

ARTICLES OF ASSOCIATION
OF
THE JAMAICA ASSOCIATION OF SPORTS MEDICINE
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

INTERPRETATION

1. In these Articles:

“The Act” means the Companies Act and every other Act for the time being in force concerning Companies and affecting the Association.

“The Seal” means the Common Seal of the Association.

“Secretary” means any person appointed to perform the duties of the Secretary of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

And words importing the singular numbers only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

“Hybrid meeting” means a meeting that is held both at one or more physical venue/venues and a virtual venue using any technology that gives members and

Executive Committee, as a whole (including members and Directors not physically in attendance at any of the venues) a reasonable opportunity (see Article 21) to participate by electronic means

“Virtual-only meeting” means a meeting held at no physical venue and is held wholly at a virtual venue using any technology (which includes using an online platform) that gives members and Directors, as a whole, reasonable opportunity to participate by Electronic means.

"Attendee" includes a member, officer and members of a committee attending a meeting of the registered company

“Ballot” includes a ballot marked through or by Electronic means

"In-person meeting" means a meeting in which all attendees—

- (a) are physically present together in one location; and
- (b) participate in the business of the meeting and interact with each other, face to face

"Show of hands” includes a show of hands through or by Electronic means.

“Core Executive Committee" includes President, Vice President, Secretary, Treasurer, and Immediate Past President.

Chapter organizations shall fall under the umbrella of the Jamaica Association of Sports Medicine, parent organization. The chapter(s) shall share the same mission as the parent organization and are organized geographically. There shall be established two chapters of the organization:

(i) JASM Western Branch, which comprises of members resident or operating within the parishes of Cornwall.

(ii) JASM Central Chapter, which comprises of members resident or operating within the parishes of Middlesex.

They shall have an independent Board and operate as a separate entity to the extent of:

A. Finance and Accounts

B. Election of their Officers

The Chapters' organizational structure must be in harmony with the principles and procedures of the parent body and with its Constitution. There exists one governing Board of Directors, *the Executive Committee*, with each Chapter being administered by chapter-level officials. Officers must include a president, vice president, and either a secretary and a treasurer or a secretary-treasurer. Other designated positions shall be determined by the Chapters from time to time. Each Chapter shall be entitled to elect a President, who shall sit on the Executive Committee of the JASM. The names of the officers shall be presented to the parent organization at each biennial general meeting.

MISSION STATEMENT

The Jamaica Association of Sports Medicine is the only recognized national sports medicine body made up of multi-disciplinary professionals whose mission is to provide optimal care for the sportsperson through injury prevention and education, diagnosis, treatment, and rehabilitation of injuries towards maintaining international status as a premier sporting nation.

VISION STATEMENT

To maintain our position as the leading resource for sports and exercise medicine in Jamaica and expand into the wider Caribbean.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is unlimited.
3. The company (in these Articles called “the Association”) is established for the purposes expressed in the Memorandum of Association.
4. The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
5. There shall be formed biennially, a Membership Council. The Membership Council is a sub-committee of the Executive body, comprised of three (3) executive board members, with preference given to members from the different branches. They shall oversee the membership application process.

6. The Executive Committee may in their discretion admit to membership any persons of any of the classes hereinafter mentioned and may refuse such admission without being bound to assign any reason therefore: -

ELIGIBILITY FOR MEMBERSHIP

A. Ordinary members, who shall be

- either (i) members of the medical or dental and nursing professions having a qualification in their own discipline which is officially recognized in Jamaica.
- or (ii) members of any of the professions of physiotherapist, occupational therapist, dietitian, nutritionist, physiologist, or psychologist having a qualification in their own discipline which is officially recognized in Jamaica.
- or (iii) persons who are the holders of a qualification in the teaching or practice of physical education which is accepted by the Executive Committee of this Association.
- or (iv) persons who are the holders of a qualification to coach or train participants in a sport which qualification is officially recognised by the governing body of such sport recognised as such governing body as aforesaid by the Jamaica Olympic Association or is one recognised as such by the Executive Committee of this Association.
- or (v) persons who at the date of execution hereof by the subscribers to these Rules shall have been actively engaged for at least three consecutive years

without having the qualification mentioned in (iii) hereof in teaching physical education and certified as such by the Ministry of Education and persons who at the date of execution hereof by the subscribers to these Rules shall have been actively engaged for at least three consecutive years without having the qualification mentioned in (iv) hereof, in coaching or training participants in a sport and certified as such by the governing body of such sport recognised as such governing body as aforesaid by the Jamaica Olympic Association PROVIDED HOWEVER that no person shall be admitted as member under sub-paragraph (v) hereof after the expiration of three years after the date of execution hereof by the subscribers of these Rules.

