

MEMORANDUM OF ASSOCIATION OF THE ALL ISLAND BANANA GROWERS ASSOCIATION LIMITED

1. The Name of the Company is the All Island Banana Growers Association Limited, hereinafter referred to as 'the Association'
2. The Registered Office of the Association will be situated in Kingston
3. The objects for which the Association is established are:
 - a. To register and organize members into strong groups at various levels;
 - b. The promotion and growth of bananas and plantains and their by-products;
 - c. The promotion of the interests and development of banana and plantain growers;
 - d. Inform and educate members as to acceptable standards of export quality and quantity.
4. The Association shall have the following powers to further the objects of the Association
 - a. To promote, foster, encourage and institute measures for the well-being of the banana and plantain growers of Jamaica and to protect their interests and to obtain any law for enabling the Association to carry out any of its objects into effect or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests or the interests of any banana or plantain growers of Jamaica and to exercise all the rights, powers and duties which may be conferred or imposed on the Association under any law, including any law to provide for the development, purchase, processing, manufacture, transportation and/or marketing of bananas, plantains and their by-products.
 - b. To take steps to improve the cultivation, production, species, grade and yield of bananas and plantains grown in Jamaica and to investigate and treat the diseases of bananas and plantains.
 - c. To act as agents for banana and plantain growers or any of them in connection with the growth, purchase, collection, treatment, marketing and shipping of bananas and plantains and their by-products, generally or on a co-operative basis.
 - d. To grow, collect, treat, market, manufacture or deal in any way in bananas and or plantains and their by-products and to carry on business as dealers in produce, commission agents, fruit merchandising, lighterman, ice merchants and refrigerating shop keepers and to erect, build and operate packing houses and processing plants and any other buildings, plants and equipment that may be necessary or convenient for the operation of the Association's business.

- e. To enter into partnership or any arrangement for sharing profits or interest or to make any contract with any person, corporation or company engaged or interested or about to become engaged or interested in the carrying on or conduct of or from which this Association would or might deliver any benefits whether direct or indirect, or with any company formed by the Association.
- f. To purchase, charter, hire or build or otherwise acquire aircraft, ships and vessels and to employ for the conveyance of bananas, plantains and other produce from and to Jamaica and other banana producing countries to and from such port in the world as may seem expedient and to acquire any postal subsidies provided that, the Association shall not at any time exercise any of the powers conferred by this sub-paragraph or acquire or hold any aircraft, ships or vessels of any kind or any shares in any company holding any such property without the approval of its members through a special resolution of the Association.
- g. To buy, sell and deal in merchandise of every description including fertilizers and agricultural implements.
- h. To lend money to its members with or without security on any terms that may be determined.
- i. To draw, make, endorse, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- j. To acquire, purchase, take and hold shares, debentures and other interests in any other company or society carrying on business capable of being conducted so as to directly or indirectly benefit the Association and in particular to hold shares and debentures and other interest in any company or society organised for the marketing of bananas and plantains or for the carriage of bananas and plantains by land, sea or air, or organised for the purpose of establishing, printing and publishing magazines or newspapers.
- k. To lend money and to guarantee the contracts of and in any way to assist any person or company whether formed by the Association or not and to take, subscribe for or otherwise acquire shares and securities of any such company and to sell, hold or re-issue with or without guarantee or otherwise deal with the same.
- l. To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of the Association and for any other purpose which may seem directly or indirectly calculated to benefit the Association.
- m. To purchase, take on lease or in exchange or otherwise, acquire for the purpose of the Association any estates, land, buildings, easement or any other interest in Real Estate and any personal property and to sell, let or lease or otherwise dispose of or grant rights over any real or personal property belonging to the

Association and to conduct, maintain and alter any buildings or works necessary or convenient for the purposes of the Association and in particular to erect, acquire, lease and dispose of wharves, packing houses or other buildings, plant and machinery for use in connection with bananas and plantains or any by-products thereof.

- n. To sell or dispose of, lease or let the undertaking of the Association or any part thereof in such manner and for such consideration as the Association may think fit and in particular for shares (fully or partly paid), debentures, stocks or securities of any other company, whether promoted by the Association for the purpose or not and to sell, improve, manage, develop, exchange, lease, dispose of mortgage, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- o. To adopt such means of making known the business of the Association and the products in which it deals as may seem expedient and in particular by advertising in the press or by circulars, by publication of books and periodicals and by granting rewards and donations.
- p. To grant pensions and allowances, gratuities and bonuses to employees of the Association or their dependents and to support, establish or subscribe to any charitable or other institutions, clubs, societies or funds or to any national or patriotic fund.
- q. To enter into any arrangements with any authorities; municipal, local or otherwise that may seem conducive to the Association's object or any of them and to obtain from any such authority any rights, privileges or concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- r. To do all other matters hereby authorized, in any part of the world either alone or in conjunction with or as factors or by or through any factors, trustees or agents.
- s. Generally, to do all such things as may appear to this Association to be incidental or conducive to the attainment of its objects.

