)		
SIGNATURE		
DATE		



While on Visit       While on Visit

If an officer and a witness are located in different countries, 'while on visit' must be selected.

Continuation page(s) attached

**12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAMES OF DECLARANT	EMILE G.R. LEIBA	CAPACITY	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	March 1, 2021

F18 FOR OFFICIAL USE ONLY COMPANY #:



**SCHEDULE 1**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE JAMAICAN BAR ASSOCIATION:**

**INTERPRETATION**

1. In these Regulations, unless there be something in the subject or context consistent therewith:

"the Statutes" means the Companies Act, and every other law for the time being in force concerning companies and affecting the Association.

"the Association" means The Jamaican Bar Association.

"Member of the Profession" means a person who is entitled to practise in Jamaica as an Attorney-at-Law under the Legal Profession Act, 1971 or any Act amending the same or in substitution therefor and is in good standing under the said Legal Profession Act.

"Overseas Practitioner" means a person who is admitted to practise outside of Jamaica as an Attorney-at-Law but is not a Member of the Profession.

"Affiliate" means a law student enrolled in the Norman Manley Law School.

"the Council" means the members for the time being of the Council hereby constituted.

"In writing" means written or printed, or partly written or partly printed and any electronic means of representation or reproduction of words in a visible form.

Words importing the singular number only include the plural number and vice versa.

Any words or expression defined in the Statutes shall bear the same meaning in these Articles.

**MEMBERS**

2. The number of members with which the Association proposes to be registered as a company limited by guarantee is 500 but the Council may from time to time register an increase in members.
3. There shall be the following categories of membership:

(1) Members of the Profession; and

(2) Overseas Practitioners, who upon becoming a member of the Association shall be



called "Associate Members".

4. Only Members of the Profession and Overseas Practitioners shall be eligible for membership.
  - (a) Every Member of the Profession and every Overseas Practitioner desirous of becoming a member of the Association shall make written application to the Secretary in form prescribed by the Council and the secretary shall lay the same before the Council, and if such application be approved by the Council the applicant shall thereupon become a member of the Association and shall be so notified. Every member shall from the time of his becoming a member be subject to the Articles of Incorporation and all the Regulations and By-Laws of the Association.
  - (b) The Council shall have full discretion whether to admit any eligible person as a member of the Association.

### GENERAL MEETINGS

5. General Meetings shall be held at least once in every calendar year at such times and places as may be determined by the Association in General Meeting, or failing such determination by the Council, but so that no more than fifteen months shall elapse between the holding of any two successive meetings.

### ANNUAL GENERAL AND EXTRAORDINARY MEETINGS

6. The General Meeting referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary.

### EXTRAORDINARY GENERAL MEETINGS

7. The Council may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened in the manner provided by the Statutes

### PROCEEDINGS AT GENERAL MEETINGS

8. The business of an Annual General Meeting shall be the election of the President, Vice-President and members of the Council in place of retiring members, the reception of the annual accounts, the report of the Auditors, the appointment of, and fixing the remuneration of the Auditors, and the disposal of business brought under consideration by the Report of the Council.
9. The business of an Extraordinary General Meeting shall be the consideration and determination of the matters stated in the notice convening the meeting.



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 1700 BROADWAY  
 NEW YORK, NY 10014

**QUORUM**

- 10. (a) For all purposes except the adjournment of the meeting the quorum for a General Meeting shall not be less than ten (10) members personally or electronically present.
- (b) If at the expiration of half an hour from the time appointed for the meeting a quorum of the members 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 fifteen minutes after the time appointed any seven members personally present shall be a quorum and may transact business for which the meeting was called.
- (c) 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.

**CHAIRMAN**

- 11. The President and in case of his absence or inability to act the Vice-President shall be the Chairman of the Association and shall be entitled to take the chair at every meeting of the Association and the Council.

If at any General Meeting there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting the members present shall choose another member of the Council as Chairman and if none be present or if all of those present decline to take the chair then the members present shall choose one of their number to be Chairman and the Chairman of such meeting shall have a casting vote as well as an original vote.

**NOTICES**

- 12. (1) In the case of an Annual General Meeting thirty (30) days' notice in writing at least, in the case of a meeting other than an Annual General Meeting called for the passing of a special resolution twenty-one (21) days' notice in writing at least, and in all other cases fourteen days' notice in writing at least, specifying the place, day and hour of meeting, and the general nature of the business to be transacted shall be given to all members, but the accidental omission to give notice to or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceeding had at any such meeting. A notice hereunder may be validly given by sending it through either:

- (a) the post in a prepaid letter addressed to the member at his registered or last known address and shall be deemed to have been given on the fourth day





following that on which it was posted; or

- (b) by electronic mail to a member at his last known e-mail address notified to the Association and shall be deemed to have been given upon electronic confirmation that it was transmitted.