- B. Associate members, who shall be duly appointed representatives of interested sports - related associations and/or organisations recognized as aforesaid by the Jamaica Olympic Association
- C. Student members, who shall be students engaged in a course of study leading to a recognized qualification in one of the disciplines mentioned in A above.
- D. Intern members, who shall be persons who have completed their course of study but not yet licensed to practice independently.
- E. Affiliate members, who shall be anyone who has a qualification in sports and exercise science, public health, physical activity and interested persons, including but not limited to administrators, personal trainers, officials, attorneys, chiropractors.
- F. Life Members, who shall have all rights and privileges of ordinary members and shall be liable to a payment of 50% of full membership fees and shall have full voting rights.

Candidates for life member must be at least 65years. They shall be proposed in writing by three (3) ordinary members of the association and shall be elected by two-thirds majority of the Membership Council.

G Honorary members, who shall be persons who have rendered signal service to the Association or its objects. Honorary membership may be conferred at the discretion of the Membership Council and with the approval at a General Meeting of the Association.

H International members who shall be either

- (i) An International Ordinary member, who shall satisfy the requirements for ordinary membership and comply with the bylaws or regulations on membership as provided by the Membership Council.
- (ii) An International Affiliate member, who shall comply with the bylaws or regulations on membership as provided by the Membership Council but do not have to be registered to practice in Jamaica.

7. Any proposal of a person to be an ordinary member or a student member of the Association under the provisions of Article 6 shall conform to the following regulations and conditions: -

- (1) Such person shall be proposed for election by a member of the Executive Committee or proposed by an ordinary member and seconded by a member of the Executive Committee. However, the proposing ordinary member must be active for at least three (3) years.
- (2) Such person shall volunteer at a minimum of three (3) JASM sanctioned events for a minimum of four (4) hours prior to submitting application for membership.

- (3) Such person shall sign and deliver to the Association an application for admission to membership framed in such terms as the Membership Council shall from time to time require.
 - (4) The name of the candidate shall be notified by circular to the members of the Executive Committee at least ten (10) days before the ballot takes place.
 - (5) Such persons shall be balloted for by the Executive Committee of the Association at any ordinary meeting of the Executive Committee. There shall be not less than five (5) members of the Executive Committee present at any such meeting and the votes of two (2) of the members of the Executive Committee against such person shall exclude.
8. To maintain Ordinary membership status, members shall participate in at least one JASM sanctioned event quarterly and pay subscription as outlined in Articles 14 & 15.
9. Any proposal of any Organisation under the provisions of Article 6 B, shall conform to the following regulations and conditions:
- (1) A separate form shall be created for Associate Members. It shall include the name of association, name of representative and alternative representative, number of members, list of names, contact details, photos of members.
 - (2) Associate Membership Association fees are assigned by the Membership Council per annum, depending on the size of the organization as follows:
 - Tier 1: 1-10 members
 - Tier 2: 11-20 members
 - Tier 3: 21-35 members
 - Tier 4: 35+ members

- (3) Such organisation shall sign and deliver to the Association an application for admission to membership framed in such terms as the Membership Council shall from time to time require. The organisation shall also provide proof of accreditation with their application form.
 - (4) The name of such organisation shall be notified by circular to the members of the Executive Committee at least ten (10) days before the ballot takes place.
 - (5) Such organisations shall be balloted for by the Executive Committee of the Association at any ordinary meeting of the Executive Committee. There shall be not less than five (5) members of the Executive Committee present at any such meeting and the votes of two of the members of the Executive Committee against such organisation shall exclude.
 - (6) Upon election as aforesaid, such organisation shall from time to time appoint its duly appointed representative under the hand of its proper officer and may from time to time change any such appointed representative in such manner.
 - (7) The organisations shall notify in writing of change of officer within twenty-one (21) days and no later than ten (10) days before the BGM.
10. A student member who has been elected as such shall cease to be a member in the event that he shall cease to be actively engaged in the course of study which gave rise to his application for such membership as aforesaid.
 11. Any member wishing to resign his membership of the Association shall give notice in writing of his intention so to do addressed to the Secretary at least twenty- one (21) clear days before the BGM of any year, failing which such member shall be liable to pay the subscription for the ensuing year PROVIDED THAT the Executive Committee may

accept shorter or other notice or dispense entirely with notice if the circumstances of the case shall in their discretion warrant.