THE ASSOCIATION SHALL HAVE THE ADDITIONAL POWERS

1. To form any company or companies for the purpose of raising income for the projects and objects of the Association.
2. To fund programmes and activities which facilitate the development and enhancement of its members.
3. To assist in strengthening institutions which promote banana/plantain cultivation.
4. To undertake and/or to fund research with a view to ascertaining, developing and promoting international best practices in banana and plantain cultivation, production, treatment and shipping of bananas and plantains and their by-products.
5. To raise and borrow money not limited to the purchase of shares, stocks or the like and to invest the monies so raised and borrowed as the Association may deem fit.
6. To invest the monies of the Association not immediately required and vary the investment of the Association as see fit.
7. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stocks, obligations or other securities.
8. In the matters and the purposes aforesaid, to act solely or jointly with any person, company, corporation or body as the circumstances may require.
9. To take any gift of property, whether subject to any special trust or not, for any one or more of the object of the Association.
10. To undertake and execute any trusts or other duties which are conducive to any of the objects of the Association.
11. To take such 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.
12. To amalgamate with any company, institution, society or association, whether local or international, having objects altogether or in part similar to those of this Association.
13. To employ and remunerate in such manner as may be deemed fit, officers and personnel whom the Association may consider necessary for the purpose of carrying out its objectives.

TABLE OF ARTICLES.

1. Definitions

MEMBERSHIP

2. Qualifications
3. Registration of Membership
4. Rectification of Register

DISTRICT BRANCHES.

5. Organization
6. Transfer of Members
7. Managing Committees
8. Chairman
9. Secretary
10. Representatives to the Area Council
11. Removal of Representatives
12. Continuance in Office

MEETINGS OF DISTRICT BRANCHES.

13. Annual Meeting
14. Special Meetings
15. Corporate Representation

AREA COUNCILS

16. Organization
17. Managing Committee
18. Chairman and Vice-Chairman
19. Secretary
20. Committee Meetings

AREA COUNCIL DELEGATES

21. Functions
22. Election
23. Removal and Disqualification of Delegates
24. Vacancies
25. Continuance in Office

MEETINGS OF AREA COUNCILS

26. Annual Meeting
27. Special Meetings

GENERAL MEETINGS OF ASSOCIATION

28. Annual General Meeting
29. Special Meetings
30. Presiding Officer
31. Notice
32. Quorums
33. Valid Business

- 34. Adjournment of Meeting
- 35. Who may Vote
- 36. Voting Rights
- 37. Voting
- 38. Voting by Poll
- 39. Round Robin Resolutions
- 40. Voting by Proxy
- 41. Voting of member of unsound mind

BOARD OF DIRECTORS

- 42. Constitution.
- 43. Remuneration

POWERS OF DIRECTORS

- 44. Borrowing Powers
- 45. General Powers

DISQUALIFICATION OF DIRECTORS

- 46. Disqualification.

ROTATION OF DIRECTORS

- 47. Area Council Directors
- 48. Directors to be Retired
- 49. Re-election of Retiring Director
- 50. General Directors
- 51. Continuance in Office
- 52. Vacancies
- 53. Removal of Directors

EXECUTIVE COMMITTEE

- 54. Constitution
- 55. Powers
- 56. Vacancies

PROCEEDINGS OF THE BOARD AND EXECUTIVE COMMITTEE

- 57. Meetings
- 58. Summoning Board Meetings
- 59. Summoning Executive Committee Meeting
- 60. Quorum
- 61. Continuing Directors
- 62. Chairman of the Executive Committee
- 63. Minutes
- 64. Delegation
- 65. Voting
- 66. Validity of Acts

SECRETARY

- 67. Appointment

FUNDS OF THE ASSOCIATION

68. Source and Administration

ACCOUNTS AND AUDITS

69. Scope of Accounts

70. Auditors

71. Retiring Auditor

72. Disqualification

73. Access to books

74. Examination of accounts by Auditor

75. Examination of accounts by members

76. District Branch examination

77. Annual presentation of accounts.

78. Books to be kept at the Registered Office.

SEAL OF THE ASSOCIATION

79. Directions for use

NEGOTIABLE INSTRUMENTS

80. Negotiable instruments

NOTICES

81. Method of service

82. Presumption of Service

83. Length of service.

84. Entitlement to notice

INDEMNITY

85. Scope of Protection

RESERVE FUNDS

86. Establishment of funds

PROFITS

87. How dealt with

WINDING UP

88. Distribution

**ARTICLES OF INCORPORATION OF THE
ALL ISLAND BANANA GROWERS
ASSOCIATION LIMITED**

Definitions. 1. In these articles unless there is anything in the subject or context inconsistent therewith, the following meaning shall apply:

“Accounting year” means the calendar year January 1 to December 31.

“The Act” means the Companies Act of Jamaica.

“Association” means the All Island Banana Growers Association Limited.

“Area Council Director” means a director elected by an Area Council pursuant to the provisions of article 26 (2) (v).

“Board” means the Board of Directors of the Association.

“Delegate” means an Area Council delegate elected pursuant to the provisions of article 21.

“General Director” means a director elected at an annual general meeting pursuant to the provisions of article 26 (2) (vi).

“Honorarium” means any gift or fee given or paid in respect of services rendered, but does not include salary or wages.

“Member” means a member of the Association.

