

# **TRINIDAD AND TOBAGO GROUP OF PROFESSIONAL ASSOCIATIONS LIMITED**

## **BY- LAWS**

**Revised and Effective: April 12<sup>th</sup> 2022**

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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: -

**By-Law 1**

**REGISTERED OFFICE**

1.1 The registered office of the Trinidad and Tobago Group of Professional Associations Limited (TTGPA) (hereinafter called “the Company”) is situated at The Professional Centre, 11 - 13 Fitzblackman Drive South, Woodbrook, Port of Spain, Trinidad and Tobago.

The purpose of the company is as set out in the Memorandum of Association (1976).

**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 Chap. 81:01 of the Revised Laws of the Republic of Trinidad and Tobago** as amended from time to time and every statute substituted therefor 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 **“By-Laws”** means these by-laws of the Company as may be amended from time to time.
- 2.3 **“Controller”** means a person who has the control or management of a non-profit organisation and includes a director of a non-profit company, where the non-profit organisation is established as a non-profit company.
- 2.4 **“Eligible Professional”** means someone who, in the exclusive discretion of Council, meets at a minimum but not limited to the following:
  - Commitment to National and Professional Development,

- Spirit of Volunteerism,
  - At least 5 years relevant experience.
- 2.5 “**Executive Committee**” means a committee comprising the following officers of the Council: President; Vice President; Secretary; Treasurer and Assistant Secretary/Treasurer.
- 2.6 “**Independent Council Member**” means an eligible professional appointed by Council to serve on Council for a **period up to two (2) years** and who is not nominated by any Member organisation.
- 2.7 “**The Management Council**” referred hereinafter as the “**Council**” means the Board of Directors of the Company.
- 2.8 “**Membership Subscription**” means the fee paid by a Class B Member for TTGPA Membership and associated benefits.
- 2.9 “**Member Representatives**” means persons appointed by member organisations to represent them at TTGPA Meetings.
- 2.10 “**Professional Centre**” means the land and buildings situated at 11- 13 Fitzblackman Drive South, Woodbrook, Port of Spain.
- 2.11 “**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.
- 2.12 “**The seal**” means the common seal of the Company.
- 2.13 “**Service Charge**” means a fee paid by a Class A Member to meet all costs associated with providing the Outgoings as defined in the Use and Occupation Agreement and to repair and maintain all plant and equipment required for or in connection with the supply or water and electricity to the Buildings
- 2.14 “**Secretary**” means any person appointed by Council to perform the duties of Corporate 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.
- 2.15 “**Secretariat**” means the Company Secretary, Administrative Manager, Administrative Secretary and any other staff member who may be hired from time to time.
- 2.16 All terms contained in the by-laws and defined in **The Companies Act and / or the Regulations** shall have the meanings given to such terms therein.
- 2.17 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

### By-Law 3

#### MEMBERSHIP

- 3.1 Membership in the Company is open to Commonwealth-affiliated, established and properly constituted professional associations or organisations who, in the sole discretion of the Board, meet its suitability criteria. The liability of members is as defined in the TTGPA Memorandum of Associations.
- 3.2 Member organisations shall be regulated by their own statute or code of professional conduct as deemed appropriate for individuals in possession of recognised qualifications granted by an institution of higher learning, unless otherwise agreed to by the Company.
- 3.3 Persons of the Company shall stand in one of the following classes:-
- (a) A **Class A Member**, is member who has purchased occupancy rights to one or more modules at the Professional Centre. The relationship between Class A members and the Company shall be guided by the terms and conditions of a Use and Occupation Agreement, which shall be the same for ALL Class A members.
  - (b) A **Class B Member**, is a member who has no occupancy rights to any portion of the Professional Centre, but is entitled to the tenancy use of its grounds and identified conference facilities, in consideration of the payment of an annual membership subscription. Class B members shall have first preference to acquire any available module. The relationship between Class B members and the Company shall be guided by the terms and conditions of a membership Agreement, which shall be the same for ALL Class B members.
- 3.4. 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 a simple majority of their Membership hold full Membership on the basis of recognised qualification.
- 3.5 **Applications** for Membership shall be submitted in such form as may be prescribed by the Secretariat of the TTGPA from time to time together with:
- (a) A copy of the Applicant's Constitution or By-Laws
  - (b) The names, addresses and educational qualifications of the Applicant's officers.
  - (c) The number of Members in good standing with the Applicant.
  - (d) Such Non Refundable application fee as may be specified by the Council.
- 3.6 Council may **approve such application by a two-thirds majority of the members present at the Meeting at which such application is considered.**
- 3.7 A Class A Member whose Use and Occupation Agreement has been terminated shall cease to be a Member of the company and lose their privilege of using the Conference facility and grounds free of charge. Termination of module rights would be guided by the Use & Occupation Agreement.

