



**AFFIDAVIT OF CHRISTOPHER ZACCA IN SUPPORT OF  
FIXED DATE CLAIM FORM**



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

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

**IN THE MATTER OF AN APPLICATION FOR DIRECTIONS  
PURSUANT TO SECTION 130(2) OF THE COMPANIES  
ACT OF JAMAICA**

**AND**

**IN THE MATTER OF SAGICOR GROUP JAMAICA  
LIMITED**

I, **CHRISTOPHER ZACCA**, being duly sworn make oath and say as follows:

1. My address for the purposes of this affidavit is 28-48 Barbados Avenue, Kingston 5 in the parish of Saint Andrew. I am a Director of Sagicor Group Jamaica Limited ("the Company") whose registered office is 28 -48 Barbados Avenue, Kingston 5 in the parish of Saint Andrew
2. The facts herein are within my knowledge and are true and in so far as they are not within my personal knowledge, they are true to the best of my information and belief.
3. The Company is a public company which offers a wide range of products and services designed to meet short and long-term life and health insurance, annuities, pensions, real estate, banking, and investment needs.
4. The number of shareholders of the Company presently stands at 13,034.
5. On March 9, 2020, Jamaica registered its first case of the SARS-CoV 2 (Coronavirus COVID-19).
6. On March 13, 2020, the Prime Minister of Jamaica, the Most Hon. Andrew Holness, by the Disaster Risk Management (Enforcement Measures) Order declared Jamaica a disaster area due to the effects of the Coronavirus. The order which was made pursuant to the

Disaster Risk Management Act, and imposed various restrictions including restricting the size of public gatherings.

7. There have been several other orders made since the initial order. On January 15, 2021, the Prime Minister issued the Disaster Risk Management (Enforcement Measures) Order 2021 ("the Order"), which is the first order to be issued for this calendar year and extends the directions and restrictions regarding COVID-19 protocols and public gatherings respectively.
8. As at the date of this Affidavit the public gathering limit is 10. Further, on March 21, 2021, the Prime Minister indicated that all Annual General Meetings ("AGMs") of companies are not to be held during the period of March 23, 2021 to April 23, 2021, unless the court authorizes a fully virtual meeting. It is uncertain whether this order will be extended beyond April 23, 2021.
9. Moreover, there is a prohibition on persons over the age of sixty years old leaving their places of residence except in specified circumstances, mainly for the necessities of life, which do not include the attending of Annual General Meetings.
10. I am advised by the Company's Attorneys-at-Law and verily believe that the Companies Act requires that the Companies hold annual general meetings within 15 months of their last general meeting ("the Annual Meeting").
11. The Company's Articles of Incorporation also provide that:

*"not more than 15 months shall elapse between the date of one annual general meeting of the Company and the next."*

A copy of an extract from the Company's Articles of Incorporation is exhibited marked **"CZ-1"**

12. I am further advised by the Company's Attorneys-at-Law and verily believe that the Companies Act and the Articles of Incorporation appear to require that the Annual General Meetings must be held at a physical venue where shareholders attend in person and that all shareholders are entitled to attend these meetings, participate and vote.
13. The Company's last Annual General Meeting was September 8, 2020. This Annual General Meeting was held virtually pursuant to directions




obtained from this Honourable Court on the 24<sup>th</sup> day June 2020 in  
**Claim No. SU2020CD00227**

