

JAMAICA

THE COMPANIES ACT

ARTICLES OF ASSOCIATION

OF

THE PRIVATE SECTOR ORGANISATION OF JAMAICA LIMITED

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

PRELIMINARY

In these Articles and any bye-laws, rules, or regulations made hereunder unless the context otherwise requires:

(a) The following expressions shall have the following meanings:

"The Act" shall mean the Companies Act and every other Law or Act of Jamaica incorporated with and/or substituted for the same.

"The Organisation" shall mean "The Private Sector Organisation of Jamaica".

"The Council" shall mean the Council of the Council of the Organisation.

"The Committee" shall mean the Executive Committee of the Organisation.

"Member" shall mean any member of the Organisation.

"Office" shall mean the registered office for the time being of the Organisation.

"The Private Sector" shall mean all individuals, corporate bodies and organisations in Jamaica excluding political parties, the Government and all its various Ministers, departments, agencies and statutory bodies.

- (b) 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.
- (c) 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 Organisation. The singular shall include the plural and vice versa and the masculine shall include the feminine and the neuter and vice versa.

ARTICLE I

MEMBERSHIP

1. The membership of the Organisation shall consist of any person or persons

or any company, firm, establishment, partnership, group or body being part of the Private Sector, who is (are) a member(s) in good standing of the Private Sector Organisation of Jamaica as of the date on incorporation of the Organisation, or who shall have applied in the form prescribed by the Committee for the particular category of membership whose application shall have been approved by the Committee in its discretion and whose entrance fee and/or subscription prescribed for the relevant year shall have been paid.

2. Application for membership of each category shall be in the form prescribed by the Committee from time to time. The number of members with which the Organisation proposes to be registered is 450.

3. There shall be four categories of Members, namely:

(a) Organisations, associations, groups or bodies whether national, regional or parish representative of any service, field or interests within the Private Sector or any part thereof. This category shall not include companies or firms primarily doing business or trading, nor shall this category include organisations, associations, groups and bodies, which in the opinion of the Committee are not effectively representative of their particular field at an essentially national, regional or parish level, and the decision of the Committee in this regard shall be final.

(b) Individuals, whether male or female, who shall have attained the age of 18 years as at the date of application for membership and who are resident in Jamaica and who are by principal occupation members of the Private Sector, provided, however, that no person is eligible for Individual membership who is a sole proprietor, controlling partner or

controlling shareholder of a business, firm, company or other enterprise conducted for profit, unless such enterprise is also a Member.

(c) Companies, firms, partnerships, bodies or other groups, part of the Private Sector not falling within category (a) above, whose registered or main office is in Jamaica or (if abroad) who have an office and a substantial operation in Jamaica.

(d) Associate Overseas members being persons, companies, firms, partnerships, associations, organisations or other groups, not resident in Jamaica, part of the Private Sector of their respective country, whose applications are approved by the Executive Committee in its discretion, provided that such Members shall not be entitled to exercise voting rights or be eligible for elective office in the Organisation.

SUSPENSION OR REVOCATION OF MEMBERSHIP

4. The Committee may in its discretion, suspend or revoke the membership of any Member, or deal with him in such manner as the Committee may deem fit, for any wilful breach of these Articles or any standards, rules, regulations, stipulations or bye-laws set or otherwise made hereunder or for any misconduct prejudicial to the objects and interest of the Organisation, provided however that such suspension or dismissal or other penalty shall be proposed at a duly constituted meeting of the Committee and carried by a vote of at least two-thirds of the voting Members of the Committee present at

such meeting, after notice and opportunity for a hearing is afforded the Member complained against. Any Member who shall be so suspended or have his or its membership revoked or otherwise dealt with by the Committee shall have the right to appeal to the Council against the decision of the Committee. Such Member may within seven days of receiving the Committee's decision give to the Honorary Secretary notice of his intention to appeal and such appeal shall be heard by the Council at its next meeting and a decision shall be made by a majority vote of Members of the Council present and voting.

The decision of the Council shall be final. The name of the Member dismissed shall be removed from the list of Members of the Organisation.

