

The Companies Acts, 1864 to 1909.

ARTICLES OF ASSOCIATION

OF

THE CHINESE BENEVOLENT ASSOCIATION LIMITED

1. The Association is established for the objects expressed in the Memorandum of Association.

INTERPRETATION

2 These Articles shall be construed with reference to the provisions of the Companies Acts, 1864 (27 Vic: Secs: 2 Ch. 4) and the Acts and Laws amending the same and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Acts and Laws.

3. In the interpretation of these Articles, except where excluded by the context:

- (a) Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
- (b) Words importing the masculine gender shall include the feminine.
- (c) The word "ASSOCIATION" means " THE CHINESE BENEVOLENT ASSOCIATION LIMITED" .

4. (i) The subscribers to the Memorandum of Association shall be the first members of the Association.

(ii) Persons of Chinese descent residing in Jamaica, **or with temporary residence in Jamaica of over two(2) years** shall be entitled to become members of such Association upon election by the Committee of Management and payment of such subscriptions and other dues as may from time to time be fixed and determined by Regulations made in accordance with these Articles. Such members shall be liable to suspension and expulsion and entitled to such benefits and privileges as may be provided by the said Regulations.

**(iii) Any person who is not of Chinese descent but who is married to a member shall be entitled to become an Associate Member** of such Association upon election by the Committee of Management and payment of such subscriptions and other dues as may from time to time be fixed and determined by Regulations made in accordance with these Articles. Such members shall be liable to suspension and expulsion and entitled to such benefits and privileges as may be provided by the said Regulations.

**(iv) Any person of Chinese descent with temporary residence in Jamaica for less than two(2) years shall be entitled to become Associate Member** of such Association upon election by the Committee of Management and payment of such subscriptions and other dues as may from time to time be fixed and determined by Regulations made in accordance with these Articles. Such members shall be liable to suspension and expulsion and entitled to such benefits and privileges as may be provided by the said Regulations.

**(v) An Associate Member shall have the same rights and privileges as a member except that he/she shall not be entitled to become a member of the Management Committee or a member of the Supervising Board nor shall he/she have the right to vote.**

The rights of a Member as such shall be personal and shall not be transferable and shall cease on his death.

### **AMENDMENT OF ARTICLES**

5. Subject to the provisions of the Act 27 Vic: Secs:2 Chap:4 and of any Laws amending the same and to the Conditions contained in the Memorandum of Association, these Articles may be altered, added to or amended by Special Regulation.

### **ORDINARY GENERAL MEETINGS**

6. The first General Meeting shall be held at such time (not being more than fourteen months after the registration of the Memorandum of Association) and at such place as the Committee of Management may determine.

7. Subsequent ordinary General Meeting (herein called "Annual General Meeting") shall be held in the month of October in every year, or so soon thereafter as possible at such place as may be determined by the Committee of Management. An advertisement giving three weeks' previous notice in one or more daily papers shall be sufficient notice of the First General Meeting or of an Annual Meeting.

8. At the first General Meeting and at any Annual Meeting, fifty members shall be a quorum.

### **SPECIAL GENERAL MEETING**

9. The Committee of Management may at any time and shall on a requisition signed by not less than twenty members stating the subjects of such requisition summon a Special Meeting to be held not less than one month and not more than six weeks after the receipt of such acquisition. If they neglect to do so within fourteen days after the receipt of any such requisition the requisitioners may summon such meeting. The notice convening the Meeting shall specify the particular matter or matters to be discussed and no resolution passed thereat shall be binding unless at least one-tenth of the members are present and take part in the vote and no business other than that specified in the requisition shall be transacted.

10. At every Special Meeting whether summoned on the requisition of members or otherwise, fifty shall be a quorum.

### **CONDUCT OF BUSINESS AT GENERAL MEETINGS**

11. At every Annual or Special Meeting, the President shall act as the Chairman.

12. No member shall have more than one vote except that in case of equality of votes on a division the Chairman shall have a casting vote.

13. No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

14. The proceedings at any Meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

#### **(a). Voting Procedures at Annual or Special General Meeting**

1. All nomination for Officers of the Association as well as the other members for the Committee of managers must be proposed and seconded by paid-up

members at the Meeting at which the election is to be held. Persons being nominated must be paid-up members.

2. Only paid-up members who are present at the meeting and who have been members for a period in excess of three months immediately prior to the meeting at which the election is to be held can vote.
3. There shall be a roll-call to determine the number of members in attendance who are eligible to vote.
4. A nomination may be made and seconded for a member who is not in attendance at the meeting but such nomination can be accepted only if the member has provided a written undertaking duly signed that he or she will serve if elected.
5. Balloting shall take place in the following order:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
  - e. The other nine Members to complete the Committee.
  - f. Members of Supervisory Board
6. All ballots to be used must be identical in appearance and shall be un-numbered and unsigned.
7. The ballot box to receive the votes must be placed in a prominent and visible position. It shall be unsealed and completely empty before voting shall begin.
8. The Meeting shall appoint a Returning Officer and a Scrutiny Committee comprising of not less than three but not more than five persons including the Returning Officer. A candidate shall not be eligible to serve on the Scrutiny Committee with respect to an election contested by him or her. The Returning Officer's decision, in the case of any dispute, shall be final.
9. Where more than two members are nominated for the post of President and where no candidate has obtained more than fifty percent of the votes cast, there shall be a second run-off voting between the two candidates having the highest number of votes. The candidate who secures the higher number of votes in the second balloting shall be declared the President.

