

JAMAICA



THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE
AND HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

JAMAICA SOCIAL INVESTMENT FUND

PRELIMINARY

TABLE A
NOT TO APPLY

1. The regulations in Table A in the First Schedule to the Companies Act, shall not apply to the Company except in so far as they are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column thereof.

WORDS

MEANINGS

the Act

The Companies Act.

the Statutes

The Companies Act, and every other Act or law for the time being in force affecting the Company.

these Articles

These Articles of Association as originally framed or as from time to time altered by special resolution.

month

calendar month.

the office

the Registered Office of the Company.

paid

paid or credited as paid.

the Register

the Register of Members of the Company required to be kept by Section 109 of the Act.

the

the Company.

| | |
|---------------|---|
| the Secretary | any person appointed to perform the duties of Secretary of the Company. |
| dividend | dividend or bonus. |
| in writing | written, printed or lithographed or in any other mode of representing or reproducing words in visible form. |
| the Company | J A M A I C A S O C I A L INVESTMENT FUND. |
| Minister | the Minister of Government for the time being under whose portfolio the activities of the Company fall. |

Save as aforesaid any words or expression defined in the Statutes shall bear the same meaning in these Articles.

The marginal notes are inserted for convenience and shall not affect the construction of these Articles.

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

Words importing the masculine gender also include the feminine gender.

Words importing persons include corporations.

MEMBERS

NUMBER OF MEMBERS

3. The number of members with which the Company proposes to be registered is two (2), but the Directors may from time to time register an increase of members.

PRIVATE COMPANY RESTRICTION

4. The Company is a private company and accordingly:-

- (a) The right to transfer shares is restricted in a manner hereinafter prescribed:
- (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to twenty (20): provided that where two (2) or more persons hold one (1) or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- (d) any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited;
- (e) subject to the exceptions provided for in the Fourteenth Schedule to the Act any person other than the holder is prohibited from having any interest in any of the Company's shares; and
- (f) the Company shall not have the power to issue share warrants to bearer.

ALLOTMENT OF SHARES

5. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Statutes) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Statutes, and so that in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five percent (5%) of the nominal amount of share.

TRUSTS NOT RECOGNISED

6. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having Notice thereof) any equitable, contingent, future or partial interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided or under any order of a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

REGISTER OF DIRECTORS' SHARE-HOLDINGS

7. The Directors shall keep a register showing as respects each Director the number, description and amount of any shares or debentures in the Company or its subsidiaries or holding company which are held by or in trust for him or of which he has any right to become the holder, as required by Section 184 of the Act.

CERTIFICATE

SHARE CERTIFICATE

8. Every person shall be entitled:-
- (a) without payment to one certificate for all his shares of each class and when part only of the shares comprised in a certificate is sold or transferred to a new certificate for the remainder of the shares so comprised, or

- (b) upon payment of such sum, not exceeding one dollar (\$1.00) for each certificate, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares.

Every certificate shall be issued within one (1) month after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), shall be under the Seal, shall bear the autographic signature of one Director and the Secretary and shall specify the shares to which it relates and the amount paid up thereon, and the distinguishing numbers (if any). Provided that the Company shall not be bound to register more than three (3) persons as the joint holders of any shares (except in the case of executors or trustees of a deceased member) and in respect of a share held jointly by several persons the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one (1) of several joint holders shall be sufficient delivery to all such holders.

**NEW
CERTIFICATE
MAY BE ISSUED**

9. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of one dollar (\$1.00) or such less sum and on such terms (if any) as to the evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

**NO PURCHASE
OR LOANS OF
COMPANY'S
SHARES**

10. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54(1) of the Act. This Article shall not prejudicially affect the power of the Company to enforce repayment of any loans to members of the Company or to exercise the lien conferred by Article 11.

