

CONSTITUTION AND CANONS

OF THE CUSTOMS BROKERS ASSOCIATION OF JAMAICA

1. Definitions:

1.1 NAME

The Association shall be named “**THE CUSTOMS BROKERS ASSOCIATION OF JAMAICA**” (hereinafter referred to as “the Association”).

1.2 INTERPRETATION

In this Constitution unless the context otherwise requires, “person” includes any individual, juridical person, company, body corporate or unincorporate, partnership, firm, joint venture or trust or any state or subdivision thereof or any agency of any government.

Further in this Constitution, the singular includes the plural and vice versa, and references to any gender include any other gender. The clause and paragraph headings are inserted for convenience only and shall be ignored in construing the Constitution. References to paragraphs, clauses, sub-clauses, appendices and the schedules are references to paragraphs, clauses and sub-clauses hereof and Appendices and the Schedules hereto.

2. Objectives

The Association is a non-profit organization of persons operating in Jamaica whose objectives shall be as follows:

- 2.1 To protect and further the professional interests of customs brokers in Jamaica.
- 2.2 To establish and maintain a standard of competence and efficiency that will tend to protect the interest of both the clients of the Association, members and the Government of Jamaica by aiding in the fair, reasonable administration of customs tariffs, laws and regulations.
- 2.3 To foster good fellowship and develop acquaintance among the Association’s members.

3. Powers of Organization

In furtherance of the objectives of the Association but not otherwise the Association may:

- 3.1 Apply the whole or any part thereof of the income of the Association in promotion of the objectives of the Association.
- 3.2 Raise funds to promote the objectives of the Association

- 3.3 Raise funds necessary to maintain the facilities of the Association by any means possible including but not limited to the holding of investments of an income bearing nature.
- 3.4 Establish and maintain of the facilities of the Association
- 3.5 Assist its members in whatever way possible in respect of customs brokerage in Jamaica
- 3.6 Develop and administer programmes to help build, protect and further the business of customs brokers in Jamaica and the professional interests of the Association's members.
- 3.7 Provide through public education an awareness of the existing problems of customs and the business of importing into and exporting from Jamaica and raise the consciousness of the public at large regarding attitudes, feelings and situations that contribute to the negative aspects of customs and the business of importing into and exporting from Jamaica.
- 3.8 Encourage the communications media in all its branches including but not limited to television, radio, films, newspaper, magazines and the arts to portray a realistic and positive image of customs, customs brokers and the business of importing into and exporting from Jamaica.
- 3.9 Collaborate with existing and future social services in all aspects and in all cases where feasible.
- 3.10 Encourage, apply for, promote and obtain any Act of Parliament, law, order, license or permit from any authority which the Association deems fit and consistent with its objectives
- 3.11 Encourage, apply for, promote and obtain any act, law, order, license or permit from any authority to enable the Association to carry out any of its objectives or any other purpose which the Association may deem expedient.
- 3.12 Oppose any proceedings, laws, Acts of parliament, orders or applications which the Association through the Executive Council (hereinafter called the "Executive") deems to be directly or indirectly prejudicial to the objectives of the Association or to the interests and/or welfare of its members.
- 3.13 Generate interest for change and improvement in the areas of customs, customs brokerage, customs tariffs, duties, taxes, laws and regulations.
- 3.14 Encourage sensitivity form the Customs Department in its dealings with customs brokers, their clients and the public in general.
- 3.15 Utilize the information gained through the operation of the Association's facilities to encourage legislative and administrative changes including policy reforms of the Government of Jamaica or any other sovereign or state government on problems affecting customs, the business of importing into and exporting from Jamaica, customs brokers, their clients and the public in general.
- 3.16 Form and/or create foundations, committees or associations to carry out the objectives of the Association.
- 3.17 Conduct all activities which the Association shall deem in its absolute discretion to be incidental or conducive to the attainment of the objectives of the Association.
- 3.18 Pursue all or any of the objectives of the Association herein contained in any part of the world, either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.

- 3.19 Make donations to such persons and in such cases as the Association may consider directly or indirectly conducive to any of the objectives of the Association.
- 3.20 Award scholarships to or undertake payments for the education, tuition, training, maintenance and benefit of any person or persons.
- 3.21 Support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Association as the Association in its absolute discretion deems fit.
- 3.22 Invite or accept charitable contributions to the Association by way of donations, bequests, subscriptions or otherwise and to agree in relation to any such contribution to be bound by special conditions as to the manner of its applications.
- 3.23 Accumulate the income of the Association or any part of it by investing the said income in such investments, securities or property as thought fit and the resulting income from any such investment shall be held as income of the Association for all the objectives of the Association.
- 3.24 Purchase real or personal property for cash or by the grant of a mortgage against such property and retain or sell same for cash or with part or the whole of the purchase money left outstanding on mortgage or any other security or no security.
- 3.25 Invest any money owned or controlled by the Association in any investment and investment shall be taken to include but not limited to:-
 - (a) laying out money for or towards the alteration, improvement, repair, decoration of property;
 - (b) the acquisition of assets which do or do not produce income; and
 - (c) the purchase of property both real and personal.
- 3.26 Vary, sell or transfer any investment of the Association.
- 3.27 Borrow or raise money on the security of any property of whatever kind at anytime owned by the Association by way of mortgage or charge of any kind for the objectives of the Association.
- 3.28 Employ and pay any person or persons including any bodies corporate or unincorporate as agents or servants of the Association such salary, wage, fee, commission or other remuneration as is reasonable.
- 3.29 Employ and pay any agent or servant to transact any or all business of the Association of whatever nature including acts involving the exercising of a discretion required to be carried out in furthering the charitable objectives of the Association.
- 3.30 Spend any money or income in whole or in part on the insurance of any property beneficially owned by the Association to cover the full replacement value of such property against any peril and upon any term or condition.
- 3.31 Lend or advance money or give credit to persons including bodies corporate or unincorporate and on such terms as deemed fit.

