

## THE NATIONAL TRUST OF TRINIDAD AND TOBAGO

Notice is hereby given that a general meeting of the National Trust of Trinidad and Tobago, will be held at the Central Bank Auditorium, Eric Williams Plaza, Independence Square, Port of Spain on Thursday November 9<sup>th</sup>, 2017 at 5:00pm.

The following resolutions are tabled for a vote at the general meeting as Special Resolutions in pursuant to Section 4(3) of the National Trust of Trinidad and Tobago Act Chap. 40:53:

### SPECIAL RESOLUTION # 01/2017 FORMALITIES FOR SPECIAL RESOLUTION

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. The sixth Council of the National Trust of Trinidad and Tobago (hereinafter "the Trust") was appointed by the Minister of Planning and Development on November 7<sup>th</sup>, 2016 to administer the affairs of the Trust for a term of three (3) years;
3. Section 4(3) of the Act provides for the amendment of the Rules from time to time by special resolution passed the Members of the Trust and approved in writing by the Minister;
4. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules generally for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
5. Neither the Act nor the Rules specify the procedure for special resolutions and therefore this resolution seeks to outline a procedure to be used to enable special resolutions to be agreed upon from time to time by the members of the Trust.

NOW THEREFORE:

BE IT RESOLVED that the following be adopted:

***"The Rules of the Trust can be amended by special resolutions passed by the membership in accordance with the Section 4 (3) of the Act. Notice of the resolutions as special resolutions should be provided to membership a minimum of 21 calendar days prior to the general meeting. A special resolution should be approved by a majority of not less than seventy-five percent of the votes cast by members who voted in respect of said resolution."***

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_

**SPECIAL RESOLUTION # 02/2017    CLASSES OF MEMBERSHIP**

WHEREAS:

1. The National Trust of Trinidad and Tobago (hereinafter "the Trust") is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules generally for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Section 4(2) (b) of the Act allows for the determination of other classes of membership as may be included in the Rules of the Trust set out in the First Schedule;
5. Sound management of the membership and the affairs of the Trust require adjustment of the membership classes to streamline the existing membership categories;
6. The classification of members and the Rate of Annual Subscription provided under the Act have remained the same since 1991 and have not since been adjusted to meet the current cost of operations of the National Trust of Trinidad and Tobago;
7. The Ordinary Class of membership and the maximum fee of this class is the only class specified a section of the Act, it is resolved to create a Preferred class of membership which will enable members to take advantage of added benefits to individuals choosing an annual subscription;
8. Rule 4(8) provides the criteria for conferring honorary membership, namely, an individual who has made a significant contribution to the promotion of the Trust or a positive aspect to the conservation of the environment, national patrimony or any art form and Rules 5(4) and 6(1) specify that Council reserves the right to grant such membership;
9. The Act is silent on the benefits to be provided to Honorary members and this class is best incorporated under a Life membership to ensure that individuals recognised by the Council for their significant contribution to the Trust, the environment, national patrimony qualify for the highest benefits available to any membership class at the Trust;

NOW THEREFORE:

BE IT RESOLVED that:

**A) the Classes of members and prescribed Rates of Annual Subscription in Rule 3 of the First Schedule of the Act be amended as follows:**

<b><i>Class of Member</i></b>	<b><i>Rate of Annual Subscription</i></b>	<b><i>Description</i></b>
a) <i>Ordinary</i>	\$ 25	<i>The Ordinary Member will pay the annual subscription as a contribution to the Trust and is entitled to vote, utilise the Resource centre and other facilities at the head office of the National Trust and receive information on Trust activities on a regular basis.</i>

