



Sworn on behalf of: Applicant
Sworn by EMILE G.R. LEIBA
Affidavit No: 1
Exhibit: None
Date Sworn: April 29th, 2021
Date Filed: April 29th, 2021



**AFFIDAVIT OF EMILE G.R. LEIBA
IN SUPPORT OF APPLICATION FOR SPECIFIED SERVICE**

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. 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.
4. After a series of other orders, THE DISASTER RISK MANAGEMENT (ENFORCEMENT MEASURES) (NO. 5) ORDER, 2021 was issued. This



is the Order that is currently in place.

5. 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.
6. As a consequence, the Annual General Meeting of the Jamaican Bar Association, originally fixed for April 17th, 2021 was postponed until further notice.
7. 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.
8. 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. The public medial authorities have also confirmed that there is currently a spike in reportedly positive cases of Coronavirus COVID-19 which significantly increases the chances of persons contracting it.
9. 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 extending into the next year or further.
10. The Applicant's next annual general meeting must be held within the next five (5) months.
11. Considering the provisions of the Order and the conditions caused by the pandemic it is impracticable for the Applicant to call or hold General Meetings in the near future in accordance with the Companies Act and its Articles of Incorporation. It is impracticable because of the number of members entitled to attend and the absence of suitable venues which

are of the appropriate size to accommodate all attendees at the required physical distance.

12. I am advised by the Applicant's Attorneys-at-law and verily believe that where it is impracticable to call and hold General Meetings of a company in any manner in which General Meetings of that company may be called or to conduct the General Meetings of the company in a manner prescribed in the company's articles, a director or member of a company may make an application to the court pursuant to section 130 (2) of the Companies Act for the court to order the General Meetings of the company to be called, held and conducted in such manner as the court thinks fit.
13. The Council Members of the Applicant and the Applicant have been advised that in the circumstances, it would be appropriate to make this application and pursue an application for the court's directions pursuant to section 130(2) of the Companies Act to allow it to call and conduct its upcoming General Meetings in the most convenient and safe way possible.
14. The members of the Applicant would therefore be affected by the directions that the Applicant will seek and would reasonably expect to be given notice of the proceedings.
15. The Applicant has approximately 2000 members and it would therefore be impractical to personally serve notice of the proceedings on each shareholder given the current conditions.
16. The Applicant maintains an email mailing list and this is the primary method of communication with its members. The Notice of the Annual General Meeting fixed originally fixed for April 17th, 2021 was sent via email with all the relevant documents. This method of notification is permitted by the Articles of Incorporation of this Applicant.

17. If notice of the proceedings including the Fixed Date Claim Form, the Affidavit in Support, any orders and other documents filed in these proceedings ("the Court Documents") are communicated via email, their contents are likely to come to the members' attention either on or shortly after the date the email is sent.
18. The Applicant's website, which is at www.jambar.org is also publicly accessible and publication of the Court Documents on its website is likely to enable the members to ascertain their contents.
19. In these circumstances, the Applicant seeks orders in the terms of the application.

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


EMILE G.R. LEIBA


JUSTICE OF THE PEACE FOR THE
PARISH OF  **CARLTON CADOGAN**
Justice of the Peace
Kingston

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)