(2) The Report of Council shall be sent to each member of the Association in writing not less than seven (7) days before an Annual General Meeting, but the accidental omission to send the Report of Council or the non-receipt of such Report by any member shall not invalidate any resolution passed or proceeding had at any such meeting.

### VOTES

13. (1) Save and except in relation to election of officers and members of the Council every question shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a demand is made for a secret ballot or a division and counting of votes, such demand to be made by the Chairman or by at least two members present and in good standing, and such secret ballot or counting of votes shall take place immediately.
- (2) Every member in good standing personally present shall have one vote, except Associate Members who shall not be entitled to vote or to participate in the election of officers and members of council.
- (3) Unless a demand be made pursuant to Article 13(1) a declaration by the Chairman of the meeting that a resolution had been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact. Any such demand may be withdrawn.
- (4) No demand pursuant to Article 13(1) shall be made on the election of a Chairman of a meeting or on any question of adjournment.
- (5) In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- (6) Any such demand shall not prevent the continuance of a meeting for the transaction of any business other than the question on which any such demand has been made.
- (7) On a poll, votes may be given either personally or by proxy.
- (8) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy must be a member of the Association. No member shall have more than five proxies at



any single Annual General or Extraordinary General Meeting.

- (9) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the Island 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, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (10) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

**FORM A  
JAMAICAN BAR ASSOCIATION**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the abovenamed Association, hereby appoint of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

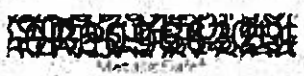
- (11) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

**FORM B  
JAMAICAN BAR ASSOCIATION**

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the abovenamed Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or falling him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

This form is to be \*used in favour of /against of the resolution.



Unless otherwise instructed, the proxy will vote as he thinks fit.  
 \*Strike whichever is not desired.\*

- (12) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (13) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal 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 proxy is used.

#### NOMINATIONS

14. (1) Nomination forms shall be in writing and shall be in such form issued by the Council from time to time.
- (2) Each notice convening an Annual General Meeting shall be accompanied by a nomination form; and shall in addition to the matters specified in Article 12, also state the names of the retiring President, Vice President and members of the Council; that nominations to fill vacancies must be received at the registered office of the Association not later than fourteen (14) days before the date of such meeting; that nominations must be in writing signed by the proposer and seconder and must be received at the registered office of the Association no later than 4:00 pm on the last day of the close of nominations.
- (3) No person other than the retiring President and Vice President shall be eligible for election at any Annual General Meeting to the office of President and Vice President respectively and no person other than a retiring member of the Council shall be eligible for election at any Annual General Meeting as a member of the Council in place of a retiring member unless he shall be duly nominated in accordance with the provisions of paragraphs (4) to (5) of this Article.
- (4) The name of each person so nominated, together with the names of his proposer and seconder, shall be notified to each member of the Association in writing not less than four days before the date of such meeting.
- (5) The following provisions shall have effect in relation to the election of officers of the Council:
  - (a) In event that a resolution for the election of the officers and members of the Council by a single resolution is not passed unanimously, the Chairman shall move a separate resolution for the appointment of each of the



persons proposed as officers and members of the council.

- (b) Voting shall be by secret ballot in writing by each member present at the meeting and desirous of voting and each such member shall cast one ballot recording the name or names of the candidate or candidates of his choice provided that the number of names so recorded shall not exceed the number of places to be filled.
- (c) The persons receiving the greatest number of votes for the office of President, Vice-President or Members of the Council, as the case may be, shall be deemed to have been duly elected for the respective office as a result of the respective resolutions put to the Meeting in accordance with paragraph (a) hereof.
- (6) For the purposes of this and the preceding Article a member shall be deemed to be in good standing if he is not in arrears of the prescribed fees payable for the current year or any previous year.

### MANAGEMENT

- 15. The business of the Association shall be managed by the Council who may exercise all such powers and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these Articles required to be exercised or done by the Association in General Meeting.

### COUNCIL

- 16. The Council shall consist of:-
  - (a) The President and Vice-President who shall be elected annually at the Annual General Meeting and who shall continue to act until their successors have been elected and accept office.
 

