

# THE BUILDING SOCIETIES ACT

## NOTICE UNDER SECTION 9B (3) OF THE SAID ACT

Notice is hereby given that the St. Mary's Benefit Building Society whose chief office is at Annotto Bay in the Parish of St. Mary, desires to transfer its engagements to the Jamaica National Building Society whose chief office is at 10 Grenada Crescent, New Kingston in the parish of St. Andrew, and that the first named Society has applied to the Minister to confirm the transfer of engagements notwithstanding that the written concurrence of the holders of two thirds of the whole number of shares of the said Society have not been obtained in the manner required by the Building Societies Act.

Any person wishing to make representations on such application should do so by letter to the Financial Secretary, Ministry of Finance, 30 National Heroes' Circle, Kingston 4 within ten days from the date of publication hereof.

THE INSTRUMENT OF TRANSFER OF ENGAGEMENTS is made the 22nd day of June, 1983 BETWEEN THE ST. MARY'S BENEFIT BUILDING SOCIETY, a Building Society incorporated under the Building Societies Act and having its chief office at Annotto Bay in the parish of Saint Mary (hereinafter called "the Transferor Society") of the ONE PART AND THE JAMAICA NATIONAL BUILDING SOCIETY, a Building Society incorporated under the Building Societies Act and having its chief office at 10 Grenada Crescent, Kingston 10 in the Parish of Saint Andrew (hereinafter called "the Transferee Society") of the OTHER PART:

WHEREAS:

- (1) The transferor Society desires to transfer its engagements to the Transferee Society and the Transferee Society desires to accept a transfer of the engagements of the Transferor Society;
- (2) The parties hereto intend to apply pursuant to the provisions of section 9B(2) of the Building Societies Act to the Minister to confirm the transfer of engagements hereunder notwithstanding that the consent in writing of the holders of two-thirds of the whole number of shares in the Transferor Society and Transferee Society, respectively, has not been obtained;
- (3) This instrument is subject to the performance and observance by the Building Societies parties hereto of the relevant requirements and provisions of the Building Societies Act and to the confirmation by the Minister of the transfer of engagements hereunder as aforesaid;
- (4) The parties hereto intend this instrument to be the instrument of the transfer for all the purposes of the said Act and to take effect on the date on which notice of the transfer of engagements is recorded in the Record Office pursuant to Section 9B of the Building Societies Act (hereinafter called "the effective date");
- (5) The Transferor Society hereby agrees and declares that the audited accounts and balance sheet of the Transferor Society to the year ended 31st March, 1982 (copies of which accounts and balance sheet are attached hereto) accurately disclose all the assets and liabilities of the Transferor Society as the same existed on that day;

NOW (subject as aforesaid) IT IS HEREBY AGREED as follows:

1. The Transferor Society shall transfer to the Transferee Society all the funds, property, securities and assets of the Transferor Society (including the benefit of all contracts and income tax credits and allowances) as the same may exist on the effective date and the same shall vest in the Transferee Society as on that day.
2. The Transferee Society shall take over all liabilities (including contingent liabilities) of the Transferor Society and the engagements of the Transferor Society, as the same may exist on the effective date and undertake to discharge and carry out the same as from that day. For each amount standing to the credit of a deposit account in the books of the Transferor Society on the effective date the depositor shall in lieu and satisfaction thereof be credited with a like sum on deposit account with the Transferee Society at the rate of interest current from time to time on like deposits subject nevertheless to the regulations laid down by the Transferee Society from time to time covering the operation of such accounts.
3. The statutory transfer of the assets of the Transferor Society effected by virtue of section 9B(7) of the Building Societies Act shall be deemed to include the whole of the funds, property and assets of the Transferor Society as the same exists on the effective date.
4. It shall be a term of the transfer that for each amount standing to the credit of a member of the Transferor Society on a share account on the effective date he shall in lieu and satisfaction thereof be credited with a like amount in a similar share account in the books of the Transferee Society subject to the Rules of the Transferee Society.
5. The Transferee Society undertakes that it will as soon as practicable after confirmation of the transfer of engagements by the Minister pursuant to section 9B(4) of the Building Societies Act take all reasonable steps to amend its Rules in order that on the effective date the shares of the Transferor Society may be held in the Transferee Society on the same terms and conditions as provided by the Rules of the Transferor Society immediately prior to the effective date.
6. That the Transferee Society shall not in any way vary or alter any mortgage to the Transferor Society existing at the effective date without the consent in writing of the Borrower, but nothing in this clause shall be taken as limiting in any way the rights conferred on the mortgagee under any such instrument of mortgage or requiring any consent for the exercise of any such rights.
7. (1) On or prior to the effective date two directors of the Transferor Society to be nominated by the Board of the Transferor Society will be appointed to the Board of the Transferee Society and they shall hold office up to the date of the Annual General Meeting of the Transferee Society to be held in 1983.  
(2) On or prior to the effective date all existing directors of the Transferor Society holding office immediately before the effective date shall deliver to the Transferee Society their resignations in writing from office in the Transferor Society with effect from the effective date. Prior to the existing Directors tendering their resignations as aforesaid, the Transferee Society shall furnish the Directors with an indemnity to indemnify and save them harmless from all losses, costs, charges, damages and expenses which they or any of them may incur or be put to arising out of the execution of their duties while serving as Directors of the Transferor Society not being losses, costs, charges, damages or expenses resulting from their own wilful neglect, negligence or dishonesty, to which they were entitled under Rule No. 85 of the Rules and Regulations of the Transferor Society immediately prior to the effective date.  
(3) In the event of any director appointed to the Board of the Transferee Society pursuant to paragraph (1) dying, resigning or being removed from office under the Rules of the Transferee Society then that Transferee Society shall, subject to confirmation at the next Annual General Meeting, fill such vacancy by appointing to the Board a person residing in the Parish of Saint Mary or Portland with preference being given to a person who was a director of the Transferor Society immediately preceding the effective date.  
(4) The Transferee Society shall appoint a Regional Board for the Parishes of Saint Mary and Portland pursuant to Rule 15(h) (v) of its Rules, such Board to include not more than eight persons selected from the present Board of Directors of the Transferor Society of whom two shall be the two directors of the Transferee Society appointed pursuant to clause 7 (1) above ex officio.  
(5) That no director of the Transferor Society shall be entitled to any compensation or any benefit by reason that such director has ceased to hold office as a director under the terms of this instrument.
8. All members of the Transferor Society's staff who are willing to accept employment with the Transferee Society will be employed by the Transferee Society as from the effective date on such terms as to remuneration, pension rights, holidays and otherwise as shall be agreed being terms no less favourable than those which they enjoyed immediately prior to the effective date. In the event of the determination of employment by the Transferee Society of any of the Staff taken over from the Transferor Society as aforesaid in circumstances giving rise to a claim by such employee or employees to redundancy payments and other claims under the Employments (Termination and Redundancy Payments) Act the Transferee Society shall be responsible for all redundancy and other sums payable to the employee or employees under and by virtue of the aforesaid Act and the period of service of the employee or employees with the Transferor Society shall be taken into account in assessing such redundancy and other payments.
9. The Transferee Society shall subject to the provisions of its Rules regularly pay the premiums on the superannuation Policies effected with Jamaica Mutual Life Assurance Society, as well as Group Policy effected

with Island Life Insurance Company Limited numbered GT 0026-00, two other Policies effected with Island Life Insurance Company Limited (previously Dominion Life Assurance Society) numbered 600502 and 600503, respectively, and Policy effected with Caribbean Health and General Insurance Company Limited, numbered G 7016, (in this clause referred to as the Transferor Society's Pension Scheme and Policies aforesaid) relating to pension rights and medical benefits of persons who are employees of the Transferor Society immediately prior to the effective date and who become employees of the Transferee Society, while such persons remain in the employment of the Transferee Society, and administer the terms of the said policies from time to time: PROVIDED THAT if the Transferee Society sees fit it may instead of keeping up and administering the Transferor Society's Pension Scheme and Policies aforesaid separately, make such arrangements as may be required for extending to the said employees of the Transferor Society the benefits of the pension scheme administered by the Transferee Society for the benefit of its own employees, subject to such benefits being no less favourable than the benefits conferred by the Transferor Society's Pension Scheme and Policies aforesaid.