“Paid Officer” means any officer or employee in receipt of any form of remuneration or salary (other than a honorarium) for services rendered to the Board, District Branch, Area Council or Association.

“Register” means the register of members of the Association.

“Registered Member” means a member of the Association who has complied with the provisions of articles 2 and 2(i) hereunder.

“Representative” means a District Branch representative elected pursuant to the provisions of article 10.

“The seal” means the common seal of the Association.

“Special Resolution” means a special resolution as defined by the Companies Act.

Words importing persons include corporations, companies, societies, cooperatives, associations and partnerships.

“Year” means the calendar year January 1 to December 31.

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

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

MEMBERSHIP

- Qualifications*
2. (1) Every person being a grower of bananas and /or plantains in Jamaica who is the owner or occupier of land on which there is cultivated not less than 700roots, mats or stools of banana and/or plantain, on application to the Association, shall prima facie be entitled to become a member of the Association.
- Subscription fee (2) (i) Each member shall pay an annual subscription in such amount as the Board of Directors may from time to time determine.
- (ii) Every and all member shall at the commencement of the year, pay to his District Branch the prescribed subscription fee.
- (iii) 5% of every such subscription collected shall be returned by the Association to the District Branches and the Area Councils respectively.
- Registration of Membership*
3. A person may apply for membership of the Association through the District Branch to which he wishes to belong. The District Branch shall forward said application with comments to the Area Council for verification, which shall, after verification forward said application to the Office of the Association for further consideration.
- i. The Board after consideration of the reports of the District Branch and the Area Council shall cause a decision to be made, and the applicant shall thereto be entered on the register as a member of the Association.
- ii. Membership in the Association shall be divided among District Branches established under article 5 hereunder and the registration of members shall be conclusive evidence of Branch membership.
- (2) Nothing in the foregoing shall prevent the right of the Board from assigning a member to a District Branch nearest his cultivation.
- Rectification of Register*
4. (1) A member shall cease to be a registered member of the Association where he has:
- i. Not paid his subscription for one year and/or;
- ii. Has failed to satisfy the minimum requirement in articles 2 (1) for two successive years,
- iii. Resigns or dies
- (2) The Board shall remove from the register the name of such a member and rectify the register accordingly in order to maintain an accurate record of membership.

DISTRICT BRANCHES

Organization

5. (1) The Board shall organize and establish groups of members which shall be known as District Branches, each of which shall consist of not less than fifteen (15) members and in so doing, the Board shall recognize organizations of banana and/ or plantain growers which satisfy the qualifications prescribed by these Articles.

(2) The rules and regulations of the District Branches shall be approved by the Board and the Board shall, after consultation with the Area Council and the District Branch to be affected, have the power to add, amend or revoke the same from time to time.

Transfer of members

6. (1) The Board in consultation with the District Branch and the relevant Area Council, may transfer a member on his request, from one District Branch to another, provided that the receiving District Branch is within close geographical proximity to his cultivation.

(2) The rights of members shall not be transferable save and except to his estate who shall enjoy all the rights and privileges as the original member. Any such estate shall be required to provide proof entitling him to the benefits herein.

(3) The register of the Association shall be amended to reflect the transfer of the said member.

Managing Committees

7. (1) Every District Branch shall have a managing committee, consisting of not less than 4 nor more than 9 members all of whom shall retire annually but be eligible for re-election

(2) Every District Branch shall elect four of its numbers to be Chairman, Vice-Chairman, Secretary and Treasurer of the District Branch and who shall form part of the managing committee.

Chairman

8. (1) The Chairman when present shall preside at all meetings of the managing committee and meetings of his District Branch and he (or the person performing the duties as Chairman) shall have an original as well as a casting vote.

(2) In the absence of the Chairman, the Vice-Chairman shall when present, perform the duties of Chairman. In the absence of both Chairman and Vice-Chairman the members present shall elect one of their number to perform the duties of Chairman.

(3) The Chairman of every District Branch shall cause its members to meet at least once monthly to discuss matters relevant to its membership.

(4) It shall be the duty of the Chairman to forward or caused to be forwarded to the Area Council to which the District Branch is attached, a full report of the proceedings of each meeting and the voting thereat.

Secretary

9. (1) The Secretary of the District Branch shall be elected at the Annual General meeting of the District Branch.

(2) The position of the Secretary shall be Honorary.

Representatives to the Area Council

10. (1) Until otherwise determined by the Association in general meeting, each District Branch shall be entitled to elect from amongst its members (other than a paid officer of the District Branch or Association), one representative for every 15 registered members, as the representative to the Area Council to which it is attached.
(2) Representatives elected pursuant to the preceding paragraph of this article, shall be elected annually but shall be eligible for re-election.

Removal of representatives

11. (1) A District Branch may at any time by resolution of not less than two-thirds of the registered members present and voting at any meeting remove any representative and elect another member in his place
(2) A representative to the Area Council may be removed for any of the following reasons:
i. non-attendance at three consecutive Area Council meetings without permission
ii. if his name has been removed from the register pursuant to the provisions contained herein

Continuance in Office

12. If at any annual meeting of a District Branch no election of a Chairman and/or Vice-Chairman or of representatives to the Area Council or of its managing committee shall take place, or if for any reason the annual meeting is not held, such persons elected on the previous occasion shall continue to retain their respective positions, until re-elected or replaced at the next annual meeting.

