

JAMAICA

THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

JAMAICA CITRUS PROTECTION AGENCY LIMITED

PRELIMINARY

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

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

"the Agency" shall mean the **JAMAICA CITRUS PROTECTION AGENCY LIMITED** and all references to "the Agency" shall be deemed to mean "the Company" as that term is used in the Companies Act;

"JCCP" shall mean the Jamaica Citrus Certification Programme;

"Minister" shall mean the Minister responsible for Agriculture;

"Month" shall mean calendar month;

"Office" shall mean the registered office for the time being of the Agency;

"Regulations" shall mean those regulations relating to the regulation of the citrus industry under the Plants (Quarantine) Act 1993;

"Seal" shall mean the common seal of the Agency.

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 Agency.

NUMBER OF MEMBERS AND CONDITIONS OF MEMBERSHIP

2. The number of members with which the Agency proposes to be registered is 1,000 but the Board of Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Agency.

CRITERIA FOR MEMBERSHIP

- 4. Membership is open to any natural or legal person who is interested in furthering and pursuing the objects of the Agency, who submits an application for membership accompanied by the annual membership fee, the acreage fee, and any regulatory fees(s) payable at the time, and who is admitted by the Directors to membership.

FEES

- 5. Members shall pay the following fees to the Agency as applicable:
 - a. The membership fee, being an annual fee payable by each member;
 - b. The acreage fee, being an annual fee based on the number of acres of land owned, controlled or occupied by the member and planted with not less than 100 citrus trees (whether certified or uncertified) per acre; and
 - c. The regulatory fee, being any fee or fees payable from time to time to the Agency by members pursuant to the Regulations.
- 6. The annual membership fee, the acreage fee and the regulatory fee(s) shall be determined by the Board of Directors from time to time (and the regulatory fee(s) shall be so determined in accordance with the Regulations), but any change in the fees shall only be put into effect as of the beginning of a fiscal year.

VOTES OF MEMBERS

- 7. Except as otherwise provided in these articles, the votes of members shall be calculated as follows:
 - a. Each member who has paid up the annual membership fee in respect of the year in question shall have one vote.
 - b. Each member shall have additional votes calculated in respect of any year by adding the amount contributed in respect of that year by way of acreage fee and regulatory fee, and dividing that amount by the amount of the annual membership fee prevailing in that year.

For the sake of clarity, the total votes of a member in a particular year shall be calculated in accordance with the following formula:

$$\frac{M + A + R}{M}$$

where: A is the acreage fee paid by the member in respect of the year;

 R is the regulatory fee paid by the member in respect of the year; and

 M is the membership fee prevailing in that year.

- 8. Each grower will submit, together with his acreage fee, a signed declaration witnessed by a Citrus Growers Association Field Officer, Rural Agricultural Development Authority Parish Manager, Justice of the Peace or Minister of Religion, not associated with the member's farm, stating the number of acres planted with not less than 100 citrus trees (whether certified or uncertified) per acre on his or her farm.

This form is to be *used in favor of the resolution
against

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

*Strike out whichever is not desired.

17. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
18. 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 Agency at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

GENERAL MEETINGS

19. The Agency 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 Agency and that of the next PROVIDED THAT so long as the Agency 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 as the Board of Directors shall appoint.
20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
21. The Board of Directors, may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 127 of the Act. If at any time there are not within the Island sufficient Directors capable of acting to form a quorum, any Director or any two members of the Agency may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

22. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing, such notice to be served by the Agency upon any member, either personally or by sending it through the post, addressed to such member at his place of address which appears on the Agency's register book of members, and a meeting of the Agency other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least fourteen (14) days' notice. 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 Agency in General Meeting, to such persons as are, under the articles of the Agency, entitled to receive such notices from the Agency.

PROVIDED THAT a meeting of the Agency 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;
 - 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 percent (95%) of the total voting rights at that meeting of all the members.
23. 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

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring whose positions are eligible to be filled by election of the members, and the appointment, and the fixing of the remuneration, of the Auditors.
25. 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, Fifteen (15) members present in person or by proxy shall be a quorum.
26. 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 Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
27. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Agency, or if there is no such Chairman, or if he or she shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if he or she is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
28. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
29. 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 (30) 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.
30. 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 (3) 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 Agency 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.

This article is without prejudice to the provision in Article 81 that Councillors shall be elected on a one Member-one vote basis.

- 31. Except as provided in article 33, 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.
- 32. 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 poll is demanded, shall be entitled to a second or casting vote.
- 33. A poll demanded on the issue of 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.
- 34. 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 companies by their duly authorised representatives), shall be as valid and effective as if the same had been passed at a General Meeting of the Agency duly convened and held.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 35. Any corporation which is a member of the Agency may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Agency and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Agency.
- 36. No corporation as specified in article 35, or any individual who is a member of the Agency, shall have reserved or special membership status.

