

READ INSTRUCTIONS BEFORE COMPLETING

TouchSafe®

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



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

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

1A. NAME OF COMPANY THE SCOUT ASSOCIATION OF JAMAICA	The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable) N/A	The use of words such as "Caribbean", "Global" and "International" must be explained. See BR1 form for full list of words that need justification.
1C. COMPANY TELEPHONE NUMBER 876-926-7209	1D. COMPANY EMAIL ADDRESS office@scoutjamaica.org

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

3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

Commerce
 Art
 Science
 Religion
 Charity
 Other

If **OTHER**, specify _____

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

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

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

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

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

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

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

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

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

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

In Table B:

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

TO COMPLETE THIS SECTION
You may choose from Table B

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

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

Charities most often choose the option 4b.

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

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

F1B FOR OFFICIAL USE ONLY COMPANY #: _____

5. GUARANTEE/MEMBERS' LIABILITY (Mandatory)
 (Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed.)

STATE THE AMOUNT IN DOLLARS: \$ 500.00

6. MINIMUM NUMBER OF DIRECTORS

AND/OR

6A. MAXIMUM NUMBER OF DIRECTORS

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

7. PARTICULARS OF DIRECTORS

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

FULL NAME	REV. BARRINGTON L. SOARES		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 5 PEART ROAD		
	TOWN	POST OFFICE/POSTAL CODE P.O BOX 217	
	MANDEVILLE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	MANCHESTER	JAMAICA	
OCCUPATION		CONTACT	876-909-7765

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

FULL NAME	JOHN G. LEIBA		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 1 CHERRY GARDENS AVENUE		
	TOWN	POST OFFICE/POSTAL CODE	
	KINGSTON 8		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	ST. ANDREW	JAMAICA	
OCCUPATION		CONTACT	876-995-1235

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

FULL NAME	MAURICE BROWN		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT LOT 6 DOLPHIN ROW, OLD HARBOUR GLADES		
	TOWN	POST OFFICE/POSTAL CODE	
	OLD HARBOUR		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	ST. CATHERINE	JAMAICA	
OCCUPATION		CONTACT	876-816-6230

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

FULL NAME	GARTH O. RUSSELL		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 112 GOLDERS GREEN, WEST ROAD		
	TOWN	POST OFFICE/POSTAL CODE	
	YALLAHS		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	ST. THOMAS	JAMAICA	
OCCUPATION	DIRECTOR	CONTACT	876-579-4965

F1B FOR OFFICIAL USE ONLY COMPANY #:



DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	N/A			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION			CONTACT	

DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	N/A			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION			CONTACT	

DIRECTOR 7 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	N/A			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION			CONTACT	

Continuation page(s) attached

8. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME	LOUISE WILLIAMS			
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 3 HILLVIEW WAY			
	TOWN KINGSTON 8	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE ST. ANDREW	COUNTRY JAMAICA		
OCCUPATION	SECRETARY	CONTACT	876-771-2100	

F1B FOR OFFICIAL USE ONLY COMPANY #:

3

OCRC1369723
MetallicSafe

Patent #5,772,431
TamperSafe

9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

[Empty box for number of members]

10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

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

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

While on Visit

While on Visit

While on Visit

While on Visit

Continuation page(s) attached

F1B FOR OFFICIAL USE ONLY COMPANY #:

11. PARTICULARS OF COMPANY SUBSCRIBERS

COMPANY PARTICULARS

COMPANY NAME		
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		
OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		

