



**AFFIDAVIT OF ALLAN MCDANIEL IN SUPPORT OF FIXED DATE  
CLAIM FORM**

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**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 STATIONERY AND OFFICE  
SUPPLIES LIMITED**

I, ALLAN MCDANIEL, being duly sworn make oath and say as follows:

1. I am a Director of Stationery and Office Supplies Limited (“the Company”) and my address for the purposes of these proceedings is 21-25 Beechwood Avenue, Kingston 5 in the parish of St. Andrew, which is also the registered office of the Company.
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. On March 9, 2020, Jamaica registered its first case of the SARS-CoV 2 (Coronavirus COVID-19).
4. 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, imposed various restrictions including restricting the size of public gatherings.

5. 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.
6. As at the date of this Affidavit the public gathering limit is 10. Further, pursuant to section 23 of the Disaster Risk Management (Enforcement Measures) (No. 7) Order 2021, all Annual General Meetings ("AGMs") of companies are not to be held during the period June 3, 2021 to June 30, 2021, unless the court authorizes a fully virtual meeting or not more than 30 persons person are in physical attendance or the written permission of a Medical Officer is obtained, upon the application of the entity concerned and permission being granted only if the Medical Officer is satisfied that extenuating circumstance apply. It is uncertain whether this order will be extended beyond June 30, 2021.
7. 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.
8. The number of cases of COVID-19 continue to increase and it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months.
9. I am advised by the Company's Attorneys-at-Law and verily believe that the Companies Act requires that Companies hold annual general meetings within 15 months of their last general meeting ("the Annual Meeting").
10. 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 and marked "AM-1"
11. I am further advised by the Company's Attorneys-at-Law and verily believe that the Companies Act appears to require that 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.

12. The Company's last Annual General Meeting was September 1, 2020. As at June 2021, the Company is a public listed company and the number of shareholders is 1159.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. In the absence of an order of the court allowing for the Annual General Meetings by electronic means, the Company will be forced to either hold an Annual General Meeting in breach of the Order and/or at risk to the health of their shareholders and officers who attend, or to not hold a meeting which may breach the Companies Act. Further, persons who may wish to attend in person may elect not to attend the meeting out of fear of exposure to the virus at a large gathering.
19. The 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, and therefore when the restrictions will be lifted. Accordingly, it is unclear as to when the prohibition on the physical hosting of AGMs will be removed, even after June 2021. It is for this reason directions are being sought as to the virtual or partially virtual

hosting of the Company's 2021 and 2022 AGMs and any EGM that may be necessary.

20. In these circumstances, I respectfully seek the orders in the Fixed Date Claim Form.

Sworn to by **ALLAN MCDANIEL** )  
At 21-25 Beechwood Avenue, Kingstons )  
Saint Andrew )  
This 28<sup>th</sup> day June 2021 )  
Before me: )



**ALLAN MCDANIEL**

JUSTICE OF THE PEACE FOR  
THE PARISH OF:- Saint Andrew  
**Hugh Croskery**  
Justice Of The Peace  
St. Andrew

**FILED by MAYHEWLAW (Attention: Lesley - Ann Stewart, 5771), Unit 11 Seymour Park 2 Seymour Avenue, Kingston 10, Telephone number (876) 927-8505 Facsimile 927-8663, email: [mayhewlaw@gmail.com](mailto:mayhewlaw@gmail.com) for and on behalf of the Applicant herein whose address for service is that of the said Attorney-at-Law.**



**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**

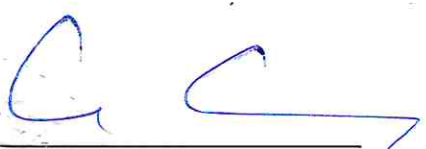
**IN THE MATTER OF AN APPLICATION FOR  
DIRECTIONS PURSUANT TO SECTION 130(2) OF  
THE COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF STATIONERY AND OFFICE  
SUPPLIES LIMITED**

This is the document mentioned and referred to in the Affidavit of Allan McDaniel Support of Fixed Date Claim Form dated the 28<sup>th</sup> of June 2021.

<b>"AM-1"</b>	Company's Articles of Incorporation
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**JUSTICE OF THE PEACE FOR  
THE PARISH OF:-**

  
\_\_\_\_\_  
**ALLAN MCDANIEL**

**Hugh Croskery**  
Justice Of The Peace  
St. Andrew

**FILED by MAYHEWLAW (Attention: Lesley – Ann Stewart, 5771), Unit 11 Seymour Park 2 Seymour Avenue, Kingston 10, Telephone number (876) 927-8505 Facsimile 927-8663, email: [mayhewlaw@gmail.com](mailto:mayhewlaw@gmail.com) for and on behalf of the Applicant herein whose address for service is that of the said Attorney-at-Law.**

Certified to be a true copy of the Articles of Incorporation adopted by the members of STATIONERY AND OFFICE SUPPLIES LIMITED ("the Company") by resolution passed at a duly convened Extraordinary General Meeting held on Wednesday, March 29<sup>th</sup> 2017.