BOARD OF DIRECTORS

- 37. The number of the Directors on the Board of Directors shall be seven (7), and the names of the first Directors shall be the first seven (7) subscribers listed in the Memorandum of Association.
- 38. No Director may receive any remuneration for his or her services, except that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any

Director of the Agency in return for services actually rendered to the Agency, such remuneration to be determined by the Directors.

PROCEEDINGS OF BOARD OF DIRECTORS

39. The Board of Directors may meet together for the despatch 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, with each Director casting one vote. In the case of any equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director for the time being absent from the Island.
40. The quorum necessary for the transaction of the business of the Board of Directors shall be three (3).
41. The continuing Directors may act notwithstanding any vacancy in the Board of Directors, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Directors, the 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 Agency, but for no other purpose.
42. The Board of Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
43. All acts done by any meeting of the Board of Directors, 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.
44. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

BORROWING POWERS

45. The Board of Directors may exercise all the powers of the Agency to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability, or obligation of the Agency, or of any third party, provided that any such resolution of the Board of Directors shall be approved by at least five (5) Directors.

POWERS AND DUTIES OF DIRECTORS

46. The business of the Agency shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Agency, and may make such rules and/or regulations and/or bye-laws for the purposes of the Agency, and may exercise all such powers of the Agency as are not, by the Act or by these articles, required to be exercised by the Agency in General Meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Agency in General Meeting; but no regulation made by the Agency in General Meeting shall invalidate any prior act of the Board of Directors which would have

been valid if that regulation had not been made.

47. The Board of 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 Board of Directors, to be the attorney or attorneys of the Agency for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board of 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 Board of Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
48. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Agency, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine.
49. The Board of Directors shall cause minutes to be made in books provided for the purpose:
 - a. of all appointments of officers made by the Board of Directors;
 - b. of the names of the Directors present at each meeting of the Board of Directors;
 - c. of all resolutions and proceedings at all meetings of the Agency, of the Board of Directors, and of any meetings of the Board of Directors held jointly with the Council;

and every Director present at any meeting of the Board of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

50. The office of director shall be vacated if the Director:
 - a. without the consent of the Agency in General Meeting holds any other office of profit under the Agency 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 section 177 of the Act; or
 - d. becomes of unsound mind; or
 - e. resigns his office by notice in writing to the Agency; or
 - f. is directly or indirectly interested in any contract with the Agency, and fails to declare the nature of his interest in manner required by section 188 of the Act.

A Director shall not vote in respect of any contract in which he or she has a financial interest, any matter arising thereout, or any issue wherein the Director shall have a conflict of interest. If such Director does so vote his or her vote shall not be counted.

ELECTION AND APPOINTMENT OF DIRECTORS

51. Any member of the Agency except a sitting member of the Council may stand for election or appointment to the Board of Directors.
52. Six (6) of the Directors are to be elected by the members of the Agency in General Meeting. One (1) Director is to be appointed by the Minister.
53. At the third Annual General Meeting of the Agency, all the elected Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the 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. The appointed Director shall serve for a term of three years.
54. The elected Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
55. A retiring Director shall be eligible for re-election (in the case of the elected Directors) or re-appointment (in the case of the appointed Director), as the case may be.
56. At a meeting where an elected Director retires in manner aforesaid, the Agency may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
57. No person other than a Director retiring at the meeting shall, unless recommended by the Board of Directors, be eligible for election to the office of Director at any General Meeting unless, not less than three (3) nor more than twenty-one (21) days before the date appointed for the meeting, there shall have been left at the registered office of the Agency notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected.
58. The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy among the elected Directors, but so that the total number of Directors shall not at any time exceed the number set out in these articles. Any elected Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Minister shall have the power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy in the position of appointed Director.
59. The Agency may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Agency and such Director. 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 Agency.

OFFICERS

60. The Board of Directors may from time to time appoint one or more of their body to the office of Executive Director for such period and on such terms as they think fit, and, subject to the

terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

61. An Executive Director shall receive such remuneration (whether by way of salary, commission or other form) as the Board of Directors may determine.
62. The Directors may entrust to and confer upon an Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
63. The Secretary shall be appointed by the Board of 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.
64. 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

65. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by a second Director or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS

66. The Board of Directors shall cause proper books of account (being such books of account as are necessary to give a true and fair view of the state of the Agency's affairs and to explain its transactions) to be kept with respect to:
 - a. all sums of money received and expended by the Agency and the matters in respect of which the receipt and expenditure take place;
 - b. all sales and purchase of goods by the Agency; and
 - c. the assets and liabilities of the Agency.
67. The books of account shall be kept at the registered office of the Agency, or subject to subsections (3) and (4) of section 142 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of the Directors.
68. All books and accounts of the Agency shall be open for inspection by all members of the Agency. Members wishing to conduct such inspections will advise the Chairman or Executive Director in writing who will arrange an appointment that is convenient to both parties.
69. The Board of Directors 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 Agency in General Meeting such profit and loss accounts, balance sheets, group accounts (if any), and reports as are referred to in

those sections.