10. On the effective date the Transferor Society shall deliver into the custody and control of the Transferee Society all chattels and movable assets belonging to the Transferor Society which are included in the assets to be transferred and all securities, deeds, documents, papers, books and writings relating to the transactions of the Transferor Society and in particular the title deeds and duplicate Certificates of Title relating to advances upon mortgage made by the Transferor Society to its members or to other persons or corporations and all other documents, title deeds, duplicate Certificates of Title, papers and policies of insurance pertaining to the Transferor Society's Affairs and its assets.

11. The Transferee Society shall take over from the Transferor Society all its funds, property and assets without any exception and the same shall be deemed to be vested in the Transferee Society by virtue of this instrument and the recording thereof or otherwise pursuant to the statutory provisions in that behalf.

12. The respective Societies parties hereto shall proceed diligently to give effect to this instrument and when requested by the Transferor Society or the Transferee Society as the case may be so to do shall at their own expense respectively forthwith execute and do all acts, deeds, matters and things necessary to carry out the terms, conditions and intentions of this instrument.

13. The Transferor Society will make no unusual payments by way of bonus, dividend or interest to any of its members or shareholders, depositors or staff from the date hereof to the effective date without the knowledge and written consent of the Transferee Society nor will the Transferor Society incur any capital expenditure or enter into any long term or unusual liabilities, contracts and commitments after the date hereof without the prior written consent of the Transferee Society.

IN WITNESS WHEREOF the Transferor Society and the Transferee Society have hereunto affixed their Seals the day and year first above written.

THE SEAL OF SAINT MARY'S BENEFIT BUILDING SOCIETY was hereunto affixed by Order of the Board of Directors and this instrument signed by Winston McDonald a Director and countersigned by Anthony Touzalin the Secretary of the said Society in the presence of:

W. D. Wainwright J.P.

Justice of the Peace  
St. Mary

THE SEAL OF THE JAMAICA NATIONAL BUILDING SOCIETY was hereunto affixed by order of the Board of Directors by L. F. Reynolds the General Manager in the presence of Oliver F. Clarke a Director and Keith Francis a Director of the said Society and this instrument signed on behalf of the said Society by the said Directors in the presence of:

Jennifer E. Hall

Attorney-at-Law

The foregoing is the original Instrument of Transfer of Engagements, contained on seven (7) pages which was approved and adopted by a Special General Meeting of the Jamaica National Building Society held on the 22nd day of June, 1983, and at a Special General Meeting of the St. Mary's Benefit Building Society, held on the 11th day of August, 1983, both signed under Seal.

Jennifer E. Hall

Secretary

Jamaica National  
Building Society

St. Mary's Benefit  
Building Society

(i) Interests of Director  
in proposed Transfer of  
Engagements

NIL

Two Directors to  
join the Jamaica  
National Building  
Society

(ii) Compensation or other  
considerations proposed  
to be paid to the Directors  
or other officers of each  
Society

NIL

NIL

(iii) Payments to be made to members  
of each society in consideration  
of the transfer

NIL

NIL

CERTIFIED COPY OF THE RESOLUTION UNANIMOUSLY PASSED AT A SPECIAL GENERAL MEETING OF THE SHAREHOLDERS OF THE JAMAICA NATIONAL BUILDING SOCIETY HELD AT 10 GRENADA CRESCENT, KINGSTON 10 ON WEDNESDAY, 22nd June, 1983 AT 3:00 P.M.

BE IT RESOLVED

"That the Jamaica National Building Society in accordance with the terms of the instrument of Transfer, a copy of which, executed by the relevant Societies and signed for identity by the Secretary, is laid before the Meeting,

AND BE IT FURTHER RESOLVED

That the fulfillment of such Transfer of Engagements is subject to the receipt of an Audit Report which, in the opinion of the Jamaica National Board, is a satisfactory Report of the operations of the Saint Mary's Benefit Building Society."