LIEN

**COMPANY TO
HAVE LIEN ON
SHARES**

11. The Company shall have a first and paramount lien on every share (not being a fully paid share registered in the name of a member (whether solely or jointly with others) for all moneys (whether presently payable or not) due by him or his estate, either alone or jointly with any other person, to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

**ENFORCING LIEN
BY SHARES**

12. The Directors may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing setting and demanding payment of such sum or the amount in respect of which the lien exists as is

presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

EFFECT OF SALE

13. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

APPLICATION OF PROCEEDS

14. The net proceeds of any such sale shall be received by the Company and applied in or toward payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES

CALLS ON SHARES

15. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the normal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth (1/4) of the nominal value of the share or be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

TIME WHEN CALL MADE

16. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

LIABILITY OF JOINT HOLDERS

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

WHEN INTEREST PAYABLE ON CALL

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding fifteen percent (15%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

SUMS DEEMED TO BE CALLS

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premiums, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same

become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**DIFFERENCES
IN CALLS**

20. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

**PAYMENT IN
ADVANCE OF
CALLS**

21. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) fifteen per cent (15%) per annum, as may be agreed upon between the Directors and the member paying such in advance. No such sum paid in advance of calls shall entitle the member paying such to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

**MEMBERS NOT
ENTITLED TO
VOTE UNTIL
CALLS PAID**

22. No member shall be entitled to be present or to vote on any question either personally or by proxy, at any General Meeting, or upon a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.

TRANSFER OF SHARES

**ARTICLE TO
SAFEGUARD
STATUS OF
EXEMPT PRIVATE
COMPANY**

23. (a) The Directors may as a condition precedent to the registration of any person as the holder of a share require that person, and in the case of a transfer of that share, the transferor or both, to furnish them with any information supported (if the the Directors so require) by a Statutory Declaration, which they may consider necessary to enable them to determine whether or not such registration will result in the Company ceasing to be a private company not obliged to file accounts within the meaning of the Act, and if the Directors shall be of opinion that as a result of any registration the status of the Company as a private company not obliged to file accounts may or will be imperilled, they shall decline to register such person in respect of such shares.
- (b) The Directors may at any time require any person whose name is entered in the Register to furnish them with any information supported (if the Directors so require) by a Statutory Declaration, which they may consider necessary for the purpose of determining whether or not the Company is a

private company not obliged to file accounts within the meaning of the Act.

- (c) If the Directors consider that by reason of the holding of shares by any person the Company is no longer a private company not obliged to file accounts they may give notice to such person in writing calling upon him to take such steps as shall in their opinion be necessary to ensure the status of the Company as a private company not obliged to file accounts provided that if any such notice is not complied with within three (3) months of the date on which it is given the Directors may authorise some other person to take the steps or any of them required by such notice and so far as may be necessary to execute a valid transfer of the shares, to some person nominated by them at a price to be determined by the Company's Auditors or the fair value therefor, and in making such determination the Auditors shall act as experts and not as arbitrators. The purchaser of any shares under this power shall not be concerned to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (d) If the requirements of paragraph (b) or (c) are not complied with the Directors may withhold all payments due or becoming due to such person (either alone or jointly with any other person) on the shares in respect of which the requisition or notice is given.

**RESTRICTED
RIGHT OF
TRANSFER**

- 24. (a) A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor; but save as aforesaid, and save as provided by paragraph (f) or (g) hereof, no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.
- (b) Except where the transfer is made pursuant to paragraph (f) or (g) hereof, the person proposing to transfer any share (hereinafter called the "proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company or persons selected as aforesaid willing to purchase the share (hereinafter called

the "purchasing member") at the price so fixed, or, at the option of the purchasing member, at the fair value to be fixed by the Auditor in accordance with paragraph (d) hereof. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

- (c) If the Company shall, within the space of twenty-eight (28) days after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed in accordance with paragraph (b) or (d) hereof, to transfer the share to the purchasing member.
- (d) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator and accordingly the Arbitration Act shall not apply.
- (e) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and the proposing transferor shall be deemed to have appointed any one (1) Director or the Secretary of the Company as his agent to execute a transfer of the share to the purchasing member, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (f) If the Company shall not, within the space of twenty-eight (28) days after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to paragraph (i) of this Article, to sell and transfer the share (or where there are more shares than those not placed) to any person and at any price.

