

- New Incorporation**
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**
(Changing from one type of a company to another)

READ INSTRUCTIONS BEFORE COMPLETING



THE COMPANIES ACT
ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
(Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY <u>Aquatic Sports Association of Jamaica</u>		The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable) <u>N/A</u>		The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.
1C. COMPANY TELEPHONE NUMBER <u>876-920-6129</u>	1D. COMPANY EMAIL ADDRESS 	

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

Commerce
 Art
 Science
 Religion
 Charity
 Other

If OTHER, specify Aquatic Sports

The powers of the company are limited to those necessary to the carrying out of the main business of the company outlined in item 3 above

3A. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON

See Schedule 2

You may state the activities that the association can engage in or is prohibited from engaging in.

4. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

4a. Standard Articles (Rules) from Table B in their entirety: Articles 1-71 only

4b. Standard Articles (Rules) from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77
SEE SCHEDULE(S) _____

4c. Standard Articles (Rules) selected from Table B (e.g. 1-30 & 32-71)
ARTICLES _____

4d. Standard Articles (Rules) selected from Table B with varied and/or additional articles
ARTICLES _____
SEE SCHEDULE(S) _____

4e. Other
("Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own)
SEE SCHEDULE(S) 1

NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES

The Minister may issue a licence which permits the removal of the word "Limited" from the name of the company. It is advised that an additional schedule be attached to the articles outlining how the association is to be governed and the manner in which the funds will be used for charitable purposes.

Table B of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by guarantee.

In Table B:

- Articles 1-71 detail general meetings, votes of members, directors, borrowing powers of the company, the seal, accounts and notices etc.

TO COMPLETE THIS SECTION

You may choose from Table B

- All the Rules in their entirety, exactly as they are stated; or
- All the Rules in their entirety with an additional article
- Some of the Rules

If you do not choose to select any of the options 4a to 4d then you *must* attach your own articles (rules) for the internal management of the company to this form and select the "Other" option at 4e. You are also required to attach schedules containing the varied or additional articles which you wish to include.

Charities most often choose the option 4b.

F1B FOR OFFICIAL USE ONLY COMPANY #:

5. **GUARANTEE/MEMBERS' LIABILITY (Mandatory)**
 (Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed.)
 such as may be required not exceeding \$20.00
STATE THE AMOUNT IN DOLLARS: \$ _____

6. **MINIMUM NUMBER OF DIRECTORS**
 AND/OR

6A. **MAXIMUM NUMBER OF DIRECTORS**

A private company must have at least one director; he/she cannot also be the company secretary. A public company must have a minimum of three (3) directors; two of them however should not be employed by the company or any of its affiliates.

7. **PARTICULARS OF DIRECTORS**

DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Martin Everard Lyn			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 29 Phoenix Avenue			
	TOWN Kingston 10	POST OFFICE/POSTAL CODE Half Way Tree		
	PARISH/COUNTY/STATE/PROVINCE St. Andrew	COUNTRY Jamaica		
OCCUPATION	Architect	CONTACT	876-926-2868	

DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Lance Rochester			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 1A Millsborough Avenue, Townhouse # 6			
	TOWN Kingston 6	POST OFFICE/POSTAL CODE Liguanea		
	PARISH/COUNTY/STATE/PROVINCE St. Andrew	COUNTRY Jamaica		
OCCUPATION	Economist	CONTACT	876-892-7244	

DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Florence Grizzel-Williams			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 12 Wigton Avenue			
	TOWN Kingston 13	POST OFFICE/POSTAL CODE Kingston 13		
	PARISH/COUNTY/STATE/PROVINCE St. Andrew	COUNTRY Jamaica		
OCCUPATION	Manager	CONTACT	876-819-8026	

DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Richard Hopkins			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 10 Malcolm Place			
	TOWN Kingston 19	POST OFFICE/POSTAL CODE Kingston 19		
	PARISH/COUNTY/STATE/PROVINCE St. Andrew	COUNTRY Jamaica		
OCCUPATION	Accountant	CONTACT	876-807-5427	

DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	N/A		<input checked="" type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	N/A		<input checked="" type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
DIRECTOR 7 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	N/A		<input checked="" type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> _____ Continuation page(s) attached			

8. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)			
FULL NAME	Carol Thompson		
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION	Laboratory Manager	CONTACT	876-379-3052

9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

9

10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME	N/A			
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
BY (NAME OF WITNESS)	N/A			
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different countries, while on visit must be selected.