5. Any Member whose subscription shall be four (4) months in arrears shall be deemed to have forfeited his membership and the rights and privileges thereof, and his name shall be placed before the Committee and may be removed from the list of Members of the Organisation, if the Committee so resolves.
6. A Member may withdraw from membership in the Organisation by giving one month's notice in writing, to end on or before the last day of the subscription year, of his intention to withdraw and shall then have no further claim, right or privilege in the Organisation and his name shall be removed from the list of Members of the Organisation.

7. A Member whose membership has been revoked and/or whose name has been removed from the list of Members, may be permitted by the Committee in its discretion to resume membership on the presentation of a new application for membership, supported by such evidence or information as may be required by the Committee.

ARTICLE II

SUBSCRIPTION AND ENTRANCE FEE

The annual subscription and/or entrance fee for each category of membership shall be set by the Committee and confirmed at the next meeting of the Council and subscriptions shall be payable by the 31st of July each year in advance to the Organisation, or as otherwise determined by the Council from time to time.

ARTICLE III

THE COUNCIL

- 1a. The Council shall be the governing body of the Organisation and shall, subject to Clause 8 below, consist of such number of members, (not exceeding fifty) equivalent to not more than 15 per cent of the number of Members (all categories included) of the Organisation. The aforesaid percentage of members shall be determined from the list of Members thirty days before the relevant Annual General Meeting of the Organisation.
- 1b. Candidates for election to the Council shall be nominated by a member of the Organisation in good standing and seconded by another member in good standing. A nominated candidate must be a member in good standing or

must represent an association, company, firm or other non-individual member in good standing. Nominations duly signed by the proposer and the seconder shall be delivered to the Secretary of the Organisation at least fourteen (14) days before the date of the meeting. Nominations will not be permitted from the floor.

2. At each Annual General Meeting of the Organisation each category of Members shall by majority vote elect from amongst the nominated candidates representing such category (whether or not such candidates are present at the meeting) Members of the Council which shall be composed, as to 5020 per cent, of the Members elected by the category of member defined in Article I, Clause 3 (a); as to ten per cent of the members elected by the category of member defined in Article I, Clause 3 (b); and as to 4070 per cent of the members elected by the category of member defined in Clause 3 (c), provided however in the event that the actual number of members of a category shall at any time be less than their aforesaid respective percentage entitlement then all the members of such category shall be members of the Council for the relevant year, and further provided that if the total of all the members of such category shall not amount to the aforesaid percentage entitlement of such category of member, in such event, Clause I above notwithstanding, the number of members of the Council shall be reduced by the differences between the actual number of members of the relevant category and the number of its entitlement, and the other category or categories of member shall maintain its or their aforesaid percentage entitlement to membership of the Council before having taken into account the said reduction or reductions in the number of members of the Council.

3. The Members defined in Article I, Clause 3 (a) and (c) as distinguished from any individuals representing them from time to time at meetings of the Council, shall, if duly elected, be members of the Council.

4. One-half of the members of the Council elected by each category of member shall retire annually and shall be eligible for re-election; the other one-half shall continue as members of the Council for the next year provided however that:

In the event that any member not required to retire shall have ceased to be a Member of the Organisation or shall state his intention not to continue as a Member of the Council his place shall be filled by election by the relevant category of Members.

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

5. The Council shall meet at least four times each year at intervals of not more than four months apart and the first of such meetings of the Council shall take place no later than twenty one days following the Annual General Meeting of the Organisation. At least fourteen clear days notice shall be given of all such meetings, provided however than in urgent cases the

President shall be at liberty to summon a special meeting of the Council without giving fourteen days' notice as aforesaid. The meetings of the Council shall take place at the times directed by the President provided however that on the requisition in writing of at least 25 per cent of the members of the Council, the Honorary Secretary shall convene and give due notice of a meeting of the Council notwithstanding that the President has not directed same.

6. The Council may in its discretion, from time to time establish standards and formulate and set rules, regulations, stipulations and bye- laws and later amend or vary same to regulate and govern all aspects of the work and undertakings of the Organisation in accordance with its objects, provided that such standards, rules, regulations, stipulations and bye-laws shall not be inconsistent with these Articles.