- (g) The Directors shall, with a view to finding a purchasing member, offer at the fair value any shares comprised in a transfer notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their respective holdings of shares in the Company and shall limit a time within which such offer if not accepted in whole or in part shall be deemed to be declined, and shall notify to such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the fair value, and if all such persons do not accept their said proportions in full the unaccepted shares shall be used to satisfy the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to the said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted or claimed as aforesaid within the time so limited as they shall think just and reasonable.
- (h) The Directors may refuse to register any transfer of a share:-
- (i) Where the Company has a lien on the share, or
- (ii) Where the Directors are not of opinion that it is desirable to admit the proposed transferee to membership;

but paragraph (b) of this paragraph shall not apply to a transfer made pursuant to paragraph (f) or (g) of this Article.

**POSITION AS TO
TRANSFER IN
CASE OF
BANKRUPTCY**

25. A person entitled to a share in consequence of the bankruptcy of a member shall be bound at any time, if and when called upon in writing by the Directors so to do, to give a transfer notice in respect of all the shares then registered in the name of the bankrupt member.

**INFORMATION
AND EVIDENCE**

26. For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a transfer notice is required to be given hereunder the Directors may from time to time require any member or the legal personal representatives of any deceased member or any trustee in Bankruptcy or any person named as transferee in any transfer lodged for registration to furnish to the Company such

information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a transfer notice be given in respect of the shares concerned. If such information or evidence discloses that a transfer notice ought to have been given in respect of any shares the Directors may by notice in writing require that a transfer notice be given in respect of the shares concerned.

**FAILURE TO
GIVE TRANSFER
NOTICE ON
REQUEST**

27. In any case where under the provisions of these Articles the Directors have made a request for a transfer notice to be given in respect of any shares such transfer notice is not duly given within a period of one (1) month, such transfer notice shall, except and to the extent that a transfer of any such shares in favour of a person to whom they may be transferred pursuant to Article 24 (h) shall have been lodged prior to the expiration of the said period, be deemed to have been given at the expiration of the said period and specified as the fair value the amount paid up therein and the provisions of these Articles shall take effect accordingly.

**EXECUTION OF
TRANSFER**

28. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and except as provided by sub-paragraph (4) of paragraph 3 of the Fifteenth Schedule to the Act the transferor shall be deemed to remain a holder of the share until the transferee is entered in respect thereof.

**FORM OF
TRANSFER**

29. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

30. The Directors may also decline to recognise any instrument of transfer unless:-

- (a) a fee of ten dollars (\$10.00) or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may from time to time require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one (1) class of share.

**NOTICE OF
REFUSAL**

31. If the Directors refuse to register a transfer they shall within three (3) months after the date on which the transfer was

lodged with the Company send to the transferee notice of the refusal.

**REGISTER MAY
BE CLOSED**

32. The registration of transfers may be suspended and the Register closed at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year.

**REGISTRATION
FEES**

33. The Company shall be entitled to charge a fee not exceeding ten dollars (\$10.00) on the registration of a transfer or of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument affecting the title to any share.

TRANSMISSION OF SHARES

TRANSMISSION

34. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**PERSON ENTITLED
ON DEATH OR
BANKRUPTCY
MAY ELECT TO BE
REGISTERED OR
TO TRANSFER**

35. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the transferee thereof but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

**EFFECT OF
ELECTION**

36. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer signed by that member.

**RIGHTS OF
PERSON ENTITLED
BY TRANSMISSION**

37. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the

Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety (90) days the Directors may thereafter withhold payment of moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

NOTICE REQUIRING PAYMENT ON CALL

38. If a member fails to pay any call or instalment on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

39. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

IF NOTICE NOT COMPLIED WITH SHARES MAY BE FORFEITED

40. If the requirements of any such notice aforesaid are not complied with, any share in respect of which the notice has been given may, anytime thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

NOTICE OF FORFEITURE

41. When any share shall have been so forfeited, notice of the forfeiture shall be given to the holder of the share, or the person entitled to the share by transmission, and an entry of the forfeiture, with the date hereof shall forthwith be made in the Register, but no forfeiture shall be invalidated by any failure to give such notice or make such entry as aforesaid.