A member who has served as President for three consecutive years shall not be eligible for re-electing to that office for the next succeeding year.
  - (b) Twenty (or such other number as the Association in General Meeting may from time to time determine) members of the Council who shall be elected at the Annual General Meeting in each year and who shall be subject to retirement as hereinafter provided.
  - (c) If the Office of President or Vice-President becomes vacant the office shall be filled by the Council from among its members.
- 17. The quorum necessary for the transaction of business by the Council shall be fixed from time to time by the Council but unless and until so fixed shall be seven.



18. (1) The Council shall have power at any time and from time to time to appoint any member of the Association in good standing to be a member of the Council to fill a casual vacancy or as an additional member of the Council, but so that the total number of members of the Council shall not at any time exceed the minimum number fixed by or in accordance with these Articles. Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.
- (2) The Council may meet for the dispatch of business, adjourn and so regulate their meetings as they think fit.

### ROTATION

19. At the Annual General Meeting in every year, one third of the members of the Council (whether elected pursuant to Article 16(b) or appointed pursuant to Article 16(c) or if their number is not a multiple of three then the number nearest to but not exceeding one third shall retire from office.
20. The members of the Council to retire at the Annual General Meeting in every year shall be those who have been longest in office since their last election. As between members of the Council of equal seniority, the members of the Council to retire shall in the absence of agreement be selected from among them by lot. The retiring members of the Council shall be eligible for re-election and shall continue to act until successors are appointed and accept office.

### POWERS OF COUNCIL

21. The Council shall have and exercise the powers and perform the duties which may from time to time by any law be conferred or imposed upon the Association or the Council.
22. The Council shall (without in any manner restricting the powers conferred by these Articles) have the following powers:
- (a) To adopt a Seal and from time to time determine by what authority and in whose presence the same may be affixed.
  - (b) To appoint and remove Secretaries and/or Treasurers and define their duties and powers.
  - (c) To appoint and remove bankers and from time to time determine the officers or persons by whom cheques shall be signed or endorsed on behalf of the Association.
  - (d) To appoint such committees as the Council from time to time decide and to delegate to such committees such of the powers of the Council as it may think fit. Such committee shall consist of members of the Association and shall have power to co-opt additional members, including Affiliates.



- (e) To make by-laws in relation to the Association and from time to time annul or amend any by-laws regulating the entrance fees (if any) and subscriptions or payments to be paid by members of the Association (which may vary with the seniority in the profession and/or place of business of Members) and the suspension and/or expulsion of members from membership of the Association. Every such by-law shall be submitted to the next Annual General Meeting or Extraordinary General Meeting of the Association which may by resolution amend or revoke same.

### INDEMNITIES

23. Every member of the Council or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against any losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by the Statutes.

### BY-LAWS

1. There shall be no entrance fee payable with respect to membership of the Association.
2. The rates of subscription shall be as may be determined by Council and approved by the Association in General Meeting.
  - a. For the purpose of reckoning standing, an Attorney's standing shall date from his or her first admission in Jamaica as a Solicitor or Barrister or Attorney-at-Law or from the date of commencement of practice as a lawyer, whichever is earlier.
  - b. Annual subscriptions shall become due and payable in advance on the first day of October in each year. A member elected after March thirty-first in any year shall pay one half of the annual subscription for that year.
3. The Council may suspend or expel any member or Associate Member:
  - a. Against whom a specific complaint has been brought of which he has been given reasonable notice in writing and who after an investigation by the Council has been found to be guilty of conduct unbecoming an Attorney-at-Law and derogatory to the character or injurious to the interests of the profession, or
  - b. Who has failed for six month after demand in writing, whether via email or



otherwise to pay his subscription.

And the Council shall expel or suspend any member who shall be struck off the rolls or suspended from practice for misconduct as an Attorney-at-Law.

4. The method of conducting an investigation such as is referred to in Clause 3(a) above shall be:
- a. The Council shall appoint a Committee to consider and hear the complaint and such committee shall regulate its own procedure and the mode of conduct of such hearing.
  - b. Such committee shall report its findings and recommendations to the Council which shall consider the same at a meeting from which the members of such committee shall be excluded. The Council at such meeting or any adjournment thereof may confirm or reject the findings or recommendations of such committee or accept the same, subject to such modifications as the Council may deem fit.
  - c. The Council shall thereafter notify the Member or Associate Member against whom the complaint has been brought of its decision.

