FORM 1B
INSTRUCTIONS ON REVERSE

ADOPTED
~~AMENDED~~

JAMAICA

THE COMPANIES ACT

ARTICLES OF INCORPORATION

COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL
(Pursuant to sections 8 & 20)

1. NAME OF COMPANY: THE CHINESE BENEVOLENT ASSOCIATION LIMITED
(HEREINAFTER REFERRED TO AS THE ASSOCIATION)

1A. COMPANY FAX NUMBER: N/A

1B. TYPE OF COMPANY:

PRIVATE ☐ PUBLIC ☑

TERMS OF UNDERTAKING AND EXTENT OF GUARANTEE

2. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding-up of the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding TEN dollars.

3. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, directors or officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. The association shall not support with its fund any purpose or object, or impose on or procure to be observed by its members or others any regulations, restrictions or conditions which if an object of the association would make it a Trade Union.

4. Where the association has applied for and been granted a Minister's licence pursuant to section 16 of the Companies Act any proposed addition, alteration or amendment of the articles shall be submitted to the Minister for his approval.

5. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

☐ COMMERCE ☐ ART ☐ SCIENCE ☐ RELIGION ☑ CHARITY ☐ OTHER

If other, specify _____

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5A. THE POWERS OF THE ASSOCIATION ARE LIMITED TO THOSE NECESSARY TO THESE CARRYING OUT OF THE MAIN BUSINESS OF THE COMPANY OUTLINED IN ITEM 5 ABOVE

6. THE PROPOSED NUMBER OF MEMBERS AT THE TIME OF REGISTRATION IS (the Directors may from time to time register an increase of members) TWENTY THREE

7. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

8. MINIMUM NUMBER OF DIRECTORS

THIRTEEN

OR

8A. MAXIMUM NUMBER OF DIRECTORS

N/A

8B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
CHEN CHEW PIE	48 PRINCESS STREET, KINGSTON	MERCHANT	N/A
LEE KEE TUNG	115 BARRY STREET, KINGSTON	MERCHANT	N/A
WAN PAK KIONG	3 NORTH STREET, KINGSTON	TEACHER	N/A
LUE FOO CHONG	7 WATER LANE, KINGSTON	SHOPKEEPER	N/A
YAP SAM	75 ORANGE STREET, KINGSTON	MERCHANT	N/A
LYN AH WOO	108 BARRY STREET, KINGSTON	MERCHANT	N/A
LEE TAN YIN	213 TOWER STREET, KINGSTON	PUBLISHER	N/A

PLEASE SEE SCHEDULE 1 ATTACHED

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8C. NAME OF FIRST SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
CHEN CHEW PIE	48 PRINCESS STREET, KINGSTON	MERCHANT	N/A

9. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON

THE ASSOCIATION MAY NOT CARRY ON ANY BUSIENSS FOR PROFIT AND IS RESTRICTED TO OPERATING AS A CHARITABLE ORGANIZATION

9A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

N/A

10. If upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution (s), having objects similar to the objects of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of article 1A hereof, such institution (s) to be determined by the members of the association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have or acquired jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

11. True accounts shall be kept of the sums of money received and expended by the association and the members and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the association: and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles of the association for the time being shall be open to the inspection of the members. Once at least for every year the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor (s).

12. THE FOLLOWING ARTICLES FROM TABLE B SHALL APPLY WITHOUT VARIATION

ONLY IN SO FAR AS THE PROVISIONS ARE REPEATED OR CONTAINED IN SCHEDULE 2 ATTACHED.

12A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

SEE SCHEDULE 2 ATTACHED

13. LIABILITY OF MEMBERS IS LIMITED

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14. SUBSCRIBERS AND WITNESSES

SUBSCRIBER	SUBSCRIBER	SUBSCRIBER
N/A		
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
OCCUPATION	OCCUPATION	OCCUPATION
NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN
CONTACT #	CONTACT #	CONTACT #
DATE WITNESS	DATE WITNESS	DATE WITNESS
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
CONTACT #	CONTACT #	CONTACT #
DATE	DATE	DATE

15.