7. The Council shall at its first meeting following the Annual General Meeting of the Organisation elect by majority vote the Officers and Members of the Executive Committee referred to in Article V, Clause 1. Such persons shall be elected from the group of individuals who are members of the Council, whether members of the Council in their own right or the duly appointed representatives of the non-individual members of the Council.

8. Any individual elected as an Officer or other member of the Committee shall be a member of the Council and in such a case the number of members of the Council may for the remainder of the year exceed the limit of fifty referred

1. The first step in the process is to identify the problem or goal. This involves understanding the current situation and what needs to be achieved.

Year	Number of cases	Rate per 100,000
1990	1,000	1.0
1991	1,100	1.1
1992	1,200	1.2
1993	1,300	1.3
1994	1,400	1.4
1995	1,500	1.5
1996	1,600	1.6
1997	1,700	1.7
1998	1,800	1.8
1999	1,900	1.9
2000	2,000	2.0
2001	2,100	2.1
2002	2,200	2.2
2003	2,300	2.3
2004	2,400	2.4
2005	2,500	2.5
2006	2,600	2.6
2007	2,700	2.7
2008	2,800	2.8
2009	2,900	2.9
2010	3,000	3.0
2011	3,100	3.1
2012	3,200	3.2
2013	3,300	3.3
2014	3,400	3.4
2015	3,500	3.5
2016	3,600	3.6
2017	3,700	3.7
2018	3,800	3.8
2019	3,900	3.9
2020	4,000	4.0

1. The first of the two main groups of the population of the Republic of Armenia is the Armenian population. It is estimated that in 1989 the Armenian population of the Republic of Armenia amounted to 2,500,000 people.	2. The second of the two main groups of the population of the Republic of Armenia is the non-Armenian population. It is estimated that in 1989 the non-Armenian population of the Republic of Armenia amounted to 500,000 people.
3. The third of the two main groups of the population of the Republic of Armenia is the population of the Nagorno-Karabakh region. It is estimated that in 1989 the population of the Nagorno-Karabakh region amounted to 200,000 people.	4. The fourth of the two main groups of the population of the Republic of Armenia is the population of the Artsakh region. It is estimated that in 1989 the population of the Artsakh region amounted to 100,000 people.
5. The fifth of the two main groups of the population of the Republic of Armenia is the population of the Syunik region. It is estimated that in 1989 the population of the Syunik region amounted to 100,000 people.	6. The sixth of the two main groups of the population of the Republic of Armenia is the population of the Tavush region. It is estimated that in 1989 the population of the Tavush region amounted to 100,000 people.
7. The seventh of the two main groups of the population of the Republic of Armenia is the population of the Gegharkunik region. It is estimated that in 1989 the population of the Gegharkunik region amounted to 100,000 people.	8. The eighth of the two main groups of the population of the Republic of Armenia is the population of the Lori region. It is estimated that in 1989 the population of the Lori region amounted to 100,000 people.
9. The ninth of the two main groups of the population of the Republic of Armenia is the population of the Yerevan region. It is estimated that in 1989 the population of the Yerevan region amounted to 100,000 people.	10. The tenth of the two main groups of the population of the Republic of Armenia is the population of the Vanadzor region. It is estimated that in 1989 the population of the Vanadzor region amounted to 100,000 people.

<p>1. The first of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>	<p>2. The second of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>
<p>3. The third of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>	<p>4. The fourth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>
<p>5. The fifth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>	<p>6. The sixth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>
<p>7. The seventh of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>	<p>8. The eighth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>
<p>9. The ninth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>	<p>10. The tenth of these is the fact that the majority of the population of the United States is of European descent. This is a fact which has been recognized by the government and the people of the United States for many years.</p>

SECRET

CONFIDENTIAL

CONFIDENTIAL AND UNCLASSIFIED INFORMATION

1. The following information is being furnished to you for your information only. It is not to be used for any other purpose.

to in Clause 1 provided that such individual shall cease to be a member of the Committee and the Council if the non-individual member whom he represented at the time of his election to the Committee has ceased to be a member of the Organization or has duly appointed another representative in his place.