12. If the Executive Committee shall be of the opinion that it is not in the interests of the Association that any member shall continue to be a member thereof, the Executive Committee may convene an Extraordinary General Meeting of the Association and such member may by vote of three-fourths of the members present and voting at such meeting be removed from the Register, and he shall cease to be a member, and shall forfeit his interest and privileges (if any) except in case of non-payment of subscriptions in the Association.
13. Every member, in whatever class, shall be bound to further to the best of his ability the objects, interest and influence of the Association, and shall observe all by-laws and regulations (being not inconsistent with the provisions of these present) which may be made by the Association for better carrying into effect the objects set forth in the Memorandum of Association or any of them.
14. The annual subscription for each member shall be due on the 1st of January and shall be of the following amounts or such other amounts as the Association shall from time to time in General Meeting resolve for: -
 - (i) Ordinary members \$
 - (ii) Student members \$
 - (iii) Intern members \$
 - (iv) Affiliated members \$
 - (v) Associate members \$
 - (vi) International Ordinary \$

(vii) International Affiliated §

15. Members who by the 30th day of June have not paid their subscriptions for the current year shall cease forthwith to be members. If they wish to be reinstated as members, they shall be required to pay the full subscription for the year.

Any person who voluntarily withdrew membership at any time, who wish to resume active membership shall be required to resubmit an application and pay the full subscription on acceptance.

16. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

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

18. The Executive Committee may, whenever they think fit, and they shall upon a requisition made in writing 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 25 per cent, convene an extraordinary general meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in Section 128 of the Act.

19. Any requisition made by members shall express the object of the meeting proposed to be called and shall be communicated to the Secretary of the Association.

20. Upon the receipt of such requisition the Executive Committee shall forthwith proceed to

convene an Extraordinary general meeting if they do not proceed to convene the same within twenty-one (21) days from the date of the requisition, the requisitionists may themselves convene a meeting at the Association's expense.

21. Twenty-one (21) days' notice at least of every Annual General Meeting and of every meeting convened to pass a special Resolution and fourteen (14) days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to such persons (including Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meeting other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. Notwithstanding anything contained to the contrary in these Articles, the notice of a virtual meeting need not specify a place as a physical location, but it shall include an Electronic or virtual location or details sufficient to facilitate the attendance by members at an Electronic or virtual location and such a meeting shall be recorded as held in Jamaica. The notice of a hybrid meeting shall specify a physical location and an Electronic or virtual meeting.
22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. General Meetings shall be held as an in-person, hybrid meeting or a virtual-only meeting. A hybrid meeting or a virtual-only meeting shall have full effect, in all respects and to the same extent, as an in-person meeting.
24. All business shall be deemed special that is transacted at an Extraordinary meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and the Auditors, the election of members of the Executive Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
25. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten (10) members present in-person or participating by electronic means shall form a quorum. Any failure of technology or any failure or inability of a member to attend or remain in a meeting held in accordance with these Articles as a result of a mistake or of events beyond the control of the Association shall not constitute a defect in the calling of such a meeting and shall not invalidate any resolutions passed or proceedings that take place at that meeting provided that a quorum is present at all times.
26. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Chairman shall appoint, and if at

such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall form a quorum.

27. The Chairman of the Executive Committee, or, in his absence, the Vice-Chairman thereof, shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee or if no such member be present, or if all the members of the Executive Committee present decline to take the Chair, they shall choose some member of the Association who shall be present to preside.
28. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of adjournment, or to the business to be transacted at an adjourned meeting.

VOTING AND VOTINGS RIGHTS

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless the poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present and entitled to

- vote or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or last, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
30. Subject to the provision of Article 28, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.
 31. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
 32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
 33. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.
 34. Subject as hereinafter provided every Ordinary, Life, and Associate member shall have one vote.
 35. Save as herein expressly provided, no member other than one who shall have paid every subscription and other sum (if any) which shall be due, shall be entitled to vote on any question at any General Meeting.
 36. On a poll, votes shall be given in-person or proxy or by electronic means.