DATE	PRINTED NAME	SIGNATURE	CONTACT #
15/11/2014	ROBERT HEW	Robert Hew	469-3394

CAPACITY:

- [x] DIRECTOR
- [ ] SECRETARY
- [ ] AUTHORIZED OFFICIAL

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SCHEDULE 1 - FORM 1B

THE CHINESE BENEVOLENT ASSOCIATION LIMITED

Item 8B – NAMES OF FIRST DIRECTORS

Name	Residential Address	Occupation	Contact Number
CHANG LEE MOY	129 BARRY STREET, KINGSTON	SECRETARY	N/A
CHIN CHONG YEE	129 BARRY STREET, KINGSTON	SHOPKEEPER	N/A
E. A. CHIN	16 ½ LUKE LANE, KINGSTON	MERCHANT	N/A
CHIN KEN BEOWY	26 PRINCESS STREET, KINGSTON	CLERK	N/A
W. SHIN CHUN	130 BARRY STREET, KINGSTON	MERCHANT	N/A
CHIN LOOK YIN	130 BARRY STREET, KINGSTON	MERCHANT	N/A

SCHEDULE 2

THE CHINESE BENEVOLENT ASSOCIATION LIMITED
INTERPRETATION

19. In these Articles

a. "the Act" means the Companies Act;

b. "the Articles" means the Articles contained in these Articles of Incorporation;

c. "the Association" means **"THE CHINESE BENEVOLENT ASSOCIATION LIMITED"**;

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

e. "the Seal" means the common seal of the Association; and

f. "Secretary" includes any person appointed to perform the duties of the Secretary of the Association and shall include any assistant or deputy Secretary and any person appointed temporarily to perform the duties or any particular duty of the Secretary.

g. Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.

h. Words importing the masculine gender shall include the feminine.

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

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

OBJECTS OF THE ASSOCIATION

20. The objects for which the Association is established are as follows:-

a. To promote and preserve Chinese traditions and cultural heritage in Jamaica.

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b. To establish and promote programmes for the relief of poverty, deprivation and distress among people in Jamaica.

c. To develop and foster educational programmes and the construction of schools.

d. To develop and promote the arts, health and social welfare.

e. To establish and carry on programmes for the development of education and skills training.

f. To promote religious programmes aimed at the upliftment of the spiritual well-being of people in Jamaica.

MEMBERS

21. The subscribers to the Articles of Incorporation and such other persons as the Committee of Management shall admit to membership shall be members of the Association.

22. Any person of Chinese descent resident in Jamaica for more than **two (2) years** shall be entitled to become a member of the Association upon approval 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, if any, made in accordance with these Articles. Such members shall be liable to suspension and expulsion and shall be entitled to such benefits and privileges as may be provided by the said regulations.

23. The following shall be entitled to become an associate member of the Association upon approval 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, if any, made in accordance with these Articles:

    a. Any person who is not of Chinese descent but who is married to a member,
    b. Any person of Chinese descent resident in Jamaica for less than two (2) years,
    c. Any past member no longer resident in Jamaica, and
    d. Any non-resident person of Jamaican Chinese heritage.

    Such members shall be liable to suspension and expulsion and shall be entitled to such benefits and privileges as may be provided by the said regulations.

24. An associate member shall have the same rights and privileges as a member except that he shall not be entitled to become a member of the Committee of Management or the Supervising Board nor have the right to vote nor be counted in a quorum.

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GENERAL MEETINGS

25. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held in the month of October in every year or as soon thereafter as possible at such time and place as the Committee of Management shall appoint.

26. All general meetings other than annual general meetings shall be called extraordinary general meetings.

27. The Committee of Management may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default may be convened by such requisitionist, as provided in section 128 of the Act, which meeting as requisitioned shall be called a special general meeting.

28. If at any time there are not within the Island sufficient members of the Committee of Management capable of acting to form a quorum, any member of the Committee of Management or any **seven (7) members** of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee of Management.

NOTICE OF GENERAL MEETINGS

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

30. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

    a. in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

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b. in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, and being not less than ninety–five per cent of the members present at that meeting and entitled to vote.