14. In light of the Order, it is impracticable for the Company to hold its Annual General Meeting in accordance with the Companies Act and comply with the Orders.
15. It is impracticable because of the number of shareholders entitled to attend and the absence of a suitable venue to accommodate all attendees at the required physical distance. It would also expose the shareholders, the officers of the Company and all persons associated with hosting the Annual General Meeting to the increased risk of exposure to the Coronavirus.
16. I am advised by the Company's Attorneys-at-Law and verily believe that where it is impracticable to hold an Annual General Meeting in the manner prescribed, a director or member of a company may apply to the court pursuant to section 130(2) of the Companies Act for the court to order the manner in which the meeting may be called, held and conducted.
17. The Company is minded to call, hold and conduct its Annual General Meetings using technology or electronic means that will allow the shareholders to participate in a similar manner as in person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
18. If the Company calls, holds and conducts the Annual General Meeting in the manner set out in the orders sought in the Fixed Date Claim Form, I believe the shareholders will have an opportunity to attend, participate and vote in the Annual General Meeting and that they are unlikely to be prejudiced.
19. Within the last month, there has been an increase in the number of cases of the virus in Jamaica and at the date of this Affidavit the health authorities have reported an increase in the positivity rate for new infections. It appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months and into 2022 as public medical authorities have indicated repeatedly that there is no certainty as to when the risks caused by the Coronavirus will end or be brought under control.

20. It is for these reasons that directions are being sought as to the virtual or partially virtual hosting of the Company's 2021 and 2022 AGMs and EGMS.
21. In these circumstances, I seek the orders set out in the Fixed Date Claim Form.

Sworn to at by Christopher Zacca )  
At 28-48 Barbados Ave, Lgn 5 )  
This 8th day April 2021 )  
Before me: )

  
**CHRISTOPHER ZACCA**

  
**JUSTICE OF THE PEACE FOR THE**  
**PARISH OF:-** St. Andrew



**EXHIBIT SHEET**

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO.**

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

**AND**

**IN THE MATTER OF AN APPLICATION FOR  
DIRECTIONS PURSUANT TO SECTION 130(2) OF THE  
COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF SAGICOR GROUP JAMAICA  
LIMITED**

These are the documents mentioned and referred to in the Affidavit of Christopher Zacca in Support of Fixed Date Claim Form dated the 5<sup>th</sup> of April 2021.

<b>"CZ-1"</b>	Extract from Articles of Incorporation
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**JUSTICE OF THE PEACE FOR  
THE PARISH OF:-** *St. Andrew*

  
**CHRISTOPHER ZACCA**



CCZ-1"

**SCHEDULE II**  
**JAMAICA**  
**THE COMPANIES ACT, 2004**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SAGICOR GROUP JAMAICA LIMITED**

Public Company Limited by Shares

**Preliminary**

1. In these Articles, unless the context otherwise requires:

- "The Act" shall mean the Companies Act, 2004 and every other Act incorporated therewith, or any Act or Acts substituted therefor; and in case of any such substitution the references in these Articles to the provisions of the Act shall be read as references to the provisions substituted therefor in the new Act or Acts.
- "The Company" shall mean **SAGICOR GROUP JAMAICA LIMITED**
- "The Register" shall mean the Register of Members to be kept as required by the Act.
- "Month" shall mean calendar month,
- "Paid up" shall include "credited as paid up."
- "Jamaica" shall mean the Island of Jamaica.
- "JCSD" shall mean the Jamaica Central Securities Depository operated by the Jamaica Central Securities Depository Limited or any other securities depository by whatever name called in which shares may be deposited for the time being.
- "JSE" shall mean the Jamaica Stock Exchange.
- "Seal" shall mean the common seal of the Company.
- "Office" shall mean the registered office for the time being of the Company.
- "Secretary" shall include any assistant or deputy Secretary and any person appointed to perform



the duties or any particular duty of the Secretary temporarily.

"In writing"

or other cognate expression shall, unless the contrary intention appears, be construed as including references to (i) printing, lithography, photography, and other modes of representing or reproducing words in a visible form or (ii) in electronic form, in case where the relevant member or other intended recipient of such document consents to such documents or information being sent to him in that case.

Electronic address"

any address or number used for the purposes of sending or receiving documents or information by electronic means;

"Bankrupt"

shall include a person becoming bankrupt or entering into or making any composition or arrangement statutory or otherwise with or without assignment of all his property for the benefit of his creditors generally, and

"Bankruptcy"

shall have a corresponding meaning.

Words and expressions which have a special meaning assigned to them in the Act shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply. Words importing individuals shall include corporations.

