

Articles Of Association

ENVIRONMENTAL FOUNDATION OF JAMAICA

Under The Companies Act Of Jamaica a Company Limited By Guarantee And Not Having A Share Capital

This is a true copy of the Articles of Association adopted unanimously in writing by all the members of the Company at the Extraordinary Meeting held on the 27th day of September 1993, with a revision to Article # 53 done by resolution on 9 May 1996.

1. In these articles and any by-laws, rules and regulations made hereunder unless there is something in context inconsistent therewith: -

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

'Company' shall mean the Environmental Foundation of Jamaica

'Month' shall mean calendar month

'Office' shall mean the registered office for the time being of the Company

'Seal' shall mean the common seal of the Company

'Secretary' shall mean 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.

For the purpose of the Memorandum and Articles of Association of the Company, "person" shall include any body corporate or incorporate, public or private, organization, college or university.

These articles are to be construed with reference to the provisions of the Act, and 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.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

NUMBER OF MEMBERS AND CONDITIONS OF MEMBERSHIP

3. The number of members with which the Company proposes to be registered is seven (7), but the Directors may from time to time register an increase of members.

4. The Government of Jamaica, the Government of the United States and the University of the West Indies shall at all times be members of the Company (hereinafter referred to as “the GOJ Member”, the USG Member” and “the UWI Member” respectively). All other members shall be non-governmental organizations (hereinafter referred to as “the NGO Members”) meeting the following criteria for membership: -

4.1 They accept the obligations contained in the Articles and Memorandum of Association of the Company;

4.2 They operate on a not-for-profit basis, and no part of the net income of the organization shall ensure to the benefit of any private stockholder or individual;

4.3 No government or government representative (s) controls the organization;

4.4 They are environmental and/or developmental nongovernmental organizations including child survival and child development non-governmental organizations, or scientific or academic bodies; and

4.5 They are capable of demonstrating a creditable record of activity in promoting sustainable development including preserving or protecting the environment and/or in promoting or improving child survival and child development.

The admission of organizations as NGO Members of the Company shall be subject to review, confirmation and acceptance by the Board of Directors.

5. The subscribers to the Memorandum of Association shall be members of the Company, and shall include the GOJ Member, the USG Member, and the UWI Member. All other subscribers shall be deemed NGO Members.

6. Save and except as herein provided, all members of the Company shall have the same rights and shall rank equally.

7. The criteria for NGO membership shall be continuing requirements. In the event that the Board determines that a NGO Member of the Company has at any Time failed or ceased to comply with the said criteria, the Board shall give the non-complaint NGO Member notice in writing of the failure and the NGO Members shall have two months from the date on which notice was given to rectify the failure and provide the Board with evidence of the rectification. In the event that the NGO Member fails to provide evidence of rectification satisfactory to the Board, the said NGO Member may be expelled from membership by the Annual General Meeting on the recommendation of the Board of Directors.

8. In the event that any NGO Member of the Company is found by the Board to have persistently violated the principles contained in the Company’s Memorandum and Articles of Association, the said NGO member may be expelled from membership by the Annual General Meeting on the recommendation of the Board of Directors.

9. An NGO Member may resign or retire its membership on giving written notice of its intention to resign or retire to the Secretary of the Company and thereupon its name shall be removed from the list of members and it shall be deemed to have resigned or retired.

10. No transfer of membership or any of the rights attaching thereto shall be made by any

member.

11. Any special rights pertaining to the GOJ Member or the USG Member may not be modified, abrogated or varied without the consent of the member to whom those rights attach.
12. Each of the following matters shall be deemed to be a variation of the rights pertaining to the GOJ Member and the USG Member: -
 - 12.1 the amendment or removal of all or any of the Articles of Association;
 - 12.2 the voluntary winding up of the Company
 - 12.3 the alteration of any of the rights attached to any of the members.
13. The rights pertaining to the NGO Members may not be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, unless the consent in writing of three -fourths of the NGO Members, or the sanction of an Extraordinary Resolution passed at a separate meeting of the NGO Members, is first had and obtained.

To every such separate meeting, all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall mutatis mutandis, apply, except that the necessary quorum shall be two persons with those NGO Members present holding or representing by proxy one-third of the NGO Members.