31. The accidental omission to give notice of a meeting to or the accidental non-receipt of notice of a meeting by any person entitled to be given notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

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

33. No business shall be transacted at any general meeting unless a quorum of members eligible to vote is present at the time when the meeting is called to order; save as herein otherwise provided, **fifty (50)** members present in person shall be a quorum. Once a quorum is present, the meeting shall be deemed quorate until adjourned.

34. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members of the Committee of Management there present may determine. At such adjourned meeting, forty-one (41) members present in person shall be a quorum, and if such a quorum is not present within an hour from the time appointed for the adjourned meeting, then it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members of the Committee of Management there present may determine, provided that at such twice-adjourned meeting forty-one (41) members eligible to vote present in person shall be a quorum.

35. The President of the Association shall preside as chairman at every general meeting of the Association, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall act as chairman of the meeting. If the Vice-President is not present or is unwilling to act, the members of the Committee of Management present shall elect one of their number to be chairman of the meeting.

36. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A draft of the Minutes of each general meeting shall be prepared within 30 days of such meeting and made available at the offices of the Association for inspection by any paid-up Member.

38. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTING PROCEDURE AT GENERAL MEETINGS

39. No member shall have more than one vote except that in a case of equality of votes, the chairman shall have a casting vote.

40. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a show of hands by his committee, receiver or other person in the nature of a committee, or receiver appointed by that court

41. The acts and/or resolutions of any General Meeting or any meeting of the Committee of Management shall be valid notwithstanding any defect that may afterwards be discovered in the convening of such meeting (including but not limited to the failure of any person to receive notice of such meeting who is entitled to receive notice thereof, subject to the provisions of sections 129 and 138 of the Act and any amendments thereto), the existence of a quorum, or the qualification of the voters thereat.

42. All nominations for members of the Committee of Management and the Supervising Board 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.

43. Only members who are present at the meeting, who are not Associate Members, who have been members for a period in excess of **three (3) months** immediately prior to the meeting, and whose Membership Dues are paid up are eligible to vote in any election or on any Resolution or constitute a quorum.

44. There shall be a register maintained by the Secretary to determine the number of

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members in attendance that are eligible to vote and constitute a quorum.

45. 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.

46. Nominations and balloting shall take place in the following order:

    a. President
    b. Vice-President
    c. Secretary
    d. Treasurer
    e. Nine other members of the Committee of Management & 5 Reserve Members
    f. Five Members of the Supervising Board and 3 Reserve Members.

47. All ballots to be used must be identical in appearance and shall be un-numbered and unsigned.

48. 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.

49. The meeting shall appoint a returning officer and a scrutiny committee comprising of not less than **three (3)** but **not more than five (5)** members including the returning officer. A candidate shall recuse himself from 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.

50. Where more than **two (2) 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 highest number of votes in the second balloting shall be declared the President.

51. On a show of hands, each member present in person and entitled to vote, shall have one vote for matters other than the election of Officers, Committee of Management and Supervisory Board.

COMMITTEE OF MANAGEMENT

52. Unless otherwise determined by a general meeting the Committee of Management shall consist of **thirteen (13) members** and shall include the President, the Vice-President, the

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Treasurer, the Secretary, and nine elected members. The following are the first members of the Committee of Management:

CHEN CHEW PIE
LEE KEE TUNG
WAN PAK KIONG
LUE FOO CHONG
YAP SAM
LYN AH WOO
LEE TOM YIN
CHANG LEE MOY
CHIN CHONG YEE
E. A. CHIN
CHIN KEN BEOWY
W. SHIN CHUN
CHIN LOOK YIN

53. At the first annual general meeting of the Association all the members of the Committee of Management shall retire from office and at the annual general meeting in every subsequent year there shall be an election of members to serve as members of the Committee of Management for a period of one year commencing 1st January then next ensuing.

54. Any retiring member of the Committee of Management shall be eligible for re-election, however, a member of the Committee of Management who has served as President for **three (3)** consecutive years shall not be eligible for re-election to that office for the next succeeding year.

