

# TRINIDAD AND TOBAGO GROUP OF PROFESSIONAL ASSOCIATIONS LIMITED

## BY- LAWS

Revised: December 16, 2010

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**BY-LAWS  
OF  
TRINIDAD AND TOBAGO GROUP OF PROFESSIONAL**

## **ASSOCIATIONS LIMITED**

A Company Limited  
By  
Guarantee and Not Having A Share Capital  
(Continued under the Companies Act, 1995)

### **NAME**

Be it Enacted as the General by-law of the Trinidad and Tobago Group of Professional Associations Limited (TTGPA) (hereinafter called “the Company”) as follows: -

### **MISSION STATEMENT**

To provide services, support and linkages to professional and non-governmental organizations in sharing their expertise for the development of their members and serve as a ‘think tank’ to influence Government and others in the development of the society as a whole.

### **OBJECTIVES**

- To harness the interests, talents, ideas, energies and influence of a wide cross section of professional organizations and agencies allied to its membership for the common good of the Group and the country as a whole
- To assist civil society community based organizations, including the local Commonwealth Liaison Unit in carrying out their mandates.
- To promote and build a forum for ideas so as to impact on nation-building at all levels.
- To provide professional centre facilities and support services for a wide cross-section of professional and related bodies.

### **By-Law 1**

### **REGISTERED OFFICE**

The registered office of the Company will be situated in Trinidad and Tobago.

## By-Law 2

### DEFINITIONS AND INTERPRETATION

In this by-law and all other by-laws of the Company, unless the context otherwise requires:-

- 2.1 **The “Act” means the Companies Act, 1995** as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references herein to provisions of the Act shall read as references to the substituted provision.
- 2.2 **“The Management Council”** referred hereinafter as the **“Council”** means the Board of Directors of the Company.
- 2.3 **“The seal”** means the common seal of the Company.
- 2.4 **“Secretary”** means any person appointed to perform the duties of secretary of the Company. Except as is otherwise stated herein and unless the context otherwise requires the provisions of the Act shall apply to the Company.
- 2.5 **“Regulations”** means any regulations made under the Act and every regulation substituted therefore and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall read as references to the substituted provisions therefore in the new regulations.
- 2.6 **“By-Laws”** means any by-law of the Company from time to time in force.
- 2.7 All terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.
- 2.8 The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association or persons, and the word “individual” means a natural person
- 2.9 **“Professional Centre”** means the buildings at 11- 13 Fitzblackman Drive South, Woodbrook, Port of Spain, which are

owned by the Company and/or any other such building/s at which the Company offers Modules to its members.

### **By-Law 3**

#### **MEMBERS**

- 3.1 There shall be two classes of membership, namely:-
- (a) **Class A members**, having purchased and becoming the holders of one or more modules at the Professional Centre and whose relationship with the Company will also be guided by the terms and conditions of the Use and Occupancy Agreement.
  - (b) **Class B members**, being members entitled to the tenancy use of the grounds and identified conference facilities at any building owned by the Company, provided they have paid their Annual subscription. Such members shall have first preference to acquire any available module on payment of the requisite fee and/or subscription.
- 3.2 Membership of the Company is open to Commonwealth affiliated and all established and properly constituted associations or organisations which are regulated by their own statute or code of professional conduct for individuals in possession of the recognised qualification granted by an institution of higher learning.
- 3.3. The foregoing notwithstanding, such organisations may by their own constitution provide for admission to their membership individuals who, though they may not be in possession of the requisite professional qualifications, are eligible by virtue of their acquired experience and long and dedicated service in the particular field, provided further that the majority of their membership hold full membership on the basis of recognised qualification.
- 3.4 **Applications** for membership shall be submitted in writing to the Secretary of the Company together with:-
- (a) A copy of the Constitution or By-Laws of the organisation.