SEAL

WITNESS PARTICULARS

WITNESS FOR OFFICER 1

WITNESS FOR OFFICER 2

WITNESSED BY (NAME OF WITNESS)		
WITNESSED AT (LOCATION/ ADDRESS)		
SIGNATURE		
DATE		

While on Visit

While on Visit

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

Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

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

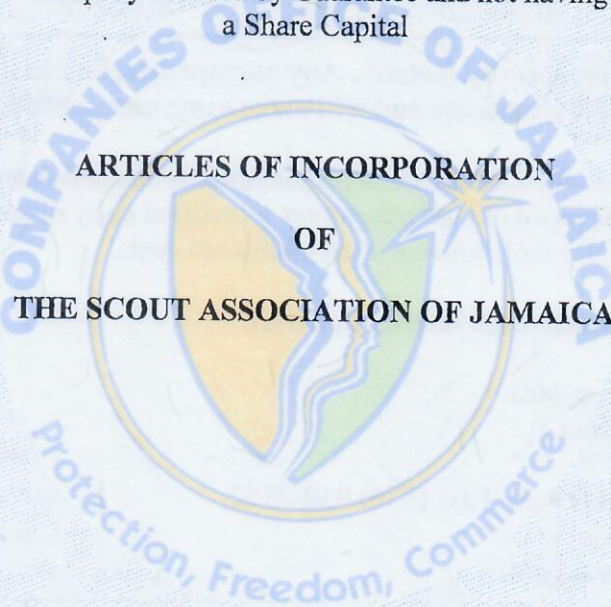
NAME OF DECLARANT	GARTH RUSSEL	CAPACITY	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT	<i>Garth Russell</i>	DATE	8 / 9 / 2022

F1B FOR OFFICIAL USE ONLY COMPANY #:

Schedule 1

THE COMPANIES ACT 1965

Company Limited by Guarantee and not having
a Share Capital



**ARTICLES OF INCORPORATION
OF
THE SCOUT ASSOCIATION OF JAMAICA**

CRC1369726

Metallicard®



PRELIMINARY

1. In these Articles and any Bye-Law, rules and regulations made hereunder unless there is something in the context inconsistent therewith:

"The Act" means and includes The Companies Act 1965 and every other Law or Act of Jamaica amending and/or incorporated with and/or substituted for the same; and in the case of any such substitution the reference in these Articles to the provisions of non-existing Laws or Acts of Jamaica shall be read as referring to the provisions substituted, therefore, in any new Act of Law.

"The Association" shall mean The Scout Association of Jamaica. "Seal" means the Common Seal of the Association.

"Council" means the Council of the Association as constituted pursuant to Article 24 hereof, "Executive Committee" means the Executive Committee of the Council.

"Group" includes the complete unit of the four sections of Scouts, namely, Cub Scout Pack, Scout Troop, Venture Unit, Rover Scout Crew and the term 'Group' applies to the troop even if lacking one or more of the sections.

"Scout" includes a Cub, Scout, Venture and Rover Scout.

"Scouter" means any person who holds a Warrant. "District Commissioner means a Scouter in charge of a District within the jurisdiction of a Local Association.

"In Writing" or "written" includes any form of writing, printing, lithography, or other mode of representing words in a visible form.

'Month' means a calendar month. 'Bye-Laws means Bye-Laws made by the Executive Committee under and by virtue of these Articles of Association.

Words importing the singular member only shall include the plural and *vice versa*.

Words importing male only shall include the female and *vice versa*.

Words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 3,000, but the Executive Committee may, whenever they think fit, register an increase of members.
- 3 (i) The following persons shall constitute and be recognized as members of the Association namely:
 - (a) The subscribers to the Memorandum of Association and these Articles of Association, if they become and for so long as they remain members of the Council;
 - (b) Such members of the Council of the existing Association known as The Scout Association of Jamaica as are registered as such in the Records of the said Association at the date of incorporation of the Association, and until a Council is established at the First Annual General Meeting of the Association;
 - (c) Such individuals as may from time to time be the members of the Council.
- (ii) The following persons:
 - (a) Members of the Association
Members of the existing Association known as The Scout Association of Jamaica who are at the date of the incorporation of the Association registered in the register of members of the said Association at the date of registration of the Association.
 - (b) Scouts who are members of a registered Group, Scouters, persons holding Non-Warranted, Warranted or Honorary Rank in the Association, members of Group Committee and members of Local Associations.
 - (c) Such other persons as may be admitted to membership by the Executive Committee shall constitute and be known as The Scout Movement in Jamaica.
4. Membership of the Scout Movement is open to such person's male or female who shall make the requisite Promises as prescribed from time to time in the Bye-Laws or by the Executive Committee.
5. There shall be no discrimination as to the admission of any person as a member of The Scout Movement in Jamaica for any reason of race, religion, creed, sect, sex, class or colour.
6. The Scout Movement in Jamaica shall not be connected with any political body. Members of the Association in uniform, acting as representatives of the Movement, shall not take part in political meetings or activities.

