

## THE JAMAICA DEVELOPMENT BANK ACT

REGULATIONS  
(under section 21)

## THE JAMAICA DEVELOPMENT BANK REGULATIONS, 1970

(Made by the Minister on the 19th day of March, 1970)

L.N. 62/70  
Amd:  
L.N. 121/70

1. These Regulations may be cited as the Jamaica Development Bank Regulations, 1970.

2.—(1) The Bank shall keep at its head office in Jamaica a register of shareholders which shall state *inter alia*, the following particulars—

- (a) the names, addresses and occupations, if any, of the shareholders;
- (b) the number of shares held by each shareholder together with the amount paid and such other particulars in respect of such shares as may be considered necessary from time to time;
- (c) the date on which each person was entered in the register as a shareholder; and
- (d) the date on which any person ceased to be a shareholder.

(2) The register shall be open to inspection—

- (a) by a registered shareholder without charge; and
- (b) by any other person on payment of a fee not exceeding ten cents for each inspection.

3.—(1) The directors may from time to time make calls upon the shareholders in respect of money unpaid on their shares.

(2) Every shareholder shall be liable to pay the amount of the calls so made in respect of the shares held by him to the persons and at the times and places appointed by the directors:

Provided that not less than fourteen days notice shall be given of each call.

(3) A call shall be deemed to be made at the time when the resolution of the directors to make such call is passed.

(4) A call may be postponed or revoked if the directors so determine.

4.—(1) Where, by the terms of the issue of any shares or otherwise, any amount is made payable at any fixed time, or by instalments at any fixed time, whether on account of the amount for which a shareholder is liable in respect of such shares or by way of premium, every such amount shall be payable as if it were a call duly made by the directors of which due notice had been given.

(2) All the provisions of these Regulations relating to the payment of calls and interest thereon, or to the forfeiture of shares for non-payment of calls shall apply to the payment of every such amount or instalment and the shares in respect of which it is payable.

5. Where a shareholder fails to pay, on or before the day appointed for the payment thereof, the amount of any call or instalment for which he is liable then such shareholder shall be liable to pay interest on such amount at such rate, not exceeding ten *per centum*, as the directors may determine, from the day appointed for the payment of such call or instalment to the time of the actual payment:

Provided that the directors may, if they think fit, waive the payment of such interest or of any part thereof.

6.—(1) The directors may, if they think fit, receive from any shareholder willing to advance it all or any part of the money unpaid and uncalled upon any share held by him.

(2) Where money has been so paid in advance, the directors may pay interest on so much of the money as exceeds the calls then made upon such shares at such rate as may be agreed upon between them and the shareholder paying the money in advance.

7. Any share in the Bank shall be transferable by written instrument in the common form signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

8. In the case of the death of a shareholder, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Bank as having any title to his interest

in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

9. Any person becoming entitled to a share in consequence of the death or bankruptcy of a shareholder or in any way other than by transfer of such share may, upon such evidence being produced as may from time to time properly be required by the directors, elect either to be registered as a shareholder in respect of such share or, subject to the provisions of these Regulations in respect of transfers, to transfer such share to some other person.

10.—(1) The directors may decline to register the transfer of a share where—

- (a) the Bank has a lien on such share; or
- (b) the directors consider it to be undesirable for the proposed transferee to become a shareholder.

(2) The directors may also decline to recognize any instrument of transfer unless it is accompanied by the certificate of the shares to which it relates and by such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

11. Where a share certificate is defaced, lost or destroyed it may be renewed on such terms (if any) as to evidence and indemnity as the directors may think fit, and upon payment of a fee not exceeding twenty-five cents and of any expenses incurred by the Bank in investigating the evidence.

12. Where a shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses which may have been incurred by reason of such non-payment.

13. The notice shall—

- (a) name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which

such call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid;

- (b) name the place where payment is to be made, such place being the head office or some other place at which calls of the Bank are usually made payable; and
- (c) state that, in the event of non-payment at or before the time and at the place appointed, the shares will be liable to be forfeited.