While on Visit

While on Visit

While on Visit

While on Visit

_____ Continuation page(s) attached

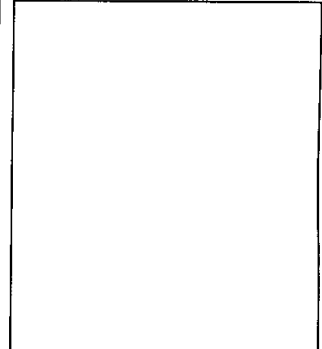
F1B FOR OFFICIAL USE ONLY COMPANY #:

11. PARTICULARS OF COMPANY SUBSCRIBERS

COMPANY PARTICULARS

COMPANY NAME	N/A	
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		
OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
WITNESSED BY (NAME OF WITNESS)	N/A	
WITNESSED AT (LOCATION/ ADDRESS)		
SIGNATURE		
DATE		

SEAL



While on Visit

While on Visit

If an officer and a witness are located in different countries, 'while on visit' must be selected.

Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT	Martin Lynn	CAPACITY	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	25/04/2019

F1B FOR OFFICIAL USE ONLY COMPANY #:

THE COMPANIES ACT
A Company Limited by Guarantee and not having a Share Capital
ARTICLES OF INCORPORATION (PART A)
OF
AQUATIC SPORTS ASSOCIATION OF JAMAICA

Definitions

1. In these Articles, unless there is something in the context inconsistent therewith:-
"The Association" shall mean AQUATIC SPORTS ASSOCIATION OF JAMAICA
"The Council" shall mean the Council of the Association for the time being constituted pursuant to Article 19 hereunder.
"Member" shall mean a member of the Association for the time being.
"Member Club" shall mean a Club which is a member of the Association for the time being.
"In Writing" or "Written" shall include any form of writing, printing, lithography or by electronic means such as email, or other mode of representing words in a visible form.
"Month" shall mean a calendar month.
"The Articles" or "These Present" shall mean the Articles of the Incorporation for the time being in force.
"Swimming" shall include diving, water polo, and synchronized swimming.
"The Act" shall mean the Companies Act of the Laws of Jamaica.
Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine gender.

Interpretation

2. These Articles shall be construed with reference to the provisions of the Act, and terms used in these Articles shall (whenever the context so admits) be taken as having the same respective meanings as they have when used in the Act.

3. The Association is established for the purposes expressed in its Articles of Incorporation (Part B)

Who may be members

4. Members may be persons of either sex, or any Corporate or Unincorporated body.

The original members

5.1 The following persons are the original members of the Association, namely:-
(a) The Subscribers to the Articles of Incorporation.
(b) Such members of the existing unincorporated Association known as the Aquatic Sports Association of Jamaica who were entered as such in the Register of Members of the said Association as of the date of the registration of the Association.

Number of Members

5.2 The number of members with which the Association proposes to be registered is nine, but the Council may from time to time, register an increase of Members.

Other members to be determined by council

6. Members other than such original Members shall be elected Members by the Council upon such evidence as the Council may deem satisfactory touching their suitability in all respects to be Members of the Association. The discretion of the Council in this matter shall be absolute and they may

