

AMENDED

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FORM 1B  
INSTRUCTIONS ON REVERSE



**JAMAICA**  
**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION**  
COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL  
(Pursuant to sections 8 & 20)

1. NAME OF COMPANY **THE ASSOCIATION OF CONSULTANT PHYSICIANS OF JAMAICA LIMITED**  
(HEREINAFTER REFERRED TO AS THE ASSOCIATION)

1A. COMPANY FAX NUMBER **NONE**

1B. TYPE OF COMPANY:  
PRIVATE  PUBLIC

**TERMS OF UNDERTAKING AND EXTENT OF GUARANTEE**

2. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding-up of the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding **\$100.00** dollars.

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

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

5. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF  
 COMMERCE  ART  SCIENCE  RELIGION  CHARITY  OTHER

If other, specify \_\_\_\_\_



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

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

7. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

8. MINIMUM NUMBER OF DIRECTORS SEVEN

8A. MAXIMUM NUMBER OF DIRECTORS TEN

8B. NAMES OF FIRST DIRECTORS

NAME(S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
MICHAEL S. BOYNE	1 RIPON ROAD, KINGSTON 5, ST. ANDREW	MEDICAL DOCTOR	322-4182
ALTHEA AQUART-STEWART	DEPARTMENT OF MEDICINE, UWI, MONA, KINGSTON 6, ST. ANDREW	MEDICAL DOCTOR	382-9503
TREVOR FERGUSON	28 RENNIE TERRACE, KINGSTON 6, ST. ANDREW	MEDICAL DOCTOR	565-6779
MIKE MILLS	2 PHOENIX AVENUE, KINGSTON 5, ST. ANDREW	MEDICAL DOCTOR	929-7108
MARIE WILLIAMS	2A KENSINGTON CRESCENT, KINGSTON 7, ST. ANDREW	MEDICAL DOCTOR	960-0086
LILLIETH EDWINA JOHNSON-WHITTAKER	8 TANGERINE PLACE, KINGSTON 10, ST. ANDREW	MEDICAL DOCTOR	968-3663
ANDRENE CHUNG	8B CALEDONIA AVENUE, KINGSTON 5, ST. ANDREW	MEDICAL DOCTOR	322-4556

Please see Schedule 1 attached

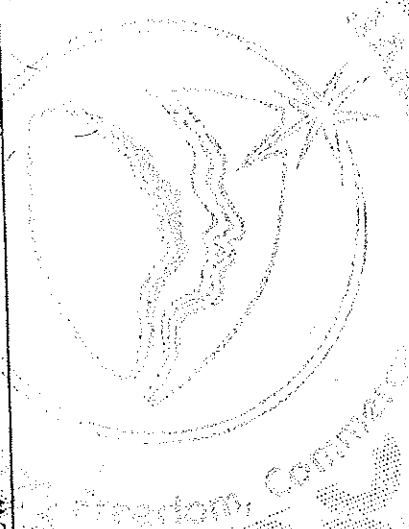


**Schedule 1 - FORM 1B**

**THE ASSOCIATION OF CONSULTANT PHYSICIANS OF JAMAICA LIMITED**

Names of First Directors as of the 27<sup>th</sup> Day of April, 2017 are - item 8B.

Name	Residential Address	Occupation	Contact No.
KAREN PHILLIPS	17 LATHAM AVENUE, KINGSTON 6, ST. ANDREW	MEDICAL DOCTOR	383-5806



8C. NAME OF FIRST SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
MARIE WILLIAMS	2A KENSINGTON CRESCENT, KINGSTON 7, ST. ANDREW	MEDICAL DOCTOR	876-960-00 86