- 3.32 Guarantee or indemnify the performance of any contract, obligation or payment of or by any person or persons including bodies corporate or unincorporate.
- 3.33 Do anything necessary for the attainment of the objectives heretofore mentioned in Clause 2 in any part of the world.
- 3.34 Invest in the purchase of or interests in any stocks, funds, shares, securities or other investments or property.
- 3.35 From time to time to open and maintain in the name of the Association a banking account or banking accounts.
- 3.36 Collect and disseminate information on all matters affecting the objectives of the association and exchange such information with other bodies having similar objectives whether in this country or overseas.
- 3.37 Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- 3.38 Dismiss any person or body corporate of unincorporate employed as an agent or servant of the Association upon such terms as it considers reasonable.
- 3.39 Repair or keep in repair any real or personal property acquired by the Association.
- 3.40 Provide out of the income of the Association all machinery, materials and things necessary for the proper administration of the Association.
- 3.41 Form committees for the purpose of carrying out specified projects in order to further the objectives of the Association.
- 3.42 Settle, arrange, comprise and submit to arbitration or the courts all accounts, claims, questions or disputes which may arise in connection with the carrying on of the objectives of the Association.
- 3.43 Allow time for the payment of any debts due to the Association either with or without security.
- 3.44 Incorporate any body or bodies corporate in Jamaica or any place in the world with limited or unlimited liability for the purpose of acquiring any income or asset whether real or personal to further the objectives of the Association.
- 3.45 Hold tag days, fetes, bingo parties, raffles and such other operations for the purpose of fund raising.
- 3.46 Carry out and do all such lawful acts and things whether or not falling within any of the foregoing categories of powers as may be requisite or incidental to earning income for the Association, promoting the attainment of the objectives of the association and providing for the proper administration for the Association.

4. Membership of the Association

4.1 MEMBERS OF THE ASSOCIATION

The Association shall consist of admitted persons who satisfy the conditions hereinafter provided.

4.2 MEMBERSHIP IN THE ASSOCIATION

Membership in the Association shall only be open to all persons licensed by the Customs Department as Customs House Brokers who:-

- (a) satisfy the Executive of the Association that they are of good character;
- (b) agree to support the aims and objectives of the Association and to be bound by the Constitution, the Standards of Professional Etiquette and Conduct and the Rules and Canons of the Association (Annexure I) as amended from time to time and any other document as the Executive deems necessary; and
- (c) agree to the terms of membership set out in Annexure II to this Constitution, and to such other terms passed by the Executive of the Association.

The Executive of the Association to which an applicant has applied shall be the sole and final judge as to the character and eligibility of any applicant for membership and no applicant shall have the right to appeal or question the decision of the Executive save as is hereinafter provided.

4.3 ADMISSION OF MEMBERS INTO THE ASSOCIATION

4.3.1 Admission to membership of the Association shall be as follows:-

Admission to membership shall be by decision of the Executive of the Association to which an applicant has applied for admission as a member after the Executive has considered for at least one month the applicant's proposal for membership into the Association.

Every applicant's proposal for membership shall consist of:-

- (a) a brief statement as to the character of the applicant given by a Justice of the Peace, Minister of Religion or a Superintendent of Police;
- (b) a declaration by the applicant of its business and years of experience in customs brokerage,
- (c) the names of any 2 members in the Association who join the applicant in proposing the applicant for membership and who can vouch from their personal knowledge as to the fitness of the character of the applicant;
- (d) a copy of the form of Membership Agreement attached hereto as Annexure II (which form may be amended by the Executive from time to time) duly executed by the applicant,

- (e) the full name and address of the applicant; and
- (f) such other information and/or documents as the Executive of the Association shall require in writing.
- (g) Each application shall also be accompanied by a non-refundable application fee in an amount to be determined by the Executive from time to time.

4.3.2 Notice of every application for membership shall be given to each member. Within thirty (30) days from the date of such notice a member may submit to the Executive such information as to refute that the applicant is of good character and the Executive shall be entitled to consider such information in considering the applicant for membership.

4.4 FEES AND SUBSCRIPTION FEES (INITIAL AND ANNUAL)

4.4.1 Each applicant shall upon being accepted as a member of the Association pay to the Association an initial subscription fee which shall be determined by the Executive of the Association and confirmed at the Annual General Meeting of the members from time to time. This initial subscription fee shall be non-refundable and should be paid in full prior to the applicant being admitted into the register of members for the Association as a member. The initial subscription fee may be varied from time to time and shall be deemed to be a debt due to the Association from the applicant on admission as a member.

