



THE FOLK RESEARCH CENTRE
PLAS WICHACH FOKLO

Articles of Association

**P.O. Box 514,
Castries
ST. LUCIA**

**UNDER THE COMMERCIAL CODE
OF SAINT LUCIA,
COMPANIES ACT
ASSOCIATION NOT FOR PROFIT LIMITED BY GUAR-
ANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
FOLK RESEARCH CENTRE, ST. LUCIA,
LIMITED**

INTERPRETATION

1. In these ARTICLES, unless there is something in the subject or context inconsistent therewith:-

"The Board" means the members for the time being of the Board of Directors hereby constituted.

Expressions referring to "writing" shall unless the contrary intention appears, construed as including references to printing lithography, photography and other modes of representing or reproducing words in visible form. These Articles are to be construed with reference to the provisions of the Companies Act and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act, and "the Act" shall mean the companies Act. The Commercial Code, Saint Lucia Revised Ordinances, 1957 Vol. V Title IV Chapter 244.

2. **OBJECTS:-**

The Folk Research Centre is established for the purposes expressed in the Memorandum of Association.

3. **MEMBERSHIP**

For the purpose of registration the number of members of the Folk Research Centre declared not to exceed 50 members but the Board may from time to time register a substitution or an increase of members.

4. The subscribers to the memorandum of Association and such other persons as shall be admitted in accordance with these Articles and none others, shall be members of the Folk Research Centre and shall be entered on the register of members accordingly.
5. The qualification for membership in the Folk Research Centre shall be set by the Board and such criteria shall be made available to the public when required except that each member shall pay an annual subscription of 25.00 dollars, such amount may from time to time be increased by the members in General meeting.
6. No person shall be admitted as a member of the Folk Research Centre unless such admission is first ap-

the general membership, and the Board shall have full discretion as to the admission of any person to membership within the terms of the criteria established by the general membership.

- (b) The board of Directors subject to the approval of the general membership shall draw up a code of conduct for the Association.
- 7. The board, as directed by the general membership, if the Folk Research Centre so desires, may choose to create classes of members such as founding, sponsoring, associate and honorary, and it may set monthly or annual dues or fees and other privileges commensurate with each class member.
- 8. Application for membership shall be in writing signed by the person applying and addressed to the Folk Research Centre and, as far as possible in the following form or in such other form as the Board may from time to time determine:-

APPLICATION FOR MEMBERSHIP OF "FOLK RESEARCH CENTRE ST.LUCIA LIMITED"

I, the undermentioned apply to become a Member of the Folk Research Centre St.Lucia Limited subject to the Articles of Association for the time being in force.

SIGNED:.....

9. There shall be a Board of Directors for the management of the affairs of the Folk Research Centre and the number of Directors shall not be less than four nor more than ten in number.

- 10. The first Directors of the Folk Research Centre shall be:- The Signatories to the Memorandum.
- 11. At the first Ordinary General Meeting of the Folk Research Centre, all the Directors shall retire from office and new Directors shall be elected, except Msgr. Patrick Anthony who shall continue in office as Director for life.
- 12. A retiring Director shall be eligible for re-election.
- 13. The (Company) at the Ordinary General meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person there to and in default the retiring Directors shall be deemed to have re-elected unless at such meeting it is resolved not to fill such vacated office.
- 14. Any casual vacancy occurring in the Board of Directors not exceeding more than one at any time be filled up by the Directors but the person chosen shall be subject to retirements at the same time as if he became a Director on the day on which the Director in whose place he is appointed was elected a Director, on condition that

such appointments will be ratified by the general membership at the earliest opportunity.

15. The company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

(b) In case of a vacancy involving more than one person such vacancies shall be filled only by a resolution at a general meeting of the membership.

16. DISQUALIFICATION OF DIRECTORS:-

The office of a Director shall notwithstanding anything contained in Article 16 standing here of "ipso facto" be vacated:

(a) If he is found to be a lunatic or becomes of unsound mind.

(b) If, by notice in writing to the Company, he resigns his office.

17. The Directors may exercise all the powers of the company to borrow money and to mortgage or change its

undertaking and property, or any part there of, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party, subject to the approval or ratification of the general membership provided that the sums do not exceed 5,000.00 dollars.

18. POWER AND DUTIES OF DIRECTORS:-

The business of the (company) shall be managed by the directors who may pay all expenses incurred in promoting and registering the "company" and may exercise all such powers of the company as are not, by the Act or by those Articles required to be exercised by the company in general meeting subject nevertheless to the provisions of the Act or these articles and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the company in General meeting.

19. The Directors may appoint and employ at such remuneration and on such terms and conditions as they think fit such officers, servants and agents as they may deem necessary for the execution of the objects of the Company. Such persons appointed shall perform such duties as may be assigned to them by the Executive Director.

20. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

21. The Directors may authorise any or either of them or any other person to make, draw, accept signed or endorse any bills of exchange, cheques, promissory notes or other negotiable instrument or any other document whatsoever in the name and for the purpose of the company and may vest in such person generally such powers as the Directors may deem fit.