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

SEE SCHEDULE 2 - WITH THE EXCEPTION OF ITEMS C TO G

9A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

NONE

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

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

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

NOT APPLICABLE - TABLE B SHALL NOT APPLY UNLESS WHERE REPEATED IN THE SCHEDULE 3 ATTACHED

12A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

SEE ATTACHED SCHEDULE 2 - ITEMS C TO G AND SCHEDULE 3

13. LIABILITY OF MEMBERS IS LIMITED





14. SUBSCRIBERS AND WITNESSES

SUBSCRIBER		SUBSCRIBER		SUBSCRIBER	
<del>SEE THIS ATTACHED</del> PRINT NAME		PRINT NAME	PRINT NAME		
SIGNATURE		SIGNATURE	SIGNATURE		
ADDRESS		ADDRESS	ADDRESS		
ADDRESS		ADDRESS	ADDRESS		
OCCUPATION		OCCUPATION	OCCUPATION		
NUMBER OF SHARES TAKEN		NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN		
CONTACT #		CONTACT #	CONTACT #		
DATE	WITNESS	DATE	WITNESS	DATE	WITNESS
PRINT NAME		PRINT NAME	PRINT NAME		
SIGNATURE		SIGNATURE	SIGNATURE		
ADDRESS		ADDRESS	ADDRESS		
ADDRESS		ADDRESS	ADDRESS		
CONTACT #		CONTACT #	CONTACT #		
DATE		DATE	DATE		

15. ~~Printed name is attached~~

DATE	PRINTED NAME	SIGNATURE	CONTACT #
27/04/2017	LILLIAN EDWINA JOHNSON-WHITTAKER	<i>Lillian Edwina Johnson-Whittaker</i>	

CAPACITY:

<input checked="" type="checkbox"/>	DIRECTOR
<input type="checkbox"/>	SECRETARY
<input type="checkbox"/>	AUTHORIZED OFFICIAL

**SCHEDULE 2****THE ASSOCIATION OF CONSULTANT PHYSICIANS OF JAMAICA  
LIMITED**

(hereinafter referred to as "The Association")

The Association is a charitable organization that is established for:

**A. OBJECTS:**

1. The advancement of medical knowledge among physicians.
2. The improvement of health care within Jamaica.
3. The maintenance of proper standards of Medical and Ethical Practice.
4. The promotion of Continuing Medical Education.
5. The encouragement and promotion of basic and clinical research.

**B. POWERS**

The Association shall have the following powers which shall be exercised solely in the furtherance of such of the objectives of the Association as are charitable.

1. To organize medical symposiums and seminars targeting our Members as well as other health care professionals including consultants, general practitioners and medical students.
2. To organise and give lectures to nurses and physicians in training.
3. To provide medical information to the general public in bulletins particularly on days designated to specific conditions and by World Health Organization.
4. To promote and foster fellowship amongst our Membership by organizing social events mainly in the form of an Annual President's Dinner.
5. To solicit charitable contributions whether cash, goods or services both internationally and in Jamaica for the sole purpose of funding the objects of the Association.

6. To acquire, hold, purchase, exchange land or buildings or other properties for the sole use of the charitable organization and its Members.
7. To appoint committees for carrying out the polices of the Association and make rules governing their functions and duties.
8. To take gifts of property, whether subject to any special trust or not, for any one or more of the objects of the Association and to accept donations whether real or personal.
9. The provision of expert opinion to Health Regulating Authorities including the Ministry of Health either at the request of the Medical Association of Jamaica or on its own initiative regarding specific medical problems as they may affect our region in general and Jamaica in particular.
10. To organize medical symposiums and seminars targeting members, medical residents in postgraduate programs, associate members, other health care professionals and medical students to encourage and promote basic and clinical research. To issue research grants, including travelling grants to members and associate members presenting original research papers at academic meetings abroad. To offer awards for research activities to young investigators and to provide mentorship by members to associate members interested in pursuing research. To endow a Chair in the Department of Medicine at UWI Mona for a research oriented Professor of Medicine who would further our goals to mentor potential researchers.
11. To organise seminars and other forums to provide information to our members with a view to promoting proper standards of Medical and Ethical Practices

**C. MEMBERSHIP**

**There shall be six (6) classes of Members:**

- Ordinary – Holders of Specialist Qualifications or Training acceptable to the Membership Committee Ordinary Members must show proof of being fully paid up Members of the Medical Association of Jamaica
- Honorary – Persons of Distinction who have distinguished contributions to the advancement of health care
- Overseas – Specialist Physicians engaged in practice outside of Jamaica

- Associate – Training physicians in a Resident or Registrar post who do not have a Postgraduate degree in Medicine but are actively involved in a training programme. These Members will be subject to annual dues as determined by the Board of Directors and will have all privileges of the Association except the right to vote at annual general meetings.
- Life – Persons who have rendered distinguished services to the Association and who are Members of the Association.
- Emeritus – Persons who have attained the age of 75 years and/or are considered by the Council to have retired from active practice.