55. At every annual general meeting the **five (5)** candidates having the highest number of votes in the election of members of the Committee of Management, (not being members of the Committee of Management or of the Supervising Board hereinafter mentioned) shall be reserve members of the Committee of Management for the year commencing 1st January then next ensuing (hereinafter a "Reserve Committee Member"). A retiring Reserve Committee Member shall be eligible for re- election.

56. Reserve Committee Members shall be entitled to receive notice of and attend all meetings and to take part in the discussion of any matter.

57. Upon the occurrence of a vacancy on the Committee of Management caused otherwise than by retirement at the end of his term, such vacancy shall be filled by ~~a~~ the Reserve Committee Member who shall have received the highest number of votes becoming a member of the Committee. If there shall be no Reserve Committee Member available, the Committee of Management may fill up the vacancy by co-option and where the votes cast to fill the vacancy by co-option are tied, the deadlock shall be resolved by the casting vote of the President.

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58. A vacancy shall be deemed to arise whenever any member of the Committee of Management 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 (3)** consecutive or a minimum of **six (6)** of the Committee of Management meetings without special leave of absence from the President or the chairman *pro tem* of the Committee of Management.

59. If in any year no annual general meeting shall be held or if at any such meeting there shall be no election, the members of the Committee of Management and Reserve Committee Members then in office, shall remain in office until their successors are elected.

60. 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 Committee of Management 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 Committee Members and if there shall not be a sufficient number of Reserve Committee Members to fill all the vacancies such number of new members of the Committee of Management as may be necessary to comprise **thirteen (13) members** shall be elected at the same meeting but the members(s) removed from office at the meeting shall not be eligible for re-election.

61. 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. Upon the occurrence of vacancy of the post of the Vice-President, the Committee of Management shall elect one of its members to the post. The full complement of the Committee of Management shall be determined in Articles 57 and 58.

PROCEEDINGS OF COMMITTEE OF MANAGEMENT

62. The Committee of Management may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. It shall not be necessary to give notice of a meeting of the Committee of Management to any member of the Committee of Management, who for the time being is absent from the Island.

63. The quorum necessary for the transaction of the business of the Committee of Management may be fixed by the Committee of Management and unless so fixed shall be **seven (7)**. Reserve Members of the Committee 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 Members (not exceeding the number of regular Members absent) shall

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be entitled to vote. If the number of Reserve Members present at any Meeting shall exceed the number of absent regular Members, the Reserve Members 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.

64. The Committee of Management may act notwithstanding that their number is reduced below a quorum provided that the continuing member or members of the Committee of Management may act solely for the purpose of increasing the number of the members of the Committee of Management necessary for a quorum or for summoning a general meeting of the Association.

65. The President shall act as chairman at meetings of the Committee of Management and in his absence, the Vice-President, and if he is not present, the members present may choose one of their numbers to be chairman of the meeting.

66. **Three (3)** members of the Committee of Management may at any time and the secretary shall upon the request in writing of **three (3)** members of the Committee of Management, summon a meeting of the Committee of Management. Notice of every meeting of the Committee of Management shall state the general particulars of all business to be conducted at such meeting and shall be sent to each member of the Committee at least **three (3)** days before such meeting unless the President certifies that urgent circumstances require shorter notice, but the proceedings of any such meeting shall not be invalidated by any irregularity in respect of the service of such notice or by reason of any business being considered particulars of which were not advised in such notice.

67. The Committee of Management may delegate any of their powers to committees consisting of such member or members of the Association as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee of Management.

68. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.

69. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

70. All acts done by the Committee of Management or by any person acting as a member of the Committee of Management, shall be valid, notwithstanding that it may be subsequently discovered that there was some defect in the appointment of any such member or that any member or members of the Committee of Management were disqualified.

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71. A resolution in writing, signed by all the members of the Committee of Management for the time being entitled to receive notice of a meeting of the Committee of Management, shall be as valid and effectual as if it had been passed at a meeting of the Committee of Management duly convened and held.

72. No member of the Committee of Management shall vote on any matter in which he is personally interested pecuniarily, or debate on such matter without the permission of the majority of the members present and voting.

POWERS AND DUTIES OF THE COMMITTEE OF MANAGEMENT

73. 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 Articles required to be done by a general meeting of members.