MEETINGS OF DISTRICT BRANCHES

Annual Meeting

13. (1) Each District Branch shall hold an annual meeting in each year not less than 21 days before the date fixed by the Board for the holding of the annual general meeting of the Association.
(2) The annual meeting of each District Branch shall deal with the following business:
i. Consideration of the Annual Report and Accounts of the Association that are to be submitted by the Board at the next annual general meeting of the Association and the consideration of the District Branch Annual Report and Financial Statement.
ii. The election of its Chairman, Vice-Chairman, Treasurer, Secretary and managing committee for the ensuing year.
iii. The election of Area Council representatives for the ensuing year.
iv. Any other business of which notice shall have been given at least seven days prior

Special Meetings

14. The managing committee may, whenever it thinks fit, convene a special meeting of the District Branch. A special meeting may also be convened on such requisition made in writing by any seven members of the District Branch. Such requisition shall be addressed to the Chairman or Secretary of the District Branch and shall state the nature of the business to be dealt with at the meeting and each special meeting shall

transact only the business for which it is called. If the managing committee shall fail to call a meeting to be held within 14 days of the receipt of the requisition, the requisitionists may themselves call the meeting.

*Corporate
Representation*

15. Any member being a corporation, company, society, co-operative, association or partnership shall be entitled to attend and vote at any meeting of a District Branch to which it belongs by a person duly authorized in writing on that behalf by such corporation, company, society, co-operative, association or partnership and such duly authorized person shall be eligible for election as a representative, a delegate or a director of the Association.

AREA COUNCILS

Organization

16. (1) District Branches shall be organized into Area Councils, which shall be defined by Parish and/or geographical proximity as the Board decides, and shall be ratified by the membership at its Annual General Meeting.

(2) The Board shall organize District Branches into groups of not less than 3 or more than 18 Area Councils.

(3) The representatives to the Area Council shall consist of the representatives from the District Branches elected at the District Branch's Annual General Meeting

(4) Once a District Branch has been accepted as a member of an Area Council, its membership shall be affixed to said Area Council.

(5) Nothing in the forgoing shall prejudice the right of the members of a District Branch from applying to the Board for a transfer to another Area Council provided that, the Area Council is within the geographical proximity as designated by the Association, and the application is ratified by the Area Councils to be affected.

(6) The Board shall keep each Area Council informed as to the District Branches allocated to it and the number and names of members attached to such District Branches.

(7) The rules and regulations of the Area Councils shall be approved by the Board and the Board after consultation with said Area Council shall have the power to add, amend or revoke same from time to time.

*Managing
Committee*

17. (1) Each Area Council shall have a managing committee consisting of not less than 5 nor more than 9 members all of whom shall retire annually, but be eligible for re-election.

(2) At its annual general meeting each Area Council shall from among the representatives to the Area Council, elect the Chairman, Vice Chairman, Secretary and Treasurer of the Area Council, who shall form part of the managing committee of the Area Council for the ensuing year.

(3) Nothing in the foregoing shall prejudice the right of all directors of the Association from being ex officio members of the managing committee of the Area Council in which his membership lies.

*Chairman and
Vice Chairman*

18. (1) The Chairman, when present, shall preside at all meetings of the managing committee and of the Area Council and he (or the person performing the duties of Chairman) shall have an original as well as a casting vote.

(2) The Chairman shall convene a meeting of the Area Council members at least once every quarter to consider the matters relevant to its operation and issues affecting its membership.

(3) In the absence of the Chairman, the Vice-Chairman shall when present, perform the duties of Chairman. In the absence of both Chairman and Vice-Chairman the members present shall elect one of their numbers to perform the duties of Chairman.

Secretary

19. The position of the Secretary shall be voluntary.

*Committee
Meetings*

20. (1) The Chairman of each Area Council shall *cause a meeting* of its managing committee not less than once every quarter.

(2) Subject to the provisions of article 16 (7) the Area Council shall regulate its own proceedings, minutes of which shall be duly kept and copies thereof forwarded to the Board of the Association as soon as practicable, after the holding of each meeting of the managing committee and the Area Council.

AREA COUNCIL DELEGATES

Functions

21. Each Area Council shall be entitled to elect delegates from amongst the representatives present at the annual meeting of the Area Council to represent the Area Council at all general meetings of the Association. A paid officer of the Association shall not be eligible for election as a delegate.

Election

22. (1) Until otherwise determined by the Association in general meetings, each Area Council shall be entitled to elect one delegate for every 25 members.

(2) Delegates elected pursuant to article 22 (1) shall be elected for one (1) year but shall be eligible for re-election.

(3) It shall be required that every delegate so elected must be a registered member of the Association as defined herein.

Removal and Disqualification of Delegates

23. (1) Each Area Council may at any meeting, by resolution of not less than two-thirds of the representatives present and voting, remove any of its delegates and may by ordinary resolution elect another person in his place.