EXECUTIVE COMMITTEE

37. The directors of the Association (in these Article referred to as “the Executive Committee”) shall be elected by the members at the Biennial General Meeting as hereinafter provided. No person shall be appointed as a member of the Executive Committee unless he be a member of the Association. The members of the Executive Committee shall serve for a term of two years.
38. The Executive Committee shall be composed of
- (a) The President
 - (b) The Vice-President
 - (c) The Honorary Secretary
 - (d) The Honorary Treasurer,
 - (e) Immediate Past-President and
 - (f) Such other persons as may be elected pursuant to these Articles. (2 Branch Presidents an Asst. Secretary and Asst. Treasurer and 5 floor members).
39. No person shall be elected to the office of the President for more than three consecutive terms, and no person who has held the office of President, or acted as President, for more than any part of a term to which some other person was elected President shall be elected to the office of the President more than twice.
40. The first Executive Committee shall be appointed by an instrument in writing signed by a majority of the subscribers to the Memorandum of Association and the persons so appointed shall hold office until the conclusion of the first Annual General Meeting of the Association and shall be eligible for re-election.

41. At the first Annual General Meeting of the Association all the members of the Executive Committee shall retire from office, and at the Biennial General Meeting in every subsequent year, one half of the members of the Executive Committee for the time being shall retire from office and be eligible for re-election.

The members of the Executive Committee shall retire in order of seniority of election in addition to those members of the Executive Committee retiring under Article 42 thereof. As between two or more who have been in office an equal length of time, the members of the Executive Committee to retire shall, in default or agreement between them, be determined by lot. A retiring member of the Executive Committee shall act as member of the Executive Committee throughout the meeting at which he retires.

42. No person other than a member of the Executive Committee retiring at the meeting shall unless recommended by the Executive Committee be eligible for election to the office of a member of the Executive Committee at any general meeting unless not less than ten (10) nor more than twenty-one (21) days before the date appointed for the meeting there shall have been communicated to the Secretary, 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.

43. The members at the Biennial General Meeting shall, after the election of the members of the Executive Committee, elect one of such members as President, another of such members as Vice President, another of such members as Honorary Secretary and another of such members as Honorary Treasurer each of whom shall hold the said respective offices from the date of their election for two years and until their respective successors

shall have been appointed and shall on retirement be eligible for re-election. Should any of the events mentioned in Article 48 thereof happen to the President, the Vice-President shall act until the next Annual General Meeting when the members shall elect a President, or should any of the events mentioned in Article 48 happen to the Vice-President or the Honorary Secretary or the Honorary Treasurer the members of the Executive Committee shall appoint one of their number to act in such office as aforesaid until the next Annual General Meeting.

44. The number of members of the Executive Committee shall be determined by the Association in general meeting from time to time and until so determined shall be not more than fourteen (14) nor less than seven (7) including in each case the President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

45. The President, and in his absence the Vice –President, shall be Chairman of all meetings of the Executive Committee and in the absence of both, the members of the Executive Committee present shall elect a Chairman from among themselves.
46. Every question submitted to a meeting of the Executive Committee shall be decided by a majority of the votes of those present at the meeting and voting on the question and in the case of an equality of votes the Chairman shall have the casting vote in addition to an original vote.
47. In the event of the temporary absence or leave of a member of the Executive Committee the members of the Executive Committee shall be at liberty to appoint a substitute having

the necessary qualification to act for him during such temporary absence and such substitute shall thereupon be vested with all the powers and obligations of a member of the Executive Committee.

48. A member of the Executive Committee shall be deemed to have vacated his office in any of the events hereinafter set out, that is to say,
- (a) if he dies;
 - (b) if he becomes bankrupt or compounds with his creditors;
 - (c) if he resigns;
 - (d) if he ceases to be a member of the Association;
 - (e) if a meeting of members of the Association shall at any time by resolution disapprove of the appointment of him as a member of the Executive Committee or of his continuing in office;
 - (f) if he fails without special leave of absence to attend meetings of the Executive Committee for a period of more than three months;
 - (g) if his subscription remains unpaid after the 30th day of June in any year.
49. The Executive Committee shall have power at any time and from time to time to appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an addition to the existing Executive Committee provided always that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Executive Committee so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
50. The Executive Committee of the Association shall act notwithstanding any vacancy in its

body.