- (b) The names, addresses and educational qualifications of its officers.
  - (c) The number of members in good standing.
  - (d) Such Non Refundable application fee as may be specified by the Council.
- 3.5 Unless the Company in General Meeting shall make provision pursuant to the powers contained therein, the Council may **approve or reject such application by a two-thirds majority of the members present at the Meeting at which such application is considered.**

#### **By-Law 4**

##### **SERVICE FEE AND ANNUAL SUBSCRIPTION**

- 4.1 **Class A** members shall give to the Company such fee (hereinafter called “the service fee”) payable in accordance with the terms and conditions of their Use and Occupancy Agreement in such amounts as determined by the Council, annually.
- 4.2(a) **Class B** members shall give to the Company such fee (hereinafter called “the Annual subscription”) which shall entitle such members to the non-exclusive use of the grounds and conference facilities at the Professional Centre, in accordance with the Policies determined by Council.
- 4.2 (b) The **Annual subscription** shall be determined from time to time by the Council and shall be due and payable by each member organisation on the **first day of January in each year**. Members whose fees are not paid by February 28<sup>th</sup> will be disallowed from the election process and use of facilities and services. **Fees paid after February 28<sup>th</sup> will attract a ten percent (10%) levy.**
- 4.2(c) Organisations joining TTGPA within the last quarter of the year (Oct – Dec) will pay only forty percent (40%) of the Annual subscription fees due for that year.
- 4.3 The Council may, subject to such space not being required for use by a member, permit a non-member to use the facilities of the Company at a fee to be determined by the Council.

- 4.4 Notwithstanding anything said in the foregoing, **Council reserves the right to charge any member a fee for use of the grounds and or Conference facility, where such use may attract a cost to the Company for security, cleaning and any such expenses.**

**By-law 5**

**OFFICERS AND TERM LIMIT**

- 5.1 The **Officers of the Company** shall consist of a President, a Vice President, a Treasurer and a Secretary who shall be representatives of members of the Company and shall be elected at the Annual General Meeting of the Company in each year and shall retire annually but shall be eligible for re-election, **provided that no officer shall serve in the same position on the Council for more than five (5) consecutive years.**
- 5.2 In the case of a casual vacancy in any of the offices, the Council shall appoint one of their members to fill such casual vacancy until the next Annual General Meeting.
- 5.3 In the case of the absence or inability to act by the President, the Vice-President or any other officer of the Company or for any other reason that the Council may deem sufficient, the Council may delegate all or any of the powers of such officer or member for the time being, provided that a majority of the Council concur thereon.
- 5.4.1 The **President** shall, if present, preside at all meetings of the Council and other General Meetings of the Company. He shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Council.
- 5.5 The **Vice-President** shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Council.
- 5.6 The **Secretary** shall, when present, act as secretary of all Meetings and shall have charge of the **minute books** of the Company and the **documents** and **registers referred to in Section 177 of the Act** and shall perform such other duties, as the Council requires.

- 5.7 The **Treasurer** shall have the care and custody of all the **funds** and **securities of the Company** and shall deposit the same in the name of the Company in such bank or with such depository or depositories as the Council may direct and shall perform such other duties as the Council may require of him. He may be required to give such bond for the faithful performance of his duties as the Council may in its absolute discretion require and no member shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive an indemnity thereby provided.

### By-Law 6

#### MANAGEMENT COUNCIL

- 6.1 The business of the Company shall be managed by the Council who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these By-laws or by any Regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Council, which would have been valid if that regulation had not been made.
- 6.2 Council members shall, be reimbursed for all reasonable expenses properly incurred by them in connection with the business of the Company **provided that Council's prior approval has been obtained** or provided that such expense has been subsequently ratified by the Council.
- 6.3 The **maximum number** of Council members shall be **twelve or such other number as determined** by the Company, approved at an Annual or Special General Meeting.
- 6.5 The Council shall cause minutes to be made of all appointments of officers made by the Council; of the names of the Council Members present at each meeting; of all resolutions and proceedings at all Meetings of the Company or of the Council.