b) Preferred	\$ 50	The Preferred Member will pay the annual subscription as a contribution to the Trust and in addition to the benefits of the Ordinary Member, would be entitled to receive discounts offered from time to time by the Trust in respect of tours, lectures, the Shop and other events upon presentation of a Preferred membership card at the time of payment.
c) Family (exceeding four)	\$ 200	The Family Member will pay the annual subscription as a contribution to the Trust and will be entitled to all the benefits of the Preferred Member except that only one representative can vote. A family member included under a Family subscription can request an additional membership card.
d) Life (one-time subscription)	\$ 1000	The Life Member will pay a one-time subscription as a contribution to the Trust and is entitled to all benefits of the Preferred member and has one vote at the general meeting or other meeting of the Trust.
e) Corporate	\$ 1000	The Corporate member will pay the annual subscription as a contribution to the Trust and is entitled to all benefits of the Preferred member and has one vote at the general meeting or other meeting of the Trust.
f) Junior	\$ 20	The Junior member, defined as a member under 18 years of age, will pay the annual subscription as a contribution to the Trust and will be entitled to all the benefits of the Preferred member except that the member cannot vote at the general meeting or other meeting of the Trust. The member can vote nonetheless at Junior Trust chapter meetings, as required.
g) Association	\$ 250	The Association member will pay the annual subscription as a contribution to the Trust and is entitled to all benefits of the Preferred member and has one vote at the general meeting or other meeting of the Trust.

**B) Rules applicable to honorary members be amended as follows:**

***“Any person who in the opinion of the Council has made a significant contribution -***

***(a) to the promotion of the Trust; or***

***(b) to the conservation of the environment, the national patrimony or any art form,***

***may be granted Life membership and to whom the subscription for this class would be waived.”*** (Rule 8(a) and (b), as amended);

***“The Life membership under Rule 8 shall be conferred only by invitation of the Council.”*** (Rule 5(4), as amended);

***“The Council shall decide whether to accept an application for membership or to confer Life membership under Rule 8 and the Council may appoint a Committee to advise it in respect of either matter.”*** (Rule 6(1), as amended).

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_

**SPECIAL RESOLUTION # 03/2017    NOMINATION OF MEMBERS TO COUNCIL ELECTIONS**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules of the Trust (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Section 12(2) of the Act specifies that the Council shall consist of five (5) elected and six (6) appointed members except that the first Council shall consist of eleven (11) appointed members;
5. Rule 9(4) states that any financial member of the Trust may be nominated for election to Council;
6. Rule 9(5) stipulates that the nomination paper and a member's resolution shall be signed by not less than five (5) financial members of the Trust and shall be left with the Secretary no later than June 15, preceding the date of the meeting;
7. Rule 9(6) states that the nomination paper may be accompanied by written information, not exceeding fifty (50) words, concerning the nominee, that may assist the members in exercising their vote;
8. Rule 9 (7) stipulates that notice of a member's resolution shall be accompanied by a text of the resolution;
9. The Council, pursuant to Section 12(1) of the Act, is responsible administration of the Trust, the members elected to Council must hold minimum skills and experience to further these functions;
10. Financial Members over eighteen (18) years old holding Trust membership for at least one (1) calendar year prior to nomination and duly nominated by five other financial members are considered to adequately fulfil the basic requirements for nomination to Council elections;
11. The nomination process would be best served by simplifying the requirements and providing adequate information to the membership for the election of Council members;

NOW THEREFORE:

BE IT RESOLVED that Rules 9(4), 9(5), 9(6) of the First Schedule of the Act be amended as follows:

***"Members nominated to Council elections shall be over eighteen years old and in good financial standing before the Trust for a minimum period of one (1) calendar year prior to nomination."*** (Rule 9(4), as amended);

***"The Nomination Paper shall be signed by not less than five financial members of the Trust, in addition to the nominee, and shall be left with the Secretary on a date appointed by Council following a reasonable period of notice to the membership."*** (Rule 9(5), as amended);

***"The Nomination Paper shall be accompanied by a résumé and written information not exceeding 200 words, concerning the nominee, that may assist the members in exercising their vote."*** (Rule 9(6), as amended); and