SALE OF FORFEITED SHARES

42. A forfeited share may be sold or otherwise disposed of on otherwise disposed of on such terms and in such manner as the Directors think and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

POSITION AFTER FORFEITURE

43. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate not exceeding fifteen percent (15%) per annum, as the Directors shall think fit, from the date of forfeiture until payment but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

**EVIDENCE OF
FORFEITURE
VALIDITY OF
SALE**

44. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a share in the Company has been the Company, duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold, re-allotted or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK

**CONVERSION OF
SHARES INTO
STOCK**

45. The Company may by Ordinary Resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

**TRANSFER OF
STOCK**

46. The holders of stock may transfer the same or any part thereof in the manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

**RIGHTS OF
SHAREHOLDERS**

47. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock, as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the shares so converted. Save as aforesaid, all provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares.

48. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

**POWER TO
INCREASE
CAPITAL**

49. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

**DISPOSAL OF
NEW SHARES**

50. Subject to the other provisions of these Articles, the shares shall be at the disposal of the Board, which may allot or otherwise dispose of them to such persons (including any Director), at such times and for such consideration and upon such terms and conditions as the Directors may determine.

**HOW FAR NEW
SHARES TO RANK
WITH SHARES IN
ORIGINAL
CAPITAL**

51. Except so far as otherwise provided by the conditions of issue, the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise. Unless otherwise provided in accordance with these Articles the new shares shall be ordinary shares.

ALTERATION OF CAPITAL

**CONSOLIDATION
AND SUBDIVISION**

52. The Company may from time to time by Ordinary Resolution:-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (b) subdivide its shares, or any of them, into shares of smaller amount than is fixed by its Memorandum of Association subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act and so that the resolution whereby any shares are subdivided may determine that as between the resulting shares one or more of such shares may be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares, or
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

**REDUCTION OF
CAPITAL**

53. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

**ANNUAL
GENERAL
MEETING**

54. The Company 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 (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Each Annual General Meeting shall be held within six (6) months of the end of the financial year, but no later than September 30th of any year. The Annual General Meeting

shall be held at such time and place as the Directors shall appoint.

OTHER MEETINGS

55. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

**EXTRA-
ORDINARY
GENERAL
MEETINGS**

56. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 127 of the Act. If at any time there are not in Jamaica sufficient Directors capable of acting to form a quorum, any Director or any two (2) members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

**NOTICE OF
MEETINGS**

57. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall specify the place, the day and the hour of the 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 Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company and to the Auditors. Provided that a meeting of the Company 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) by the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent (95%) in nominal value of the shares giving that right.

**OMISSION TO
GIVE NOTICE**

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

PROCEEDINGS AT GENERAL MEETINGS

**SPECIAL
BUSINESS**

59. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance

sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

QUORUM

60. 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; save as herein otherwise provided, two (2) members present in person or by proxy shall be a quorum.

**WHEN, IF QUORUM
NOT PRESENT
MEETING TO BE
DISSOLVED AND
WHEN TO BE
ADJOURNED**

61. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall not 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for the meeting, the members present shall be a quorum.

**CHAIRMAN OF
MEETING**

62. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.

63. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

ADJOURNMENTS

64. 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. When a meeting is adjourned for fourteen (14) days or more, seven (7) clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned 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.

**HOW QUESTIONS
TO BE DECIDED**

65. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded:-

- (a) by the chairman of the meeting; or
- (b) by at least two (2) members present in person or by proxy; or

- (c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the Chairman of the meeting 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 the proceedings of the Company 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.

**POLL WHEN
TAKEN**

66. Except as provided in Article 68, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen (14) days) and place as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.

CASTING VOTE

67. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of the hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**WHEN POLL
TAKEN**

68. A poll demanded on the election of a chairman or on a question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn.

**MEMBERS'
RESOLUTION**

69. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**MEETINGS BY
MEANS OF
CONFERENCE
TELEPHONE
CALL OR SIMILAR
ELECTRONIC
EQUIPMENT**

70. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment, if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting. Minutes of such meeting shall be immediately delivered to the office of the Secretary, in the event that the Secretary is not a party to the conference telephone call. Subject to the provisions required or permitted under these Articles for Notice of Meetings, shareholders, members of the Board of Directors or members of any committee designated by such Board, may participate in and hold a meeting of such shareholders, Board or

committee by means of conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.