74. 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 of the Association.

    c. To enter into contract on behalf of the Association.

    d. 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.

    e. To make and from time to time to repeal or alter regulations as to the following:

        i. The entrance fees, subscriptions and other dues to be paid by members.

        ii. The management of the Association and the affairs thereof.

        iii. The conduct of business by the Committee of Management or any sub-committee.

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iv. The duties and powers of any sub-committee and of any officers or servant of the Association.

f. To accept or reject applications for membership no later than the meeting immediately following the meeting at which the application for membership was first considered.

g. **AND GENERALLY** do all things necessary or expedient for the due conduct of the affairs of the Association with political impartiality.

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 nor shall any property or facility of the association be dedicated or named without resolution of the Committee of Management 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.

And **PROVIDED ALSO** that no real property of the Association shall be disposed of without such disposition being ratified by a general meeting of the Association.

75. The Committee of Management may from time to time and at any time by power of attorney appoint any association, firm or person or body of persons, whether nominated directly or indirectly by the Committee of Management, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee of Management under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee of Management may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Such power of attorney shall be confirmed by written resolution of the Committee of Management with at least seven (7) members voting in favour and assented to in writing by at least three (3) members of the Supervising Board.

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

77. The bankers shall be appointed and may be changed by the Committee of Management and cheques shall be signed in such manner as the Committee of Management may from time to time determine.

78. All cheques, promissory notes, drafts, bills of exchange and other negotiable, instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee of Management shall from time to time by resolution determine.

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79. The Committee of Management shall cause minutes to be made in books provided for the purpose of recording -

    a. all appointments of officers made by the Committee of Management;

    b. the names of the members of the Committee of Management present at each meeting of the Committee of Management and of any committee of the Committee of Management;

    c. all resolutions and proceedings at all meetings of the Association, and of the Committee of Management, and of committees of Committee of Management and every member present at any meeting of the Committee of Management or committee of the Committee of Management shall sign his name in a book to be kept for that purpose.

80. The Committee of Management shall (without in any manner restricting the powers conferred by these Articles) have the power to make by-laws or regulations in relation to the Association and from time to time annul or amend such by-laws or regulations. Every such by-law shall be submitted to the next annual general meeting of the Association which may by resolution amend or revoke same.

SUPERVISING BOARD

81. Unless otherwise determined by a general meeting the members of the Supervising Board shall not be less than **five (5).**

82. 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 summon special meetings of the Association.

83. At the first annual general meeting of the Association all the members of the Supervising Board shall retire from office and at the annual general meeting in every subsequent year there shall be an election of members to serve as members of the Supervising Board for a period of one year commencing 1st January then next ensuing.

84. Subject to Article 85 any retiring member of the Supervising Board shall be eligible for re-election.

85. A member of the Supervising Board shall have no restrictions on the number of terms he may serve.

86. At every Annual General Meeting and at every succeeding Annual General Meeting there shall be elected five (5) persons (not Committee members or reserve members) to be Members of the Supervising Board and the three (3) persons having the next highest

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votes shall be elected 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.

87. Meetings of the Supervising Board may be called by any member of the Board on notice to each of the other Members and Reserve Members in writing. The Board shall hold at least 2 meetings per year and at the first such meeting shall elect the Chairman of the Board of Supervisors for that year.

88. Upon the occurrence of a vacancy on the Supervising Board caused otherwise than by retirement at the end of his term, such vacancy shall be filled by the Reserve Supervising Board Member who shall have received the highest number of votes at the election appointing him Reserve Member. If there shall be no Reserve Supervising Board Member available, the Supervising Board may fill the vacancy by co-option and where the votes cast to fill the vacancy by co-option are tied, the deadlock shall be resolved by casting vote of the chairman.

89. If in any year no annual general meeting shall be held or if at any such meeting there shall be no election, the members of the Supervising Board and Reserve Supervising Board Members then in office, shall remain in office until their successors are elected.

90. The quorum for meetings of the Supervising Board shall be **three (3)**. Reserve Members of the 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 Members (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 Members 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.