9. At every meeting of the Council a quorum shall consist of 30 per cent of the total number of members of the Council. Decisions will be carried by a majority vote of the members present at a duly constituted meeting of the Council.
10. Members of the Council who shall be an organisation, association, company, firm partnership or other body shall before the commencement of the first meeting of the Council in any year give to the Honorary Secretary or other person acting on his behalf for this purpose, written notice of the name and address of one person who shall have been nominated to attend meetings of the Council for the year on such members' behalf and also the names and addresses of two other persons as alternate representatives, who shall be named in order of preference, and such nominated persons or any such alternate representative, as the case may be, shall have the voting rights and any other rights and privileges of the member he represents. In the event that neither such nominated person nor such alternate representatives shall be able or willing to attend any meeting, the member may appoint another person as its representative.

11. There shall be no attendance or voting by proxy at any meeting of the Council.
12. In the event of a tie in the voting at any meeting of the Council the Chairman shall have a casting vote.
13. In the absence of the President, the 1st Vice-President and all five ~~and all three~~ Vice-Presidents at any meeting of the Council, the Council shall elect a Chairman for that meeting who shall preside and have all the privileges of the President at the said meeting.
14. The first Council of the Organisation shall be the Council elected by the Private Sector Organisation of Jamaica, pursuant to the rules for the election council set forth in these Articles.

ARTICLE IV

OFFICERS

1. The Officers of the Organisation, who shall also be the Officers of the Council, shall consist of: A President, a 1st Vice-President, five ~~three~~ Vice-Presidents, an Honorary Economic and Taxation Policy Advisor, an Honorary Legal Advisor, an Honorary Secretary ~~the Chief Executive Officer~~, an Honorary Treasurer, and the Chief Executive Officer, all of whom (save the Chief Executive ~~Officer~~ Director) shall be elected by simple majority at the

first meeting of the Council following each and every Annual General Meeting of the Organisation.

2. The President shall be the Senior Officer of the Organisation. He shall summon and preside at all meetings of the Organisation, Council and Committee except as otherwise provided for and at all meetings over which he may preside, he shall have an original as well as a casting vote. The President shall at all such meetings have complete authority on every question of order or procedure.

3. In the absence of the President, the 1st Vice-President or one of the five one of the three Vice-Presidents shall either by consent of the other ~~two~~ Vice-Presidents or failing such consent by choice of the Organisation, Council or Committee, (as the case may be) determined if necessary by majority vote of the Organisation, Council or Committee (as the case may be) preside at all meetings and shall have all the powers of the Presidents in that respect. He shall in the absence of the President do and perform all such things as the President *is* by these rules required and empowered to do.

- 3a. The Honorary Economic and Taxation Policy Advisor shall be responsible for advising the Organisation, Council or Committee on all matters relating to the economy and taxation policy, including but not limited to, foreign direct investments, foreign trade, commerce, energy, export promotion, financial services and tax compliance.

3b. The Honorary Legal Advisor shall be responsible for advising the Organisation, Council or Committee on all legal matters, including, but not limited to, issues related to proposed legislation or regulations, human rights, justice, governance and national security.

4. The Chief Executive Officer shall be engaged and appointed from time to time by the Committee for such period and upon such terms and conditions and for such remuneration as the Committee shall in its discretion decide. His duties include the management of the affairs of the Organisation and the supervision and administration of all work undertaken by the Organisation and in the performance of his duties he shall be responsible to the Committee. He shall have the right to vote at meetings of the Committee but not at meetings of the Council or the Organisation.
5. The Honorary Secretary shall keep Minutes of all proceedings of the Organisation, the Council and of the Committee and a list of Members. All notices to Members shall be issued by him and he shall have charge of the records of the Organisation.
6. The Committee shall have the power to appoint any assistant secretaries to hold office during any year, but such persons shall not be entitled to vote at any meeting of the Committee, the Council or the Organisation.
7. The Honorary Treasurer shall have charge of the funds and financial affairs of the Organisation. He shall prepare and lay on the table whenever required

by the Organisation or the Council or Committee all account books together with a statement showing the financial position of the Organisation which shall be audited annually by an auditor appointed by the Organisation. He shall not retain in his possession at any time more than five hundred dollars of the money of the Organisation for current expenses, any sums above that amount shall be lodged in any approved Bank to the credit of the Organisation. All cheques for the payment of money shall be signed by the Chief Executive Officer or the Honorary Secretary or Honorary Treasurer and counter-signed by any one other member of the Committee or any member of the staff of the Organisation designated by the Committee.