VOTES OF MEMBERS

RIGHT TO VOTE

71. Subject to any rights and restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote for each share of which he is the holder.

VOTING SHARES IN DIFFERENT WAYS

72. On a poll a member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

JOINT HOLDERS

73. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

MEMBER OF UNSOUND MIND

74. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiving, curator bonis, or other person in the nature of a committee, receiver or curator bonis or other person may, on a poll, vote by proxy.

CALLS IN ARREAR

75. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

OBJECTIONS TO VOTE

76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

VOTES BY PROXY

77. On a poll votes may be given either personally or by proxy.

PROXY TO BE IN WRITING

78. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to

appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

**INSTRUMENT
APPOINTING
PROXY TO BE
DEPOSITED**

79. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Jamaica as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

FORM OF PROXY

80. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We, _____ of _____, in the parish of _____, being a member/members of the above named Company, hereby appoint of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of 199 , and at any adjournment thereof.

Signed this _____ day of _____ 19 ."

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

"I/We, _____ of _____, in the parish of _____, being a member/members of the abovenamed Company, hereby appoint of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of 19 , and at any adjournment/thereof.

Signed this _____ day of _____ 19 ."

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

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

**PROXY MAY
DEMAND POLL**

82. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**REVOCATION OF
AUTHORITY**

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the prior death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**CORPORATION
ACTING BY
REPRESENTA-
TIVES**

84. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

**MINISTER TO
DETERMINE
FIRST DIRECTORS**

85. The number of the Directors, excluding alternate Directors and the Managing Director, shall not be less than seven (7) or more than nine (9). The names of the first Directors shall be determined by an instrument or instruments in writing under the hand of the Minister.

**MEMBER OF
PARLIAMENT,
ETC. INELIGIBLE**

86. A Director need not be a member of the Company but no Member of Parliament, or Councillor of the Kingston and St Andrew Corporation, or any Parish Council shall be eligible to be a Director.

**COMPOSITION
OF BOARD**

87. The Board of Directors shall be composed of representatives of the public and private sectors. If the number of Directors is seven (7), then at least three (3) shall be selected from the private sector, and if the number of Directors is nine (9), then at least four (4) shall be selected from the private sector. In either case, at least two (2) of the private sector representatives shall be selected from non-governmental organisations, and at least two (2) of the public sector representatives shall be selected from social sector line Ministries.

**REMUNERA-
TION OF
DIRECTORS**

88. The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Minister. The Directors shall be paid such travelling, hotel and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendances at meetings of Directors and at general meetings or in connection with the business of the Company.

**SPECIAL
REMUNER-
ATION**

89. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors

are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary as the Directors may determine.

**QUALIFICATION
OF DIRECTORS**

90. No share qualification shall be required for a Director.

BORROWING POWERS

**POWER TO
BORROW**

91. Subject to the approval of the Minister of Finance, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWER OF DIRECTORS

**GENERAL
DUTIES AND
POWERS OF
DIRECTORS**

92. The business of the Company shall be managed by the Directors, and they may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

**SPECIFIC DUTIES
AND POWERS OF
THE BOARD**

93. The Board shall guide and supervise the overall administration and operations of the Company. In particular, the Board shall:-

- (a) approve the Operations Manual and the Financial and Administration Manual containing the Company's operating procedures, and any revisions thereof, subject to the provisions of Article 125 relating to restrictions on amendments;
- (b) approve the Company's annual budget and workplan;
- (c) approve the Company's Annual Report and Financial Statements;
- (d) approve allocations to projects financed by the Company, where such allocations are beyond the authority of the Company's staff, as set out in the Operations Manual;
- (e) appoint the Company's senior management;
- (f) approve pay scales and remuneration packages for the Company's staff; and

- (g) decide on other policy matters concerning the Company.