- (2) The office of a delegate shall be ipso facto vacated if:
- a. he resigns,
 - b. he becomes bankrupt,
 - c. he is removed by a resolution of the relevant District Branch or Area Council as the case may be,
 - d. due to ill health he is incapable of managing his affairs,
 - e. he is not a registered member of the Association, or
 - f. for non-attendance at three consecutive Area Council meetings without permission

Vacancies

24. The managing committee of an Area Council shall have the right to fill by appointment in writing, any casual vacancy which may occur among delegates elected to attend the general meeting of the Association. Any appointee must be qualified for election.

Continuance in Office

25. If at any annual meeting of an Area Council, no election of Chairman and/or Vice Chairman or of delegates or of its managing committee or of nominees eligible to be elected as General Directors shall take place, or if for any reason the annual meeting of the Area Council is not held, such persons elected on the previous occasion shall continue to retain their respective positions until re-elected or replaced at the next annual of the Area Council.

MEETINGS OF AREA COUNCILS

Annual Meeting

26. (1) Each Area Council shall hold an annual meeting of the members of the District Branches attached to it not less than twenty one days (21) before the date fixed for the holding of the annual general meeting of the Association.

- (2) The annual meeting of each Area Council shall transact the following business:
- i. Consider the annual report and accounts of the Association to be presented by the Board at the next annual general meeting of the Association.
 - ii. Consider recommendations submitted by the District Branches.
 - iii. Elect the Chairman, Vice-Chairman, Secretary, Treasurer and the managing committee of the Area Council for the ensuing year.
 - iv. Elect delegates to attend the general meetings of the Association during the ensuing year.
 - v. Elect, when necessary, two (2) directors (to be known as Area Council Directors) to represent each Area Council on the Board of Directors of the Association.

- vi. Nominate members who shall be eligible for election as General Directors at the next annual general meeting of the Association in place of the directors due to retire thereat.
- vii. Any other business of which not less than seven days' notice in writing has been given to the secretary of the Area Council.

(3) The Chairman shall, within 3 working days after the holding of the annual meeting of the Area Council cause a full report of its proceedings, as well as a list of its delegates and registered members, to be sent to the Board.

Special Meetings

27. A special meeting of an Area Council may be called by the Board or by the Chairman of the Area Council, whenever they or either of them shall think it fit, or shall be called upon a requisition in writing made by not less than five District Branches attached to such Area Council or by not less than five representatives to such Area Council. The requisition shall be addressed to the Secretary of the Board or of the Area Council and shall state the nature of the business to be dealt with at the meeting and each special meeting shall transact only the business for which it has been convened and shall not deal with any other business. If the Board or Chairman shall fail to call a meeting to be held within fourteen days of the receipt of the requisition, the requisitionists may themselves call the meeting.

GENERAL MEETINGS OF THE ASSOCIATION

*Annual
General
Meeting*

28. (1) A general meeting of the Association, to be called the Annual General Meeting, shall be held once in each year, during the month of April, at such time and place as may be determined by the Board.

(2) The business to be transacted at each Annual General Meeting shall be:

- i. The presentation of the Annual Report and audited financial statements of the Association by the Board;
- ii. The election of the Auditor (s);
- iii. The consideration of resolutions submitted by the Area Councils to the Secretary of the Association not less than ten days before the Annual General Meeting;
- iv. The transaction of any other business for which not less than ten days notice have been given;
- v. Election of two General Directors from the list of members nominated at the annual meeting of the Area Councils;
- vi. Election of the Chairman and Vice-Chairman of the Board pursuant to article 28 (3).

(3) The directors shall elect from amongst themselves a Chairman and a Vice Chairman for the Board of Directors. The persons so elected shall be the Chairman and Vice Chairman of the Association for the ensuing year.

(4) All directors elected pursuant to this section and all Area Council Directors shall assume office immediately at the end of the Annual General Meeting of the Association.

Special Meeting 29. (1) All general meetings other than annual general meetings shall be called special meetings.

(2) The directors may, whenever they think fit, convene a special meeting and a special meeting shall also be convened by the Board on a requisition made in writing by any twenty-four Area Council delegates. Such requisition shall be addressed to the Secretary of the Association and shall state the nature of the business to be dealt with at any such meetings. Each special general meeting shall only transact the business for which it was called. If the Board shall fail to call a meeting to be held within fourteen days of the receipt of the requisition, the requisitioners may themselves call the meeting.

Presiding Officer 30. (1) The Chairman of the Board shall preside at all general meetings of the Association or in his absence the Vice-Chairman, but if both are absent or unwilling to take the chair, the members present shall elect a Chairman. The Chairman of every general meeting shall have an original and a casting vote.

Notice 31. (1) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given to such persons as are, under the articles of the Association, entitled to receive such notices from the Association. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

(2) The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Quorums

32. (1) The quorum of a District Branch meeting shall be three registered members thereof personally present or one-fifth of those registered members whichever is less.

Area Council (2) The quorum of an Area Council meeting shall be not less than one-fifth of the total number of District Branch representatives entitled to be present thereat.

General Meetings (3) The quorum of a general meeting of the Association shall be not less than one-fifth of the Area Council Delegates and directors entitled to be present and vote thereat.

Valid Business

33. (1) All business shall be deemed special that is transacted at a special meeting.