Application to be in writing	postpone the matter for further consideration giving any reason for such postponement or refusal.
Mode of Application and Requirements	<p>7. Every application for election to Membership shall be made in writing signed by the Applicant and shall contain such particulars as the Association shall from time to time direct.</p> <p>8. Clubs applying for Full or Associate Membership shall apply in writing to the Council and supply the following:-</p> <p>(1) A copy of the Club Constitution;</p> <p>(2) A list of the Club Officers;</p> <p>(3) A list of the Active Swimmers that will be entering competitions promoted by the Association; and shall include in that list, the full name, sex, and date of birth (which must be supported by such documentary evidence as may be required by Council) of each swimmer;</p> <p>(4) The name of the Club's swimming coach.</p>
Authority of Secretary to accept applications on behalf of Council Resignation of Membership	<p>9. The Honorary Secretary is authorized to receive such applications on behalf of the Council.</p> <p>10. Any Member may resign his or its membership on giving one month's notice in writing of his or its intention to resign, addressed to the Honorary Secretary at the Registered Office of the Association, and at the date of expiration of such notice, he or it shall cease to be a Member, but shall continue to be liable to pay any subscription due up to that date, and his or its liability, under Clause 6 of the Articles of Incorporation Part B, to contribute to the Funds of the Association in the event of its being wound up shall continue for one year after such date.</p>
Cancellation of Membership by Council. Grounds for Cancellation. Effect thereof	<p>11. The Council may, by Resolution passed by a majority of at least two-thirds of those of its members who are present at the meeting of the Council at which the Resolution is passed, cancel the membership of any member on the ground that they consider the Member unfit or unsuitable for any reason to continue as Member, and such Member shall, upon the passing of such resolution immediately cease to be a Member, provided that in the event of a cancellation of such membership the same provision in respect of such Member's liability as expressed in Clause 10 above shall apply.</p>
Notice of Intention to cancel membership	<p>Provided always, that at least seven days' previous notice in writing shall be sent or given to the Member in question notifying the intention to consider the question of cancelling his or its membership, and such member shall in any case, except where cancellation is proposed on the ground of non-payment of any subscription, have a reasonable opportunity of appearing in person before the Council and making such statement as he or it may desire. In any event the opportunity shall not expire before a period of 30 days from the time that the notice is sent.</p>
Classification of Members	<p>The level of membership of each member club and the classification thereof will be reviewed annually by the Council between the beginning of the Financial Year and the Annual General Meeting.</p> <p>12. Members shall be classified as FULL MEMBERS, ASSOCIATE MEMBERS, HONORARY LIFE MEMBERS AND INDIVIDUAL MEMBERS</p> <p>(A) FULL MEMBERSHIP shall be open to Clubs actively engaged in competitive swimming promoted by the Association, the membership of which Clubs must include a minimum number of active swimmers such number to be decided by the Council. "Clubs" for the purposes of Full Membership shall include schools as represented through their respective Headmasters or Headmistresses" Associations.</p>

(B) ASSOCIATE MEMBERSHIP shall be open to Clubs, Schools, as represented through their respective Headmasters or Headmistresses' Associations, and other Associations and Organizations engaged in swimming pursuits that may not be actively engaged in competitive swimming promoted by the Association, whose membership need not include at least five (5) active swimmers.

(C) HONORARY LIFE MEMBERSHIP. On the Council's recommendation to a General Meeting, that meeting may award Honorary Life Membership to persons who in their opinion, have rendered outstanding service to swimming. Honorary Life Members shall have the privilege of attending at General Meetings of the Association but are not entitled to vote. If, however, such persons attend as bona-fide representatives of Affiliated Clubs paid up in full, they shall be entitled to vote.

(D) INDIVIDUAL MEMBERSHIP. The Council may admit to Individual Membership such persons (or firms) who may wish to contribute financially to the Association and who have an interest in the promotion of swimming but do not wish to participate in the activities of the association. Individual Members shall be admitted to membership by a two-thirds majority vote of the members of the Council provided that not less than twelve Council Members are present.

Individual Members shall pay an annual subscription of not less than FOUR DOLLARS(\$4.00). Individual Members may attend and participate in General Meetings of the Association but shall not be allowed to propose motions or to vote.

OFFICERS OF THE ASSOCIATION

Officers of the Association

13. Officers: There shall be the following Officers of the Association: A President, three (3) Vice-Presidents, an honorary Secretary, an Honorary Treasurer and an Honorary Assistant Secretary/Treasurer, who shall be elected by ballot at every other Annual General Meeting of the Association.

14. The President: The President shall have the right to Preside at Council and General Meetings. He shall have all the necessary authority upon every question of order, but shall be governed by Parliamentary practice and shall have the right to vote on any motion. In case of an equality of votes he shall have the right to a casting vote.

15. The Vice-Presidents: In the absence of the President, the first, Second or Third Vice-President respectively shall preside at council and General Meetings. If none of those persons are present at the time of the meeting, the members present shall choose one of their number to be Chairman of the meeting. Such Chairman shall have all the authority vested in the President by Article 14 for the duration of the meeting.

16. The Secretary: The Secretary shall keep minutes of all the Council and General meetings and deal with the correspondence.

17. The Treasurer: The Treasurer shall be responsible for dealing with the income and expenditure of the Association. He shall keep the books in a manner agreed with the auditors and approved by the Council, a record of all monies received and spent, give receipts, and be responsible for seeing that no payments are made without the authority of the Council. The books of account shall be open to inspection by the Council or its appointed representatives.

18. Assistant Secretary/Treasurer: The Assistant Secretary/Treasurer may be delegated to carry out the duties assigned to the position of Secretary or Treasurer or both with the approval of the Council in the event of either the

Secretary or Treasurer or both being unable to carry out their duties temporarily or in the case of the position of Secretary or Treasurer becoming vacant, until the next election of a Secretary or Treasurer.