### ADMISSION OF MEMBERS

All applications for Membership shall be reviewed by the Membership Committee who shall comprise five (5) Members and shall include the Secretary. Three (3) members shall form a quorum and the members shall choose their own Chairperson.

Applications shall be accompanied by the following:

- a) Certificate of medical registration;
- b) Proof of successful completion of post graduate training;
- c) The support of two referees who are Ordinary Members; and
- d) Any other requirement as may be determined by the Council.

Nominations for Honorary and Life Memberships must be made in writing to the Secretary and must be supported by at least 2 Members from the Ordinary Members category and/or from the Emeritus Member category.

Ordinary and Emeritus Members may submit names to be considered for election to any category of Membership in accordance with the procedures established from time to time by the Council.

Approval by the Committee requires a two thirds majority of the Membership Committee who shall then submit the names to the Council for ratification.

The Officers or Board of Directors of the Association shall comprise of the following persons:

- i) The President
- ii) Two Vice Presidents
- iii) Treasurer
- iv) Assistant Treasurer
- v) Secretary



- vi) Assistant Secretary

**The Council of the Association shall comprise of the following persons:**

- i) The Officers
- ii) Two Regional Members from the County of Surrey
- iii) One Regional Members from the County of Middlesex
- iv) One Regional Member from the County of Cornwall

**D. Retirement of Members**

- (a) Any Member wishing to withdraw from the Association must give notice in writing to the Secretary. A resignation of Membership does not affect a Member's responsibility to pay dues or any other amounts owing to the Association as at the date of resignation neither does it entitle the Member to any refund.
- (b) Any Member may have his Membership terminated for failure to pay the required dues and assessments for a period of two consecutive years, after such Member has been notified in writing of such delinquency and has not, within 30 days of the notice, provided proof to the board that the subject dues and assessments were paid.
- (c) A person whose Membership in the Association has been terminated due to non-payment of fees may be reinstated upon payment in full of dues and assessments owing to the Association.
- (d) Membership in the Association shall terminate automatically on the revocation of the Member's license to practice medicine by the Medical Council. A Member must notify the Association of any such revocation.
- (e) The Board of Directors shall have power to suspend or to request the resignation of any Member deemed by the board to have been guilty of conduct contrary to the interests of the Association, or an unprofessional or unethical act, provided that the Member shall be notified of the proposed action not less than 8 weeks before the next general meeting. Any Member who has been suspended or whose resignation has been requested by the Board of Directors shall have the right to appeal to that Board and to the next general meeting of the Members of the Association and enter a defence, after making written application to the Secretary within fourteen (14) days of receiving the request. At least 21 days notice shall be given to Members for a resolution to remove a Member. The decision by a majority vote of Ordinary and Emeritus Members at that meeting shall be final.

### E. Rights of Members

- (a) Ordinary Members of the Association are required to pay dues and are eligible to vote and hold office in the Association.
- (b) Emeritus Members and Life Members shall retain all the rights and privileges of Ordinary Membership including the right to vote and hold office, but shall not be liable for payment of dues.
- (c) Associate Members shall be required to pay Annual dues at a discounted rate to be determined by the Board and shall enjoy all of the privileges of Ordinary Membership except that they shall not have the right to vote or to hold office.
- (d) Honorary Members shall not be required to pay fees or dues and shall have such privileges as may be conferred on them by the Board of Directors, but shall not be eligible to vote at meetings of the Association.