(2) At any meeting of a District Branch or of an Area Council or at any meeting of the Association, no business shall be transacted unless a quorum is present when the meeting is ready to proceed to business.

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

Adjournment of Meeting

34. 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.

Who may vote

35. (1) Every registered member present at a meeting of his District Branch and every representative present at a meeting of his Area Council and every delegate and director present at a meeting of the Association, shall have one vote.

(2) The only persons entitled to vote at a general meeting of the Association shall be the directors of the Association and delegates duly elected by the Area Councils.

Voting Rights

36. No member shall be entitled to vote at any general meeting unless he is a registered member within the definition of the articles.

Voting

37. (1) At any general meeting a resolution put to the vote of the meeting shall be decided on by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
(a) by the chairman, or
(b) by at least three members present in person or by proxy; or
(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association, 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.

Voting by poll

38. (1) On a poll votes may be given either personally or by proxy.
(2) Except as provided herein, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
(3) In the case of an equality of votes, whether on a show or hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
(4) A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Round Robin Resolutions

39. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

Voting by Proxy

40. (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Association.
(2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power or authority, shall be deposited at the registered office of the Association or at such other place within the Island as is specified for that

purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(3) (a) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

Company Limited.
I/We _____, of _____, being a member/members of the above-named company, hereby appoint _____ of _____, or failing him _____ of _____, as my/our proxy to vote for me/ us on my /our behalf at the [annual or extraordinary [as the case may be] general meeting of the Association to be held on the _____ day of _____, and at any adjournment thereof.
Signed this _____ day of _____

(b) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

Company Limited
I/We _____ of _____, being a member/members of the above named company, hereby appoint _____ of _____, or failing him _____ of _____, as my/ our proxy to vote for me/us on My/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof.
Signed this _____ day of _____

*used in favour of
This form is to be _____ the
*against
resolution.

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

*Strike out whichever is not desired."

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

(5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which proxy is used.

*Vote of member
of unsound
mind*

41. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote through 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 vote, by a show of hands, on a poll or vote by proxy.

BOARD OF DIRECTORS

Constitution

42. (1) Until otherwise determined by the Association in general meeting, the Board of Directors shall consist of:

- (i) Two General Directors who shall be elected by the delegates at the annual general meeting of the Association from the members nominated under Article 26 (2) (vi)
- (ii) Area Council Directors, two from each Area Council pursuant to the provisions of Article 26 (2) (v)
- (iii) Three additional Directors who may be co-opted at the discretion of the Board.

(2) Notwithstanding anything herein contained, the two General Directors and three co-opted directors shall retire from the Board at the beginning of the Annual General Meeting of the Association and thereupon the Association shall proceed to elect two General Directors from the panel of members nominated under Article 26 (2) (vi). A retiring general director shall if qualified be eligible for re-election.

(3) All rights and privileges afforded said directors shall terminate immediately on their retirement.

(4) The Association may from time to time by ordinary resolution increase or reduce the number of directors.

Remuneration

43. The remuneration of the directors shall from time to time be determined by the Board in keeping with guidelines established by the Government of Jamaica.

POWERS OF DIRECTORS

Borrowing Powers

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

General Powers

45. (1) The business of the Association shall be managed by the directors who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association, subjected to the provisions of the Act or these articles and to such regulations not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meetings; but no regulation made by the Association in general meetings shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

(2) The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

DISQUALIFICATION OF DIRECTORS

Disqualification

46. (1) The office of a director shall be vacated if he:

- a) without the consent of the Association in general meeting holds any other office of profit under the Association; or
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) becomes prohibited from being a director by reason of any order made under sections 180 and 182 of the Act; or
- d) becomes of unsound mind; or
- e) resigns his office by notice in writing to the Association; or
- f) absents himself from the usual meetings of the directors for more than three months without the consent in writing of the other directors or a majority of them;
- g) fails to be a registered member within the terms of the Articles;
- h) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in a manner required by section 193 of the Act.

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

ROTATION OF DIRECTORS

- Area Council Directors* 47. (1) At each annual general meeting one-third of the Area Council directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
- (2) The Board of the Association shall keep a record of the date of the election of each Area Council director and shall, not less than 30 days before the date fixed for the annual meeting of each Area Council advise each Area Council of the names of the Directors due to retire.
- Directors to Be Retired* 48. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- Re-election of Retiring Director* 49. A retiring Area Council Director shall be eligible for re-election subject to article 26 (2) (v)
- General Directors* 50. No one shall be eligible to be elected as a General Director at an annual general meeting unless his name is included in a panel of nominees for election submitted by the Area Councils pursuant to the provisions in article 26 (2)(vi)
- Continuance in Office* 51. If at any meeting at which an election of a director in place of retiring director ought to take place, no such election is made, the retiring director shall (if willing) continue to be a director as though he had been re-elected at such meeting.
- Vacancies* 52. (1) In the event of the death, resignation or inability of an Area Council Director to act, the managing committee of the Area Council which he represented shall have the power at any time and from time to time to appoint a member of such Area Council to act in his stead until the next annual meeting of such Area Council.
- (2) The Board at any time and from time to time, shall have the power to appoint any person whose name was included on a panel of nominees for election pursuant to article 26 (2) (vi), to fill any casual vacancy occurring among the general directors. Any director so appointed shall hold office only until the next annual general meeting of the Association when such vacancy shall be filled by election in the usual way in addition to any vacancies occurring by normal rotation.