### By-Law 7

#### VOTING RIGHTS AND ELECTION OF COUNCIL MEMBERS

- 7.1 (a) The Council members shall be (i) the officers (ii) such other member of the Council as may be determined by way of voting in an Annual General Meeting and who shall retire Annually and shall be eligible for re-election.
- (b) Organisations with Class A Membership are eligible to nominate two (2) representatives for election to the Council, while those with Class B Membership are eligible to nominate one (1) representative for election to the Council.
- 7.2 **Only the nominees referred to at 7.1(b) are eligible to vote at any Annual or Special General Meeting and/or to hold Office.**
- 7.3 Candidates for election as a Council member shall be proposed and seconded by persons entitled to vote (**members' nominees**) at an Annual General Meeting. The method of voting (secret ballots or show of hands) shall be determined by those nominees present and voting.
- 7.4 Unless sooner determined the term of office of a Council member shall be from the date of the Meeting at which he was elected or appointed until the conclusion of the Annual General Meeting next following or until his successor is appointed or elected.
- 7.5 The members' representatives of the Company may by ordinary resolution at a Special General Meeting, remove any officer from office, and the vacancy so created may be filled at the Meeting at which the member is removed from office. A member so appointed shall hold office for the unexpired term of his predecessor.
- 7.6 Council members shall serve without remuneration and no member shall directly or indirectly receive any profit or other financial benefit from his position as such; provided that a member may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

### **By-Law 8**

#### **DISQUALIFICATION OF COUNCIL MEMBERS**

- 8.1 The Office of any Council member shall be vacated if the member
- a) becomes bankrupt or makes any arrangement or composition with his creditors or
  - b) resigns his office by notice in writing.
  - c) ceases to be a member of his or her professional body.
  - d) **does not attend four consecutive Meetings** of the Council, unless he has been excused from attendance by the Council.
  - e) is removed from office in accordance with these by-laws.
  - f) is found to be a lunatic or becomes of unsound mind.
  - g) is convicted of any criminal offence involving fraud or dishonesty or use/trade of illicit substances.
- 8.2 The Council shall notify such member in writing of his disqualification from office and of the reason thereof.
- 8.3 Should a vacancy arise on Council for any of the above reasons, Council is authorised to fill any such vacancy by a representative of a Class A or B member to serve the unexpired portion of the term for which the vacancy would have existed.

### **By-Law 9**

#### **MEETINGS OF THE COUNCIL**

- 9.1 The Council may meet for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a **simple majority** of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Council member may and the Secretary on the request of a Council member shall at any time summon a Council Meeting. It shall not be necessary to give notice of Council Meetings to any member for the time being absent from the country.
- 9.2 The Quorum necessary for the transaction of the business of the Council **shall be Four (4) members of the Council, three (3) of whom shall be representatives of different member**

**organisations and one must be a duly elected Officer of the Company.** (Each being a member entitled to vote thereat). When the President or the Vice-President is absent, the persons who are present and entitled to vote shall choose from among themselves a Chairman of the Meeting.

- 9.3 If a quorum is present at the opening of any meeting the members present may proceed with the business of the meeting, notwithstanding a quorum is not present throughout the Meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and at the adjourned meeting the members present shall conclude the business of the meeting.
- 9.4 Meetings of the Council may be held in cases of emergency at any time without formal notice if all the members are present. Notice of any Meetings or any irregularity in the Meeting or the notice thereof may be waived by any member.
- 9.5 Subject to section 81 (1) of the Act, the notice of any Meeting of the Council need not specify the purpose of or the business to be transacted at the Meeting. Notice of any such Meeting shall be served in the manner specified in paragraph 12 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given) before the Meeting is to take place. A member may in any manner waive notice of a Meeting of the Council and this shall constitute a waiver of notice of the Meeting except where a member attends a Meeting for the purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.
- 9.6 Notwithstanding the provisions hereof, a resolution in writing signed by all the members entitled to vote on that resolution at a Meeting of the Council or any Council of members is as valid as if it had been passed at a Meeting of the Council or any Council of members.