### F. Officers /Board of Directors and their election

- (a) The Officers of the Association shall be the President, First and Second Vice President, the Treasurer, Assistant Treasurer, Secretary and the Assistant Secretary, elected by and from the voting Members at the annual general meeting.
- (b) Any Member can propose the name of any eligible person who has expressed their willingness to serve.
- (c) The term of office for the President shall be two (2) years and he or she will be eligible for re-election provided that he or she cannot serve more than two (2) consecutive terms at a time. Nominees for the office of President shall be drawn from Members who have served a period of at least two (2) years on the Board of Directors. If no candidate fulfills this requirement then any other eligible Member may be nominated for the office of President.
- (d) The Vice Presidents shall hold office for two (2) years and will be eligible for re-election.
- (e) The Secretary and the Treasurer shall hold office for a period of two (2) years and until his or her successor shall have been duly elected and, will be eligible for re-election provided that he or she cannot serve more than two (2) consecutive terms at a time.
- (f) A vacancy occurring on the Board of Directors will be filled by the Officers appointing a successor. Any successor so appointed shall hold

office only until the next following annual general meeting and such appointee shall then be eligible for election by the voting Members.

- (g) The Directors and other Officers of the Company shall not be remunerated but may be reimbursed for hotel, travelling and other expenses incurred by them in attending and returning from meetings of the Directors or general meetings of the Company or in connection with the business of the Company.

(G) **Management of the Association**

**Duties of Officers**

- (a) The President shall be the principal executive officer of the Association and shall in general supervise and direct the business and affairs of the Association, subject to the direction and control of the Board.
- (b) The First and Second Vice-Presidents shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as from time to time may be assigned by the President or the Board. In the absence of the President or in the event of the President's inability to act, the First Vice-President shall perform the duties of the President and when so acting shall have all the powers of the President.
- (c) The Treasurer shall be the principal accounting and financial officer of the Association, and-
- i. shall establish and maintain a bank account in the name of "The Association of Consultant Physicians of Jamaica". All Officers shall be signatories on the account however only the Treasurer and one other Officer shall be entitled to make withdrawals from this account. (Any two can sign).
  - ii. Shall keep the accounts and shall be subject to an annual audit which Auditor shall be appointed at the AGM each ensuing year.
  - iii. shall receive all monies due to the Association and make all disbursements authorised by the Board of Directors.
  - iv. shall have charge and custody of all monies and securities of the Association and shall deposit the monies and securities in such banks, trust companies or other depositories as shall be selected by the Board.
  - v. shall in general perform all of the duties customarily incidental to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board.

- iv. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the duties of that office in such surety or sureties as the Board shall determine, the cost of any such bond or surety to be paid from the funds of the Association.
- (d) The Secretary shall have charge of the Membership roll of the Association and shall be a member of the Membership Committee. The Secretary shall also have the following responsibilities;
- i. keep records of all categories of Membership;
  - ii. be responsible for compiling an annual list of Members and for keeping its information up to date and submitting the list to each meeting of the Association;
  - iii. prepare for each general meeting an alphabetical listing of all voting Members;
  - iv. conduct all correspondence in connection with the affairs of the Association; and
  - v. perform all duties customarily incident to the office of the Secretary and such other duties as from time to time be assigned by the President or the Board.

#### Subscriptions

- (a) The Association shall set annual subscription for Members at its Annual General Meeting as recommended by the Council. It shall also be acceptable for the amount of such subscriptions to be changed by at least a two-thirds majority vote at any meeting of the Board of Directors.
- (b) The first subscription of a Member shall be due on admission and prorated accordingly and subsequent subscriptions shall become due on Annual subscriptions shall become due on February 1 of each year.
- (c) The Association may impose a special levy on its Members to provide funds, the amount of which shall be determined by at least a two-thirds majority vote taken at a meeting of the Board of Directors.

#### Committees

- (a) All Committees may be established by resolution of the Board and shall include the following Committees: Membership Committee, Education Committee, Ethical Committee and Social Committee.