3.8 A Class B Member who has not paid its subscription within the prescribed time period (3 months of the due date) shall cease to be a member of the Company and lose its privilege of using the Conference facility and grounds free of charge.

#### **By Law 4**

##### **SERVICE CHARGE AND MEMBERSHIP SUBSCRIPTION**

- 4.1 **Class A** Members shall pay to the Company a Service Charge in accordance with the terms and conditions of their Use and Occupation Agreement in such amounts as determined annually by the Council.
- 4.2 (a) **Class B** Members shall pay to the Company an Annual Membership 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 and subject to fees in accordance with 4.4.
- 4.2 (b) The **Annual Membership 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 the use of facilities and services. **Fees paid after February 28<sup>th</sup> will attract a ten percent (10%) fine. Council reserves the right to waive this fine.**
- 4.2 (c) Organisations joining TTGPA within the last quarter of the year (Oct – Dec) will pay only forty percent (40%) of the Membership subscription fees due for that year.
- 4.3 The Company may rent the Conference Room to non-members on such terms as the Council advises, provided that the conference room is not otherwise booked by a member prior to booking by the non-member for the relevant booking period.
- 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, FUNCTIONS AND TERM LIMITS**

- 5.1 **The President, Vice-President, Treasurer and Assistant Secretary/Treasurer** shall be elected at the Annual General Meeting of the Company in each year.
- 5.2 **The Secretary** will serve for a period as determined by Council, such term not to exceed two years in the first instance.  
Thereafter this person shall be eligible for reappointment as agreed to by Council.
- 5.3 **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 incidental to his office and shall have such other powers and duties as may from time to time be assigned to him by the Council.

- 5.4 Where **the President** is unwilling or unable to exercise his powers and/or discharge his duties, **The Vice-President** shall be empowered to exercise such powers and discharge such duties of the President. **The Vice- President** shall have such powers and duties as may from time to time be assigned to him by the Council but the Council shall not be at liberty to assign to the Vice-President any powers and/or duties reserved to the President. Additionally if the **President** and the **Vice-President** are absent at a meeting, the persons who are present and entitled to vote, by the majority of members present, shall choose from among themselves, a Chairman of the Meeting.
- 5.5 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.

The Secretary shall have direct responsibility for:

- i. Ensuring meetings are effectively organised and minuted
- ii. Maintaining effective records and administration
- iii. Upholding the legal requirements of governing documents, charity law, company law etc. (where relevant)
- iv. Communication and correspondence
- v. The administrative staff.

- 5.6 The **Treasurer** shall have the care and custody of all the **funds** and **securities of the Company** and shall ensure that the funds are deposited 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.
- 5.7 The **Assistant Secretary/Treasurer** will provide support to the Secretary and Treasurer and perform their duties during their absence from the company or a meeting.
- 5.8 In the case of a vacancy in any of the elected offices, the Council shall appoint one of their Members to fill such vacancy until the next Annual General Meeting.
- 5.9 In the event of the absence or the inability to act of the President or any other officer of the company, or for any other reason that Council may deem sufficient, the council may delegate all or any of the powers of such officer for the remainder of the term provided that the majority of council concurs thereon.