7. Every member shall be bound to do his best to further to the best of his ability the objects, interests and aims of the Association and shall observe all Bye-Laws, Rules and Regulations of the Association made pursuant to the powers in that behalf herein contained.
8. A member may resign his membership on giving written notice of such intention to resign to the Secretary of the Association.
9. The membership of any person who is considered by the Executive Committee to be unfit or unsuitable for any reason to continue as a member of the Association or Scout Movement may be cancelled by resolution of the Executive Committee and such person shall thereupon cease to be a member. The Executive Committee shall not be under any obligation to state its reason for such action.

SUBSCRIPTIONS, DONATIONS AND FINANCE

10. Members shall pay such subscriptions as may from time to time be subscribed by the Executive Committee and payments shall be made only to such persons authorised by the Executive Committee to receive the same. The Executive Committee shall have power to remit the whole or any part of the subscription of any particular member or to give time for the payment thereof on any ground which they consider expedient or justifiable and they shall have power to suspend temporarily the payment of the subscriptions of any member in circumstances which they may consider sufficient.

THE CHIEF SCOUT

11. The Governor-General of Jamaica shall be the Chief Scout of the Association. In the event of a Governor-General being unwilling to accept or continue in the position, a Chief Scout shall be appointed by the President, acting on the advice of the Chief Commissioner, Deputy Chief Commissioners and Assistant Chief Commissioners, and such person shall hold the said office for such period as he shall be appointed.
12. The responsibilities of the Chief Scout shall be:
 - (a) to be the titular Head of the Scout Movement in Jamaica and assist its development in accordance with the fundamental principles of Scouting as established by the late Chief Scout of the World, Robert Baden-Powell, First Baron Baden-Powell of Gilwell;
 - (b) to sign Warrants of Appointment;
 - (c) to perform such functions and duties as may from time to time be reserved to him by the Council, and he shall accept.

THE PRESIDENT

13. The President of the Association shall be elected by the Council for a term of three years and being willing he shall notwithstanding the expiration of his term continue in office until his successor is appointed. He shall be eligible for re-election from time to time on the expiry of his term of office.
14. The responsibilities of the President shall be:
- (a) to encourage the welfare and progress of Scouting in Jamaica, the Territories under the jurisdiction of the Association;
 - (b) to perform the duties of Chairman of the Council;
 - (c) to undertake such duties and functions as may from time to time be vested in him by the Council.

VICE PRESIDENTS

15. A Vice President of the Association shall be elected annually at the Annual General Meeting of the Association and he shall hold office until the election of his successor. He shall be eligible for re-election from time to time on the expiration of his term of office. The Vice President shall perform all the functions of the President during the absence from Jamaica of the President or in the event of the President being unable to perform his office for any reason.
16. Honorary Vice Presidents of the Association may be appointed annually by the Council from among persons who have rendered distinguished service to the community particularly in the sphere of Social Welfare or Education.

**CHIEF COMMISSIONERS, DEPUTY CHIEF COMMISSIONERS
AND ASSISTANT CHIEF COMMISSIONERS**

17. The Chief Commissioner shall be appointed from time to time by the Chief Scout acting on the recommendation of the President, Deputy Chief Commissioners and Assistant Chief Commissioners. His appointment may be revoked at any time by the Chief Scout acting upon the recommendation of the aforesaid persons and another appointed in his place.

Acting upon the recommendation of the President and the Chief Commissioner, the Chief Scout, may from time to time appoint a Deputy Chief Commissioner and one or more Assistant Chief Commissioners, with such special titles as the Chief Commissioner may deem fit, to exercise such functions as the Chief Commissioner may delegate to each one. Any such appointment may be revoked by the Chief Scout upon the recommendation of the President and the Chief Commissioner.