#### **By-Law 10**

#### **SUB COMMITTEES**

- 10.1 The Council may from time to time as deemed necessary appoint

Committees consisting of such persons as may be deemed desirable and may prescribe their duties. Any such Committee must report to Council as soon as is reasonably practicable. Such Committees may be **Finance & Administration, Infrastructure Maintenance, Fund Raising and Public Relations** or any other **Committee** as Council deems necessary.

- 10.2 The Chairperson and Deputy Chairperson of the Committee must be current members of Council and such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate meetings as it thinks fit. Unless otherwise determined by the Council, **three (3) members, one (1)** of whom must be a Council Member shall constitute a **quorum**.
- 10.3 The President shall be an ex officio member of all such Committees.

### **By-Law 11**

#### **GENERAL MEETINGS**

- 11.1(i) **Annual General Meetings** shall be held on such day in each year and at such time as the Council may by resolution determine at any place within Trinidad and Tobago. For the time being, **the Annual General Meeting of the Company shall be held no later than April 30<sup>th</sup>**.
- 11.1(ii) **The purpose** of such a meeting shall be to
- a) Receive and adopt the Report of Council
  - b) Adopt the Audited Financial Statements for the preceding year.
  - c) Consider and approve any Resolutions
  - d) Appoint External Auditors
  - e) Elect Officers and other Members of Council
  - f) Transact any other business properly laid before it.
- 11.2(a) **Special General Meetings** may be convened by order of the President, Vice President or by the Council at any date, time or

place within Trinidad and Tobago.

- 11.2(b) The Council shall on the requisition of **three (3)** members of the Company that have the right to vote at the Meeting requisitioned, forthwith convene a Meeting of members' representatives, and in the case of such requisition the following provisions shall apply.
- 11.2(c) The requisition must state the purpose of the Meeting and must be signed by the requisitionists and deposited at the registered office, and may consist of several documents in like form each signed by one or more of the requisitionists. Only the business for which the meeting is called can be discussed at that meeting.
- 11.2(d) If the Council does not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a Meeting, the requisitionists or any of them may themselves convene the Meeting but any Meeting so convened shall not be held after three months from the date of such deposit.
- 11.2(e) Any Meeting convened under this paragraph by the requisitionists shall be called as early as possible in the manner in which meetings are to be called pursuant to the by-laws.
- 11.2(f) **Notice in writing** stating the date, hour and place of the Meeting shall be given by the Secretary serving such notice on each person entitled to attend such meeting and on each Council member in the manner specified hereunder, not less than **fourteen (14) days** or more than fifty (50) days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the proposed meeting. Notice of a Meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the representative to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.
- 11.2(g) **Persons entitled to vote at Special General Meetings** are restricted to those persons so appointed by Member organisations. Class A members may nominate **only two (2)** persons and Class B may nominate **one (1)**, any of whom can be drawn from the Council.
- 11.3 A member representative and any other person entitled to attend a Meeting of members may in any manner waive notice of a Meeting of members and attendance of any such person at a Meeting of members shall constitute a waiver of notice of the

Meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 11.4(i) **Ordinary General Meetings** of members may be convened by the Council at anytime, provided a notice is delivered seven (7) days prior the date of such a meeting.
- 11.4(ii) Ordinary General Meetings can be attended by any number of the Member Organisations' representatives. Such a meeting may be called simply to share and receive ideas but no Quorum is necessary and there will be no decisions that can be made at these meetings to bind the Company.

### **By-Law 12**

#### **VOTING AT GENERAL MEETINGS**

- 12.1 Voting at any Meeting shall in the first instance be by a show of hands unless a person entitled to vote<sup>1</sup> at such Meeting has demanded a ballot and in the case of an equality of votes the Chairman of the Meeting shall have a casting vote in addition to any other votes to which he may be entitled.
- 12.2 Subject to the Act, a **Quorum** for the transaction of business at any **Annual or Special General Meeting** of the members shall be a minimum of **ten (10)** persons, **six (6)** of whom shall be representatives of different member organisations, each being a person entitled to vote thereat. If a quorum is present at the opening of any meeting the persons present may proceed with the business of the meeting notwithstanding a quorum is not present throughout the Meeting.
- 12.3 If a quorum is not present within thirty minutes (30) minutes of the time fixed for the Meeting of members, the persons present and entitled to vote may adjourn the Meeting to a fixed date, time and place but may not transact any other business and at the adjourned meeting the members present shall conclude the business of the meeting.