## By-Law 6

### COMPOSITION AND AUTHORITY OF 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.
- 6.2 The **maximum number** of Council members shall be **fourteen (14) or such other number as determined** by the Company, and approved at an Annual or Special General Meeting.
- a) Ten (10) members shall be elected at the Annual General meeting from persons nominated by member organisations
  - b) Three (3) Independent members shall be appointed by Council for a maximum of two years at one time. An Independent Council Member may be removed at an earlier time as determined by Council and may be reappointed for a period at Council's discretion.
  - c) The Secretary will be appointed by Council, whenever the position is vacant for a period to be determined by Council.
- 6.3 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.
- 6.4 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.
- 6.5 Council Members shall serve without remuneration save as provided in clause 6.3 above and no Member shall directly or indirectly receive any profit or other financial benefit from his position as such.
- 6.6 Notwithstanding 6.5 above, while a Council Member may choose to provide professional services on a pro bono basis or at a reduced rate, if he or a company at which he is employed or otherwise related, performs services for the TTGPA, the fact of his being associated with the service provider shall not disentitle him from receiving proper remuneration for such services. The conditions of such engagement shall be governed by Section 93 of the Companies Act Chap. 81:01 of the Revised Laws of the Republic of Trinidad and Tobago.
- 6.7 **The Executive Committee shall have the Responsibility for and Authority to do as follows:**
- (a) Operationalize all Policies which have been approved by Council.
  - (b) Screen and recommend any persons to fill casual vacancies on Council.
  - (c) Approve all expenditure in accordance with the limits defined in the Procurement Policy.
  - (d) Engage, fix the Compensation and monitor the performance of the Administrative Manager and staff.
  - (e) Continuously review the strategic direction of the company and make the necessary recommendation for any adjustment as deemed necessary with approval by Council.
  - (f) Ensure that all legal and statutory requirements of the company are adhered to.



- (g) Locate and recommend to Council for its deliberation and approval, appropriate persons for the positions of Secretary and Independent Council Members.
- (h) Update the Council and seek ratification if deemed necessary of any decisions made during the Committee's deliberations.
- (i) To fulfil any other duties and/ or responsibilities as Council may decide from time to time.

6.8 The Executive Committee also shall have responsibility along with the Administrative Manager as **Controllers** under the Non-Profit Organisations Act to ensure that proper financial accounts and records are kept and maintained but not limited to the following:

- (a) all sums of cash received and expended and the matters in respect of which the receipt and expenditure relate;
- (b) all gifts, sales and purchases of property;
- (c) all sums of cash raised through fundraising;
- (d) non-monetary transactions of property as may be prescribed by Regulations;
- (e) all assets and liabilities;
- (f) any other matter that may be prescribed by Regulations.
- (g) its purposes and activities;
- (h) the identity of the controllers, senior officers, directors and trustees of the non- profit organisation;
- (i) the source of its gross annual income.

### **By-Law 7**

#### **VOTING RIGHTS AND ELECTION OF COUNCIL MEMBERS**

- 7.1 (a) Four (4) Officers (The President, Vice-President, Treasurer and Assistant Secretary/Treasurer) and six (6) ordinary members as shall be elected by way of a nomination and voting process at an Annual General Meeting. **ALL** elected Council members shall retire annually and shall be eligible for re-election provided always that no one may serve in the same position on the Council for more than five (5) consecutive years.
- (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.
  - (c) The President of a Member Association may attend by the Association's request any meetings referred to in 7.2 but may not necessarily be a representative referred to in 7.2.
  - (d) Representatives of Member organisations whose service charge and/or membership subscriptions are more than **60 days overdue** shall not be eligible for nomination to Council.