19. In the event of the office of Chief Commissioner becoming vacant, or if the Chief Commissioner is absent from Jamaica or is unable for any reason to perform his duties, the Deputy Chief Commissioner shall act as Chief Commissioner, pending the appointment of a new Chief Commissioner, or until the resumption of duties by the Chief Commissioner, as the case may be.
20. The Chief Commissioner after consultation with the Deputy Chief Commissioners and Assistant Chief Commissioners may appoint an Executive Commissioner and one or more Assistants to assist him in performance of his duties. The Chief Commissioner may revoke any such appointment after consultation with the aforesaid persons.
21. The Chief Commissioner shall be responsible:
- (a) for the selection and training of leaders;
 - (b) for the planning and supervising of the training of Scouts, and generally for directing and overseeing Scouting in Jamaica the Territories under the control of the Association, in accordance with Scouting principles and the aims of the Association;
 - (c) for defining, after consultation with the Deputy Chief Commissioners, the Assistant Chief Commissioners and the Executive Commissioner, the areas to be allocated to and supervised by each Local Association;
 - (d) for approving the registration of Local Associations, and to make recommendation from time to time to the Council in regard to the creation, operation, withdrawal or suspension of Local Associations, and of any Groups or Sections under their supervision;
 - (e) for approving the issue and signing of Warrants of Appointment and, if and when necessary, the withdrawal or suspension of any Warrant, provided that the Executive Committee shall as soon as possible be notified of the issue, withdrawal or suspension of a Warrant;
 - (f) to act as arbitrator of differences between District Commissioners and Local Associations and between two or more Local Associations, Groups or Sections, provided that all serious disputes and actions taken shall as soon as possible be brought to the notice of the Executive Committee;
 - (g) to co-operate with, assist and advise the Council and the Executive Committee in the carrying out of policy decisions and other responsibilities; and
 - (h) to supervise and instruct Headquarters and Scouters in the discharge of their duties.

OFFICERS OF THE COUNCIL

- 22. The Officers of the Council shall be the President, the Vice President, the Chairman of the Executive Committee, the Secretary, the Treasurer.
- 23. The individuals, at present, Officers of the Council of the Association known as The Scout Association of Jamaica shall be the first holder of the corresponding offices in the Association listed in Article 22 and shall hold office as such until the First Annual General Meeting of the Association. Except for the President, who shall hold office for a term of 3 years, the officers of the Council shall be appointed annually by the Council at the Annual General Meeting of the Association, but until his successor is appointed, each officer shall continue in office. The holder of each office shall be eligible for reappointment.
- 24. Any temporary or casual vacancy amongst the officers may be filled from time to time by the Executive Committee.

MEMBERSHIP OF COUNCIL

- 25. Unless and until otherwise determined by the Council by Extraordinary Resolution, the Council shall consist of ex-officio members, nominated members and elected members as follows:

Ex-officio Members:

- (a)

<ul style="list-style-type: none"> The President The Vice President Hon. Vice Presidents The Chairman of the Executive Committee The Secretary The Treasurer The Chairman of each Local Association The Secretary of each Local Association 	<ul style="list-style-type: none"> The Chief Scout The Chief Commissioner The Deputy Chief Commissioner The Assistant Chief Commissioners The District Commissioners The Chief Commissioner of the Girl Guides Association The International Commissioner The National Training Commissioner The Executive Commissioner
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(b) Nominated Members

- The Minister of Youth or his nominee
- The Minister of Education or his nominee
- A nominee of the Anglican Church of Jamaica
- A nominee of The Church in Jamaica in the Province of the West Indies
- A nominee of the Roman Catholic Church the Archdiocese of Kingston
- A nominee of the United Congregation of Israelites in Jamaica
- A nominee of the Jamaica Council of Churches

- A nominee of the Council of Voluntary Social Services
- A nominee of The Jamaica Teachers' Association
- A Scouter nominated annually by each Local Association
- A nominee of the Jamaica Constabulary Force
- A nominee of the Jamaica Defence Force

(c) Elected Members

At each Annual General Meeting not more than twelve persons, in addition to the ex-officio and nominated members, may be elected members of the Council to hold office until the next Annual General Meeting. Each such person shall be eligible for re-election. No person, other than a retiring member of the Council, may be nominated and elected a member of the Council unless, at least 46 hours prior to the meeting at which the election takes place, notice in writing signed by two members of the Council is given to the Secretary of the Association of intention to propose such person for election.

THE FUNCTIONS OF THE SCOUT COUNCIL

25. The functions and responsibilities of the Council shall be to:
- (a) promote and safeguard the welfare of the Scout Movement;
 - (b) maintain and develop friendly relations with the World Bureau and The Interamerican Region;
 - (c) establish and cause to be maintained a Headquarters Administration with all ancillary services;
 - (d) organise and promote Local Associations and, subject to the concurrence or recommendation of the Chief Commissioner issue and, if and when necessary, cancel Warrants to Local Associations;
 - (e) with the concurrence of the Chief Commissioner, and upon the recommendation of Local Associations cause to be registered Groups and, if and when deemed advisable, cancel such registrations;
 - (f) maintain a register of Scouts and Scouters and keep same up-to-date by means of an annual census;
 - (g) advise and assist the Chief Commissioner in the performance of his duties; and
 - (h) consider and, when in order, approve and adopt annual accounts, balance sheets and reports of officers of the Association and the Chief Commissioner; elect members of the Council and Executive Committee who are subject to election; appoint officers of the Council; and supervise the raising and administration of the funds of the Association.