*Removal of
Directors*

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

EXECUTIVE COMMITTEE

Constitution

54. At its first meeting after each annual general meeting of the Association, the Board shall elect three directors who, along with the Chairman and Vice Chairman of the Board, shall be the Executive Committee for the ensuing year.

(a) Notwithstanding anything herein contained, the five elected members of the Executive Committee who were members on the 3rd of May 2011 shall continue to hold office from the date on which the resolution amending these Articles takes effect until the first meeting of the Board which shall take place after the next annual general meeting of the Association, and thereafter the Board shall elect three directors as members of the Executive Committee who together with the Chairman and Vice-Chairman shall be the Executive Committee for the ensuing year.

Powers

55. The Board may at its discretion delegate to the Executive Committee such of its powers as it is not expressly prohibited from delegating for such time and subject to such conditions and restrictions as it may think expedient and either collaterally with or to the exclusion of the powers of the Board in that behalf and may at any time revoke or vary any such delegated powers.

Vacancies

56. In the event of the absence or incapacity of any member of the Executive Committee the Board may appoint another director to act for him temporarily.

**PROCEEDINGS OF THE BOARD AND EXECUTIVE
COMMITTEE**

Meetings

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

*Summoning
Board
Meetings*

58. (1) The Chairman of the Board shall cause the Board to meet at least once quarterly to discuss matters relevant to the achievement of goals and objects of the Association.

(2) A director may, and the secretary on the requisition of a director shall, at any time call a meeting of the directors. Provided that the director calling such meeting shall first give his reasons and request for such

meeting in writing to the Chairman, and the Chairman failing to call such meeting within seven (7) days of receipt of said request.

*Summoning
Executive
Committee
meeting*

59. A member of the Executive Committee may and the secretary on the request of the member of the Committee shall at any time summon a meeting of the Committee. The notice summoning such meeting shall state the business to be dealt with.

Quorum

60. (1) The quorum necessary for the transaction of business of the Board of Directors shall be fixed by the directors from time to time and unless and until so fixed shall be five (5).

(2) The quorum necessary for the transaction of business by the Executive Committee shall be fixed by the Executive Committee from time to time and unless and until so fixed shall be three (3).

*Continuing
Directors*

61. The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Association, but for no other purpose.

*Chairman of
the Executive
Committee*

62. (1) The Chairman of the Board shall be the Chairman of the Executive Committee for the ensuing year, and the Vice-Chairman of the Board shall be the Vice Chairman of the Executive Committee for the same period.

(2) If at any meeting of the Board or the Executive Committee, the Chairman or Vice Chairman is not present within thirty minutes after the time appointed for holding same, the members present may choose one of their number to be chairman of the meeting.

Minutes

63. The directors shall cause minutes to be made in books provided for the recording of the following:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Association, the Board and the Executive Committee. Every director present at any meeting of the Board or Executive Committee shall sign his name in a book to be kept for that purpose.

Delegation

64. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

- Voting* 65. (1) The Executive 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.
- (2) A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a Board meeting duly convened and held.
- Validity of Acts* 66. All acts done by any meeting of the Board or of the Executive Committee, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

SECRETARY

- Appointment* 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.

FUNDS OF THE ASSOCIATION

- Source and Administration* 68. The funds of the Association shall consist of:
- i. annual membership dues;
 - ii. such grants general or specific as may from time to time be allocated to the Association by the Banana/plantain Board or;
 - iii. any other source whatsoever and in the administration of such funds the Association shall have due regard to the terms and conditions upon which such grants may have been made to the Association.

ACCOUNTS AND AUDITS

- Scope of Accounts* 69. The Board shall cause true accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure took place and of the assets and liabilities of the Association.
- Auditors* 70. The Board shall appoint one or more auditors who shall continue in Office until the first annual general meeting of the Association. Subsequent appointments of auditors shall be made by the Association in general meeting, but in the event of any casual vacancy occurring, the Board shall forthwith fill same. The remuneration of the auditors shall be fixed by the Board.

- Retiring auditor* 71. A retiring auditor shall be eligible for re- appointment. The previous auditor shall remain in office until some other person is appointed.
- Disqualification* 72. No director or any other officer of the Association shall be capable of being appointed auditor.
- Access to Books* 73. The Auditor shall at all reasonable times have access to all the books, deeds, documents and accounts of the Association and they may in relation thereto examine the directors or other officers of the Association.
- Examination of accounts by Auditors* 74. At least fifty days (50) before the annual general meeting of the Association, the Auditor shall be supplied with copies of the profit and loss account and balance sheet of the Association which are intended to be laid before the Association in general meeting and it shall be their duty to examine same with the account books and documents of the Association and they shall make a report to the members on the accounts examined by them and on every balance sheet laid before the Association in general meeting and the report shall state:
- (a) whether or not they have obtained all the in-formation and explanations they have required; and
 - (b) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs according to the best of their information and the explanations given to them and as shown by the books of the Association. If in the auditor's opinion the balance sheet is not correct or does not exhibit a true and correct view of the state of the Association's affairs their report shall specifically state in what respect they consider the balance sheet is not correct or does not exhibit a true and correct view of the state of the Association's affairs.
- Examination of Accounts by Members* 75. The books of account shall be open to the inspection of the directors and any and all registered members of the Association who shall have all rights of inspecting any account or book or document of the Association, provided in the case of a registered member, 14 working days notice in writing is given to the Area Council to which he belongs. Any comments or queries should be addressed to the Area Council who shall forward same to the Secretary of Association.
- District Branch examination* 76. The Board shall cause to be sent to the managing committee of each District Branch a copy of the audited balance sheet and of the profit and loss account of the Association for the accounting year, together with a copy of the auditors' report and the report of the Board as to the state of the Association's affairs, not less than 35 days before the date determined by the directors for holding the annual general meeting of the Association.