7.2 **Only the representatives referred to at 7.1(b) are eligible to vote at any Annual or Special General Meeting and/or to be elected to serve on Council.**

7.3 The two representatives of Class A and the one from Class B who are nominated by their Association to be elected to serve on Council will remain the member organisation representative/s whether they were elected to serve on Council or not; or until changed by their Member Association or until the next AGM for the following functions:

- i. Attend and vote at any Special General meeting
  - ii. Be eligible to serve on any committee of the TTGPA
  - iii. Entitled to attend Ordinary meetings
  - iv. Eligible to fill any vacancy that may become available on Council during the term
- 7.4 The process of electing Council Members may commence only after the meeting is handed over to a person who is not eligible for election and selected by outgoing Council to perform the role of Returning Officer to preside over this process.
- 7.5 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 entitled to vote.
- 7.6 Unless sooner determined, the term of office of an elected Council Member shall be from the date of the Meeting at which he was elected until the conclusion of the Annual General Meeting next following or until his successor is appointed or elected.
- 7.7 The Members' representatives of the Company may by ordinary resolution at a Special General Meeting, remove any Council member from office. The vacancy so created may be filled at the Meeting at which the Member is removed from office and the member so appointed shall hold office for the unexpired portion of the term.

### **By-Law 8**

#### **VACATING OF OFFICE 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 with reasonable notice.
  - c) ceases to be a Member of his 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) by resolution of Council, is deemed to have displayed behaviour inimical to the tenets of the TTGPA or which brings the TTGPA into disrepute.
  - g) is convicted of any criminal offence involving fraud or dishonesty or use/trade of illicit substances.
  - h) is in violation of the Sexual Harassment guidelines as established in the Company's Human Resources Management Policy and the Code of Conduct.

- 8.2 The Council shall instruct the Secretary to notify such Member in writing of his disqualification from office and of the reason therefor.
- 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 or any other Eligible Professional to serve the unexpired portion of the term for which the vacancy would have arisen. In the case of an Independent Council Member, Council has the right to fill the vacancy based on these Bylaws and determine the period of the appointment.
- 8.4 Where a Member of the Council is unable for any reason to discharge his duties for a limited and definite period of time within the term of his/her appointment not exceeding a period of three months, the Council may conduct its business in the absence of that Member provided that (1) such Member shall not be counted for the purposes of establishing a quorum or voting number and (2) the Council is otherwise quorate.

### **By-Law 9**

#### **MEETINGS OF COUNCIL AND OFFICERS - QUORUM**

- 9.1 The Council may meet for the dispatch of business, adjourn, and otherwise regulate its meetings, as and when required. Questions arising at any meeting shall be decided by a **simple majority** of votes of Members present. 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 Five (5) 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 and the Vice-President are absent, the persons who are present and entitled to vote (by the majority of members present) shall choose from among themselves, a Chairman of the Meeting.
- 9.3 A Member who is connected to the meeting through a tele/video conferencing facility shall be considered present at the meeting for the purpose of the quorum and any decision resulting therefrom.
- 9.4 If a quorum is present at the opening of any meeting the Members present may proceed with the business of the meeting. A meeting must be quorate for any decision taken to be binding. 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.
- 9.5 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 the meeting.

- 9.6 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 thereof 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.
- 9.7 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.
- 9.8 Based on the responsibilities outlined at sub clause 6.7, **The Executive Committee** may hold meetings and make decisions which bind the Company on the authority provided by Council. For the decision to be effected, **a Quorum** of three of the five officers must be present either in person or through email or tele / video conferencing facilities.