GENERAL MEETINGS

14. The Company shall each year hold a general meeting as its Annual General Meeting in addition to any such other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time as the Directors shall appoint PROVIDED THAT the first Annual General Meeting shall be held within twelve months following the date of incorporation.
15. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
16. 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 requisitions as provided by Section 127 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 four members (including the GOJ Member and the USG Member) 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

17. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing, 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 at least fourteen days' notice in writing.

The notice shall be exclusive of the day on 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: -

- 17.1 in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat;
- 17.2 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 (95%) of the total voting rights at that meeting of all the members.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice, apart from the GOJ member and the USG Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the nomination by the NGO Members of NGO Directors to take the place of those retiring, and the appointment of, and the fixing of the remuneration, of the Auditors.
20. No business shall be transacted at any general meeting unless a quorum of member is present at the time when the meeting proceeds to business. Five (5) members present in person or by proxy shall be a quorum PROVIDED THAT one such member shall be the GOJ Member, one such member shall be the USG Member.
21. If within half an hour from the time appointed from the meeting a quorum is not presently 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.
22. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company or if there is no such Chairman, or if he shall not be present within fifteen 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.

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23. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
 24. 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.
 25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded: -
 - 25.1 by the Chairman
 - 25.2 by at least three members present in person or by proxy, or
 - 25.3 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 ballot 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.

26. The demand for a ballot may be withdrawn.
27. If a ballot is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was proceeded with pending the taking of the ballot.
28. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting at which the show of hands takes place or at which the ballot is demanded, shall be entitled to a second or casting vote.
29. A ballot demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A ballot 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 ballot has been demanded may be proceeded with pending the taking of the ballot.
30. Subject to the provision of the Act a resolution in writing signed by all, the members for the time being entitled to and receive notice of and to attend the vote at general meetings (or being companies 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

31. Every member shall have one vote.
32. A member who has been put into Liquidation or receivership may vote, whether on a show of hands or on a ballot, 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 ballot, vote by proxy.
33. Votes may be given either personally or by proxy.
34. 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 company, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.
35. 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 the place of the general meeting of the Company at which the proxy is to be exercised or at such other place within the island as is specified for that purpose in the notice convening the meeting prior to the time set for the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a ballot, not less than one (21) hour before the time appointed for the taking of the ballot, and in default the instrument of proxy shall not be treated as valid.
36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

I/WE _____ Of _____
_____ being a member/members of the
above named Company hereby appoint _____
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the
case may be) general meeting of the Company to be held on the _____ day
of _____ 199____ and at any adjournment thereof.

SIGNED THIS _____ DAY OF _____ 199____

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

I/WE, _____
of _____
a member/members of the above named Company hereby appoint _____

_____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary,) as the case maybe) general meeting of the Company to be held on the _____ day of _____ 199 and at adjournment thereof.

SIGNED THIS _____ DAY OF _____ 199_____

This form is to be used against/in favour * of the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a ballot.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, PROVIDED THAT no intimation in writing of such revocation shall have been received at the Company's office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVE AT MEETING

40. Any corporation organization 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 which he represents as that corporation could exercise if it were an individual member of the Company.

ROUND ROBIN

41. Subject to the provision 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 of 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.

DIRECTORS

42. The Directors shall be nine (9) in number and shall at all times be comprised of: -
- One (1) director appointed by the Government of Jamaica (hereinafter "the GOJ Director");

 - One (1) director appointed by the Government of the United States hereinafter "the USG Director");

One (1) director appointed by the Government of Jamaica upon the recommendation of the Vice -Chancellor of the University of the West Indies (hereinafter “the UWI Director”);

One (1) director appointed by the Government of Jamaica upon the recommendation of non-governmental organizations which have as their principal focus of activities the promotion and improvement of child survival and child development, to represent the interest of those non governmental organizations (hereinafter “the Child Survival Director”);

Five (5) directors appointed by the Government of Jamaica pursuant to the appointment process set out in article 53, to represent the interest of a broad range of environmental and developmental non—governmental organizations including child survival and child development non-governmental organizations and scientific and academic bodies (hereinafter referred to as “the NGO Directors”)

SAVE THAT the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

43. A Director need not be a member of the company.
44. Directors, as such, shall not receive any stated remuneration for their services. The Directors shall be entitled to be paid all reasonable traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS.

45. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

46. The business of the Company shall be managed by the Directors who may pay all expenses incurred in the formation of the Company and may make such rules and/or regulations and/or by-laws for the purposes of 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.
47. The Directors may from time to time and at any time by power of attorney appoint any firm or persons 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 discretion (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 discretion vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money 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.
49. The Directors shall cause minutes to be made: -
 - 49.1 of all appointments of officers made by the Directors.
 - 49.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and
 - 49.3 of all resolutions and proceedings at all meetings of the Company and of the Directors, and of the committees of Directors.

DISQUALIFICATION OF DIRECTORS

50. The office of Director (other than the GOJ Director and the USG Director) shall be vacated if the Director:
 - 50.1 without the consent of the Company in general meeting holds any other office of profit under the Company;
 - 50.2 becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - 50.3 becomes prohibited- from being a Director by reason of any order made under Section 177 of the Act.
 - 50.4 becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs.
 - 50.5 resigns his office by written notice to the Company
 - 50.6 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 188 of the Act; or
 - 50.7 shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

A Director who is in any way whether directly or indirectly interested in a contract or grant or proposed contract or proposed grants with the Company shall declare the nature and extent of his interest at a meeting of the Directors of the Company pursuant to Section 188 of the Act, and shall not participate in the discussions or decisions of the Directors involving that particular issue, to the extent that such participation would present a conflict of interest.

ROTATION OF DIRECTORS

51. The GOJ Director and the USG Director shall retire or resign at the desire of the Government of Jamaica and Government of the United States respectively. In the event that the Government of Jamaica wishes to replace the GOJ Director or in the event that the Government of the United States wishes to replace the USG Director, the Government of Jamaica and the Government of the United States respectively shall notify the Board in writing of the fact and shall provide at the same time the name of the new Director, and the appointment shall be effective immediately upon the said notification unless the notification provides otherwise.
52. The UWI Director and Child Survival Director shall each serve for a term of two (2) years and upon retirement shall be eligible for reappointment but the terms of office of each shall not exceed a maximum of six (6) years. Any UWI Director appointed by the Government of Jamaica on the recommendation of the Vice Chancellor of the University of the West Indies shall not be subject to removal by either the Government of Jamaica or the Government of the United States except upon request by the University of the West Indies to the Governments. Any Child Survival Director appointed by the Government of Jamaica on the recommendation of non-governmental organizations which have as their principal focus of activities the promotion and improvement of child survival and child development shall not be subject to removal by either the Government of Jamaica or the Government of the United States except upon request by the said non-governmental organization to the Governments.
53. At all times there shall be five (5) NGO Directors of the Company who shall be appointed by the Government of Jamaica in consultation with NGO members for a term of two (2) years pursuant to the following process:
- 53.1 At the Annual General Meeting in every year, two NGO Directors for the time being shall retire from office.
- 53.2 The NGO 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 NGO Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 53.3 The retiring NGO Director shall, if offering himself for re-election, be deemed to have been recommended unless a resolution for the recommendation of such Director shall have been put to the meeting and lost.
- 53.4 At every Annual General Meeting, the NGO members shall elect a slate of five individuals who shall be the individuals recommended by them to serve as NGO Directors provided that the Government of Jamaica is satisfied that such individuals are drawn from a broad range of environmental and developmental non-governmental organizations including child survival and child development non-governmental organizations and scientific and academic bodies.
- 53.5 The Government of Jamaica shall ensure that the Board of the Company is suitably constituted by appointing two of the five individuals recommended in

accordance with Article 53.4 to serve as NGO Directors.

- 53.6 The retirement of a retiring NGO Director shall not become effective and he shall continue to serve as a Director until the appointment of his replacement takes effect.
54. NGO Directors shall not be subject to removal by either the Government of Jamaica or the Government of the United States except upon the request by a majority of the NGO members made to the Governments.
55. A retiring NGO Director shall be eligible for recommendation and reappointment but his term of office shall not exceed a maximum of six (6) consecutive years.
56. If at any time there is a vacancy in the number of NGO Directors, the remaining Directors shall call an Extraordinary General Meeting within sixty (60) days. At such meetings the NGO members shall elect a slate of at least two individuals who shall be the individuals recommended by them to serve as an NGO Director. The Government of Jamaica shall ensure that the Board of the Company is suitably constituted by appointing one of those individuals to serve as the NGO Director.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit PROVIDED THAT the Directors shall meet at least once every- four months. 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.
58. Questions arising at any meeting shall, be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote, PROVIDED HOWEVER THAT any proposal to make a grant in excess of ONE HUNDRED THOUSAND UNITED STATES DOLLARS (US\$100, 000. 00) over the life of the project or the Jamaican dollar equivalent thereof shall be presented by the Board to the GOJ Director and the USG Director who each shall, for a period of forty-five (45) days after such presentation, have the power to disapprove such proposal, in which event the proposal shall be rejected, AND FURTHER PROVIDED THAT, except as otherwise provided in the Articles of Association or the Companies Act of Jamaica, any proposal regarding procedures for the operations of the Company may only be adopted by a majority of Directors and such majority shall include the GOJ Director and the USG Director.
59. The quorum necessary for the transaction of the business of the Directors shall, be five (5) Directors, and shall include the GOJ Director and the USG Director.
60. The 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 Directors may act for the purpose of increasing the number and composition of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
61. The Director may elect a Chairman of the their meetings and determine the period for