**POWERS OF
ATTORNEY**

94. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors 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 Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

**DIRECTORS MAY
NOT CONTRACT
WITH COMPANY**

95. A Director may not contract with the Company, nor shall the Company deal or transact any business with any company in which any Director has a financial interest.

**SIGNING OF
CHEQUES, ETC.**

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

MINUTES

97. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointment of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose and any such minute of such a meeting if purporting to be signed by the Chairman thereof, or by the Chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.

**PAYMENT OF
PENSIONS, ETC.
TO EMPLOYEES**

98. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity pension or emolument to any person who is or has been employed by or in the service of the Company. The Directors may also make payments for or towards any hospital or scholastic expenses or any insurance of any such person.

**DISQUALI-
FICATION OF
DIRECTORS**

99. The Office of Director shall be vacated if the Director :-

- (a) ceases to be a Director by virtue of Section 173 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 177 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) absents himself from the meetings of the Directors for a continuous period of six (6) months without special leave of absence from the Directors, and they resolve that his office be vacated; or
- (g) if he is removed from office by a resolution duly passed pursuant to Section 175 of the Act; or
- (h) if an Ordinary Resolution to remove him is passed at any General Meeting of the Company; or
- (i) be requested to resign by an instrument in writing signed by members holding not less than fifty-one per cent (51%) of the issued shares of the Company and delivered to the Company.

ROTATION OF DIRECTORS

ROTATION

100. At the first Annual General Meeting of the Company, one-third (1/3) of the first Board of Directors shall retire from office, and thereafter another one-third (1/3) of the first Board shall retire at the second Annual General Meeting of the Company, and thereafter the final one-third (1/3) of the first Board shall retire at the third Annual General Meeting of the Company. At the Annual General Meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), then the number nearest one-third (1/3) shall retire from office.

RETIREMENT OF DIRECTORS

101. The Directors to retire in every year subsequent to the third Annual General Meeting shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

TENURE

102. The tenure of a Director shall be three (3) years, with the exception of the first Board of Directors.

**ELIGIBLE FOR
RE-ELECTION**

103. A retiring Director shall be eligible for re-election.

RE-ELECTION

104. The Company at the meeting at which a Director retires in manner aforesaid may, with the approval of the Minister, fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office.

NEW DIRECTOR

105. No person other than a Director retiring at the meeting shall be eligible for election to the office of Director at any General Meeting unless, not less than three (3) nor more than twenty-one (21) days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

**NUMBERS OF
DIRECTORS MAY
BE INCREASED
OR REDUCED**

106. The Company with the approval of the Minister may from time to time by Ordinary Resolution increase or reduce the number of Directors.

**DIRECTORS MAY
FILL UP CASUAL
VACANCY**

107. The Directors shall have power at any time and from time to time with the approval of the Minister, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by Article 85.

**COMPANY MAY
APPOINT
ADDITIONAL
DIRECTORS**

108. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office and without prejudice to the powers of the Directors under Article 107 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

**REMOVAL OF
DIRECTORS**

109. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director.

PROCEEDINGS OF DIRECTORS

**MEETINGS OF
DIRECTORS**

110. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may,

and the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Jamaica.

**QUORUM OF
DIRECTORS**

111. The quorum necessary for the transaction of the business of the Company may be fixed by the Directors, and unless so fixed shall be five (5). For the purposes of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.

**DIRECTORS
MAY ACT
NOTWITH-
STANDING**

112. The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

**ALTERNATE
DIRECTORS**

113. Any Director may in writing appoint any person, who is approved by the majority of Directors to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and generally to perform all the functions of his appointer as a Director in the absence of such appointer, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an Alternate Director if his appointer ceases for any reason to be a Director. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

CHAIRMAN

114. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but the Managing Director shall not be eligible to hold the office of Chairman. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one (1) of their number, excluding the Managing Director, to be chairman of the meeting.

**POWER TO
DELEGATE**

115. The Directors may delegate any of their powers to committees consisting of such member or members of their body, or *ex officio* member or members, as they think fit. 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 Directors. Save as aforesaid the meetings and proceedings of a committee consisting of more than one member shall be