### **By-Law 10**

#### **SUB COMMITTEES**

- 10.1 There shall be two Standing Council Committees and as many Ad Hoc or Special Purpose as Council may deem appropriate to fulfil its objectives.
- 10.2 The standing committees are:  
a. Finance & Administration Committee  
b. Infrastructure Development & Maintenance Committee
- 10.3 The two Standing Council Committees shall be properly constituted by each new Council at its very first sitting.
- 10.4 The Council may appoint Ad Hoc or Special-Purpose Committees as may be deemed advantageous for the fulfilment of specific objectives. The Terms of Reference of each such committee shall be established pursuant to the desired objectives.
- 10.5 All Committees shall report to Council monthly or as otherwise agreed.
- 10.6 The Chairperson and Deputy Chairperson of all Committees shall be current members of Council. These committees may meet for the transaction of business, adjourn and otherwise regulate meetings as it thinks fit.
- 10.7 The roles, functions and Composition of all Committees will be defined its Terms of Reference, which shall be reviewed from time to time by Council and amended as deemed appropriate.
- 10.8 All deliberations of the Committees shall be minuted, signed by the committee Chair and appropriately filed.

10.9 Administrative support for all Committees may be provided by the TTGPA staff.

10.10 Unless otherwise determined by the Council, **three (3) members of the committee, one (1) of whom must be a Council Member**, shall constitute a **quorum of each committee**.

10.11 The President shall be an ex officio member of ALL Committees.

## **By-Law 11**

### **GENERAL MEETINGS**

11.1 **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. **The Annual General Meeting** of the Company shall, so far as reasonably practicable, be held **no later than April 30<sup>th</sup>**

11.1.1 **The purpose** of such a meeting shall be to

- a) Receive and adopt the Minutes of the Annual General Meeting
- b) Receive and adopt the Report of Council
- c) Adopt the Audited Financial Statements for the preceding year
- d) Consider and approve any Resolutions
- e) Appoint External Auditors
- f) Elect Officers (with the exception of the Secretary) and other Members of Council

11.1.2 **Attendance at Annual General Meetings**

Persons eligible to attend the Annual General Meeting is as follows:

- a) Persons named in subclause 7.2 (b) and (c)
- b) Members of Council
- c) Presidents of the Member Organisations
- d) Administrative Manager
- e) Any other person specially invited by Council

11.1.3 **Resolutions**

(a) **Resolutions proposed by Members' Representatives**

(i) Members may bring to the notice of the Secretary resolutions for consideration by the Council.

(ii) The request for a resolution to be considered for inclusion in the agenda for the AGM is a formal mechanism through which Members bring matters to the attention of the Council and Membership. If the TTGPA's Secretary or nominated representative after consulting with the TTGPA's executive acts on the resolution to the satisfaction of the Member, then it may be agreed with the Member that the resolution does not need to be included in the AGM agenda. In order for a resolution to be considered at an AGM it must be proposed by at least three Members. Members bringing resolutions **MUST** have authorization from the Executive or Council of their respective organizations to do so.

(iii) If a resolution is included on the AGM agenda, the proposer may be requested to speak on the matter and a discussion could result at the AGM, followed by a vote by those Members present to either support or not support the resolution.

(iv) Resolutions may be submitted in writing to the Secretary up to meeting day.

(v) A Resolution raised at a meeting can only come on the floor from matters already on the agenda.

**(b) Resolutions proposed by Council**

(i) Council in its own right may bring resolutions for consideration by the Membership.

(ii) The majority of members of Council must support the bringing of the resolution to the Membership before it can be so brought.

*(iii) Only persons with voting rights are eligible to propose resolutions.*

11.2 **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.

11.2.1 The Council shall on the requisition of **three (3)** persons, each being authorised by different Member organisations 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:-

(i) The requisition must include 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.

(ii) 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.

(iii) 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.

(iv) Notice in writing which shall include hard copy or electronic mailing form 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.

11.2.2 **Persons entitled to vote at Special General Meetings** are restricted to those persons so appointed by Member organisations. Class A Members may appoint **only two (2)** persons and Class B may appoint **one (1)**, any or all of whom can be drawn from Member representatives already serving on Council, provided that all amounts for service charge or subscriptions are no more than **60 days overdue**.