THE COUNCIL

Composition of The Council

19. The Council shall consist of the Officers of the Association along with the Immediate Past President of the Association and one representative from each Member Club of the Association. The Association through the Honorary Secretary should be informed in writing of the respective Member Clubs' representatives within fourteen (14) days of each Annual General Meeting. No representative of a Member Club shall be an officer of the Association.

20. In the event that a representative of a Member Club is elected or otherwise comes to hold office in the Association, then on the occasion of the representative being elected or coming to hold office he shall give up his position as representative of the Member Club which he represents on the Council and the Member Club shall within twenty-eight (28) days of the giving up of office by the representative, name another representative in his place. Each Member Club shall submit in writing, to the Secretary, two persons to be their representatives at Council meetings, one of whom shall be the primary representative. Should the primary be unable to attend a meeting then the substitute representative may attend in his/her absence. Only one Club representative shall be allowed to participate in any meeting of the Council at any time.

The Member Club may withdraw any of the named representatives and substitute therefore another person named by the Member Club in place of any of the named representatives who have been withdrawn.

Tenure of Council

21. The Members of the Council shall, subject to the provisions of these Articles, hold office from one Annual General Meeting to the Second Annual General Meeting thereafter.

Mandate/Duties of Council

22. The duties of the Council shall be to conduct the affairs of the association not otherwise expressly provided for.

The Council shall deal with all matters pertaining to the control and promotion of swimming and shall endeavor to carry out the objects of the Association and shall be the final authority as to the interpretation of any Rule of the Federation Internationale de Natacion Amateur (hereinafter called "FINA").

Absence from Council Meetings

23. Any Officer or Member of the Council who shall be absent from four consecutive regular meetings, Council or General, shall be deemed to have vacated his office, unless leave of absence has been asked for and granted by the Council.

Council may co-opt persons

24. The Council may co-opt persons in place of officers who for any reason vacate office. Such co-options shall be valid until the next Annual General Meeting. There shall be not more than three (3) co-opted persons at any time and no meetings shall be valid if the co-opted members form a majority of such meetings.

Quorum of Council Council Meetings

25. The quorum of Council Meetings shall be five (5)

26. The Council shall meet at least once per month.

Notice of Council Meetings

27. Five (5) clear days written notice shall be given by the Honorary Secretary to convene all ordinary Council Meetings. All notices shall contain an agenda.

Special Council Meetings

28. Special meetings of the council shall be called by the Honorary Secretary upon request of:

(a) The President, or

(b) Four (4) Members of the Council

Emergency Council Meetings	Such Meetings of the Council shall be called within six (6) clear days on the receipt by the Secretary of such request. The notice convening the meeting shall be in writing and shall specify the purpose of the meeting.
Decisions of Council Binding	29. Emergency meetings may be called under <u>exceptional circumstances</u> . Only such notice as is possible need be given in any such event.
Extraordinary Resolution for Removal of Members	30. All decisions made and duly approved by the Council shall be binding on Members, Member Clubs and their members, provided such clubs have been notified in writing of any such decision.
Circumstances in which Office of Member becomes vacant	<p>31. The Association may by Extraordinary Resolution at any General Meeting in compliance with the Act remove any member of the council before the expiration of his period of office, and may by an ordinary resolution appoint another qualified member in his stead, but any person so appointed shall retain his office as the Member in whose place he is appointed would have held same if he had not been removed.</p> <p>A resolution shall be an extraordinary resolution when it has been proposed by a majority of not less than three-fourths of such members as being entitled so to do, voted at a general meeting of which notice specifying the intention to propose the resolution as an Extraordinary Resolution has been duly given.</p> <p>32. The Office of a Member of the Council shall become vacant:-</p> <ul style="list-style-type: none"> (a) If he shall die or migrate from Jamaica (b) If he shall become of unsound mind (c) If he shall become bankrupt (d) If by notice in writing he shall resign his office as a Member of the Council (e) If he ceases to be a member of the Club appointing him as a representative (f) If he for four consecutive calendar months, is absent from all meetings of the Council unless by leave of the Council as aforesaid (g) If he is removed by Extraordinary Resolution by the Association
Control and Management Vested in Council	<p><u>MANAGEMENT</u></p> <p>33. The control of the Association and the management of its property, funds and affairs generally, shall be vested in the Council, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and as are not required by the Act or any statutory modification or re-enactment thereof for the time being in force by the Articles of the Incorporation for the time being to be exercised or done by the Association in General Meeting, but subject, nevertheless, to any statutory provisions, to any provision of these Articles; and to such By-Laws (not being inconsistent with the last mentioned statutory provisions or articles) as may be made or prescribed from time to time by the Association in General Meeting, provided always that no such By-Laws so made or prescribed shall invalidate any prior act of the Council which would have been valid if such By-Laws had not been made or prescribed. In particular, and without restricting in any way the generality of the powers hereinbefore conferred, the Council may from time to time at their discretion, raise or borrow money for any of the purposes of the Association in such manner, upon such security (if any) and upon such terms and conditions in all respects as they may think fit.</p>
Subscription by Members	<p><u>SUBSCRIPTIONS AND DONATIONS</u></p> <p>34. Members shall pay such subscriptions in such manner and amounts as may from time to time be prescribed by the Council.</p>
Subscription Payable in Advance	35. All subscriptions shall, until and unless otherwise determined by the Council, be deemed to run from the first day of the month in which the member is elected a Member, and shall be payable in advance.
Power to Remit	36. The Council shall have power to remit the whole or any part of the

