



**AFFIDAVIT OF JEAN LOWRIE CHIN  
IN SUPPORT OF AMENDED FIXED DATE CLAIM FORM**

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA  
IN THE COMMERCIAL DIVISION**  
CLAIM NO. SU2021 CD00 331



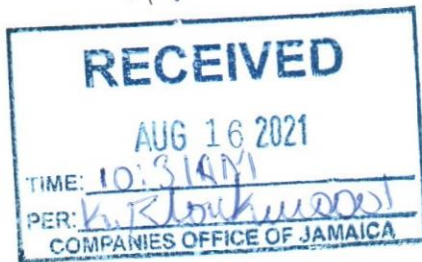
**IN THE MATTER OF THE COMPANIES  
ACT OF JAMAICA**

**AND**



**IN THE MATTER OF AN APPLICATION BY  
THE CARIBBEAN COMMUNITY FOR  
RETIRED PERSONS LIMITED FOR  
DIRECTIONS PURSUANT TO SECTION  
130 (2) OF THE COMPANIES ACT OF  
JAMAICA**

**AND**



**IN THE MATTER OF CALLING, HOLDING  
AND CONDUCTING THE 2021-2023  
GENERAL MEETINGS OF THE  
CARIBBEAN COMMUNITY OF RETIRED  
PERSONS LIMITED**

**I, JEAN LOWRIE CHIN, being duly sworn make oath and says as follows:**

1. I am the Chairman and a Director of the Board of the Claimant, and my address for the purpose of the proceedings is 2 Phoenix Avenue, Kingston 10, Kingston 10 in the Parish of Saint Andrew.
2. In so far as the facts herein are within my knowledge, they are true and in so far as they are not within my personal knowledge, they are true to the best of my knowledge information and belief.
3. On March 13, 2020, the Disaster Risk Management (Enforcement Measures) Order was promulgated by the Prime Minister of Jamaica, the Most Hon, Andrew Holness and, by Order declared the whole of Jamaica to be a disaster area, due to the threat of the SARS-CoV-2 (Coronavirus COVID-19) pandemic.
4. After a series of other orders, the Honourable Prime Minister announced that commencing July 1, 2021, the Disaster Risk Management (Enforcement Measures) (No.8) Order, 2021 (hereinafter called "the Order") would be in effect, further extending the period for which Jamaica is deemed a disaster area.



5. The Order under Paragraph 23 (1) prohibits the holding of annual general meetings or extraordinary general meetings unless "solely by electronic means, if a court grants the entity concerned an order for such a meeting to be held solely by electronic means" (Paragraph 23(2)(a)), and "with no more than 100 persons in physical attendance, whether or not additional persons participate by electronic means, if a court grants the entity concerned an order for such a meeting to be held" (Paragraph 23 (2)(b)).
6. The Order under Paragraph 11 (4) also prohibits persons over the age of sixty years old from leaving their places of residence except in specific circumstances which do not include the attending of annual general meetings.
7. Persons with co-morbidities such as, diabetes, high blood pressure, obesity, and respiratory illnesses, especially if they are not under medical control and treatment, are also advised to exercise extreme caution and this may potentially restrict some persons from being able to attend public gatherings.
8. I am advised by the Claimant's Attorney-at-Law and do verily believe that the Companies Act requires that a company must hold its annual general meeting within 15 months of its last meeting.
9. The last Annual General Meeting of the Claimant was held on July 22, 2020. Accordingly, the Claimant is required to hold its 2021 Annual General Meeting on or before October 19, 2021.
10. I am further advised by the Claimant's Attorney-at-Law and verily believe that the Companies Act appears to require that the Annual General Meeting must be held at a physical venue where members entitled to attend this meeting and vote can so attend in person.
11. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the Covid-19 pandemic will end or be brought under control, thereby bringing an end to the restrictions under the Order. Therefore, it is unlikely and impracticable for the Claimant to hold its 2021 Annual General Meeting in accordance with the Companies Act, its Articles of Incorporation and the Order.
12. It is impracticable because of the number of members entitled to attend the Annual General Meeting exceeds 100 persons. Members also primarily comprise the age range of persons who have been advised by the Government not to leave their places of residence except for specific circumstances which do not include the attending of annual general meeting.
13. I am advised by the Claimant's Attorney-at-Law and do verily believe that if for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called or to conduct the meetings of the company in a manner prescribed by the company's articles, Section 130 (2) of the Companies Act permits a director of a company or a member who would be entitled to vote at the annual general meeting to make an application for the court to order a meeting of the company to be called, held and conducted in such a manner as the court thinks fit.
14. The Claimant is minded to call, hold and conduct the Annual General Meeting using technology or electronic means that will allow members to participate in a similar manner to in-person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
15. The Claimant has registered its Articles of Incorporation with the Office of the Registrar of Companies which maintains a public registry from which the articles may



be accessed. I am advised by the Claimant's Attorney-at-law and do verily believe that the provisions in the Claimant's Articles of Incorporation do not provide for general meetings (which term shall include annual, and extraordinary general meetings including adjourned or postponed annual or extraordinary meetings) to be held by electronic means.

16. I exhibit and mark "Jean Lowrie Chin-1", a copy of the Articles of Incorporation of the Claimant.
17. Based on the information available on the SARS-CoV-2 (Coronavirus COVID-19) from the public medical authorities, it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months and even beyond this year. Such continuing restrictions are likely to affect the holding and conduct of future general meetings.
18. If the Claimant calls, holds and conduct its Annual General Meetings for the years 2021-2023, and any other general meeting in the manner set out in the order sought in the Amended Fixed Date Claim Form, I believe that its members will have an opportunity to attend, participate and vote in such meetings and that they are unlikely to be prejudiced.
19. In the absence of an order of the court allowing for general meetings by electronic means for the years 2021-2023, the Claimant would be forced to either hold general meetings in breach of the Order and/or at the risk to the health of its members who attend, or to not hold a meeting which would breach the Companies Act.
20. For the reasons already stated, it would be impracticable for the Claimant to call, hold or conduct its general meetings except as provided for in the manner set out in the orders sought in the Amended Fixed Date Claim Form and if it does, I believe the Claimant's members will have an opportunity to attend, participate and vote in such general meetings and that they are unlikely to be prejudiced.
21. As Chairman of the Board of the Claimant, I make this application pursuant to section 130(2) of the Companies Act.
22. In these circumstances, the Claimant seeks orders in the terms of the Amended Fixed Date Claim Form.

SWORN TO by the said **JEAN LOWRIE CHIN**

At St Andrew  
Slope 200

In the parish of St Andrew

This 13<sup>th</sup> day of August 2021

Before me:

Phyllis A. Brown

Justice of the Peace for the Parish of:

Kingston

  
**JEAN LOWRIE CHIN**

**FILED** by Philippa Davies, c/o 9 Cecelio Avenue, Kingston 10, Attorney -at-law, (No. 3342) for and on behalf of the Applicant whose address for service is that of its Attorney-at-Law, Telephone: (876)779-6219 & Email: padavieslaw@gmail.com