51. The Executive Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit and four members of the Executive Committee of the Association shall form a quorum.
52. The Executive Committee of the Association shall have absolute control over all the affairs and property of the Association and shall exercise all such powers of the Association as they shall think fit, except as otherwise provided by these Articles or the Act.
53. A member of the Executive Committee shall not be disqualified by his office from entering into contracts, arrangements or dealing with the Association, nor shall any contract arrangement or dealing with the Association be voided, nor shall a member of the Executive Committee be liable to account to the Association for any profit arising out of any contract, arrangement or dealing with the Association by reason of such member of the Executive Committee being a party to or interested in or deriving profit from any such contract, agreement or dealing and being at the same time a member of the Executive Committee of the Association, provided that such member of the Executive Committee discloses to the Executive Committee at or before the time when such contract, agreement or dealing is determined upon, his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Executive Committee the fact that he has acquired such interest. But no member of the Executive Committee shall vote as a member of the Executive Committee in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Executive Committee.

54. A resolution in writing signed by all the members of the Executive Committee or of any committee set up the Executive Committee shall be valid and effectual as if it had been passed at a properly constituted meeting of the Executive Committee or such committee as aforesaid.
55. A member of the Executive Committee may, and on the request of a member of the Executive Committee, the Secretary shall, at any time summon a meeting of the Executive Committee by notice served on the several members of the Executive Committee.
56. The Executive Committee may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the exercise of the power so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of those present for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee, but so that any such committee may (subject to such regulations) determine the quorum necessary for the transaction of business.
57. All acts bona fide done by any meeting of the Executive Committee or of any committee appointed by the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or people acting as aforesaid, or that they or any of them were disqualified, be as valid as if every

such person had been duly appointed or had duly continued in office and was qualified to be member of such committee.

58. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Association and of the Executive Committee and of committees appointed by the Executive Committee and of all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
59. The members of the Executive Committee and the members of all Committees of the Association shall be indemnified from the funds of the Association against all losses, costs and damages which they or any of them may be put to in bona fide exercise and discharge of the powers and duties hereby conferred upon them.

ACCOUNTS

60. (1) The Executive Committee of the Association shall cause proper books of accounts to be kept in respect of: -
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and
 - (b) the assets and liabilities of the Association.
- (2) The books of account shall be kept at the registered office of the Association, or such other place or places as the Executive Committee think fit and shall always be open to the inspection of the Executive Committee. The Executive Committee shall

from time to time determine whether, and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Association, or any of them, shall be open to the inspection of members of the Association not being the Executive Committee, and no member (not being an Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee.

- (3) Once at least in every year the Executive Committee shall lay before the Association in General Meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Association in General Meeting, made up to a date not more than six months before such meeting, and a copy thereof shall, twenty-one (21) days previously to the meeting, be sent to the persons entitled to receive notices of General Meetings in the manner in which notices are to be given here-under. Every such account and balance sheet shall be accompanied by a report of the Executive Committee and the account, report and balance sheet shall be signed by two (2) of the Executive Committee and countersigned by the Secretary.

BORROWING POWERS

61. The Executive Committee of the Association may issue debentures, debenture stock, bonds, or obligations of the Association at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Association any sum or sums of money either upon mortgage or charge of all or any of the property of the Association,

whether present or future, or on bonds or debentures secured by trust, deed or otherwise or not secured as they may think fit.

AUDIT

62. An Auditor or Auditors shall be appointed, and their duties regulated in accordance with sections 154 to 157 of the Act or any statutory modification thereof for the time being in force.

SEAL

63. The Executive Committee shall provide for the safe custody of the Common Seal of the Association. The Seal of the Association shall not be affixed to any instrument except by the authority of a Resolution of the Executive Committee and in the presence of at least two members of the Executive Committee and the Secretary or such other person as the Executive Committee may appoint for the purpose and these two members of the Executive Committee and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

AMMENDMENTS TO THE CONSTITUTION

64. Amendments to the Constitution shall be made at the Biennial General Meeting and only if passed by 2/3 majority of those voting. Notice, in writing of the proposed amendment(s) shall be made twenty-one (21) days prior to the BGM. Any accepted amendment shall take effect one year after.

DISSOLUTION

65. Should the Association no longer meet the objects of incorporation, the winding up and dissolution of the Association shall be executed by the core Executive Committee, who shall appoint a liquidator in accordance with the Act.
66. 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 or institutions, 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 5 hereof, such institution or institutions 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 acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

NOTICES

67. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, or electronic means addressed to such member as appearing in the Register of members.
68. Any member described in the Register of members by an address not within Jamaica, who shall from time to time give the Association updated contact details at which notices

may be served upon him shall be entitled to have notices served upon him at such address, by post or electronic communication.

69. Any notice if served by post, shall be by registered mail and shall serve as proof of notice once properly addressed, facsimile and other electronic means shall be deemed sufficient to have been served on the same day.