70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Agency in General Meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of, the Agency PROVIDED THAT this article shall not require a copy of these documents to be sent to any person of whose address the Agency is not aware or to more than one of the joint holders of any debentures.

AUDIT

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

NOTICES

72. A notice may be given by the Agency to any member either personally or by sending it by post to him or her or to that member's registered address, or (if the member has no registered address within the Island) to the address, if any, within the Island supplied by the member to the Agency for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four (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.
73. 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 Agency an address within the Island for the giving of notices to them;
 - b. every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c. the auditor or auditors for the time being of the Agency.

No other person shall be entitled to receive notices of General Meetings.

COUNCIL OF THE AGENCY

74. A Council of the Agency is established, which will represent the relevant sub-sectors of the citrus industry and advise the Board and inform the Minister on all technical matters relating to citrus certification and to the implementation of the JCCP.
75. The Council will have twelve (12) Councillors. A person nominated to serve on the Council must be actively involved in one of the stated sub-sectors set out in article 76 or demonstrate competence in one of the technical portfolios described in article 77.
76. A total of six (6) Councillors shall represent the citrus industry in respect of the JCCP, with one (1) Councillor being elected to represent each of the following citrus industry sub-sectors:

- a. **Nursery:** any individual or individual representing a company with at least five (5) years' experience in the operation and management of a plant nursery (preferably citrus) that is registered as required by the Regulations;
 - b. **Small Grower:** any individual or individual representing a company that cultivates less than twenty-five (25) acres of citrus for his/its own use, or for commercial purposes;
 - c. **Medium Grower:** any individual or individual representing a company that cultivates more than twenty-five (25) acres but less than one hundred and fifty (150) acres of for his/its own use, or for commercial purposes;
 - d. **Large Grower:** any individual or individual representing a company that cultivates more than one hundred and fifty (150) acres of citrus for his/its own use, or for commercial purposes;
 - e. **Citrus Packer or Processor:** any individual or individual representing a company in the business of using fresh citrus fruits in the production and marketing of value added citrus products;
 - f. **Farmers' Organisation:** any individual holding a leadership position in a recognized farmer's organisation associated with the citrus industry.
77. A total of six (6) Councillors shall provide technical advice, with one (1) Councillor being elected to advise in relation to each of the following technical portfolios:
- a. **Agricultural Scientist:** any individual with formal qualifications and/or strong practical experience in a relevant field of agriculture such as agronomy, entomology, virology, plant pathology, and other relevant areas of citri-culture;
 - b. **Research:** Any individual with formal qualifications and/or strong practical experience in agricultural research;
 - c. **Quarantine:** Any individual with formal qualifications and/or strong practical experience in plant quarantine procedures;
 - d. **Extension:** Any individual with formal qualifications and/or strong practical experience in agricultural extension;
 - e. **Agri-Business and Finance:** Any individual with formal qualifications and/or strong practical experience in agri-business and finance, including representatives of lending agencies;
 - f. **Modern Technology:** Any individual with formal qualifications and/or strong practical experience in the use of modern technology that is deemed by the members to be important to the advancement of the Agency's objectives.
78. A Councillor, whether representing a sub-sector or providing technical advice, must execute his or her duties in an unbiased manner that supports the overall objectives of the Agency. A Councillor must be prepared to dedicate a reasonable amount of time to serve in the specific post.

