

THE COMPANIES ACT, 1965

COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE JAMAICAN BAR ASSOCIATION

INCORPORATED 16th JANUARY 1973

No. 10,807

THE COMPANIES ACT, 1965

MEMORANDUM OF ASSOCIATION

OF

THE JAMAICAN BAR ASSOCIATION‡

1. The name of the Company is "THE JAMAICAN BAR ASSOCIATION."‡
2. The registered office of the Company will be situate in Jamaica.
3. The objects for which the Company is established are:—
 - (a) To take over and assume the assets rights powers liabilities and obligations of the company known as The Incorporated Law Society of Jamaica Limited and also to take over and assume the assets rights powers liabilities and obligations of the unincorporated association known as The Bar Association of Jamaica.
 - (b) To support and protect the character status and interest of the Legal Profession generally in Jamaica.
 - (c) To promote honourable practice in the Legal Profession, to repress malpractice therein, to settle disputed points of practice therein and to decide questions of professional usage or courtesy between or amongst members of the Legal Profession practising in Jamaica.
 - (d) To perform all acts and duties which the Company may by any Statute Regulation Rule or Order of Court be directed or authorised to perform.
 - (e) To consider all questions affecting the interests of the Legal Profession and to initiate and watch over general measures affecting such profession and if necessary to petition the Government and Legislature of Jamaica the Judges and other persons and bodies in or out of Jamaica and to promote and appoint deputations in relation thereto and to procure any changes of Law or practice relating to legal matters and the promotion of improvements in the principles and administration of the Law.
 - (f) To encourage the study of Law.
 - (g) To promote information on legal subjects by such means as may appear expedient.
 - (h) To create, maintain and/or manage a Benevolent Fund for the benefit of the poor and needy members of the profession and/or their families, and such other funds as may in the opinion of the Company be calculated to advance or improve the status of members of the Legal Profession in Jamaica and of the persons employed by them.
 - (i) To acquire hold use and deal with such property real or personal and in such manner as may appear to be necessary or desirable for the objects of the Company.
 - (j) As and when deemed advisable to acquire by purchase, donation or otherwise, a library of legal, political, historical and other literature for the use of the Company, and to maintain and from time to time extend and improve such library.
 - (k) To provide rooms and other facilities for the holding of meetings for carrying on the business and effective working of the Company.
 - (l) To promote assist and ensure the proper administration of Justice and unceasingly watch over and protect the civil liberties of the people.
 - (m) To bring about desired law reform and to take all steps to develop and maintain a public awareness of the need for a constant review of the law.
 - (n) To provide legal representation where the Council considers the interests of Justice demand it.

(o) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities.

✓(p) To make provision for the compensation of persons who have suffered loss as a result of dealing with members in the course of their practice.

(q) To take such steps as the Company may think fit in the protection of the rights of and the furtherance of the interests of the public and the Legal Profession.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one dollar.
6. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of remuneration or gratuity to any officers or servants of the Company, or to any member of the Company, or other person in return for any services actually rendered to the Company.
7. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but if and so far as effect can be given thereto of the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, to be determined by the members of the Company at or before the time of dissolution, and in default thereof by such Judge of the High Court of Jamaica as may have or acquire jurisdiction in the matter

We the several persons whose names and addresses are hereto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

DATED the 15th day of January, 1973.

<u>Signature of Subscriber</u>	<u>Address</u>	<u>Description</u>
J. L. R. Bovell	46 Duke Street, Kingston	Attorney-At-Law
Douglas Judah	4 Duke Street, Kingston	Attorney-At-Law
Ramon D. Alberg	119 Tower Street, Kingston	Attorney-At-Law
Leacroft Robinson	16 Duke Street, Kingston	Attorney-At-Law
Leslie E. Ashenheim	32 Duke Street, Kingston	Attorney-At-Law
H. G. Edwards	42 Duke Street, Kingston	Attorney-At-Law
Norman Hill	119 Tower Street, Kingston	Attorney-At-Law
Douglas Brandon	45 Duke Street, Kingston	Attorney-At-Law

Witness:—C. B. M. Lopez,
45 Duke Street, Kingston
Attorney-At-Law.

‡ By Special Resolution passed on 19th January, 1974, the name of the Company was altered by the deletion of the word "Limited."

THE COMPANIES ACT, 1965

ARTICLES OF ASSOCIATION

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, 1965 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 practice in Jamaica as an Attorney-at-Law under the Legal Profession Act, 1971 or any Act amending the same or in substitution therefor.

"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.

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. (a) The number of members with which the Company 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. (a) Only Members of the Profession shall be eligible for membership.
(b) Every Member of the Profession 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 Memorandum & Articles of Association and all the Regulations and By-Laws of the Association.