22. The directors shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of Officers made by the directors.

(b) of the names of the directors present at each meeting.

(c) of the directors and of any committee of the directors.

(d) of all resolutions and proceedings at all meetings of the company and of the directors and of committees of directors.

23. **PROCEEDINGS OF DIRECTORS:-**

The directors may meet together for the dispatch of business adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the country.

24. The quorum necessary for the transaction of the business of the directors shall be four.

25. The directors may elect a Chairperson of their meetings, and determine the period for which he/she is to hold office; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes af-

ter the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

26. The directors may delegate any of their powers to a committee consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

27. A committee may elect a Chairperson of its meetings; if no such Chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

28. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

29. **ADMINISTRATIVE SECRETARY:-**

The administrative Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Administrative secretary so appointed may be removed by them.

(b) Clause to include provision for important decision making without an official meeting. Power of chairman to take decision which shall be ratified in writing.

30. **EXECUTIVE DIRECTOR:-**

The Executive Director shall be appointed by the Board of Directors and shall be entrusted with the responsibility for implementation of the programmes of the Folk Research Centre, and the day to day management administration and control of its business subject to the approval of the general membership.

31. The appointment of the Executive Director shall be for a term of two years, at the expiration of such term, if the Board of Directors, so desire, the Executive Director shall be appointed for a further term of two years.

32. The Executive Director shall present to the directors an Annual Report including the audited request for the last financial year outlining the performance of the Company during the previous 12 months and such report shall be presented to the Annual General meeting.

33. THE SEAL:-

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

34. GENERAL MEETING:-

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

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

36. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default, may be convened by such requisitions as provided by Article 126 of the Act. If at any time there are not within the country sufficient directors capable of acting to form a quorum, any directors or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

37. NOTICE OF GENERAL MEETINGS:-

An annual general meeting and a meeting called for the passing of a specific resolution shall be called twenty-one days notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and for the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to

such persons as are, under the articles of the company entitled to receive such notices from the company. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the general meeting, by all the members entitled to attend and vote thereat;
- (a) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than seventy-five percent of the total voting rights at that meeting of all the members.

38. PROCEEDINGS AT GENERAL MEETINGS:-

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 directors and auditors, the election of directors in the place of those retiring and the fixing of the remuneration, of the auditors.

39. QUORUM:-

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, 1/3 of the members of the Company personally present shall be a quorum.

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

- 41. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairperson 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 directors present shall elect one of their number to be chairperson of the meeting.

42. If at any meeting no director is willing to act as chairman or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
43. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman, or
 - (b) by at least three members present in person, or by proxy;
or

- (c) by any member or members present in person, or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or lost and an entry to that effect in the book containing the minute of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

45. Except as provided in article 57 of Table A, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands taken place or at which the poll is demanded, shall be entitled to a second or casting vote.

47. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

48. Subject to the provisions of the Ordinance a resolution in writing signed by all the members for the time entitled to receive notice of and attend and vote at general meeting (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company on duly convened and held.

49. VOTES OF MEMBERS:-

Every member, except an honorary member, shall have one vote.

(b) A person shall lose his voting rights if he/she has failed to pay his membership dues by March 31st.

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

51. A proxy shall be appointed in writing under the hand of the appointer. The instrument appointing a proxy shall be deposited at the registered office of the company not less than forty-eight hours before the time of holding

the meeting at which the person named in such instrument proposes vote.

52. FORM OF PROXY:-

Any instrument appointing a proxy shall be in the following form:-

FOLK RESEARCH CENTRE, ST. LUCIA LIMITED

I..... of being a member of the Folk Research Centre, St. Lucia Limited, hereby appoint of as my proxy to vote for me and on my behalf at the annual or extraordinary general meeting of the Company, of the Folk Research Centre to be held on the day of and at any adjournment therefore.

SIGNED THIS:..... DAY OF

53. ACCOUNTS:-

The Directors shall cause proper books of accounts to be kept with respect to:-

(a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchase of goods by the company.

- (c) The assets and liabilities of the company.

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

54. The books of account shall be kept at the registered office of the Company or at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of the Directors.
55. At every Annual General Meeting, the Board of Directors shall place before the Company a proper Receipts and payments Account for the period since the last preceding account made up to the 31st day of December proceeding the meeting together with a proper Balance sheet made up as at the same date and such accounts and reports as are required by the Law.
56. A copy of the accounts, balance sheet, and report shall fourteen clear days prior to such meeting be served on every member of the company entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

57. **AUDIT:-**

An auditor shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act.

58. The remuneration of the Auditor of the company shall be fixed by the Company in general meeting.

59. **NOTICES**

Notices may be served on the company by leaving the same at or sending the same by post to the registered office of the Company.

Notices other than notices of general meetings are required to be given by the company to the members which may be served upon any member personally or by leaving the same at or sending the same through the post as a prepaid letter addressed to the member at his address appearing in the register of members and service thereof shall be deemed to be effected at the time of such personal service or of sending the same as aforesaid and in case of service through the post on the second day following that on which it was posted.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Articles of Association.