GENERAL MEETINGS

26. All meetings of the Council shall be deemed to be General Meetings of the Association and on occasion are so referred to in the Articles and Bye-Laws made hereunder. The Council shall once in each year hold a General Meeting as the Annual General Meeting of the Association 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 and that of the next. Provided that so long as the first Annual General Meeting is held within eighteen months of the incorporation of the Association, an Annual General Meeting need not be held 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 Executive Committee may appoint.
27. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
28. The Council may, whenever it deems fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened by such regulation as provided by Section 127 of the Act, the President or the Chief Commissioner.

NOTICE OF GENERAL MEETINGS

29. Subject to the provision of the Section of the Act relating to Special Resolutions the Secretary shall give all members 30 days notice of any Annual General Meeting and 14 days notice of any Extraordinary General Meeting, the days to be reckoned exclusive of the day on which the notice is served or to be deemed to be served, but inclusive of the day of which notice is given, and such notice shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of the business shall be given to members in the manner hereafter mentioned, or in any other manner (if any) as may be prescribed by the Association in General Meeting.
30. 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 MEETING

31. 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 of the consideration of the accounts, balance sheets and the reports of the Chief Commissioner and officers of the Council and auditors, the election of the members of the Council, Executive Committee and officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.
32. 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 16 members personally present shall form a quorum.

33. If within half an hour of the time appointed for the meeting a quorum shall not be present, the meeting, if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for the meeting, the members present shall form a quorum.
34. The President shall preside as Chairman at every general meeting of the Association, and failing him the Vice President, or if there is no such officer or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members of the Executive Committee present, shall be entitled to elect one of their number to be chairman of the meeting.
35. If at any meeting no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, or if no member of the Executive Committee is willing to act as chairman, the members present shall choose one of their number to the chairman of the meeting.
36. The Chairman may with the consent of the 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 ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting save as aforesaid it shall not be necessary to give any notice of any adjournment, or of the business to be transacted at any adjourned meeting.
37. At any General Meeting a resolution put to the vote shall be decided by a show of hands of the members present, unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by at least five members, and unless a poll is so demanded, a declaration by the Chairman that a resolution has on the show of hands been carried unanimously or by a particular majority, and an entry in the books of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
38. If a poll is duly demanded, it shall take place in such a manner as the Chairman directs, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll was demanded. A demand for a poll may be withdrawn.
40. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been carried.
41. In addition to the meetings above, the Executive committees may from time to time as and when they think fit, arrange for, convene, and hold, at the expense of the Association, Public Meetings, Conventions, and Conferences in furtherance of the work and objects of the Association, at which not only members, but also any other person in sympathy with

or interested or likely to become interested in such work and objects, may be invited to attend, provided that no such Public Meeting shall be deemed to be or operate as a General Meeting of the Association for any of the purposes of the Articles, or the Act.

TouchSafe®

VOTE OF MEMBERS AT GENERAL MEETINGS

42. Every member shall have one vote at meetings of the Association.

THE EXECUTIVE COMMITTEE

43. The name of the first members of the Executive Committee who shall hold office until the first Annual General Meeting of the Council shall be determined in writing by the subscribers to the Memorandum of Association, or a majority of them.
44. Subject to Article 43, 45 and 46, the Executive Committee shall consist of ex-officio and elected members as follows:

(i) Ex-Officio

- (a) Officers of the Council
- (b) The Chief Commissioner
- (c) The Deputy Chief Commissioners
- (d) The Assistant Chief Commissioners
- (e) The Executive Commissioner
- (f) All District Commissioners

(ii) Elected

Ten persons elected annually by the Council from among the nominated and elected members of the Council, other than Scouters nominated by the Local Association.

(iii) Co-opted

Not more than two persons who may or may not be members of the Council co-opted and appointed annually by the Executive Committee in its discretion and who shall retire at the Annual General Meeting following appointment but who shall be eligible for re-appointment.

