

ABILL

ENTITLED

AN ACT to Provide for the transfer of the assets of the Jamaica Development Bank to the Development Bank of Jamaica Limited and to repeal the Jamaica Development Bank Act, and for connected matters.

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BE IT ENACTED by The Queen's Most Excellent Majesty, by and with the advice and consent of the Senate and House of Representatives of Jamaica, and by the authority of the same, as follows:—

1. This Act may be cited as the Jamaica Development Bank (Repeal) Act, 2022, and shall come into operation on a day to be appointed by the Minister by notice published in the *Gazette*. Short title.

Interpretation. **2. In this Act, unless the context otherwise requires—**

“appointed day” means the day appointed under section 1 for the coming into operation of this Act;

“assets” means—

- (a) choses in action, goodwill, rights, interests and claims of every kind in or to property—
 - (i) whether arising from, accruing under, created or evidenced by, or the subject of, an instrument or otherwise; and
 - (ii) whether liquidated or unliquidated, actual, contingent or prospective; and
- (b) property of every kind whether tangible or intangible, real or personal, corporeal or incorporeal;

“liability” means any liability, duty, or obligation, whether actual, contingent or prospective, liquidated or unliquidated, or whether owed alone or jointly or jointly and severally with any other person;

“right” means any right, power, privilege or immunity, whether actual, prospective or contingent.

Repeal of
Jamaica
Development
Bank Act.

3. The Jamaica Development Bank Act is repealed.

Transfer
and
devolution
of assets and
liabilities.

4.—(1) On the appointed day, all moneys held in any bank account in the name of or standing to the credit of the Jamaica Development Bank, shall be credited to the Consolidated Fund to be applied in the payment of the liabilities of the Jamaica Development Bank arising before the appointed day, and the Jamaica Development Bank shall then be closed.

(2) The Consolidated Fund shall be credited with all moneys becoming payable to the Jamaica Development Bank before or after the appointed day and paid after the appointed day.

- (3) On and after the appointed day—
- (a) the rights and assets of the Jamaica Development Bank, that were immediately before that day vested in the Jamaica Development Bank, vest in the Development Bank of Jamaica Limited;
 - (b) the liabilities of the Jamaica Development Bank (including any share of a liability) immediately before that day become, by force of this section, the liabilities of the Government of Jamaica;
 - (c) on the transfer of moneys pursuant to subsection (1), the Development Bank of Jamaica Limited shall issue, to the Accountant General, shares in the Development Bank of Jamaica Limited equal to the value of the assets remaining as at the appointed day;
 - (d) any proceeding or remedy that immediately before that day might have been brought or continued by, or available against or to, the Jamaica Development Bank, may be brought or continued by, and are available by or against or to, the Development Bank of Jamaica Limited; and
 - (e) all records and data of the Jamaica Development Bank pass to the Development Bank of Jamaica Limited.

5.—(1) Where any reference is made to the Jamaica Development Bank in any agreement, instrument or other document, unless the context otherwise requires, such reference shall be read and have effect, on and after the appointed day, as if it were a reference to the Development Bank of Jamaica Limited.

References
to the
Jamaica
Development
Bank.

(2) Any agreement or instrument subsisting immediately before the appointed day, to which the Board of Directors of the Jamaica Development Bank was a party, or which contains a reference to the Board of Directors of the Jamaica Development Bank, has effect on and after the appointed day as if—

- (a) the Board of the Development Bank of Jamaica Limited were substituted for the Board of Directors of the Jamaica

Development Bank as a party to the agreement or instrument;
and

- (b) any reference in the agreement or instrument to the Board of Directors of the Jamaica Development Bank were (unless the context otherwise requires) amended to be or include a reference to the Development Bank of Jamaica Limited.

Exemption
of transfer
tax and
stamp duty.

6. Transfer tax and stamp duty that would otherwise be applicable to the transfer and disposal of assets by the Development Bank of Jamaica Limited under section 4, shall not apply to such transfer and disposal.

Transfer of
functions of
Board of
Directors.

7. On and after the appointed day, the functions conferred upon the Board of Directors of the Jamaica Development Bank, shall be performed by the Board of Directors of the Development Bank of Jamaica Limited.

Saving

8. The operation of this Act is not to be regarded—

- (a) as a breach of contract or confidence or otherwise as a civil wrong;
- (b) as a breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of rights or liabilities or the disclosure of information;
- (c) as giving rise to any remedy by a party to an instrument or as causing or permitting the termination of any instrument, because of a change in the beneficial or legal ownership of any assets, right or liability;
- (d) as causing any contract or instrument to be void or otherwise unenforceable; or
- (e) as releasing or allowing the release of any surety.

MEMORANDUM OF OBJECTS AND REASONS

The Jamaica Development Bank (hereinafter referred to as the Bank) was established as a body corporate by the Government of Jamaica in September 1969, pursuant to the Jamaica Development Bank Act. On that date, all assets, reserves and liabilities of the Development Bank Finance Corporation were transferred and vested in the Bank and the Accountant General.

The Bank ceased its normal operations, in June, 1981, and the Bank has wound down its operations, while continuing to honour its financial obligations to persons, organizations and institutions with whom it conducted business.

A decision has been taken to—

- (a) repeal the Jamaica Development Bank Act;
- (b) transfer the assets of the Bank to the Development Bank of Jamaica Limited, in exchange for the issuance of shares in the Development Bank of Jamaica Limited to the Accountant General; and
- (c) exempt the transfer and disposal of assets pursuant to paragraph (b) from transfer tax and stamp duty.

This Bill seeks to give effect to that decision.

ANDREW HOLNESS
Prime Minister and Minister of Economic
Growth and Job Creation.

A BILL

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As introduced by the Honourable Prime Minister and Minister of Economic Growth and Job Creation.

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