subscription of any particular member, or to give time for payment thereof, on any ground which they may consider expedient or justifiable and they shall also have power to suspend temporarily the payment of subscriptions by any Member on the grounds of absence abroad or any other circumstance which they may think sufficient to justify a suspension.

Effects of Arrears in Subscription

37. Subject to Articles 34, any member whose subscription is in arrears three months or upwards, shall cease to be a member, and Member Clubs in arrears as aforesaid shall have no representation at any meeting, and will not be eligible to compete in any contest held under the auspices of the Association; and after registered notification to their President or Secretary shall be regarded in all respects as unaffiliated.

Treatment of Monies by Association

38. All subscriptions of Member and all other income of the Association, and all gifts, donations and bequests to the Association not made for any particular specified purpose, shall form part of the common funds of the Association, and may be applied in such manner and for such purposes as the association or the Council exercising the powers of the Association which are vested in it shall from time to time determine.

The Annual General Meeting

GENERAL MEETINGS
39. The Annual General Meeting shall be held once at least in every year in the month of November or not later than December 6th and at such place as may be prescribed by the council, and notice of such meeting shall be given in writing not less than twenty one (21) clear days before the same, and such notice shall specify the day, place and hour of the meeting and shall include the agenda for the meeting.

40 (a) Any Annual General Meeting as aforesaid shall be open to members and their membership but voting shall be restricted to the persons entitled to vote as hereinafter provided.

(b): For any Voting Annual General Meeting, the nomination of Officers for each post must be submitted in writing to the Secretary at least nineteen (19) days prior to the date of the Annual General Meeting.

Should there be no nominations for a post, the incumbent remains.

Ordinary General Meeting

41. Any Ordinary General Meeting may be held between Annual General Meetings. These meetings shall be open membership but voting on any issue will be restricted to persons entitled to vote as hereinafter provided. Not less than fourteen (14) clear days' notice in writing shall be given of an Ordinary General Meeting. Such notice shall be accompanied by an agenda.

42. Special General Meetings shall be called by the Secretary upon the instructions of the Council or upon the written requisition of two member clubs; such meeting to be called within 28 days of the receipt by the secretary of such notice. Voting at Special General Meetings will be confined to persons entitled to vote as hereinafter provided. Not less than fourteen (14) clear days' notice in writing shall be given of a Special General Meeting. Such notice shall be accompanied by an Agenda.

The business of an Annual General Meeting (See Article 13)

PROCEEDINGS AT GENERAL MEETINGS

43. The business of an Annual General Meeting shall be:-

- a) Where applicable, the nomination and election of Officers of the Association and the appointment of Members of the Council to serve for the ensuing two years;
- b) The receipt of reports upon the years under review;
- c) The presentation of an Audited statement of Accounts and a Report from the Treasurer;
- d) The transaction of any other business properly brought before the meeting.

If any member shall desire to bring forward any Motion or Resolution at such meetings, he shall give notice in writing of the same with a copy of such proposed Motion or Resolution to the Honorary Secretary of the Association to be received by him not less than seven (7) days before a Council Meeting. The Council shall cause the amendment to be circulated to all members not less than twenty one (21) clear days before the date of the meeting.

Quorum Necessity therefor

44. 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. Ten (10) persons qualified to vote or 2/3 of the number of qualified voters, whichever is less, personally present shall be a Quorum.