*Annual
Presentation of
Accounts*

77. The Board of Directors shall in every year lay before the members of the Association in general meeting, the audited balance sheet and the profit and loss account for the accounting year, together with the report of the auditors and the report the Board as to the state of the Association's affairs. The report of the Board shall be signed by the Chairman and the secretary

*Books to be
kept at the
Registered Office*

78. The books of the Association shall be kept at the registered office of the Association or at such other place as the directors may for reason of safety, think fit.

SEAL OF THE ASSOCIATION

*Direction
for Use*

79. 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.

NEGOTIABLE INSTRUMENTS

*Negotiable
instruments*

80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors or the Executive Committee shall from time to time by resolution determine. In default of such resolution, then the same shall be signed by one director and counter-signed by the secretary on behalf of the Association, but cheques for lodgement to the Association's bank account requiring the endorsement of the Association may be endorsed on its behalf by the Secretary or such other officer as the Board or the Executive Committee may from time to time appoint.

NOTICES

*Method of
Service*

81. (1) Unless otherwise herein provided and subject to the provisions of paragraph (2) of this article, a notice or any other document may be served by the Association or by a District Branch or by an Area Council upon any member personally or by sending it through the post in a prepaid letter addressed to such member at his registered address in Jamaica or by advertisement in two consecutive issues of any daily newspaper circulating in Jamaica.

(2) A District Branch may by resolution in general meeting, prescribe the form in which general meetings of the Branch may be convened.

*Presumption
of Service*

82. Any notice or other document sent by post shall be deemed to have been served or delivered 72 hours after the time when the letter containing the same is posted and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. Notice by advertisement shall be deemed to have been given on the day of which the advertisement first appears.

*Length of
Service*

83. Where a certain number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

*Entitlement to
notice*

84. Subject to the provisions of article 81 (2) notice shall be given to:

- (1) in the case of general meetings of the Association:
 - (a) to the secretary of each Area Council.
 - (b) to the secretary of each District Branch.
 - (c) the auditor for the time being of the Association.
- (2) in the case of general meetings of Area Councils:
 - (a) to the Secretary of each District Branch attached to the Area Council
 - (b) to the Secretary of the Association.
- (3) In the case of general meeting of District Branches:
 - (a) each member of the District Branch
 - (b) to the Secretary of the Area Council to which the Branch is attached
- (4) No person other than those enumerated above shall be entitled to receive notice of a general meeting

INDEMNITY

*Scope of
Protection*

85. The directors, auditors, secretary and other officers for the time being of the Association and any trustees for the time being acting in relation to any of the affairs of the Association and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Association 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 done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officers or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or solicitors or other persons with whom any money or effects belonging to the Association may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any monies of the Association shall be invested or for another loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust, unless the same shall happen through the wilful neglect or default of such officer or trustee.

RESERVE FUNDS

Establishment of funds

86. (1) The Board may from time to time deduct and/or set out from any monies which may come to its hands, such sums of money as it may deem fit to form a general or any special reserve fund or funds. The Board may also out of such monies from time to time create, set aside and maintain a general or special sinking fund or sinking funds for such purposes as it may think fit, deducting any such monies as it may require for such purpose.

(2) The Board may invest the reserve funds (general or special) and the sinking funds (general or special) upon such investments as it may from time to time think fit and may vary the same from time to time, deal with and apply or dispose of any general or special reserve fund or sinking fund or any part thereof for any of the purposes of the Association or for the benefit of the registered growers as it may think fit.

PROFITS

How dealt with

87. The Association is organized primarily for mutual help and is not to be conducted for profit but to act as agents for members or any of them and on their behalf to prosecute the objects for which the Association was formed. If any net profits arise from the business carried on by the Association after paying or providing for the expenses of management, interest on loans and deposits, reserves and sinking funds, such profits shall every year be applied to any of the objects of the Association in such manner as the Board shall determine.

WINDING UP

Distribution

88. 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 the Banana Board to be used for the benefit of the banana/plantain growers or the Banana Industry of Jamaica, as determined by the members of the Association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

ALL ISLAND BANANA GROWERS ASSOCIATION LIMITED

Amended:- 19/12/62
25/2/80
16/10/86
3/6/2011

MEMORANDUM AND ARTICLES OF ASSOCIATION



AIBGA

**JUDAH & RANDALL
SOLICITORS**