4.4.2 All members of the Association shall pay an annual subscription fee which shall be determined by the Executive of the Association and confirmed at the Annual General Meeting of the members. Such annual subscription fee may be varied from time to time and shall be deemed to be a debt due to the Association and shall be due 30 days after the holding each year of the Annual General Meeting of the Association.

4.4.3 If any member shall fail to pay its initial subscription fee or its annual subscription fee aforesaid on or before the 60th day after it has become due, notice shall be mailed to the member by the Secretary of the Association calling the member's attention to its failure to pay and if payment is not received within 30 days from the date on which such notice is sent to that member by registered post the Executive of the Association may terminate the membership of such member.

4.4.4 Collective Licensing Customs Bonding Fees

(a) Subject to the provisions of paragraph (b) of this sub-clause 4.4.5 each member shall bear its pro rata share of the costs of maintaining any Customs Licensing Bond facilities issued to the Commissioner of Customs and undertaken by the Association on behalf of its members. This cost to be borne by each member shall be an additional membership fee which shall be non-refundable and shall be paid to the Association as and when directed by the Executive. In the event that the cost of maintaining any such aforesaid Customs Licensing Bond facilities shall increase each member shall immediately pay to the Association by way of a non-refundable special membership fee such sum as represents such member's pro rata share of the additional cost of maintaining such Customs Licensing Bond facilities.

(b) The provisions of this Constitution and any canons as regards the Collective Licensing Customs Bond and Fees payable in relation thereto shall not apply to any

member who shall have given to the Executive evidence, satisfactory to the Executive, that he has posted his own bond.

4.4.5 General matters

All fees paid to the Association shall be non-refundable and when due and payable shall constitute debts and owing to the Association. All title and property to any fees and moneys due to the Association by any member shall belong to the Association absolutely and not be returned to any member in the event of the termination of the membership of such member. The Association shall be entitled to take such action as it thinks fit for obtaining any amounts due and owing to it by any member and every member shall refrain from using its voting rights and other powers of control in relation to the Association to prevent or delay any such action being taken by or on behalf of the Association.

4.5 RIGHTS OF MEMBERS

- 4.5.1 Only members of the Association in good standing as regards payments of all sums due to the Association shall be entitled and permitted to vote at the general meetings of the Association.
- 4.5.2 Only members of the Association in good standing shall be entitled to become officers of the Executive of the Association
- 4.5.3 Each member of the Association entitled to vote shall only be entitled to one vote.
- 4.5.4 Any member of the Association may by proxy vote at a general meeting of the Association PROVIDED that the proxy and the member appointing a Proxy shall be in good standing as regards the payment of all sums due to the Association.
- 4.5.5 Upon being elected to membership of the Association and upon payment of the prescribed initial subscription fee a member shall so soon as practicable thereafter receive a Certificate of Membership signed by the President and the Secretary of the Association, together with a copy of the existing Constitutions and Canons of the Association.

4.6 RESIGNATION OF MEMBERS

Any member of the Association may resign as a member of the Association by giving to the Secretary of the Association notice in writing to that effect stating the date when such resignation will come into effect.

4.7 READMISSION OF RESIGNED MEMBERS

Any member of the Association who has resigned as provided in sub-clause 4.6 above and who wishes to be readmitted to membership in the Association must submit an application to the Executive of the Association as if it were a new member as well as provide an explanation in writing why the resigned member wishes to be readmitted.

4.8 TERMINATION OF MEMBERSHIP

- 4.8.1 If any member:

- (a) shall be convicted of a criminal offence save and except the traffic offences under the Road Traffic Act; or
- (b) shall be in breach of this Constitution or any rules or guidelines made hereunder; or
- (c) shall be guilty of conduct which the Executive of the Association in its absolute discretion considers inconsistent with the objectives of the Association,

then the member may be subject to such disciplinary action as prescribed by the Executive of the Association in its absolute discretion or the membership of that member may be terminated by the Executive of the Association.

4.8.2 In addition to the powers of the Executive aforesaid the Executive shall have the right and power on good cause being shown, to annul the membership of any member and remove the member from the roll of the Association. Notice of the intention of the Executive to annul the membership of any member shall be sent to the member concerned not less than fourteen (15) days before the date of the meeting at which the matter is to be dealt with and the member concerned shall have the right to attend such meeting and to reply to any charges made.

5. Structure and Organization of the Association

5.1 COMPOSITION OF THE EXECUTIVE

5.1.1 The Association shall operate throughout the island of Jamaica and shall be managed by the Executive which shall consist of:-

- (i) the President,
- (ii) Four Vice-Presidents of pari passu status,
- (iii) The Secretary,
- (iv) An Assistant Secretary,
- (v) The Treasurer,
- (vi) An Assistant Treasurer,
- (vii) The Immediate Past President, and
- (viii) Eight other members which shall include not less than one representative of the Association resident in Montego Bay, Jamaica (if any).