14. Where the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof have been made, be forfeited by a resolution of the directors to that effect.

15. Any share so forfeited shall be deemed to be the property of the Bank and may be sold or otherwise disposed of, either subject to or discharged from all calls made or instalments due prior to the forfeiture, as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

16. Any person whose shares have been forfeited shall cease to be a shareholder in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Bank all sums which, at the date of the forfeiture, were payable by him to the Bank in respect of the shares together with interest thereon, at such rate not exceeding ten *per centum* per annum, as the directors may appoint, to the date of payment; but the directors may, if they think fit, remit the payment of such interest or any part thereof.

17. When any shares are forfeited an entry shall forthwith be made in the register recording the forfeiture and the date thereof, and when the shares so forfeited are sold or otherwise disposed of an entry shall also be made recording the manner and date of such sale or disposition.

18. The Bank shall have a first and paramount lien upon all shares held by any shareholder (whether a sole or a joint holder) of the Bank, and upon all accretions and bonuses which may accrue or be declared in respect of such shares for all debts, obligations and liabilities of such shareholder to the Bank:

Provided that where the Bank registers a transfer of any share upon which it has such lien as aforesaid without giving to the transferee notice of its claim, the said share shall be freed and discharged from such lien of the Bank.

19.—(1) The directors may, at any time after the due date for the payment or satisfaction of any debt, obligation or liability for which a shareholder is liable to the Bank, serve upon such shareholder or upon the person entitled to such shares by reason of the death or bankruptcy of such shareholder a notice requiring him to pay the amount for which he is liable or to satisfy the said obligation; and such notice shall state that if payment is not made or the said obligations or liabilities are not satisfied within the time specified in such notice (not being less than fourteen days from the date of the notice) the shares held by such shareholders will be liable to be sold.

(2) Where such shareholder or person entitled to the shares as aforesaid fails to comply with the requirements of the notice within the specified time, the directors may sell such shares without further notice.

20. Where any shares are sold by the directors to satisfy the lien of the Bank thereon the proceeds shall be applied as follows—

- (a) firstly, in payment of all costs of such sale;
- (b) secondly, in satisfaction of the debts or obligations for which the shareholder is liable to the Bank;
- (c) thirdly, the residue, if any, shall be paid to the person who was at the date of the sale entitled to the shares, or to such other person as he may direct in writing.

21.—(1) An entry in the register recording—

- (a) the forfeiture of any shares; or
  - (b) the sale of any shares to satisfy a lien of the Bank,
- shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were duly forfeited and properly sold; and such entry and the receipt of the Bank for the price of such shares shall be a good title to such shares.

(2) The purchaser shall be registered as the holder of such shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by

any irregularity or invalidity in the proceedings in reference to the forfeiture or sale.

(3) The remedy (if any) of the former holder of such shares or of any person claiming under or through him shall be against the Bank and in damages only.

22. The Bank may declare or pay annual dividends to shareholders from the annual net profits of its operations in such amounts and in such manner as the Directors think fit.

23.—(1) The Bank may at any time by resolution of the directors capitalize any profits standing to the credit of a reserve fund (save and except that fund created by section 13 of the Act) or to the credit of the profit and loss account, or profits representing premiums received on the issue of shares and standing to the credit of a share premium account, or profits arising from the appreciation in value of capital assets, and may allot to the shareholders in respect of the net amount capitalized fully paid up shares of the Bank of equivalent nominal amount.

(2) Any shares allotted pursuant to such a resolution shall be distributed among the shareholders so far as is practicable in proportion to the number of shares respectively held by them, and shall be credited as fully paid by means of the profit so capitalized.

(3) All new shares so allotted shall be subject to all the restrictions pertaining to the initial issue.

(4) The directors shall have full power to make provision, by the issue of fractional certificates or otherwise, as they think fit for the case of shares becoming distributable in fractions; and generally shall do all acts and things required to give effect to the resolution.