8. The Committee shall have power to appoint any assistant treasurers to hold office during the year, but such persons shall not be entitled to vote at any meeting of the Committee, the Council or the Organisation.
9. The Committee may in its discretion remunerate or give allowances to the Chief Executive Officer, Assistant Secretaries, Assistant Treasurers and any staff or employees engaged by the Committee by whatsoever cash payment or otherwise as it may think fit having regard to the funds which the Organisation may have available for such purposes.
10. In the event of the prolonged absence, resignation, dismissal or death of any of the Officers of the Organisation or any of the other members of the Committee, the Committee may make such acting appointment as may be necessary.

11. The Organisation's year shall be deemed to begin on the first day of January and to expire on the thirty-first day of December each year. The Officers and other members of the Committee shall continue in office until their successors be appointed.

ARTICLE V

EXECUTIVE COMMITTEE

1. The Executive Committee of the Organisation shall consist of ~~seventeen~~~~fourteen~~ persons:
 - (a) The ~~twelve~~~~seven~~ Officers mentioned in Article IV, Clause 1;
 - (b) ~~Five~~~~Seven~~ other persons;all (save the Chief Executive Officer) to be elected from among the members of the Council by a simple majority at the first Meeting of the Council in each and every year.
2. All Officers and Members of the Committee (save and except the Chief Executive Officer), who shall be elected or appointed at the first meeting of the Council each year shall retire annually but are eligible for re-election or re-appointment, providing however that no one member may serve in the same capacity for a period of more than five consecutive years.
3. Notwithstanding the provisions contained herein, the Organisation may at a duly constituted meeting by two-thirds majority vote of Members present at

such meeting, appoint a Member of the Organisation who has rendered outstanding service to the Organisation, (an Honorary Member of the Council for life. An Honorary member of the Council shall have no voting rights in his capacity as such).

4. If any member of the Committee is absent without leave from three (3) consecutive meetings of the Committee, his seat may be declared vacant.
5. If any vacancies shall arise on the Committee (either temporarily or permanently) the Committee may from time to time fill such vacancy from the Council until the next Annual General Meeting. Subject to the provisions of Article IV, Clause 6 and 8, such person or persons filling a vacancy shall be entitled to vote at Committee meetings.
6. The Committee in the performance of its functions and duties shall be responsible to the Council. The Committee shall have full authority to exercise the powers of the Council at any and all times when the Council is not in session and the Committee shall have power to co-opt individuals, who are not members of the Committee, to assist with the work of the Committee and the Organisation, except that such co-opted members of the Committee shall not have the right to vote at meetings of the Committee. Subject to any borrowing limits fixed by the Council the Committee shall have power to borrow money from the Bankers of the Organisation or from any other source whatsoever upon such terms as it deems fit, and for this purpose the President, ~~and three~~ the 1st Vice President, the Honorary Treasurer and the

five Vice-Presidents or at least any two of the fourseven of them (provided that the Honorary Treasurer is one of the two) shall be empowered by the Committee to negotiate such loans, and to execute any document for that purpose which shall be binding on the Organisation.

The Council shall from time to time fix the borrowing limits of the Committee and without prejudice to the generality of the foregoing may from time to time vary such limits. Notwithstanding anything herein the Committee or the President and the Chief Executive Officer may in exercise of emergency powers under Article X from time to time exceed any borrowing limits imposed by the Council but shall in such event comply with the provisions of Article X.