5.1.2 The position of President of the Association shall be filled by a member having served on the Executive who has been nominated and elected by the members at the Annual General Meeting of the Association held each year.

- 5.1.3 The four Vice-Presidents, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and the other eight general Executive members of the Executive shall be nominated and elected by the members at the Annual General Meeting of the Association held each year.
- 5.1.4 The Immediate Past President shall be the President immediately preceding the currently elected President of the Executive unless he has been elected to another position on the Executive in which event the position of Immediate Past President on the Executive shall remain vacant.
- 5.1.5 All members of the Executive (save and except the position of Immediate Past President) shall retire at the end of each year but shall be eligible for re-election.
- 5.1.6 If any officer of the Executive save and except for the Immediate Past President and the eight general members, shall cease to be a member of the Association for any reason whatsoever or become unable to function for any reason whatsoever then such officer shall immediately cease to be an officer of the Executive and the vacancy on the Executive so caused shall be filled by the appointment of any of the eight general members of the Executive to the position by the remaining officers of the Executive until the next Annual General Meeting of the Association when the new officers shall be elected as hereinbefore provided.
- 5.1.7 If any of the eight general members of the Executive shall cease to be a member of the Association or become unable to function for any reason whatsoever then such officer shall immediately cease to be an officer of the Executive and the vacancy on the Executive so caused shall be filled by the appointment of any member of the Association by the remaining officers of the Executive until the next Annual General Meeting of the Association and the positions of the Executive become vacant as hereinbefore provided.
- 5.1.8 If the Immediate Past President shall cease to be a member of the Association or become unable to function for any reason whatsoever then he shall immediately cease to be an officer of the Executive and the vacancy so caused shall not be filled until an applicable individual shall be entitled to occupy the position.

5.2 POWERS AND DUTIES OF THE EXECUTIVE: APPOINTMENT

- 5.2.1 The Executive shall be the supreme governing body of the Association which among other things:-
- (a) sets and monitors the policy and the guidelines of the Association;
 - (b) disciplines all members of the Association;
 - (c) monitors and directs as necessary the activities of the Association;
 - (d) implements the objectives and exercises the powers of the Association; and
 - (e) is responsible for the general management of the affairs and business of the Association.
- 5.2.2 The Executive and only the Executive may settle, arrange, compromise, bring or submit to arbitration or the courts any account, claim, question or dispute which may arise in connection with the Association.

- 5.2.3 The Executive shall meet as often as the business of the Association may require but in any case not less than six times per year.
- 5.2.4 All meetings of the Executive shall be called by the President of the Association giving notice to each officer of the Executive and such notice shall be deemed validly given for the purposes of this sub-clause if given to the officer in writing delivered or sent by post in an envelope addressed to the officer at his last known address.
- 5.2.5 It shall be the business of every meeting of the Executive to:
- (a) receive and consider such accounts and balance sheets of the Association as are available;
 - (b) review any application for membership into the Association;
 - (c) review any complaint made to the Association by any member of the Association concerning the activities of the Association or any member of the Association;
 - (d) hear and adjudicate upon matters relating to the standards of professional etiquette and conduct of its members;
 - (e) review the activities of the Association and the maintenance of the Association's facilities; and
 - (f) do such other business as the Executive may determine from time to time.
- 5.2.6 It shall also be the business of the Executive to:
- (a) appoint the auditors of the Association for the year;
 - (b) submit at the Annual General Meeting of the Association the audited accounts of the Association for the year;
 - (c) monitor and direct as necessary the activities of the Association;
 - (d) do all things it is empowered to do by this Constitution in the interests of the Association;
 - (e) to carry out the objectives and powers of the Association; and
 - (f) set the rules, policy and guidelines of the Association.
- 5.2.7 The quorum for the transaction of any business at any meeting of the Executive shall be ten of the officers of the Executive one of whom must be either the President or a Vice-President.
- 5.2.8 No business of the Executive shall be transacted at any meeting unless a quorum has provided in sub-clause 5.2.14 is present.

- 5.2.9 All business and resolutions of the Executive shall be decided upon at a meeting by the voting of the officers of the Executive present and shall be determined by a simple majority of one clear vote.
- 5.2.10 Voting of the officers of the Executive shall be by ballot and each officer of the Executive shall have one vote except the President (or the officer acting in that capacity for the meeting) who shall, only in the event of there being an equality of votes on any matter being decided have a second or casting vote.
- 5.2.11 Every matter, decision or resolution past at any meeting of the Executive shall be entered into the minute book of the Executive which shall be kept by the Executive for the purpose.
- 5.2.12 Anything recorded in the minute book of the Executive shall be sufficient and conclusive evidence without any further proof of the facts therein stated.
- 5.2.13 The minute book of the Executive shall be open to the inspection of any member of the Association on application to the Secretary of the Executive.
- 5.2.14 The President

The position of the President shall be held by the member of the Association elected each year at the Annual General Meeting of the Association. It shall be the duty of the President to inter alia:

- (a) see to the orderly running and progress of meetings of the Executive and general meetings of the Association; and
- (b) see to the general supervision over the conduct of the affairs of the Association and preside at all meetings of the Executive and the Association.

