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COMPANY LIMITED BY GUARANTEE NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE EXCELSIOR PAST STUDENTS ASSOCIATION LIMITED

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the Association" means the company limited by guarantee not having a share capital named The Excelsior Past Students Association Limited.

"Seal" means the common seal of the Association;

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

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

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

MEMBERS

2. The number of members with which the Association proposes to be registered is ten but the council of management may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the council of management shall admit to membership shall be members of the Association provided that all such persons admitted to membership are past students of the day school or the evening session of Excelsior High School.

GENERAL MEETINGS

4. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the council of management shall appoint.

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

6. The council of management may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on a requisition, signed by not less than fifty (50) members of the Association, or in default, may be convened by such requisitionists, as provided by section 127 of the Act. If at any time there are not within the Island sufficient members capable of acting to form a quorum, any or of the council of management or any ten members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the council of management.

7. 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, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, 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.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception the consideration of the accounts, balance sheets, and the report of the council of management and auditors, the election of council of management in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty (20) members present in person shall be a quorum.



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

12. The President, or, in his absence, the Vice-President shall preside as Chairman at every general meeting of the Association.

13. If neither the President nor the Vice-President is present at the time of holding the meeting or are unwilling to preside as Chairman, the council of management and members present shall choose one of their number to be Chairman of such meeting.

14. 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.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

- (a) by the chairman; or
- (b) by at least three members present.

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.

The demand for a poll may be withdrawn.

16. Except as provided in article 18, 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.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. 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.



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19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised 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.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver or other person in the nature of a committee, or receiver appointed by that court, and any such committee, receiver or other person may, on a poll, vote by proxy.

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

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

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the Island as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

"THE EXCELSIOR PAST STUDENTS ASSOCIATION LIMITED"
I/We of
being a member/members of the abovenamed Association,
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 19 , and at any adjournment
thereof.
Signed this day of 19 ."

27. 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 -

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"THE EXCELSIOR PAST STUDENTS ASSOCIATION LIMITED
 I/We _____ of _____
 being a member/members of the abovenamed Association,
 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 _____ 19 _____, and at any adjournment
 thereof.

Signed this _____ day of _____ 19 _____.

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

*Strike whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. 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 the proxy is used.
30. The honorary officers of the Association shall consist of a president, a vice-president, a treasurer, and five (5) members of the Association, who shall together constitute the council of management.
31. The officers of the Association shall be elected annually at the ordinary general meeting and shall, at the end of each year of office, be eligible for re-election. Any casual vacancy may be filled up by the other member of the council of management Provided that a person who has served in an office continuously for three (3) consecutive years shall not be eligible for re-election to that office but may be re-elected to any other office.
32. Until the first ordinary general meeting the council of management shall consist of the president and the subscribers of the memorandum of association.
33. The council of management may continue to act notwithstanding any vacancy created by death, retirement, or otherwise, provided that, if at any time there is a vacancy the continuing members of the council of management shall act only for the purpose of filling up vacancies.
34. The council of management shall have absolute control over all the affairs and property of the Association and shall prescribe, alter, or cancel rules for the regulations of the Association, and shall exercise all such powers of the Association as they shall think fit, except as otherwise provided by these Articles.
35. The council of management shall engage all such officers and servants as they may consider necessary, and shall regulate their duties and fix their salaries.
36. The council of management may appoint one of their number to exercise, subject to the Association, a general control over the work of the Association. This office may be

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honorary, or, at the discretion of the council of management, remunerated at such rate as the council of management may from time to time determine.

SECRETARY

37. The Association shall have a secretary who shall be appointed by the council of management 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.

38. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

39. The council of management shall provide for the safe custody of the seal, which shall only be used by the authority of the council of management or of a committee of the council of management authorised by the council of management in that behalf, and every instrument to which the seal shall be affixed shall be signed by the president or vice-president and shall be countersigned by the secretary or by an officer.

ACCOUNTS

40. The council of management shall cause proper books of account to be kept with respect to -

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

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

41. The books of account shall be kept at the registered office of the Association, or, subject to subsections (3) and (4) of section 142 of the Act, at such other place or places as the council of management think fit, and shall always be open to the inspection of the council of management.

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

43. The council of management shall from time to time, in accordance with sections 143 and 145 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group

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accounts (if any) and reports as are referred to in those sections.

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

AUDIT

45. Auditors shall be appointed and their duties regulated in accordance with sections 153 to 156 of the Act.

NOTICES

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

47. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within the Island) have not supplied to the Association an address within the Island for the giving of notices to them;
- (b) the auditor for the time being of the Association.

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

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. RUPERT PETER GREGORY *R. Gregory*
1 ORANGE CRESCENT KGN10
PO BOX 89
COMPANY DIRECTOR - National Corporate
 Printing Ltd - 33 Bechtelwood Ave
2. BETTY ANN BOWEN
14 CHARLTON DRIVE
KINGTON 8
HISTORIAN / BUSINESS *Betty Bowen*



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3. SYBIL MARY ANN McLEAM
24 DEESIDE AVENUE
DUNROBIN ACRES
KINGSTON 10 LIFE UNDERWRITER



4. KILEEN J. HENRY
24 Deeside Avenue
Dunrobin Acres
Kingston 10
MEDIA PLANNER



5. RAYMOND HENRY WALKER *R. Walker*
1 TEMPLE HEAD DR.
JACKS HILL
KGN. C LIFE INSURANCE EXECUTIVE

6. PAULA ELIZABETH Camp
3 LIQUANEA CROSS
KGN 6
TRAVEL CONSULTANT



7. Kenton Bancroft Palmer
6 Oliver Crescent
Kingston 8
Managing Director METRA BOX LTD



8. Laila Elizabeth Luanda
10 Woodlawn Hill
King 19
Chartered Secretary



9. VIVIAN ALEXANDER GALEY
25 SEYMOUR AVENUE
KINGSTON 6
BANK MANAGER




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10. LLOYD AUGUSTUS DAVIS

9 Queensway

Kingston 10



CHARTERED VALUATION
SURVEYOR

DATED the 13th day of July 1991.

WITNESS to the above signatures:

Osmond St C Ridsden C.D.J.P. (St Andrew)
59 Glendon Circle Kingston 6.



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