The size, purposes and powers of any such Committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the President of the Association shall appoint the Members of each such Committee. Any Member of any Committee may be removed by the President whenever, in his/her judgment, the best interest of the Association, shall be served by such removal.

- (b) Any Committee established by the Board must report to the Board at least annually and to the annual general meeting of the Association.
- (c) Each Member of a Committee shall continue at the discretion of the Board until a successor is appointed or the Member's resignation or the committee is discontinued.

The President shall make appointments to fill vacancies in the Membership of any committee and each Committee shall appoint its own Chairperson.

#### Meetings of the Association

- (a) There shall be an Annual General Meeting (AGM) of the Association each year to be held on a date and place decided upon by the Board of Directors. Officers of the Association shall be elected at this meeting.
- (b) Special meetings of the Association may be called at any time by the President, the Board of Directors or by 25 percent of the voting Membership.
- (c) The President shall preside at all meetings of the Association and of the directors and if unable to attend may nominate either the First or Second Vice-President.
- (d) The Association will hold an Annual Scientific Meeting each year. This meeting shall be organized by the Education Committee and the time and place will be recommended to Membership by the Education Committee and confirmed by the Members at the preceding AGM. The meeting will be open to other health professionals on payment of the appropriate registration fee for non-Members of the Association. Short papers may be presented at such a meeting followed by a discussion or there may be presentations by guest lecturers on subjects of scientific interest.
- (e) The Association shall also hold regular Clinical Meetings also to be arranged by the Education Committee.

### Quorum

- (a) One fifth of the voting Membership of the Association shall constitute a quorum at any meeting of the Members. The quorum for meetings of the Board shall be three (3) Officers of which at two (2) shall be the President and either the First or Second Vice President of the Association.
- (b) Unless otherwise provided in the resolution of the Board establishing a Committee, three (3) members the Committee shall constitute a quorum and the act of the Members present at a duly called meeting at which a quorum is present, shall be the act of the Committee.

### Amendments to the Article

Any proposed amendments to these Articles shall :-

- (a) Be submitted in writing to the Secretary at least 30 days prior to the date set for the AGM.
- (b) Be circulated as an Item of the Agenda of the AGM.
- (c) Be effected only if passed as a special resolution by two-thirds of those Members present and entitled to vote at the AGM of the Association; and
- (d) Comply with the rules and regulations of the Minister responsible for granting the license under section 16 of the Companies Act.

### Rules of the Association

- (a) The Board of Directors may from time to time make such rules as they shall deem fit as to organizational and administrative procedures and policies and such rules shall be binding on all Members.

**SCHEDULE 3****Interpretation**

14. In these articles ("the/these Articles")—

"the Act" means the Companies Act;

"the Committee" means all the members for the time being of the Company hereby constituted.

"the seal" means the common seal of the company;

"secretary" means any person appointed to perform the duties of the secretary of the company.

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

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

**Members**

15. The subscribers to the Articles of Incorporation and such other persons as the directors shall admit to membership shall be members of the company.

15A. The number of members is taken to be ONE PROVIDED HOWEVER that no person shall be admitted a member unless he or she is first approved by the Committee.

15B. Where any person desires to be admitted to membership, he must sign and deliver to the Committee, an application for admission framed in such manner as the Committee shall require.

15C. Any member wishing to resign his or her membership of the Company shall give notice in writing of his or her intention so to do, addressed to the Secretary and deposited at the registered offices of the Company.

15D. If any member shall wilfully refuse or neglect to comply with the provisions of these Articles or any bye-laws of the Company, or shall be guilty of any misconduct, such member shall be liable to expulsion by a resolution of the board of directors provided that at least seven (7) days prior to the passing of the resolution, he or she shall be given notice of the intended resolution and an opportunity to be heard orally or in writing.

#### *General Meetings*

16. 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 months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

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

18. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists, as provided by section 128 of the Act. If at any time there are not within the Island sufficient directors capable of acting to form a quorum, any director or any two 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*

19. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as



may be prescribed by the company in general meeting, to such persons as are, under the articles of the company, entitled to receive such notices from the company:

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) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote there at; 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 representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

20. The accidental omission to give notice of a meeting 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*

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

22. 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, three members present in person shall be a quorum.