In the absence of the President, a Vice-President shall be elected by the officers of the Executive present at the meeting.

5.2.15 Vice-President

The position of a Vice-President shall be held for a period of one year by the member of the Association so elected each year at the Annual General Meeting of the Association.

5.2.16 Treasurer

The position of a Treasurer shall be held for a period of one year by the member of the Association so elected each year at the Annual General Meeting of the Association. It shall be the responsibility of the Treasurer to inter alia:

- (a) report to the Executive on the financial status of the Association;
- (b) receive all monies belonging to the Association and lodge same to the credit of the Association's Account with the Association's bankers;

- (c) keep proper accounts and records for the Association and be responsible inter alia for the keeping of all information as may be appropriate for the administration of all the financial affairs of the Association;
- (d) cause the accounts of the Association to be audited by suitably qualified accountants at least once per calendar year and at such other intervals as the Executive may direct;
- (e) pay the debts of the Association as directed by the Executive; and
- (f) prepare and submit financial reports at the Annual General Meeting of the Association.

5.2.17 Secretary

The position of a Secretary shall be held for a period of one year by the member of the Association so elected each year at the Annual General Meeting of the Association. It shall be the duty of the Secretary to inter alia:

- (a) cause proper minute to be made of the Annual General Meeting and general meetings of the Association and all meetings of the Executive and all business transacted at such meetings;
- (b) be responsible for all the records of the Association and the correspondence of the Association;
- (c) keep the roll of members;
- (d) ensure that the directives of the Executive have been carried out;
- (e) keep a record of the attendance of officers at the meetings of the Executive and the Association; and
- (f) prepare and submit at the Annual General Meeting of the Association an Annual Report on the working of the Association.

5.2.18 Assistant Secretary

The position of Assistant Secretary shall be held for a period of one year by the member of the Association so elected each year at the Annual General Meeting of the Association. It shall be the duty of the Assistant Secretary to provide assistance to the secretary in performing all duties and responsibilities required of that office.

5.2.19 Assistant Treasurer

The position of Assistant Treasurer shall be held for a period of one year by the member of the Association so elected each year at the Annual General Meeting of the Association. It shall be the duty of the Assistant Treasurer to provide assistance to the Treasurer in performing all duties and responsibilities required of that office.

5.2.20 Remuneration of Officers of the Executive

Any officer of the Executive being an attorney-at-law, accountant or other professional person may charge and be paid for all usual and authorised professional or other charges for work done by him or his firm in connection with the execution of his duties as an officer of the Executive when instructed by his co-officers so to act in that capacity on behalf of the Executive.

5.2.21 Save as provided in sub-clause 5.2.25 of the Constitution no power or discretion hereby conferred on or made exercisable by any officer of the Executive shall be exercised in such a way as to confer a benefit on any officer of the Executive or any spouse of any officer of the Executive unless approved by a majority of the members of the Association at a general meeting of the Association.

5.2.22 Regulations

The Executive may from time to time make, repeal and amend all such regulations for the Association as it shall think fit for the management and well being of the Association provided same are not inconsistent with this Constitution. All regulations made by the Executive by virtue of this sub-paragraph shall be binding on all the members of the Association until repealed by the Executive or set aside by a resolution of the Association passed by a majority of members entitled to vote.

5.2.23 Trustees

- (a) There shall be three Trustees of the Association who shall be appointed from time to time as necessary by the members of the Association in a general meeting. Who are willing to be so appointed. A Trustee shall hold office during his life, or until he shall resign by notice in writing given to the Executive, or until a resolution removing him from that office shall be passed at a general meeting of the Association by a majority comprising two-thirds of the members of the Association present and entitled to vote.
- (b) All property of the Association, including land, and investments, shall, unless otherwise determined by a general meeting of the Association, be held by the Trustees for the time being, in their own names so far as necessary and practicable, for the use and benefit of the Association. On the death, resignation or removal from office of a Trustee, the Executive shall take steps to procure the appointment by the Association, in general meeting, of a new trustee in his place and shall as soon as possible thereafter, take all lawful and practicable steps to procure the vesting of all the Association's property into the names of the Trustees as constituted after the said appointment.
- (c) The Trustees shall in all respects act, in regard to any property of the Association held by them, in accordance with the directions of the Executive from the time to time and shall have power to sell, lease, mortgage or charge any of the Association's property for the purpose of raising or borrowing money for the benefit of the Association in compliance with the Executive's directions, and no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