GENERAL MEETINGS

4. 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 not more than fifteen months shall elapse between the holding of any two successive meetings.

ANNUAL GENERAL AND EXTRAORDINARY MEETINGS

5. 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

6. 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.

XERO
XERO

PROCEEDINGS AT GENERAL MEETINGS

7. 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 issued with the notice convening the meeting.
8. The business of an Extraordinary General Meeting shall be the consideration and determination of the matters stated in the notice convening the meeting.

QUORUM

9. (a) For all purposes except the adjournment of the meeting the quorum for a General Meeting shall not be less than twenty-one members personally 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

10. 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 thereof.

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 them 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

11. In the case of an Annual General Meeting thirty days notice in writing at least, in the case of a meeting called for the passing of a special resolution twenty-one 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 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.

VOTES

12. (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.

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Unless a demand be made pursuant to Article 12(1) a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact. Any such demand may be withdrawn.

(3) No demand pursuant to Article 12(1) shall be made on the election of a Chairman of a meeting or on any question of adjournment.

(4) In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

(5) 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.

13. (1) Every member in good standing and personally present shall have one vote. No proxies shall be allowed.

(2) 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 (3) to (4) of this Article.

(3) Each notice convening an Annual General Meeting shall, in addition to the matters specified in Article 11, 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 days before the date of such meeting; that nominations must be in writing signed by the proposer and seconder and must state that the consent of the person nominated has been obtained; and that nominations must be sent to the registered office of the Association.

(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 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 for dues or subscriptions in excess of his dues or subscriptions for the current year after the giving to him of at least fourteen days written notice requiring payment of his dues and/or subscriptions. A notice hereunder may be validly given by sending it by registered post addressed to him 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.

MANAGEMENT

14. 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

15. 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-election 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) Notwithstanding anything to the contrary the first President and the first Vice President shall be elected in the manner provided in paragraph (d) below and the first members of the Council shall consist of ten persons nominated by the council of The Incorporated Law Society of Jamaica Limited and ten persons nominated by the council of The Bar Association of Jamaica.

(d) At its first meeting the Council shall hold elections from amongst its members to fill the offices of President and Vice President respectively and in the event that no candidate shall receive a majority of votes such election shall be decided by a majority of votes of members of the Association at an Extraordinary General Meeting which shall be convened by the Council and held within twenty-eight days at which meeting only the candidates for office nominated at the first meeting of the Council shall be eligible for election.

(e) If the Office of President or Vice-President becomes vacant the office shall be filled by the Council from among its members.

16. 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.

17. (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 either 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 maximum 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 shall 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 despatch of business, adjourn and so regulate their meetings as they think fit.

ROTATION

18. At the Annual General Meeting in every year, one third of the members of the Council (whether elected pursuant to Article 15(b) or appointed pursuant to Article 15(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.

19. The members of the Council to retire at the Annual General Meeting in every year, after the year 1973, shall be those who have been longest in office since their last election. The members referred to in Article 15(c) shall be deemed to have been elected simultaneously in the year 1973. 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

20. 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.

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 may from time to time decide and to delegate to such committees such of the powers of the Council as it may think fit. Such committees may consist of Members of the Council and/or Members of the Association and may be given power to co-opt additional members.
- (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 of the Association which may by resolution amend or revoke same.

INDEMNITIES

2. 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.

DATED the 15th day of January 1973.

<u>Signature of Subscriber</u>	<u>Address</u>	<u>Description</u>
I. L. R. Bovell	46 Duke Street, Kingston	Attorney-At-Law
Douglas Judah	4 Duke Street, Kingston	Attorney-At-Law
Ramon D. Alberga	119 Tower Street, Kingston	Attorney-At-Law
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Norman Hill	119 Tower Street, Kingston	Attorney-At-Law
Douglas Brandon	45 Duke Street, Kingston	Attorney-At-Law

Witness:—C. B. M. Lopez,
45 Duke Street, Kingston
Attorney-At-Law.

THE SCHEDULE

BY-LAWS

1. There shall be no entrance fee payable with respect to membership of the Association.
2. (a) The rates of subscription shall be as may be determined by Council and approved by the Association in General Meeting
- (b) For the purpose of reckoning standing of Members of the Profession 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 in Jamaica, whichever is earlier.
- (c) Annual subscriptions shall become due and payable in advance on the first day of October in each 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 months after demand in writing to pay his subscription.And upon proof, the Council shall expel or suspend any Member or Associate Member who shall be struck off the rolls or suspended from practice for misconduct as an Attorney-at-Law in any jurisdiction in which he or she is admitted to practice.
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 persons who sat on 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.

(The above by-laws were approved by the Members in General Meeting on May 9, 2009)