### **By-Law 13**

#### **ADMINISTRATIVE STAFF**

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<sup>1</sup> **Only the nominees referred to at 7.1(b) are eligible to vote at any Annual or Special General Meeting and/or to hold Office.**

- 13.1 The Council may from time to time appoint an Executive Officer or other administrative staff and may delegate full or partial authority to manage and direct the business and affairs of the Company (except such matters and duties as by law must be transacted or performed by the Council or by the members in General Meeting) and to employ and discharge to him any lesser power. He shall conform to all lawful orders given to him by the members of the Council and shall at all reasonable times give to the members or any of them all information they may require regarding the affairs of the Company.
- 13.2 Council is also authorised to fix the remuneration and other terms and conditions of employment for any staff it contracts.

#### **By-Law 14**

##### **NOTICES**

- 14.1 Notice for any General Meeting (except in the case of Ordinary General Meetings) must be delivered to members no less than **fourteen (14)** days before the convening of such meeting.
- 14.2 Any notice or other document required by the Act, the Regulations or the by-laws to be sent to any member of the Company may be delivered to its Secretariat personally, sent by pre-paid mail, fax or electronic mail (e-mail) at the latest address as shown in the records of the Company and to any such Council member at his latest address shown in the records of the Company or in the latest notice filed under Section 71 or 79 of the Act, and when applicable to the auditor at his business address.
- 14.3 Notice may be waived or the time for the notice may be waived or abridged at anytime with the consent in writing of the persons entitled thereto.
- 14.4 Where a notice extending over a number of days or other period is required under any provisions of the Act or the by-laws, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

- 14.4 Where notice is delivered personally to the person to whom it is addressed or delivered to his address, service shall be deemed to be at the time of such delivery.
- 14.5 Where such notice is sent by post, service thereof shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by prepaid mail. Notice sent by telex or e-mail is deemed to be effected on the date on which the notice is sent.

#### **By-Law 15**

#### **EXECUTION OF CHEQUES & OTHER INSTRUMENTS**

- 15.1 **Contracts and other such documents** in writing requiring the signature of the Company may be signed by the President or the Vice-President together with the Secretary or the Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality.
- 15.2 **All cheques and other negotiable instruments** shall be signed, by **any two of the Officers** or other such persons as the Council may determine from time to time.
- 15.3 The common seal of the Company may be affixed to any such document signed by persons specified in paragraph 15.1 above.

#### **By-Law 16**

#### **FINANCIAL YEAR**

- 16.1 The Financial year for the company runs from **January to December each year**. However, the Council may from time to time by resolution at an Annual or Special General Meeting propose to change the financial year of the Company.
- 16.2 There shall be prepared annually and laid before the Annual General Meeting an audited statement of accounts for the financial year just ended and a report of the activities of the Company.

#### **By-Law 17**

## AUDITOR

- 17.1 The Council shall propose the appointment of an auditor at every Annual General Meeting and is authorised to fix the remuneration.

## By-Law 18

### APPROVAL OF POLICIES, PROCEDURES, RULES AND BY-LAWS

- 18.1 **The Council** may from time to time make or amend such Policies or Procedures as it may deem necessary or convenient for the proper conduct and management of the Company.
- 18.2 **An Annual or Special General Meeting** shall have power to alter or repeal the Rules or By-laws and to make additions to them subject to a **two-thirds** majority vote in favour of such alteration, repeal or addition; and the Council shall adopt such means as it deems sufficient to bring to the notice of the members of the Company all such Rules or By-laws.

**President:** *Eng, Hollis Charles*

**Secretary:** *Neville Sandy*

**Date:** December 16th, 2010