6. General Meetings of the Association:

- 6.1.1 The Executive shall in each calendar year hold an Annual General Meeting of the Association (hereinafter referred to as "the A.G.M.") and shall specify the meeting as such in the notices calling the meeting.
- 6.1.2 All general meeting other than the A.G.M. shall be called extraordinary general meetings. The Executive may, whenever they think fit, and shall, on a requisition made in writing, by twenty-five percent (25%) or more of the members of the Association convene an extraordinary general meeting. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the office of the Association. On receipt of the requisition the Executive shall forthwith proceed to convene an extraordinary general meeting and if they do not, within twenty-one days from the date of the deposit of the requisition, proceed to call a meeting, or a majority in number of the requisitionists, may themselves convene a meeting.
- 6.1.3 The only business which may be transacted at an extraordinary general meeting will be the special business set out in notice convening the meeting.
- 6.2 At least 14 days before the A.G.M. or any general meeting of the Association a notice of such meeting and the business to be transacted at the A.G.M. or the general meeting known at that date shall be sent by registered post to each member of the Association. The notice shall be exclusive of the day on which it is posted and shall specify the place, the day and the hour of the meeting. Any notice posted as aforesaid to any member shall be deemed validly served. The accidental omission to give notice of the A.G.M. or a general meeting or the of notice of the A.G.M. non-receipt by any member entitled to receive such notice shall not invalidate the proceedings at such meeting.
- 6.3 The business to be transacted at the A.G.M. shall be:
- (a) to elect the officers of the Executive open to election and name the others appointed as hereinbefore provided;
 - (b) consider the audited accounts of the association;
 - (c) receive and consider the reports of the Executive and the auditors of the Association;
 - (d) any other business or resolution raised by any member of the Association or the Executive provided notice of such other business or resolution is given to the Secretary of the Executive not later than 7 days before the date set for the A.G.M.
- 6.4 The quorum for the A.G.M. and a general meeting shall not be less than twenty-five (25%) of the members of the Association represented in person or by proxy entitled to vote.
- 6.5 No business of the Association shall be transacted at any meeting except the adjournment of the meeting unless a quorum as provided in sub-clause 6.4 is present
- 6.6 In the event that no matter can be dealt with due to there not being a quorum of members then the A.G.M. or the general meeting shall be postponed to a date designated by the members present.
- 6.7 Save as specifically provided in this Constitution every matter, decision, or resolution of an A.G.M.

or a general meeting shall be determined by a simple majority of votes.

- 6.8 Voting of the members' proxies as hereinbefore provided shall be by ballot. Each member shall have one vote. In the event of a tie or any equality of votes on any matter (except a vote in respect of the election of any person to a position on the Executive of the Association) the President (or the officer acting in that capacity for that meeting) shall have a casting vote. In the event that there is a tie or any equality of votes on the election of a person to a position on the Executive then members shall be required to re-cast that vote.
- 6.9 Every matter, decision or resolution passed at any meeting of the Association shall be entered into the Minute Book of the Association which shall be kept by the Secretary for the purpose.
- 6.10 Anything recorded in the Minute Book of the Association shall be sufficient and conclusive evidence without any further proof of the facts therein stated
- 6.11 The Minute Book of the Association shall be open to the inspection of any member of the Association on application to the Secretary of the Association.

7. Liability of member in the event of a drawdown by the Commissioner of Customs pursuant to the terms of the Association's Collective Licensing Bond Facility

- 7.1 In the event that any member should do or fail to do any act or thing whatsoever or fail to do any act or thing whatsoever so as to cause the Commissioner of Customs to draw down any sum or sums pursuant to the terms of any Collective Licensing Bond Facility granted to the Commissioner of Customs by the Association for and on behalf of its members then such member shall pay to the Association such sums as are required to: -
- (1) replace any moneys drawn down by the Commissioner of Customs as hereinbefore referred to; and
 - (2) indemnify and hold harmless and keep indemnified and harmless the Association from any loss, damage or expense which the Association may suffer as a result of the conduct of the member.
- 7.2 In the event that any member shall fail to pay any amount due to the Association as aforesaid, the Executive shall be entitled to take such action as it thinks fit for recovering the sum or sums drawn down or the amount of any resulting loss, damage or expense including without limitation:
- (i) commencing proceedings against the defaulting member; or
 - (ii) requiring each member participating in the collective bond to pay a pro rata share of the amount drawn down as aforesaid, and every member shall refrain from using its voting rights and other powers of control in relation to the Association to prevent or delay any such action being taken by the Association.

8. Members' addresses

Every member of the Association shall communicate to the Secretary of the Association its addresses or any change therein which shall be recorded by the Secretary of the Association on the roll of members.

9. Finance

- 9.1 A bank account shall be opened in the name of the Association with such as the Executive of the Association shall from time to time decide.
- 9.2 The Executive of the Association shall authorize in writing the following members of the Executive of the Association to sign cheques on behalf of the Association:
- 1 The President
 - 2 The Treasurer
 - 3 Any one of the four Vice-Presidents

All cheques, payment or other bank account withdrawals shall be approved by the Executive and shall be signed by not less than two of the aforesaid authorized signatories one of which must be either the President or the Treasurer.

10. Liability

- 10.1 No officer of the Executive or trustee shall be liable for any lien on the property of the Association arising by reason of any investment made in good faith as long as the officer shall have sought professional advice before realizing such investment.
- 10.2 No officer of the Executive or trustee shall be liable for the negligence or fraud of any agent employed by him or by any other officer or trustee of the Executive provided reasonable supervision and preventative methods.
- 10.3 No officer of the Executive or Trustee shall be liable for a mistake or omission made in good faith by him other than willful and individual fraud, wrong doing or wrongful omission on the part of the officer of Trustee.
- 10.4 If any officer of the Executive or Trustee is guilty of actual fraud or dishonesty whereby loss or damage to the Association is incurred such officer or Trustee shall be liable to repay the loss to the Association.