Moved by: Mr. William Reeson

Seconded by: Mr. Vancliff Roache

The above is a certified true copy of the Resolution unanimously passed at a Special General Meeting of the Shareholders of The Jamaica National Building Society held at 10 Grenada Crescent on Wednesday, 22nd June, 1983 at 3:00 p.m.

Signed by: JENNIFER E. HALL  
SECRETARY

### REPORT OF THE AUDITORS TO THE MEMBERS OF THE JAMAICA NATIONAL BUILDING SOCIETY

We have examined the financial statements set out on pages 2 to 11 and have obtained all the information and explanations which we required. Our examination was made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary.

We have examined the mortgage deeds and other securities belonging to the Society. Title deeds held in respect of 6801 mortgage loans were produced to us and actually inspected by us and we are satisfied that the remaining deeds not inspected by us were in the hands of attorneys or elsewhere in the normal course of business of the Society.

In our opinion, proper accounting records have been maintained and the said financial statements which are in agreement therewith are duly vouched in accordance with Law and give a true and fair view of the state of the Society's affairs at 31st March 1983 and of the surplus for the year then ended.

W. A. Thwaites

R. Lanigan

Chartered Accountants

Kingston, Jamaica  
31st May 1983

### JAMAICA NATIONAL BUILDING SOCIETY

Balance Sheet

31st March 1983

	Notes	1983 (\$'000)	1982 (\$'000)
<b>ASSETS</b>			
Loans	1	180,871	138,670
Fixed Assets	2	4,624	2,956
Liquid funds 22.8% of total savings funds (1982: 27.5%)	3	50,315	49,635
		<u>235,810</u>	<u>191,261</u>
<b>LIABILITIES</b>			
Shareholder's savings	4	178,368	137,448
Depositor's savings	5	42,521	43,186
Total savings funds		<u>22,829</u>	<u>180,634</u>
Other liabilities	6	3,074	1,973
Reserves 5.4% of total savings funds (1982: 4.8%)	10	11,907	8,654
		<u>235,810</u>	<u>191,261</u>

On behalf of the Board of Directors

O. F. Clarke Chairman  
L. F. Reynolds Director  
E. Hall Secretary

The accompanying notes form an integral part of the financial statements.

### JAMAICA NATIONAL BUILDING SOCIETY Revenue and Expenditure and Appropriation Account Year ended 31st March 1983

	Notes	1983 (\$'000)	1982 (\$'000)
Revenue	7	27,955	21,843
Deduct operating expenses	8	9,217	7,226
Operating surplus before interest and bonus		18,738	14,717
Net interest and bonus paid	9	16,907	15,149
Net surplus for the year	10	<u>1,831</u>	<u>1,577</u>

The accompanying notes form an integral part of the financial statements.

### JAMAICA NATIONAL BUILDING SOCIETY

Statement of Changes in Financial Position

31st March 1983

	1983 (\$'000)	1982 (\$'000)
<b>SOURCE OF FUNDS:</b>		
Net surplus from operations	1,831	1,577
Charges/(credits) not using/(providing) funds:		
Depreciation	689	294
Provision for doubtful loans	100	150
Gain on sale of fixed assets	6	2
Prior year adjustment	(48)	—
Funds provided from operations	<u>2,598</u>	<u>220,223</u>
Net increase in share and deposit accounts	46,185	38,796
Foreign currency exchange gain/(loss)	1,230	(415)
Proceeds from the sale of fixed assets	6	18
Total funds provided	<u>44,829</u>	<u>41,422</u>
<b>APPLICATION OF FUNDS:</b>		
Net increase in mortgage and share loans	42,145	26,644
Purchase of fixed assets	2,385	419
Total funds applied	<u>44,450</u>	<u>27,063</u>
(Decrease)/increase in working capital	<u>421</u>	<u>14,359</u>
<b>CHANGES IN COMPOSITION OF WORKING CAPITAL:</b>		
Increase of liquid funds	680	15,802
Increase in other liabilities	(1,101)	(645)
(Decrease)/increase in working capital	<u>(421)</u>	<u>14,359</u>

To be read in conjunction with the accompanying notes to the financial statements.