45. Any temporary or casual vacancy among the elected members may be filled by the Executive Committee.
46. The Council may at any time by Extraordinary resolution remove any member of the Executive Committee before the expiration of his term of office, and if he is an elected member his place may be filled by the Executive Committee in the manner prescribed in Article 44 (iii) above.

47. A Member of the Executive Committee shall cease to be a member if he shall be found a lunatic or become of unsound mind; if by notice in writing he shall resign his office; if for four months he is absent from all meetings of the Executive Committee unless with special leave of the Executive Committee; or if he is removed by an Extraordinary resolution of the Council.

FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE

48. The duties and responsibilities of the Executive Committee shall be to promote and further the Scout Movement in accordance with the objectives and aims of the Association.
49. The general management of the affairs of the Association shall be the responsibility of the Executive Committee which may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and these Articles and to such Bye-Laws, being not inconsistent with the aforesaid provisions, as may be prescribed by the Council; but no Regulations or Bye-Laws made by the Council shall invalidate any prior Act of the Executive Committee which would have been valid if that Regulation or Bye-Law had not been made.

BORROWING POWERS

50. The Executive Committee may raise or borrow money and may secure the repayment of same by mortgage or charge upon the whole or any part of the assets and property of The Association (present or future) including its uncalled capital or unissued capital and may issue bonds, notes, debentures or debenture stock either charged upon the whole or any part of the assets and property of the Association or not so charged.
51. Subject to the Act and these Articles of Association, the Executive Committee may make such Bye-Laws, Rules and Regulations for the proper operation and administration of the Association and its Local Association and Branches which are not inconsistent with these Articles of Association and may from time to time amend and revoke the same and substitute other Bye-Laws or Regulations provided, however, that notice of the making, amendment or revocation of any Bye-Laws or Regulation by the Executive Committee, shall be given at the meeting of the Council following the making, amendment or revocation of such Bye-Laws or Regulations.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

52. The Executive Committee shall meet as often as the Chairman shall decide but in any event it shall meet not less than quarterly.
53. The quorum necessary for the transaction of the business of the Executive Committee shall be ten members present in person.
54. Every member of the Executive Committee personally present, other than a paid

employee of the Association, shall have one vote. In the event of an equality of votes the resolution shall be deemed not to have been carried.

55. All acts done at any meeting of the Executive Committee, or any Sub-Committee thereof or by any person acting as a member of the Executive Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to act as a member of the Executive Committee.

LOCAL ASSOCIATIONS

56. The Council may establish and maintain Local Associations in such areas and with such powers as shall be in accordance with any Bye-Laws, Rules and Regulations made from time to time by the Executive Committee, and with the concurrence of the Chief Commissioner issue to and cancel Warrants of Local Associations.
57. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two members of the Executive Committee and to the Secretary, or such other person as the Executive Committee shall from time to time appoint for the purpose, and such two members of the Executive Committee and the Secretary, or such other person as the Executive Secretary, or such other person as aforesaid, shall sign every instrument to which the seal is so affixed in their presence.

ACCOUNTS AND AUDITORS

58. The Executive Committee shall cause proper books of account to be kept of all moneys received or expended by the Association, and the matters in respect of which the same shall have been received or expended, and of the assets and liabilities of the Association.
59. The books of account shall be kept at the Registered Office of the Association, or at such other places as the Executive Committee may from time to time direct.
60. Once at least in every year the Executive Committee shall cause to be prepared and be laid before the Association in General Meeting an audited Income and Expenditure Account for the period since the last preceding account, or in the case of the first account since the incorporation of the Association made up to a date not more than six months before such meeting, together with a Balance Sheet showing the assets and liabilities of the Association at such date and a report of the Executive Committee on the affairs of the Association.
61. Auditors shall be appointed and their duties regulated in accordance with Section 153 and 156 of the Act.

NOTICES

62. A notice may be given to any member, either personally or by sending it by post to him to his registered address in the records of the Association.
63. As regards any member who has no registered address, a notice displayed in the Registered Office of the Association, and which remain displayed for 48 hours, shall be deemed to have been received by such member at the expiration of 24 hours after it was so displayed.
64. When a notice is sent by post, service of the notice shall be effected by properly addressing, prepaying, and posting a letter containing the notice and (unless the contrary is proved) shall be deemed to have been effected on the day following that on which the letter is put into the post in any Post Office in Jamaica.