  
Director



  
Director/Secretary

## ARTICLES OF INCORPORATION OF STATIONERY AND OFFICE SUPPLIES LIMITED

A Public company limited by shares and incorporated in Jamaica under the provisions of the Companies Act

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

- |                        |  |
|------------------------|--|
| the "Act"              | Means the Companies Act and every other Act incorporated therewith, or any Act or Acts substituted therefore; 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 therefore in the new Act or Acts.   |
| the "Articles"         | means these Articles of Incorporation as originally framed or as from time to time altered or added to by Special Resolution.  |
| the "Company"          | means STATIONERY AND OFFICE SUPPLIES LIMITED.  |
| "Electronic":          | Relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to technology utilised by facsimile machines, scanning devices, mail sent using computers or other similar automated or photographic devices.  |
| "Electronic Format"    | Any disc, tape, sound track or other device in which printed words, sounds or other data are embodied so as to be capable (with or without the aid of some other equipment) of being reproduced therefrom including but not limited to compact discs.  |
| "Electronic Means":    | Any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, e-mail sent via computers and scanning devices. |
| "Electronic Signature" | So much of anything in Electronic form incorporated into, contained in, attached to or logically associated with a document, which uniquely identifies and authenticates the maker, is used by him to indicate his adoption of the content of that document and is produced or transmitted by Electronic means. For the avoidance of doubt, for the                            |

purpose of these Articles, an Electronic Signature includes but is not limited to any signature produced by facsimile machine or scanning device.

the "Register"	means the register of the members required to be kept by the Act.
"month"	means calendar month.
"paid up"	means and includes "credited as paid up".
"Jamaica"	means the Island of Jamaica.
"Seal"	means the Common Seal of the Company.
"Office"	means the registered office for the time being of the Company.
"Secretary"	means and includes any assistant or deputy Secretary and any person appointed to perform the duties or any particular duty of the Secretary temporarily.
"Shares"	means the ordinary shares in capital of the Company.
"in writing"	means and includes printed, lithographed, typewritten and visibly represented or reproduced by any other mode.
"bankrupt"	means and includes 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.

Save as aforesaid any words and expressions which have a special meaning assigned to them in the Act shall have the same meaning in these Articles.

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

#### **EXCLUSION OF TABLE A**

2. The regulations in Table A in the First Schedule to the Act shall not apply to the Company except in so far as they are repeated or contained in these Articles

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

- (b) subdivide its existing shares, or any of them, into shares of smaller amount subject nevertheless, to the provisions of section 65 (1) (d) of the Act;
  - (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 and diminish the amount of its stated capital account by the amount of the shares so cancelled.
51. The Company may by special resolution reduce its share capital, or any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

#### GENERAL MEETINGS

52. 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 (15) months shall elapse between the date of one (1) 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 (18) 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.
53. All general meetings other than annual general meetings shall be called extraordinary general meetings.
54. 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 section 128 of the Act. If at any time there are not within the Island sufficient Directors capable of acting to form a quorum, any Director or any two (2) 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.

#### NOTICE OF GENERAL MEETINGS

55. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one (21) days' notice in writing or by way of Electronic means, 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 at least fourteen (14) days' notice in writing or by way of Electronic means. 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, the day and hour of the 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 the regulations 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 regulation, be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting by all 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 a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per centum (95%) in the nominal value of the shares giving that right.

56. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDING AT GENERAL MEETINGS

57. 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 declaring a dividend, 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 appointment of, and the fixing of the remuneration of the auditors.

58. 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, three (3) members present in person or by proxy shall be a quorum except in the case where there are only two (2) members then the quorum shall be two (2) members, or in the case where there is only one (1) member, in which event the quorum shall be one (1) member.

59. 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 appointed for the meeting, the members present shall be a quorum.

60. 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 Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one (1) of their numbers to be Chairman of the meeting.

61. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one (1) of their members to be Chairman of the meeting.

62. 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 (30) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned 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.

63. 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 (3) 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 (1/10) of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the 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.

64. Except as provided in Article 66 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.
65. 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 takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
66. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any 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.

#### VOTES OF MEMBERS

67. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one (1) vote, and on a poll every member, present in person or by proxy, shall have one (1) vote for each share of which he is the holder.
68. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
69. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee, receiver or