91. A vacancy shall be deemed to arise whenever any member 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 (a) **two (2)** consecutive or a minimum of **three (3)** of the Supervising Board meetings or (b) **four (4)** consecutive or a minimum of **ten (10)** of the Committee meetings without special leave of absence from the Chairman of the Supervising Board.

BORROWING POWER

92. The Committee of Management may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether

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outright or as security for any debt, liability or obligation of the Association or of any third party. These exercises of borrowing powers must be approved by written resolution of at least seven (7) members of the Committee of Management along with the written assent of at least three (3) members of the Supervising Board.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE OF MANAGEMENT

93. The office of member of the Committee of Management shall be vacated if the member –

    a. without the consent of the Association in general meeting holds any other office for profit under the Association; or

    b. becomes prohibited from being a member of the Committee of Management by pursuant to Article 60 hereof; or

    c. becomes of unsound mind; or

    d. resigns his office by notice in writing to the Association; or

    e. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 193 of the Act.

94. A member of the Committee of Management shall not vote in respect of any contract in which he is interested or any matter arising related thereto, and if he does so vote his vote shall not be counted.

SECRETARY

95. The Secretary shall be elected by the members and hold office for a period of one year. The first Secretary shall be CHEN CHEW PIE.

96. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a member of the Committee of Management and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Committee of Management and as, or in place of, the Secretary.

THE SEAL

97. The Committee of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee of Management or of a committee of the Committee of Management authorized by the Committee of Management in that behalf, and every instrument to which the seal shall be affixed

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shall be signed by a member of the Committee of Management and shall be countersigned by the Secretary or by a second member of the Committee of Management or by some other person appointed by the Committee of Management for the purpose.

ACCOUNTS

98. The Committee of Management shall keep proper accounts of the income and expenditure of the Association and shall on or before the 30th June in each year publish a report and audited financial statement and balance sheet for the year ending on the previous 31st December, which report, statement and balance sheet shall be submitted to the annual meeting held next after its publication.

99. The Committee of Management shall cause proper books of accounts to be kept with respect to -

    a. all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.

    b. all sales and purchases of goods by the Association; and

    c. the assets and liabilities of the Association.

100. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

101. The books of accounts shall be kept at the registered office of the Association, or, subject to subsection (3) of section 144 of the Act, at such other place or places as the Committee of Management think fit, and shall always be open to the inspection of the Committee of Management and the Supervising Board.

102. The Committee of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Committee of Management or of the Supervising Board, and no member (not being a member of the Committee of Management or the Supervising Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Committee of Management, the Supervising Board or by the Association in general meeting.

103. The Committee of Management shall from time to time, in accordance with sections 145 and 147 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets,

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group accounts (if any) and reports as are referred to in those sections.

104. The auditor shall audit yearly all accounts of the Association and shall with the assistance of the Committee of Management and the Supervising Board prepare and lay before the Committee of Management and the Supervising Committee during or before the last week in the month of May in every year or as soon thereafter as may be possible (but before the 15th June 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.

105. At the audit or examination of the yearly accounts the Committee of Management 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.

106. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every holder of debentures of the Association and made available for inspection by members of the Association at the office of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

107. Auditors shall be appointed and their duties regulated in accordance with sections 154 to 157 of the Act.

NOTICES

108. A notice may be delivered by the Association to any member:

a. by personal service and shall be deemed served on the date of service at the member's registered or last known address notified to the Association; or

b. by sending it by post in a prepaid letter addressed to the member at his registered or last known address and shall be deemed to be delivered at the expiration of 72 hours after the letter containing the same is posted; or

c. by electronic mail to a member at his last known e-mail address notified to the Association and shall be deemed to have been delivered upon electronic confirmation that it was transmitted; or

d. by publication in a local newspaper which circulates throughout the Island, and in the case of a notice of a general meeting, shall be so published twice, the

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first of which publication to be at least **three (3) weeks** before the day on which the meeting is to be held, and also posted in the office of the Association, such notice addressed generally to members;

e. by way of a combination of any of the above methods listed in (a) to (d).

109. Notice of every general meeting shall be given in any manner hereinbefore authorized to -

a. every paid up full or associate member; and

b. the Auditor for the time being of the Association.

No other person shall be required to be given notices of general meetings.

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