7. The Committee shall meet as often as may be necessary and shall meet within seven days of a notice requiring such meeting and signed by at least three members of the Committee being received by the Honorary Secretary. In the absence of the President, the 1st Vice-President and the fiveand-three Vice-Presidents at any meeting, the Committee shall elect a Chairman for such meeting. At every meeting of the Committee a quorum shall consist of five voting members.
8. Any member of the Committee or any person appointed by the Committee to assist in the discharge of the functions, duties and operations of the Committee may be given such travelling, out-of-pocket and entertainment allowances as the Committee may from time to time determine having regard

to the funds which the Organisation may have available for such purposes.

ARTICLE VI

REGIONAL CHAPTER

Each Regional Chapter established in Jamaica by the Council, pursuant to the Memorandum of Association of the Organisation shall be entitled to elect a voting member of the Committee, over and above the Committee members provided for in Article IV, paragraph 1, provided such Chapter shall have a minimum of twenty-five (25) members who shall contribute annually to the Organisation, such sum of money as the Council shall determine from time to time.

ARTICLE VII

MEETINGS

1. The Organisation shall meet annually within ~~four~~three calendar months after the 31st day of December in each year, and at such other time as the President shall direct and at least twenty-eight clear days' notice shall be given of all such meetings; provided however, that on the requisition in writing of any thirty members of the Organisation the Honorary Secretary shall convene and give due notice of a meeting of the Organisation, notwithstanding that the President has not directed same; provided also that

in urgent cases the President shall be at liberty to summon a special meeting without giving twenty-eight days' notice as aforesaid.

2. The Business to be dealt with at the Annual General Meeting shall include:
 - (a) The Report of the Executive Committee for the previous year.
 - (b) The Statement of Accounts for the previous year duly audited.
 - (c) The election and appointment of the members of the Council.
 - (d) The appointment of an Auditor.
 - (e) The proposed expenditure for the following (12) months.
 - (f) Any resolution of which due notice has been given. Such notice of a resolution shall be given to the Secretary at least fourteen days before the meeting and the Secretary shall give at least seven days' notice thereof to the Members.
3. The list of members of the Organisation, for the purpose of convening its Annual General Meeting, shall be closed thirty days prior to the date of such meeting.
4. At every general meeting of the Organisation a quorum shall consist of fifty members or their duly appointed representatives personally present.
5. Members who shall be an organisation or a group of two or more individuals, companies, firms, establishments or bodies shall at least seventy-two hours before the commencement of each general meeting of the Organisation give

to the Honorary Secretary or other person acting on his behalf for this purpose, written notice of the name and address of one person who shall have been nominated to attend the said meeting on such members' behalf, and such nominated person shall have the voting rights and any other rights and privileges of the member he represents.

6. There shall be no attendance or voting by proxy at any meeting of the Organisation.

7. In the event of a tie in the voting the Chairman shall have the casting vote.

8. In the absence of the President, the 1st Vice-President and all five~~and all~~
~~three~~ Vice-Presidents at any meeting, the Organisation shall elect a Chairman for that meeting who shall preside and have all the privileges of the President at the said meeting.

9. A member who is in arrears with his subscription shall not be entitled to vote at any general meeting of the Organisation.

10. At any 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 result of the show of hands) demanded –

- (a) by the Chairman; or
- (b) by at least 15 Members present in person or by their duly nominated representative.

Unless a poll be so demanded 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 minutes of the proceedings of the Organisation 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. The demand for a poll may be withdrawn. Except as provided in regulation if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

ARTICLE VIII

AUDITOR

The Auditor of the Organisation shall be a person or firm duly qualified under Section 154 of the Companies Act for appointment as auditor of a company incorporated under that Act and who shall not be a member of the Executive Committee or the Council. The Auditor shall be appointed by the Organisation in General Meeting and shall append his Certificate of Audit to the Annual Balance Sheet.

ARTICLE IX

LIABILITY OF OFFICERS

There shall be no personal liability attaching to any member or any Officer or Trustee of the Organisation for anything bona fide done or intended to be done in pursuance of any of the Memorandum of Association of the Company and these Articles or any of the objects of the Organisation. However, the Organisation shall not be liable for any act done beyond the scope of the Memorandum of Association and these Articles and by any person in excess of his Authority.