Where no Quorum present under 42

45. If within forty-five minutes of the time appointed for the meeting, a quorum shall not be present, the meeting shall stand adjourned to the same day in next week, at the same time and place, and if at the adjourned meeting a quorum shall not be present within half-hour from the time appointed for the meeting, the Members present shall be a quorum.

Chairman Adjournment

46. The chairman of the Meeting shall be as is provided in Articles 14 and 15.

47. The Chairman with the consent of the meeting at which a quorum is present (and shall if so directed at 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 ten 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 notice of an adjournment or of the business to be transacted at any adjourned meeting.

Voting Procedure

48. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands of the members present and entitled to vote, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least five members, and unless a poll is so demanded a declaration by the Chairman that a Resolution has on the show of hands been carried or carried unanimously or by a particular majority, or an entry to that effect in the Book of Proceedings 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.

Demand for Poll

49. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the results of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

50. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll was demanded. The demand for a poll may be withdrawn.

Voting Rights of Members

51. Subject to the provisions of Articles 37 and 42 the voting rights of Members of the Association shall be as follows:-

a) Full Member which is a Club – Three (3) representatives present each with one (1) vote.

b) Associate Members – On (1) representative present with one (1) vote.

COMMITTEES

Standing Committees Appointed by Council

52. The Council may from time to time appoint Standing Committees for the purpose of executing the day to day affairs of the Association. Further, the Council may from time to time appoint ad hoc committees to deal with specific matters to hand.

Committee Composition

53. The council shall appoint for each of these Committees a Chairman. A Member of Council shall sit on each committee and report to the Council.

Functions of Committees

54. Under the policy direction of Council, these Committees shall:-
- a) advise the Council on any matter that has been referred to them by the Council for their consideration;
 - b) make recommendations to the Council on any matter which concerns the carrying out of their particular duties;
 - c) carry out programmes or projects which have received the assent of Council;
 - d) take any reasonable action necessary to carry out their responsibilities provided that such actions do not deviate from the rules adopted by the Council and the rules of FINA;
 - e) report regularly to Council of the progress or otherwise in relation to their duties.

Quorum of Committees

55. The quorum for each committee shall be three(3).

56. Committees may, with the consent of the Council, co-opt from time to time persons to assist them in particular projects. Such co-opted members are never to form a majority of members present at any meeting.

57. No Committee shall accept, receive, or administer funds given as a gift or trust without approval of Council.

58. The Committee shall offer assistance and advice to Clubs, Schools and other groups who might need or request assistance.

DISCIPLINARY BOARD

Disciplinary Board to be Appointed by Council

59. At their meeting the Council shall appoint a Chairman, a Secretary and one other person to serve as a Disciplinary Board. The Chairman of the Disciplinary Board shall not be a member of the Council. Failure to appoint a Board at the first meeting is not to prevent the appointment of a Board at a subsequent meeting of Council.

**Quorum of Board
Function of Board**

60. Three (3) shall form a quorum.

61. It shall be the responsibility of the disciplinary Board to judge any breach of discipline or conduct involving an individual member or member of a Club in order to reach a decision with due regard to any evidence produced, using all the means at its command to acquaint itself with the true facts.

It shall recommend to Council to sanction such Member with a warning, a reprimand, a suspension, a ban, or the return of an award; and/or it shall recommend that the matter be handed over to the relevant law enforcement authorities.

Such decision of the Board shall be sent in writing to the individual and/or club at the earliest possible opportunity with a copy to the Council. It shall be binding on all officials at any Meet to report to the Referee of the Meet, infringements of discipline, who in turn may report to the Disciplinary Board any behavior which he considers shall require disciplinary measures.

Right of Appeal

62. Any member or Club dissatisfied with a recommendation by the Disciplinary Board shall have the right to appeal to the Council.

63. Notice of Appeal against any such recommendation must be made in writing to the Honorary Secretary of the Association within seven (7) days of the receipt by the member or Club of such recommendation.

64. Every appeal must set out the grounds on which it is based.

65. The Council shall have the power to uphold, vary or reverse the decision. All decisions of the Council shall be final.

66. For each appeal there shall be a fee of Ten Jamaican Dollars.

FINANCE

Funds to be banked in Commercial Bank. Authority to sign cheques.

67. The funds of the Association shall be banked in a Current Account of one of Kingston's Commercial Banks. The President and Treasurer shall sign all cheques. In the absence of the President, one of the Vice Presidents shall sign in his place. In the absence of the Treasurer, the Assistant Treasurer shall sign in his place.