INDEMNITY

65. The members of the Council, the Executive Committee and Officers for the time being, of the Association, and any Trustees for the time being, acting in relation to any 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 officer 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, Solicitors or other persons with whom any moneys or effects belonging to the Association may be lodged or deposited for sale, custody, or for any insufficiency or deficiency of any security, upon which any moneys of the Association may be invested, or for any other 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.

GENERAL

66. All bills of Exchange, Promissory Notes, Cheques Orders for Payment and other negotiable or transferable instruments shall be accepted, made, drawn, endorsed, negotiated and signed for and on behalf of the Association by any two members of the Executive Committee and the Secretary or in any other way authorised from time to time by Resolution of the Executive Committee provided, however, that subject to any Resolution of the Executive Committee to the contrary, all cheques for lodgement to the Association's Bank account may be endorsed by the Secretary or any one member of the Executive Committee.

PRESIDENT EMERITUS

67. On their retirement, or after serving their time, Presidents can become President Emeritus, in recognition of their service to the movement. They would, however, need to serve a minimum of ten years to be considered for, and recognized to, this position.

The President Emeritus serves in an advisory role to the President, and to the Association as a whole, and provides guidance and expertise as a knowledgeable member of the Movement.

LIFE MEMBERS

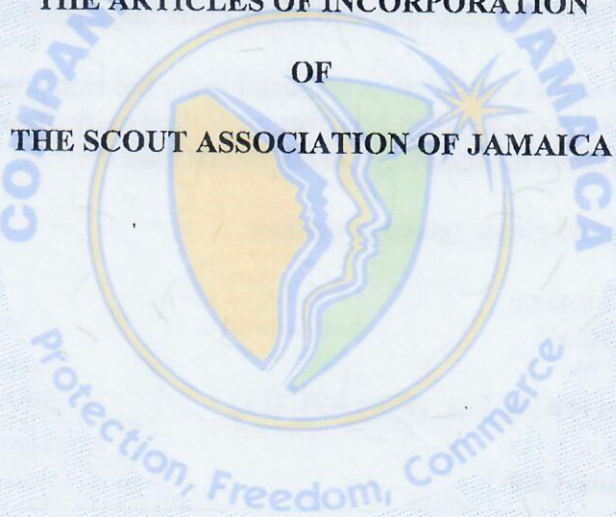
68. Life membership is an honour bestowed on members in the movement whose loyal and outstanding service and contribution have provided benefit to the movement over an extended period of time.

Any active or retired member can be nominated by any active member of the Jamaica Scout Council, with the nomination seconded by at least one other Council member.

YOUTH MEMBERSHIP

69. At the Annual Youth Forum, the gathering will select from amongst those present, two representatives to serve on the Jamaica Scout Council for a year.

BYE-LAWS MADE PURSUANT TO
THE ARTICLES OF INCORPORATION
OF
THE SCOUT ASSOCIATION OF JAMAICA



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1. The interpretation of the provision of the Memorandum and Articles of Incorporation and these Bye-Laws by the Executive Committee shall, subject to the provision of the Company Act and in so far as permitted by Law, be final and conclusive. All formal interpretations by the Executive Committee shall be reported to the Council.
2. The principles and practice of the Association are based on the Scout and the Scout Law.
3. The Scout Promise:

- A. A Scout, Scouter or Commissioner upon Investiture, shall make the following promise:

On my honour I promise that I will do my best
To love and serve God, my country and the Queen,
To help people, and to obey the Scout Law.

- B. A Cub Scout, upon investiture, shall make the following promise:

I promise to do my best, to love and serve God, my country and the Queen,
To help people, and to obey the Cub Scout Law.

4. The Scout Law:

- A. The Scout Law is:

- (i) A Scout's is to be trusted.
- (ii) A Scout is loyal
- (iii) A Scout is friendly and considerate
- (iv) A Scout belongs to the worldwide family of Scouts .
- (v) A Scout has courage in alldifficulties.
- (vi) A Scout makes good use of time.
- (vii) A Scout is careful of possessions and of all property.
- (viii) A Scout has respect for self and for others.
- (ix) A Scout obeys the orders of those in authority.
- (x) A Scout is clean in thought, word and deed.

- B. The Cub Scout Law is: :A Cub Scout does his best,
thinks of others before himself,

and does a good turn every day.