which he is to hold office, but 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 chair the meeting.

62. The Directors may delegate any of their powers to committees consisting of such persons as they think fit, and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors as soon as is reasonably practicable.
63. A committee may elect a Chairman of its meeting and 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 chair the meeting.
64. 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.
65. All acts done by any meeting of the Directors or of a committee of Directors or by any persons 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.
66. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of 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

67. 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.
68. 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 its being done by or to the same person acting both as a Director and as, or in the place of the Secretary.

THE SEAL

69. 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

70. The Directors shall cause proper books of accounts to be kept with respect to:
- 70.1. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - 70.2 all sums of money invested by the Company and the matters in respect of which the investment takes place including the income therefrom;
 - 70.3 all sales and purchase of goods and services by the Company, and
 - 70.4 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 affairs and to explain its transactions

71. The books of account shall be kept at the registered office of the Company, or subject to sub-section (3) and (4) of Section 142 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.
72. The Directors shall from time to time determine whether and to what extent and at what times and places and under that 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 book or document of the Company except as conferred by statute or authorized by the Directors or by the Company in general meeting.
73. The Directors shall from time to time, in accordance with Section 143 and 145 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.
74. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditors' annual report, the annual programme prepared by the Directors for presentation to the GOJ member and the USG member, and an annual report on the activities funded by the Company shall not less than twenty one days before the date of the meeting be sent to every member.

AUDIT & INSPECTION

- 75A Auditors shall be appointed and their duties regulated in accordance with Sections 153 and 156 of the Act.
- 75B The written policies, operating procedures, minutes of directors' meetings and General Meetings audited and unaudited accounts, records, reports and decision criteria used by the company in the award of grants shall be retained in the files of the Company and shall be available for public inspection during any working day upon the giving of five (5) working days' notice.

NOTICES

76. 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.
77. Notice of every general meeting shall be given in any manner hereinbefore authorized to: -
- 77.1. 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;
- 77.2 every person being a legal personal representative or a trustee in bankruptcy of a member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- 77.3 the auditor for the time being of the Company

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

INDEMNIFICATION

78. The Directors and officers for the time being of the Company acting in relation to any affairs of the Company, and their respective heirs, executors and administrators, shall be indemnified out of the assets of the Company, from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain, by reason of any act or omission in or about the execution of their duty in their respective offices except such (if any as they shall incur or sustain by or through their own willful neglect or default respectively, and no such officer shall be personally answerable for the acts, receipts, neglects or default of any other officer for joining in any receipt for the sake of conformity or for the solvency or honesty of any Bankers, Attorneys-at Law or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody or for other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office, unless the same shall happen through the willful neglect or default of such officer.

RULES OR BY LAWS

79. The Directors may, by majority decision including the affirmative votes of the USG Director and the GOJ Director, from time to time make such rules or by laws as it may deem necessary or convenient for the proper conduct and management of the Company.
80. The Company in general meeting with the affirmative votes of the USG Member and the GOJ member, shall have power to alter or repeal the rules or by laws and to make additions to them, and the Directors shall adopt such means as it deems sufficient to bring

to the notice of members of the Company all such rules or by laws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of the Company, or in the Environmental Framework agreement entered into between the Government of Jamaica and the Government of the United States.

81. The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

DATED THE _____ DAY OF _____ 199__

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1. _____
- 2. _____
- 3. _____
- 4. _____
- 5. _____
- 6. _____
- 7. _____
- 8. _____
- 9. _____

Witness to the above signatures