Property and funds of Association vests in Council

68. All Properties and funds of the Association shall be vested in the Council. No important part of the property of the Association shall be sold, conveyed or otherwise disposed of without the authority of a General Meeting. The officers of the Association are authorized to negotiate Bank Overdrafts, Loans, and similar transactions if instructed by the Council.

69. The Council of the Association may make separate provision for the accumulation of a Capital Fund, the income of which shall be used at the discretion of the Council for the promotion of swimming.

70. The financial year of the Association shall end July 31st.

SEAL

Use of Seal

71. The Seal of the Association shall not be affixed to any instrument except by the authority of a Resolution of the Council and in the presence of at least two members of the Council and of the Secretary, or such other person as the council shall from time to time appoint for the purpose and such two Members of the Council and the Secretary, or such other person as aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.

MINUTES

Keeping of Minutes

72. The Council shall cause proper Minutes to be made in books provided for the purpose:-

- a) Of all appointments of Members of the Council and Officers of the Association.
- b) Of the names of the Members of the council present at each meeting of the Council or of any Committee thereof.
- c) Of all Resolutions and Proceedings at all Meetings of the Association and of the Council and of any Committees of the Council.

BY-LAWS

Power of Council to make By-Laws

73. The Council shall have power from time to time to make such By-Laws and Regulations for any of the purposes provided in these presents and for carrying out its duties, or otherwise in furtherance of or in reference to the purposes and work of the Association as they may consider necessary or expedient, provided that any such By-Laws or Regulations shall not be repugnant to the Articles of Incorporation or the rules of FINA, either in substance or in spirit, and shall not provide for any matter which ought by statute or by these presents to be provided for by a special or other Resolution of the Association in General Meeting and the Council may from time to time (subject as aforesaid) revoke, alter or add to any such By-Laws or Regulations.

ACCOUNTS AND AUDITS

Keeping of accounts

74. The Council shall cause true accounts to be kept of all monies received or expended by the Association and the matters in respect of which the same shall have been received or expended and of the assets and liabilities of the Association.

Books of Account to be kept at the Registered Office

75. The books of account shall be kept at the Registered Office of the Association or at such other place as the Council may from time to time direct, and subject to any reasonable restrictions as to the time and manner of inspecting the same that maybe imposed by the association in General

Accounts to be presented once per year	<p>Meeting; such books of account shall be open to inspection of the Members at all times during the usual business hours.</p> <p>76. Once at least in every year there shall be laid before the Association in General Meeting an income and expenditure account for the period since the last preceding account, made up to date not more than six (6) months before such Meeting, together with a Balance Sheet showing the assets and liabilities of the Association at such date, a report of the Council on the affairs of the Association, and the Auditor's Report. The Account and Balance Sheet shall be duly audited by a registered or certified Accountant.</p>
Accounts to be Circulated 7 Days before General Meeting	<p>77. A copy of every Balance Sheet and Income and Expenditure Account, and of every Report, which is to be laid before the Association in General Meeting, shall, not less than seven days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Association.</p>
Appointment of Auditors	<p>78. Auditors, who shall be registered or certified Accountants, shall be appointed and their functions and duties regulated in accordance with the provisions of the Act from time to time in force.</p>
Notices to members	<p><u>NOTICES</u></p> <p>79. A Notice may be given by the Association to any Member either personally, by post, or by electronic means.</p>
Notice to Members with no Registered Address in Jamaica	<p>80: As regards those members who have no registered address in Jamaica and/or no electronic address, a Notice posted up in the Registered Office of the Association and on the Association's website shall be deemed to be served on them at the expiration of seventy-two (72) hours after it is posted up.</p> <p>81. 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 (unless the contrary is proved) to have been effected on the fifth day following that on which the letter is put into the post.</p>
Members of Council and Officers, servants of Association to be Indemnified Association	<p><u>INDEMNITY</u></p> <p>82. Every member of the Council, Honorary Secretary and every other Officer or Servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses which any such Officer or Servant may incur or be liable to by reason of any contract entered into or act or thing done by him in good faith as such Officer or Servant or in any way in the discharge of his duties (including travelling expenses) and the Council may give to any officer or employee of the Association who has incurred, or may be about to incur any liability at the request or for the benefit of the Association, such security by way of indemnity as may deem expedient.</p>
Power of Association to Alter or Amend	<p><u>ALTERATIONS OF ARTICLES</u></p> <p>83. Subject to the provisions of the Act, the Association may alter, add to, or abandon, any of these articles by the passing of a Special Resolution passed at a General Meeting of the Association. Any member desiring to propose such alterations or additions to the Rules, must give notice in writing stating the effect thereof, to the Honorary Secretary and a copy of such proposal shall be sent to every individual Full Member, Club, Officer and Council Member with the notice convening the Meeting.</p> <p>A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of such members as, being entitled so to do, vote at a General Meeting at which not less than twenty-one (21) days' notice specifying the intention to propose the resolution as a Special Resolution, has been given.</p>

Provided that, if ninety-five per centum of the Members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a Special Resolution at a meeting of which not less than twenty-one (21) days' notice has been given.