11. General Provisions

- 11.1 Except where expressly provided by the Constitution the Executive of the Association shall have full power from time to time to make, alter or rescind regulations for the conduct of the business and meetings of the Association and the Executive of the Association.
- 11.2 The Executive shall be the sole authority for the interpretation of this Constitution and of the regulations and guidelines made from time to time by the Executive upon any question of interpretation or upon any matter affecting the Association and not provided for by this Constitution or by the regulations shall be final and binding on all members of the Association.

12. Amendment of Constitution

This Constitution shall only be altered, amended, repealed or added by the Executive acting upon a resolution passed by two-thirds majority of the members of the Association at any general meeting

13 Dissolution of the Association

- 13.1 The Association may be dissolved by a resolution passed by a two-thirds majority of the members of the Association at any general meeting of the Association.
- 13.2 Upon dissolution all the property and assets of the Association, if any, after satisfaction of the liabilities of the Association shall be given or transferred absolutely to the members of the Association in equal shares.

We, _____ President, of the Customs Brokers Association of Jamaica and _____, Secretary of the Customs Brokers Association of Jamaica hereby certify that the foregoing is a true and correct copy of the Constitution of the Customs Brokers Association of Jamaica as adopted by the said Association and its members on the _____ day of _____, 20__ .

PRESIDENT

SECRETARY

ANNEXURE I

STANDARDS OF PROFESSIONAL ETIQUETTE AND PROFESSIONAL CONDUCT FOR CUSTOMS BROKERS PRESCRIBED BY THE CONSTITUTION AND RULES OF THE CUSTOMS BROKERS ASSOCIATION OF JAMAICA

Canon I

A CUSTOMS BROKER SHOULD ASSIST IN MAINTAINING THE DIGNITY AND INTEGRITY OF THE PROFESSION OF CUSTOMS BROKERAGE AND SHOULD AVOID EVEN THE APPEARANCE OF PROFESSIONAL IMPROPRIETY.

- (a) Before becoming a member of the Customs Brokers Association of Jamaica, it is required that two existing members of the Customs Brokers Association of Jamaica attest to the character of the Customs Broker who is seeking membership with the Association.
- (b) A member shall at all times maintain the honour and dignity of the profession. He shall abstain from any behaviour which may tend to discredit the profession of which he is a member.
- (c) A member shall observe the Constitution and these Canons. He should maintain his integrity, encourage other Customs Brokers to act similarly and should not counsel or assist anyone to act in any way which is detrimental to the Customs Brokerage profession.
- (d) A member has a duty to expose without fear or favour before the proper tribunals or disciplinary bodies, unprofessional or dishonest conduct by any other Customs Broker.

Canon II

A CUSTOMS BROKER SHOULD NOT INDULGE IN OR ASSIST IN ANY UNAUTHORISED, IMPROPER OR UNPROFESSIONAL PRACTICE.

- (a) A member should not permit in the carrying on of his business or otherwise, any act or thing which is likely or intended to attract business unfairly.
- (b) A member should not endeavour by direct or indirect means to attract the clients of his fellow member where such clients, to the knowledge of the member, are being serviced by the fellow member. Where one member refers a client to another member the client remains the client of the referring member, and the member to whom the client is referred should act with due deference to the relationship between the client and the referring member.

Canon III

A CUSTOMS BROKER OWES A DUTY TO THE PUBLIC TO MAKE HIS CONSULTATION ON CUSTOMS BROKERAGE AVAILABLE. A CUSTOMS BROKER OWES A DUTY TO THE STATE TO MAINTAIN ITS CONSTITUTIONS AND LAWS.

- (a) A member is under no obligation to act on behalf of every person who may wish to become his client, but in furtherance of the ethics of the profession to make Customs Brokerage services fully available.
- (b) A member should not act contrary to the Laws of Jamaica, or aid, counsel or assist any man to break those laws.
- (c) It is the duty of a member in undertaking any business from a client to adhere to and not seek to circumvent the law. Neither should a member offer nor accept any gift, favour or hospitality intended as, or having the effect of, bribery and corruption.

Canon IV

A CUSTOMS BROKER SHOULD ACT IN THE BEST INTEREST OF THIS CLIENTS AND REPRESENT HIM HONESTLY, COMPETENTLY AND ZEALOUSLY WITHIN THE BOUNDS OF THE LAW. HE SHOULD PRESERVE THE CONFIDENCE OF HIS CLIENT. HE SHOULD UNCEASINGLY SEEK TO UPGRADE HIS SERVICES AND ALSO TRAIN HIS EMPLOYEES.