11.2.3 Only items that are included on the Special General Meeting agenda may be discussed; there is no 'Any Other Business' at a Special General Meeting.

- 11.3 A Member representative and any other person entitled to attend a Meeting of Members may in any manner waive notice of the Meeting 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 **Ordinary 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.
- 11.4.1 Ordinary Meetings may be attended by any number of the Member Organisations' representatives. Such a meeting may be called simply to share and receive information 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>i</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 (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**

#### **REGULATIONS FOR VIRTUAL GENERAL MEETINGS**

- 13.1 At the discretion of Council, Members' meetings may be held, in whole or in part by means of real-time interactions that take place over the Internet using a teleconference communication system or a video conference communication system or such other similar electronic communication facility that permits all persons participating in such meetings to hear the proceedings and to communicate with the Chairman. The Quorum for these meetings shall be in keeping with clause 12.2 of Bylaw 12. Such meetings duly constituted shall have all intent, implications and decision powers as an in - person meeting.
- 13.2 Notice of the meeting: Notice of a decision to convene a VGM of the TTGPA shall be circulated to each member by electronic mail within the fourteen (14) days period agreed for a general meeting. To be eligible to join the meeting, members shall be required to register at least thirty

(30) minutes in advance of the meeting so as to confirm their attendance to login. All criteria must be in keeping with Bylaw 4 except for meeting Quorum which is covered above in Bylaw 12.

- 13.3 Where members participate in a general meeting in the manner set out in clause 13.1, a vote on any resolution shall be effected and recorded electronically, by means of such electronic polling mechanism as may be employed for the conduct of the meeting and any such vote shall be deemed valid and conclusive.
- 13.4 All other criteria for Virtual meetings would be covered in Policy guidelines developed and approved by Council in support of this bylaw.

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

##### **ADMINISTRATIVE STAFF**

- 14.1 The Council may from time to time appoint an Executive Officer, Manager 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.
- 14.2 Council is also authorised to fix the remuneration and other terms and conditions of employment for any staff it contracts.

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

##### **NOTICES**

- 15.1 Notice for any General Meetings (Annual and Special) must be delivered to Members no less than **fourteen (14)** days before the convening of such meeting.
- 15.2 Notice for Ordinary meetings must be delivered at least **seven (7)** days prior to the meeting date.
- 15.3 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.
- 15.4 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.



- 15.5 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.
- 15.6 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.
- 15.7 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 16**

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

- 16.1 **Contracts and other such documents** in writing requiring the signature of the Company may be signed by the President, Vice-President or Treasurer together with the Secretary or the Assistant Secretary/Treasurer. All contracts documents and financial instruments in writing so signed shall be binding upon the Company without any further authorization or formality.
- 16.2 **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.
- 16.3 The common seal of the Company may be affixed to any such document signed by persons specified in paragraph 15.1 above.

### **By-Law 17**

#### **FINANCIAL YEAR**

- 17.1 The Financial year for the company runs from **January to December of each year**.
- 17.2 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 18**

#### **APPOINTMENT OF AUDITOR**

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

**By-Law 19**

**APPROVAL OR AMENDMENT OF POLICIES, PROCEDURES, RULES AND BY-LAWS**

- 19.1 **The Council** may from time to time make or amend the Strategic Plan and/or such Policies or Procedures as it may deem necessary or convenient for the proper conduct and management of the Company.
- 19.2 Council should review the By- Laws at least every 5 years (or earlier if required) and recommend amendments to the General Membership for its approval. Council may appoint an ad hoc committee for this purpose.
- 19.3 **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.

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**APPROVED AT ANNUAL GENERAL MEETING ON: April 12<sup>th</sup> 2022**



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**President:**



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**Secretary:**

**Date: April 12<sup>th</sup> 2022**

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**Date: April 12<sup>th</sup> 2022**