23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.



24. The chairman, or 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 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.

25. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

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

27. 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 three 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 of the total voting rights of all the members having the right to vote at the meeting.

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 the minutes of 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.

The demand for a poll may be withdrawn.

28. Except as provided in article 30, 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.

29. 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 hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

30. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other 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.

31. 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 authorized 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.

#### *Votes of Members*

32. Every member shall have one vote.

33. 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, receiver or other person in the nature of a committee, or receiver, appointed by that court, and any such committee, receiver or other person may, on a poll, vote by proxy.

34. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

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

36. The instrument appointing a proxy shall be in writing under the hand of

the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

37. 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 the Island as is specified for that purpose in the notice convening the meeting, not less than 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 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.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

**THE ASSOCIATION OF CONSULTANT PHYSICIANS OF JAMAICA LIMITED**

I/We, 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,

and at any adjournment thereof.

Signed this day of

39. 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—





# THE ASSOCIATION OF CONSULTANT PHYSICIANS OF JAMAICA LIMITED

I/We, 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, and

at any adjournment thereof.

Signed this day of

\*used in favour of

This form is to be \_\_\_\_\_ the resolution. Unless

\* against

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

\*Strike out whichever is not desired.\*

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

41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation 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.



*Corporations acting by Representatives at Meetings*

42. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized 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*

43. The number of the directors shall not be less than SEVEN nor more than TEN. The names of the first directors shall be:

1. MICHAEL S. BOYNE
2. ALTHEA AQUART-STEWART
3. TREVOR FERGUSON
4. MIKE MILLS
5. MARIE WILLIAMS
6. LILIETH EDWINA JOHNSON-WHITTAKER
7. ANDRENE CHUNG
8. KAREN PHILLIPS

*Borrowing Powers*

44. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company.

*Powers and Duties of Directors*

45. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company, and 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 the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid 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.

46. 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 the 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 authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

47. 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.

48. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of 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.

#### *Disqualification of Directors*

49. The office of director shall be vacated if the director—

- (a) without the consent of the company in general meeting holds any other office of profit under the company; 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 sections 180 and 182 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 193 of the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### *Rotation of Directors*

50. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

51. The directors to retire in every year 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.

52. A retiring director shall be eligible for re-election.

53. The company at the meeting at which a director retires in manner aforesaid may 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 reelected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.



54. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless, not less than three nor more than twenty-one 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.

55. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

56. The directors shall have power at any time, and from time to time, 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 in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

57. The company may by ordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

58. The company may by ordinary resolution appoint another person in place of a director removed from office under article 57. Without prejudice to the powers of the directors under article 57 the company in general meeting may appoint any person to be director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

### *Proceedings of Directors*

59. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director 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 the Island.

60. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

61. The continuing directors 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 the articles of the company 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.

62. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

63. The directors may delegate any of their powers to committees consisting of such member or members of their body 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.

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

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

66. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

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

*Secretary*

68. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

69a. The name of the First Secretary shall be: MARIE WILLIAMS

70. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by it's being done by or to the same person acting both as director and as, or in place of, the secretary.

*The Seal*

71. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.



### Accounts

72. The directors shall cause proper books of account to be kept with respect to—

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

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

73. The books of account shall be kept at the registered office of the company, or, subject to subsections (3) and (4) of section 144 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

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

75. The directors shall from time to time, in accordance with sections 145 and 147 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

76. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company.



Provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

### *Audit*

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

### *Notices*

78. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the Island) to the address, if any, within the Island supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

79. Notice of every general meeting shall be given in any manner hereinbefore authorized to—

- (a) every member except those members who (having no registered address within the Island) have not supplied to the company an address within the Island for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

80. Upon the winding up or other dissolution of the Company, the assets of the Company shall be sold and the proceeds, after satisfaction of preferential payments as set out under the Act and the liabilities *pari passu*, shall be donated to an organisation which has similar objects and powers.