- (a) A member may employ another member for such purposes and on such terms as may be agreed.
- (b) A member should exercise independent judgement within the bounds of the Law and the ethics of the profession for the benefit of his client.
- (c) A member may where he determines that the interest of his client requires it, and with his client's specific or general consent or approval, refer his client's business or any part thereof to a fellow Customs Broker whether or not a member of his own firm.
- (d) A member should ensure that all his employees are aware of their duties and responsibilities, especially in relation the of the clients of the member.
- (e) A member should encourage the improved performance of his employees and the development of their potential as it pertains to the Customs Brokerage Profession.
- (f) A member should be concerned in the working environment for the health, safety and well-being of all his employees.
- (g) A member should not withdraw from employment until he has taken reasonable steps to avoid foreseeable prejudice or injury to the position and rights of his client, including the giving of due notice, all allowing of time for the employment of another Customs Broker, delivery to the client of all documents and property to which he is entitled and complying with such Laws, Rules or practice as may be applicable.
- (h) A member who so withdraws from employment shall refund promptly any part of a fee paid in advance that has not been earned.
- (i) A member shall deal with his client's business with all due expedition, and shall, whenever reasonably so required by the client, provide him with all information as to the progress of the client's business with due expedition.
- (j) A member shall not knowingly;
 1. Reveal a confidence or secret of his client; or

2. Use a confidence or secret of his client to the disadvantage of his client; or
3. Use a confidence or secret of his client for the advantage of himself or of a third person,

Unless in any such case it is done with the consent of the client after full disclosure.

Provided however that a member may reveal confidences or secrets necessary to establish or collect his fee or to defend himself or his employees or associates against an accusation of wrongful conduct.

Canon V

A CUSTOMS BROKER HAS A DUTY TO MAINTAIN A PROPER PROFESSIONAL ATTITUDE TOWARDS HIS FELLOW CUSTOMS BROKERS.

- (a) The conduct of a member towards his fellow member should be characterized by courtesy and good faith and he should not permit ill-feeling between clients to affect his relationship with his fellow member.
- (b) A member should not in anyway communicate upon a subject in controversy or attempt to negotiate or compromise a matter directly with any party represented by another Customs Broker except through such other Customs Broker or with his prior consent.
- (c) Unless otherwise agreed, a member having instructed or employed another Customs Broker to act on behalf of his client should pay the proper fee of such other Customs Broker whether or not he has received payment therefore from his client.

Canon VI

A CUSTOMS BROKER SHOULD MAINTAIN PROPER ACCOUNTS AND OBSERVE PROPER ACCOUNTING PRINCIPLES IN THE CONDUCT OF HIS ACCOUNTS ESPECIALLY IN REGARD TO ACCOUNTING FOR THE FUNDS OF HIS CLIENTS.

- (a) It shall be the duty of a member to keep such accounts as shall enable the financial position between his client and himself to be clearly and accurately distinguished as and when required.
- (b) It shall be the duty of a member to account to his client with due expedition whenever reasonably so required for all moneys in the hands of the member for the account or credit of his client.
- (c) Nothing in these Canons shall deprive a member of any recourse or right whether by way of lien, set off, counterclaim, charge or otherwise against moneys standing to the credit of a client's account maintained by the member.

Canon VII

General

- (a) The foregoing should not be construed as a denial of the existence of other duties and rules of professional conduct which are in keeping with the traditions of the Customs Brokerage Profession, though not specifically mentioned therein.
- (b) Where, in respect of any matter, provision has not been made in the foregoing Canons, then the rules and practice of the Customs Brokerage Profession which formerly governed the particular matter shall apply in so far as is practicable.
- (c) Where in any particular matter explicit ethical guidance does not exist, a member should determine his conduct by acting in a manner that promotes public confidence in the integrity and efficiency of the Customs Brokerage system and the Customs Brokerage Profession.

ANNEXURE II

MEMBERSHIP AGREEMENT OF THE
CUSTOMS BROKERS ASSOCIATION OF JAMAICA

THIS AGREEMENT is made the _____ day of _____ 20____ between _____
(hereinafter referred to as “the member”) of the

FIRST PART

AND:-

The Customs Brokers Association of Jamaica (hereinafter referred to as “the Association”) of the SECOND PART

WHEREAS the Member is desirous of becoming a Member (or remaining a Member) of the Association and whereas the Association has agreed to admit the Member to become or remain a member of the Association pursuant to the terms and conditions of the Agreement.

NOW this Agreement witnesseth that in consideration of the Association admitting or maintaining the Member as a member of the Association the member hereby agrees to:

1. Support the aims and objectives of the Association and to be bound by the Constitution, the Standards of Professional Etiquette and Conduct and the Canons of the Association as amended from time to time and any other document as the Executive deems necessary.
2. To pay all sums due to the Association from time to time in particular without excluding the generality of the foregoing the Initial and Annual Subscription Fees and the additional and special membership fees of the Association as prescribed from time to time.
3. To exercise all voting rights and powers available to him/her in relation to the Association so as to give full effect to the terms and conditions of the Constitution of the Association, the Standards of Professional Etiquette and Conduct and the Canons of the Association as amended from time to time and any other documents as the Executive deems necessary.
4. To generally use his/her best endeavours to promote and support the interests of the Association.

In witness whereof the parties hereto have caused this Agreement to be made and executed by their duly authorised representatives.

Executed for the Customs)
Brokers Association of Jamaica) _____
by)
In the presence of:)

EXECUTED by/for the Member)

)

In the presence of:)