### **COMMITTEE OF MANAGEMENT**

15. The Committee of Management shall consist of thirteen members elected pursuant to the provisions of article 14(a) above.
16. The first elective Committee-men shall consist of the persons named in the First Schedule to these Articles who shall retain in office until the 31st. December 1932.
17. At the Annual Meeting to be held in the year 1932 and at the Annual Meeting in every subsequent year there shall be an election by members at such Meeting of members of the Committee to serve for the year commencing 1st. January then next ensuing. Any retiring Committee-man shall be eligible for re-election.
18. The persons named in the Second Schedule hereto shall be Reserve Members of the Committee until the 31st. December 1932. At the Annual Meeting in 1932 and at every subsequent Annual Meeting the members present shall elect five persons (not members of the Committee or of the BOARD hereinafter mentioned) to be reserved members of the Committee for the year commencing 1st January then next ensuing. Retiring members shall be eligible for re-election.
19. Upon the occurrence of a vacancy **on the Committee of management** caused otherwise than by retirement at an Annual Meeting the same shall be filled by the Reserve Member of the Committee who shall have received the highest number of votes becoming a member of the Committee and ceasing to be a Reserve Member. If there shall be no Reserve Member available the Committee may fill up the vacancy by co-option.

20. If in any year no Annual Meeting shall be held or if at any such Meeting there shall be no election, the Members and Reserve Members of the Committee and of the Supervising Board then in office shall remain in office until their successors are appointed.

21. If at any Special General Meeting summoned on the requisition of members a Resolution disapproving of any act on the part of the Committee of Management or of any member or members thereof shall be passed by a majority of two-thirds of the members present and voting on the question the Elective Members of the Committee or the member or members thereof whose act shall have been disapproved shall immediately cease to hold office and the vacancies so created shall be filled by Reserve Members and if there shall not be a sufficient number of Reserve Members to fill all the vacancies such number of new Members of the Committee as may be necessary shall be elected at the same Meeting but the old Members or any of them shall be eligible for re-election.

22(a). The President's tenure of office shall not exceed three consecutive years.

(b). In the event that the President's post becomes vacant during his term of office, same shall be filled by the Vice-President for the remainder of the term.

(c). The President shall act as Chairman at Meetings and in his absence the Vice-President, otherwise members present shall elect one of them to be Chairman of such Meeting.

(d). Upon the occurrence of vacancy of the post of the Vice-President, the same shall be filled by the member of the Committee who shall have received the highest number of vote at the election appointing him/her as a Committee member.

### **SUPERVISING BOARD**

23. The persons named in the Third Schedule hereto shall be the Members of a Supervising Board until the 31st. December 1932 and the persons named in the Fourth Schedule hereto shall be Reserve Members of such Supervising Board until the 31st. December 1932. At the first Annual Meeting to be held in 1932, and at every succeeding Annual Meeting, there shall be elected five persons(not Committee Members or Reserve Members) to be Members, and three to be Reserve Members of the Supervising Board to serve for the year commencing 1st January then next ensuing. Members and Reserve Members shall continue in office until the election of their successors and shall be eligible for re-election.

24. Upon the occurrence of a vacancy among the Members of the Supervising Board the same shall be filled by Reserved Members of the Board who shall have received the highest number of votes becoming a Members of the Board upon which he should cease to be a Reserve Member. If there shall be no Reserve Member available the Board may fill up the vacancy by co-option.

25. The Supervising Board shall have power to inquire into the affairs of the Association and to inspect and audit the books and records and to summoned Special Meetings of the Association.

26. The quorum for Meetings of the Committee shall be seven and for meetings of the Supervising Board shall be three. Reserved Members of the Committee and Supervising Board shall be entitled to receive notice of and attend all Meetings and to take part in the discussion of any matter. Reserve Members shall not be counted to make a quorum. If any of the regular Members are absent, Reserve Member (not exceeding the number of regular Members absent) shall be entitled to vote. If the number of Reserve Members present at any Meeting shall exceed the number of absent regular Members, the Reserve Member who obtained the highest number of votes at

election shall be entitled to vote. Reserve Members shall not be entitled to vote except under the circumstances stated in this clause.