ARTICLE X

EMERGENCY POWERS

1. In cases of emergency where time shall not reasonably permit the convening of a meeting of the Committee or the Council the President and the Chief Executive Officer shall without the requirement of the approval of the Committee or the Council being obtained beforehand, have special powers to deal with any matter (including borrowing in excess of any limit fixed for the time being by the Council) in such manner as they consider to be in the best interests of the Organisation in pursuance of its objects provided however that whenever such emergency powers shall be exercised the President will without undue delay convene a meeting of the Committee or of the Council as the President may deem fit and report to the Committee or the Council, as the case may be, on the matter or matters dealt with in exercise of these emergency powers.

2. The Organisation shall have the power to deal with any matter not provided for in this Constitution and the interpretation of all the Articles of the Constitution by the Committee shall be final.

ARTICLE XI

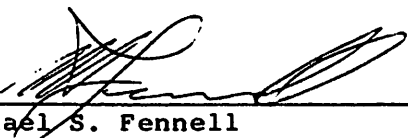
AMENDMENT OF RULES

Any Member wishing to propose any addition, alteration or amendment to the Rules of the Organisation must forward same in writing to the Honorary Secretary at least fourteen clear days prior to the meeting of the Organisation at which he proposes to move such addition, alteration or amendment. The Secretary shall give due notice thereof to the members, which notice shall not be less than seven days before the date of the meeting.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. 
Saleem N. Mahfood

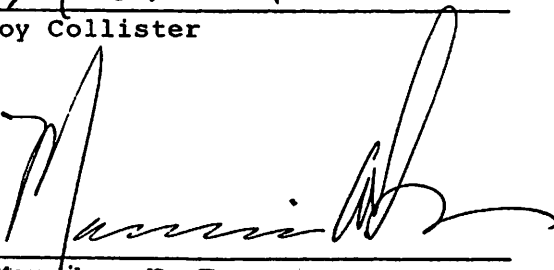
"Pleasant View"
Old Stony Hill Road
Kingston 9
Company Chairman
West Indies Synthetics Company Ltd.

2. 
Michael S. Fennell

256 Spanish Town Road
Kingston 11
Company Director
Berger Paints Jamaica Ltd.

3. 
Roy Collister

47 Temple Meads
Kingston 6
Company Director
T. Geddes Grant Distributors Ltd.

4. 
Maurice W. Facey

Townhouse No. 1
The Mill
Manor Park, Kingston 8
Company Chairman Pan Jamaican Investment Trust Ltd.

5. 
David M. Wildish

13 Norbrook Road
Kingston 8
Company Director
Jamaica Broilers Ltd.

RECEIVED BY THE DIRECTOR, FBI, WASHINGTON, D.C.

TO THE DIRECTOR, FBI, WASHINGTON, D.C.
FROM THE SAC, NEW YORK (100-100000)
SUBJECT: [illegible]

RE NEW YORK TELETYPE TO BUREAU, APRIL 10, 1964.
[illegible]

RE NEW YORK TELETYPE TO BUREAU, APRIL 10, 1964.
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RE NEW YORK TELETYPE TO BUREAU, APRIL 10, 1964.
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RE NEW YORK TELETYPE TO BUREAU, APRIL 10, 1964.
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6. Geoffrey E. Messado
Geoffrey E. Messado

28 Benson Avenue
Kingston 8
Chartered Accountant

7. Colin S. Henry
Colin S. Henry

11 Hermitage Dam Road
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Attorney-at-Law

Dated the 10th day of December 1985.

Witness to the above signatures:

S. E. Archer
14 Hope Road
KINGSTON 10

EXECUTIVE ASSISTANT
TO DIRECTOR

Dated the day of 20...

Witness to above Signatures: _____

14 Hope Road, Kingston 10

18 Bedford Avenue
Apt. 8
Brooklyn, N.Y.

110 West 42nd Street
New York 36, N.Y.
Attorney-at-Law

Dated the 15th day of January, 1955

Witness to the above signature:

110 West 42nd Street
New York 36, N.Y.
Attorney-at-Law

Dated the 15th day of January, 1955

Witness to the above signature:

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New York 36, N.Y.
Attorney-at-Law