For the purposes of these Articles a document or information is sent:

- (a) in "hard copy form" if it is sent or supplied in paper copy or similar form capable of being read and references to "hard copy" shall have a corresponding meaning;
- (b) in "electronic form" if it is sent or supplied in electronic form (for example, by e-mail, or fax or by other means while in electronic form (for example, sending a computer disc or tape by post or hand delivery;
- (c) By "electronic means" if it is:
  - (i) sent initially and received at its destination by means of a computer or other electronic equipment for the processing (which expression included digital compression) or storage of data;
  - (ii) entirely transmitted, conveyed and received by wire, by radio, by optical or other electromagnetic means of transmitting data;





47. Any capital raised by the creation of new shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares on non-payment of calls transfer and transmission of shares, lien, or otherwise, as if it had been part of the original capital

48. The Company may by ordinary resolution:

- (a) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association provided that in the subdivision of an existing share the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and subject always to the provisions of section 61 (i) (d) of the Act.
- (b) consolidate and divide its capital or any part thereof into shares of larger amount than its existing shares;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

49. Subject to Section 71 of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve fund, and any share premium account in any manner authorised by law. [Article 48 amended]

#### General Meetings

50. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings 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. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called "extraordinary general meetings".

51. The Directors may whenever they think fit convene an Extraordinary General Meeting. If at any time there are not within the Island sufficient Directors capable of acting to form a quorum, any Director 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. [Article 50 amended]

52. In the case of an extraordinary general meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

#### Notice of General Meetings

53. An annual general meeting and a meeting called for the passing of a special resolution shall be called by





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 of the day for which it is given, and shall specify the place, and the day and the hour of meeting and, in case of special business, the general nature of that business, and 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 these Articles entitled to receive such notices from the Company.

54. A meeting of the Company shall, notwithstanding that it is called by a shorter notice than specified in the last preceding Article, be deemed to have been duly called with regard to length of notice if it is so agreed:

- (a) In the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat, and
- (b) In the case of any other meeting by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

55. The accidental omission to give notice to any person entitled under these Articles to receive notice of a general meeting, or the non-receipt by any such person of such notice, shall not invalidate the proceedings at that meeting.

#### Proceedings at General Meetings

56. The business of an ordinary general meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and auditors, and any other documents required by Law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to elect auditors and fix their remuneration and to declare a dividend. All other business transacted at an annual general meeting, and all business (save as above) transacted at an extraordinary general meeting shall be deemed special.

57. No business shall be transacted at any general meeting unless a quorum of members is present and such quorum shall consist of not less than fifteen (15) members present in person or by proxy.

58. If within half an hour from the time appointed for a general meeting a quorum be not present the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, those members who are present shall be deemed to be a quorum, and may do all business which a quorum might have done.





59. The chairman (if any) of the Board of Directors shall preside as chairman at every general meeting of the Company. If there be no such chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall choose one of their number present to be chairman; or if no Director be present and willing to take the chair the members present shall choose one of their number to be chairman.

60. The chairman may, with the consent of any general 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 adjourned meeting or of the business to be transacted thereat.

61. At any general meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) directed by the chairman or demanded by at least two members present in person or by proxy entitled vote, a declaration by the chairman that a resolution has been carried or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the facts, 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.

62. If a poll be directed or demanded in the manner before mentioned it shall (subject to the provisions of Article 66 hereof) be taken at such time (but not more than thirty days after such direction or demand) and in such manner as the Chairman may appoint and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was directed or demanded.

63. In the case of an equality of votes at any general meeting, whether upon a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.

64. No objection to the admission or rejection of any vote shall be taken except at the meeting or adjourned meeting at which the vote in dispute is given or tendered. The chairman shall determine any such objection if made within due time, and such determination shall be final and conclusive.

65. A poll demanded upon the election of a chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### Votes of Members

66. Subject to any special terms as to voting upon which any shares or class of shares may for the time being be held, upon a show of hands every member present in person or by proxy shall have one vote.