27. A vacancy shall be deemed to arise whenever any Member of the Committee or of the Supervising Board shall die, resign, or through absence from the island or physical or mental infirmity or other cause become unable to perform the duties of his office, or failing to attend three consecutive or a minimum of six of the Management Committee meetings without special leave of absence from the President or the Chairman of the Board.

### **POWERS AND PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT**

28. The Association and the property and affairs thereof shall be under the control and management of the Committee of Management who shall have power on behalf of the Association to do and perform all such acts, matters, and things as are not by law or these regulations required to be done by a General Meeting of members.

29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the last preceding or any other article, the Committee of Management shall have the following powers, namely:

- (a) To expend the funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of such sale for the purposes of the Association.
- (b) To acquire in the name of the Association, build upon, pull down, re-build, add to, alter, repair, improve, sell, or dispose of or otherwise deal with any land building, or premises for the use for the Association.
- (c) To enter into contract on behalf of the Association.
- (d) To borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages for acquiring the same.
- (e) To cause the Common Seal of the Association to be affixed to any document they think proper and to provide for the custody of the Common Seal.
- (f) To delegate all or any of their power to any Sub-committee.
- (g) To appoint, employ, and dismiss Secretaries, Treasurers, Medical Officers, Teachers, Lecturers, Superintendents and such other officers, servants, and labourers as may be considered necessary or advisable.
- (h) To make and from time to time to repeal or alter regulations as to the following :
  - (1) The admission suspension and expulsion of Members.
  - (2) The entrance fees subscriptions and other dues to be paid by Members.
  - (3) The management of the Association and the affairs thereof.
  - (4) The conduct of business by the Committee of Management or any Sub-Committee.
  - (5) The duties and powers of any Sub-Committee and of any officers or servants of the Association.
- (i) The Association's affairs and actions must always be construed as being conducted with political impartiality.
- (j) Application for membership must be accepted or rejected within two consecutive Monthly Committee Meetings.

PROVIDED that such Regulation shall not be inconsistent with the Memorandum or Articles of Association.

AND GENERALLY to do all things necessary or expedient for the due conduct of the affairs of the Association not herein provided for.

PROVIDED ALSO that no property or asset of the Association shall be sold, mortgaged, or otherwise disposed of, nor any real estate purchased or taken on lease without a Resolution of the Committee passed with at least seven Members voting in favour thereof and assented to in writing by not less than three Members of the Supervising Board.

30. The Committee of Management may meet for the despatch of business adjourn and otherwise regulate their Meetings as they may think fit. Seven of the Committee shall be a quorum. Three Members of the Committee may at any time and the Secretary shall upon the request in writing of three Members of the Committee summon a Meeting of the Committee. Notice of every Meeting of the Committee stating the general particulars of all business to be considered at such Meeting shall be sent by post to each member of the Committee at least three days before such Meeting unless urgent circumstances required shorter notice, but the proceedings of any such Meeting shall not be invalidated by any irregularity in respect of such notice or by reasons of any business being considered which is not comprised in such general particulars.

31. The minutes of every Meeting of the Committee shall be read at the next Meeting thereof and shall be confirmed either with or without amendment.

32. The Bankers shall be appointed and may be changed by the Committee and cheques shall be signed in such manner as the Committee may from time to time determine.

#### **AUDITORS**

33. There shall be one or more Auditors of the Association. The first Auditors shall be CHIN YUEN FAI and CHANG JACK SANG who shall hold office until the 31st. December 1932. Future Auditors shall be appointed either at a salary or not by the members at the Annual Meeting in each year and shall hold office for one year. A retiring Auditor may be re-elected and if a vacancy occurs in the office of Auditor between two Annual Meetings a person shall be appointed by the Committee of Management to fill the post during the remaining of that year.

#### **ACCOUNTS**

34. The Committee of Management shall keep proper accounts of the income and expenditure of the Association and shall on or before the 31st. March in each year publish a report and audited financial statement and balance sheet for the year ending on the previous 31st of December, which report, statement and balance sheet shall be submitted to the Annual Meeting held next after its publication.

35. The Auditor shall audit yearly all account of the Association and shall with the assistance of the Committee prepare and lay before the Committee during or before the last week in the month of January in every year or as soon thereafter as may be possible (but before the 15th March in each year) an annual statement of the receipts and expenditure of the Association up to the last day of December immediately preceding for publication and submission to the Annual Meeting.

36. At the audit or examination of the yearly accounts the Committee shall cause to be laid before the Auditor a written account of all property funds and money belonging to the Association and furnish him from time to time with such information and documents relating thereto as may be required by him.

## **NOTICE**

37. A Notice may be served upon any Member either personally or by sending it through the post in a letter addressed to such member at his registered address in Jamaica for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

38. If a Member has not a registered address in Jamaica for service any Notice shall be sufficiently served on him by posting up in the Office of the Association such Notice addressed generally to the Members.

39. The non-delivery of any Notice of a Meeting shall not invalidate the proceedings at such Meeting.