5. The Scout Motto

‘Be Prepared’.

RELIGIOUS POLICY

6. The Scout Movement includes members of many different forms of religion. The following policy has received the approval of the heads of the leading religious bodies:
- A. It is expected that every Scout shall belong to some religious body and attend its services.
 - B. If at any time a Scout does not belong to a religious body, his District Commissioner must endeavour to put him in touch with one which should, if possible, be that to which his parents belong or into which he may in the past have been baptised or otherwise admitted; the approval of the parents of the Scout must be obtained.
 - C. If a group is composed of members of one particular form of religion, it is the duty of the District Commissioner to encourage the attendance of all members of the group at such religious instruction and observances as the Local Association may consider desirable. When a sponsored Group is composed: 60 members of one form of religion the Sponsoring Authority is responsible for the religious training of the Scouts.
 - D. If a group is composed of members of various forms of religion, they should be encouraged to attend the services of their own form of religion and Group Church Parades should not be held. In camp any form of daily prayer or divine service should be of the simplest character, attendance being voluntary.
 - E. Where it is not permissible under a rule of the religion of any Scout to attend religious observances other than those of his own form of religion, the Scouter of the Group must see that such a rule is strictly observed while the Scout is under their control.

7. Combined Church Parades of Groups of various forms of religion are not allowed in any District or area under the control of a Local Association without special permission from the District Commissioner for the District, and under no circumstances should a Scouter urge Scouts to attend places of worship other than those of their own form of religion.
9. Gathering of Scouts, known by the term 'Scouts' Own' are held for the worship of God and to promote fuller realisation of the Scout Law and Promise, but these are supplementary to, and not in substitution for, the religious observances referred to in Rule 6.

SEX EDUCATION

9. The policy of the Association is regard to the giving of sex education to Scouts is set out in the pamphlet 'Sex Education in the Scout Group'. Scouter must refrain from any instruction not strictly in accordance with the principles therein stated or on any publication not approved by the Executive Committee.

LEGAL STATUS

10. "The Scout Association of Jamaica" is unincorporated under the Companies Act.
- 11 (i) By an Act of Parliament, The Boy Scout and Girl Guides Association Act No. of 1967, the name of the Association and certain titles and badges are given legal protection, and any unauthorised person making use of any of them becomes liable to prosecution.
- (ii) The words 'Boy Scouts' being a registered Trade Mark of the Association may not be used by any unauthorised person.

MEMBERSHIP

12. The Scout Organisation is open to subjects of the British Commonwealth of every class and religious persuasion.
13. Foreign subjects may be admitted as members, subject to the approval in writing of the Chief Commissioner or the District Commissioner of the area in which the person resides and any such person shall then make or re-affirm the Scout Promise in the following form:

On my honour I promise that I will do my best
To love and serve God and the country in which I reside To help people
To obey the Scout Law.

Cubs who are foreign subjects shall make or reaffirm the Cub Promise appropriately amended to conform to the above.

The full name and present address of any foreign subject to be admitted together with the

name of any foreign group of which he was formerly a member, should be sent by the Chief Commissioner or by the District Commissioner concerned to the Executive Commissioner for registration.

14. The following are considered members of the Scout Movement so long as they are properly serving in the ranks or position enumerated:
 - (a) Scouts who are members of a registered Group
 - (b) Scouters
 - (c) Persons holding Non-warranted or Honorary rank
 - (d) Members of Group
 - (e) Members of Local Associations
 - (f) Members of the Council of The Scout Association.
15. In addition to other means, which may otherwise be provided, a person's membership of the Association or the Movement may be cancelled by resolution of the Executive Committee. The Executive Committee shall not be under any obligation to state its reason for such action.
16. Co-operation between the Girl Guides Association and the Scout Association and their various branches should be as close as possible, but except as set out in the Bye-Law or directions in writing by the Chief Commissioner, Scouts and Guides shall not be trained together.
17. Subject to the Memorandum and Articles of Association of the Association and these Bye-Laws and any other Bye-Laws, Rules and Regulations from time to time made by the Council or the Executive Committee and in so far as they may not be inconsistent therewith, the Existing Policy Organisation and Rules published by the Scout Association of Great Britain and any amendments thereof from time to time shall be deemed to be effective and operative in Jamaica subject to such adaptation, modification and interpretations as may be necessary to accord with local conditions.