THE COMPANIES ACT
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF INCORPORATION (PART B)
OF AMATEUR SWIMMING ASSOCIATION OF JAMAICA

- I. The name of the Company is "Amateur Swimming Association of Jamaica".
- II. The Registered Office of the Company will be situated in Jamaica.
- III. (1) The objects for which the Company (hereinafter called "the Association") is established are:
- (A) To take on the whole or any part of the real and personal property belonging to, and to undertake all or any of the liabilities of the unincorporated association known as the Amateur Swimming Association of Jamaica, whose principal office is now situated in Kingston, Jamaica, and whose postal address is P.O. Box 15, Kingston 10, Jamaica, W.I.
 - (B) To promote the art of swimming including diving, water polo, and synchronized swimming and to encourage the teaching and popularity thereof.
 - (C) To stimulate public interest in favour of providing proper accommodation and facilities for acquiring and practicing the art of swimming.
 - (D) To promote, control and regulate competitions and championships, local and international for all amateur swimming and to establish uniform rules for the same.
 - (E) To encourage the art of life saving.
 - (F) To be or to take steps to be affiliated to, or associated with, organizations or bodies having similar objectives as those of the Association, including in particular -
 - (i) The Federation Internationale de Natacion Amateur (F.I.N.A.)
 - (ii) The Jamaica Olympic Association, and
 - (iii) Central American and Caribbean Swimming Federation.
- III. (2) The Association shall have the following powers:-
- (A) To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association;
 - (B) To construct, maintain, and alter any houses, buildings; or works necessary or convenient for the purposes of the Association;
 - (C) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association.
 - (D) To take steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
 - (E) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of the objects;
 - (F) To sell, manage, lease, mortgage, dispose of, or otherwise to deal with all or any part of the property of the Association;
 - (G) To borrow or raise money for any of the purposes of the Association on such terms as may seem expedient and to secure payment thereof, or the satisfaction of any obligations or liabilities of the Association in such manner as the Association shall think fit, and in particular by mortgage, charge, lien, upon any part of the Association's property, whether present or future

or by the issue of debenture stock, perpetual or redeemable, charged upon all or any part of such property or not so charged upon such terms and conditions in all respects as may seem expedient, and also be similar mortgage, charge or lien, to secure and guarantee the performance by the Association of any obligation or liability it may undertake;

(H) To draw, make or accept, endorse, discount, execute and issue all instruments both negotiable or non-negotiable and transferable and non-transferable, including Promissory Notes, Bills of Exchange, Bills of Lading, Warrants and Debentures and Bonds.

(I) To invest the monies of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may be for the time being imposed or required by law and subject also as hereinafter provided;

(J) To establish and support or otherwise to aid in the establishment and support of, any other Associations, Organizations, or Bodies formed for all or any of the objects of the Company;

(K) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them:

Provided that:-

(i) the Association shall not support with its fund any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union; and

(ii) the Association shall function as a non-political organization and as such shall not give financial or political support to a political party whether directly or indirectly.

84. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in these Articles of Incorporation, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.

PROVIDED that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable or proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

85. No addition, alternation, or amendment shall be made to or in the regulations contained in the Articles of Incorporation for the time being in force, unless the same shall have been previously submitted to and approved by the Minister.

86. The fourth and fifth paragraphs of these Articles contain conditions on which a licence is granted by the Minister to the Association in pursuance of Section 20 of the Act.

87. The liability of the members is limited.

88. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before he ceases to be a member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Twenty Dollars (\$20.00).

89. 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 Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

90. 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 regulations of the Association for the time being shall be open to the inspection of the members.

Once at least in 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 or auditors.

RECEIVED
JUN 04 2019
COMPANIES OFFICE OF JAMAICA

RECEIVED
MAY 22 2019
COMPANIES OFFICE OF JAMAICA

RECEIVED
JUL 02 2019
COMPANIES OFFICE OF JAMAICA

RECEIVED
APR 25 2019
COMPANIES OFFICE OF JAMAICA