ELECTION OF THE COUNCIL

79. Any member of the Agency except a sitting Director may stand for election to the Council.
80. The election of Councillors shall take place at the Annual General Meeting, and no person shall, unless recommended by the Board of Directors, be eligible for election to the office of Councillor unless, not less than three (3) nor more than twenty-one (21) days before the date appointed for the meeting there shall have been left at the registered office of the Agency notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and the category or categories listed in articles 76 or 77 in which it is intended that the person serve, and also notice in writing signed by that named person of his or her willingness to be elected.
81. In the event that there is more than one Member standing for election in a particular category, then the Members shall elect the Councillor for that category, on the basis of one Member-one vote, and the candidate with the highest number of votes will be selected as Councillor for that category. In the event that there is no Member standing for election to represent a particular category, the seat shall be left vacant until the following Council election, except that in such event, the Members may elect additional Councillor(s) (up to the number of Councillor positions left vacant), in respect of a category (or categories) in which one Councillor has already been elected.
82. Councillors shall be elected at the first Annual General Meeting of the Agency, and at the Annual General Meeting in every subsequent year, one-third of the Councillors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third shall retire from office. The Councillors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Councillors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
83. A retiring Councillor shall be eligible for re-election.
84. Notwithstanding the provisions of articles 80 and 82, the Board of Directors may call a special Council election to fill Council vacancies at any General Meeting of the Agency.
85. The names of Councillors elected may be announced in General Meeting and shall be sent to all Agency members within one (1) month of the Council election. This list will indicate the name of the member serving in respect of each of the twelve (12) categories.

RESIGNATION AND DISMISSAL OF COUNCILLORS

86. A Councillor may resign his office at any time in writing to the Agency.
87. The Agency may by a two-thirds majority remove any Councillor before the expiration of his period in office notwithstanding anything in these articles or in any agreement between the Agency and the Councillor.

PROCEEDINGS OF THE COUNCIL

88. The Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Three (3) Councillors may at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Councillor for the time being absent from the Island.

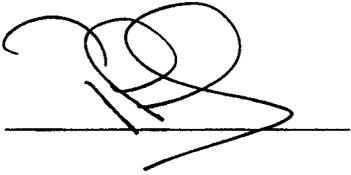
89. The quorum necessary for the transaction of the business of the Council shall be five (5).
90. The Councillors shall elect a President of the Council.
91. Decisions of the Council shall be by majority, with each Councillor present casting one vote. All voting by the Council shall be carried out on the basis of one person-one-vote, with the President exercising a casting vote in the case of an equality of votes.
92. The President shall serve as Chairman of the meetings of the Council and of the Council Executive Committee, but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Chairman of the meeting.
93. All acts done by any meeting of the Council, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor 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 Councillor.
94. No issue arising in Council shall be submitted to the Minister or made public to members of the Agency or the general public unless it has been submitted to a Joint Board-Council Meeting as outlined in articles 99 to 105.
95. The Council shall cause minutes to be made in books provided for the purpose -
- a. of the names and categories, of the Councillors present at each meeting of the Council;
 - b. of all resolutions and proceedings at all meetings of the Council.
96. The Council may delegate any of its powers to committees consisting of such member or members of the Council as its members think fit as well as any other person whom the Council shall designate; and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
97. A committee may elect a Chairman of its meeting; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
98. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present on the basis of one person-one vote, except that any committee member who is not a Councillor may not vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

JOINT BOARD-COUNCIL MEETINGS

99. Joint Board-Council Meetings, consisting of the Board of Directors and the Council, may be held from time to time to resolve technical issues relating to the objects of the Agency.
100. Joint Board-Council Meetings shall be called jointly by the Chairman of the Agency and the President of the Council. Not later than two weeks before the scheduled date of the Joint Board-Council Meeting, the Chairman of the Agency and the President of the Council shall prepare a Problem Statement outlining the issues to be addressed at the Meeting and identifying and describing from whom and how expert advice will be solicited, prepared, and submitted to assist with deliberations at the Joint Board-Council Meeting.

101. The Chairman of the Board of Directors shall preside as Chairman at every Joint Board-Council Meeting; however, if there is no such Chairman, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or if he or she is unwilling to act, the Directors and Councillors present shall elect one of their number to be Chairman of the meeting.
102. The quorum necessary for the transaction of the business of the Joint Board-Council Meeting shall be the Chairman of the Board of Directors, two other Directors, and three members of the Council.
103. Voting at Joint Board-Council Meetings shall be on the basis of one person-one vote, with the Chairman of the Board of Directors, exercising a casting vote in the case of an equality of votes. All final recommendations of Joint Board-Council Meetings will be submitted to the Board of Directors.
104. Joint Board-Council Meeting Reports shall be prepared joint signature of the Chairman of the Board of Directors, and the President of the Council, and shall be sent to the Minister at the same time as they are sent to all Directors and all Councillors. Members of the Agency, shall, in summary format, be informed of the issues and outcomes of Joint Board-Council Meetings and shall, upon request, receive copies of Joint Board-Council Meeting Reports.
105. In exceptional circumstances where the Joint Board-Council Meeting cannot come to resolution, a Report reflecting both points of view shall be prepared by the Chairman of the Board of Directors, and the President of the Council, and shall be submitted to the Minister who will have final authority of arbitration. In such cases, no public announcements shall be made before the Minister makes his arbitral decision.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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