**Rule 9(7) be deleted in its entirety.**

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_

**SPECIAL RESOLUTION: # 04/2017 QUORUM**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules generally for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Rule 8(2) of the Act stipulates that thirty (30) financial members constitute a quorum;
5. The present Membership of the National Trust of Trinidad and Tobago (hereinafter "the Trust") exceeds 1,500 members and is expected to grow with the anticipated increase in Trust activities;
6. The Trust is a member-centred body in which every financial member is entitled to one vote under Rule 8 (7) of the Act;
7. Quorum should be constituted by a larger number of members in view of the substantial growth in Trust membership over last decade;
8. The election of members to Council is a fundamental exercise of the membership, no elections should be conducted at general meetings of the Trust where the requirement for quorum is not satisfied.

NOW THEREFORE:

BE IT RESOLVED that Rule 8(2) of the First Schedule of the Act be amended as follows:

***"Fifty financial members shall constitute a quorum."***

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_

**SPECIAL RESOLUTION: # 05/2017 VOTING RIGHTS FOR FAMILY, CORPORATION AND ASSOCIATION MEMBERS**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Rule 8(7) of the Act stipulates that every financial member is entitled to vote;
5. Rule 8(8) specifies that only one nominee is permitted to exercise voting rights on behalf of Corporate and Association members;
6. Rule 3 stipulates that the Family class of membership is available to families with over four (4) members on payment of an annual subscription;
7. This Family class of membership is intended for the family unit;
8. The administration of Council elections and other Trust affairs would be best served by clearly defined voting rights for the Family class of membership as well as for the Corporate and Association membership;

NOW THEREFORE:

BE IT RESOLVED that Rule 8(8) of the First Schedule of the Act be amended as follows:

***"No proxies are allowed, but Corporate and Association members may exercise their voting rights exclusively through a nominee. Family members are entitled to only one vote for each Family subscription. Members less than eighteen years of age under a Family member subscription or holding Junior membership do not have voting rights at the general meeting or other meeting of the Trust but may vote to elect representatives to Junior Trust chapters."***

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_

**SPECIAL RESOLUTION: # 06/2017 ANNUAL GENERAL MEETING**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules generally for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Rule 8(1) stipulates that the Secretary shall send to every member of the Trust a notice of the annual general meeting or other meeting of the Trust, and the agenda for that meeting;
5. Rule 9(1) of the Act stipulates that the Annual General Meeting shall be held on a day between September 1 and November 30 at a time and place appointed by the Council;
6. Rule 9(2) provides that the Council shall lay before the annual general meeting a Report of the work of the Trust during the preceding year and the Accounts of the Trust for that year;
7. Rule 11(4) (c) states that the Treasurer shall, as directed by Council, prepare and present at the annual general meeting or other meeting a statement of accounts showing the financial position of the Trust for a specified period;
8. Section 12(3) of the Act stipulates that elected members to the Council shall hold office for a term of three years, a provision that effectively precludes the need for Council elections at every AGM;
9. Digital and paper copies of the Annual Report for the preceding financial year and a copy of the Audited Accounts can be easily made available to the membership for inspection prior to June 30 every year without the need to convene an annual general meeting;
10. Rule 9(3) stipulates that if within one hour after the time appointed for the meeting a quorum is not present, the meeting shall be called to order, but no business shall be transacted other than the election of members of the Council;
11. The election of members to Council without a quorum is contrary to the best interest of the membership of the Trust;
12. Pursuant to Rule 10(1) the membership reserves the right to make a requisition in writing signed by not less than ten financial members to convene an extraordinary meeting of the Trust to transact business of the Trust;
13. The period September 1 to November 30 generally coincides with the end of the financial year after budget estimates and allocations have been concluded and any financial decision taken by resolution during this timeframe cannot, for the most part, be reasonably implemented until the following financial year, resulting in delayed implementation of financial decisions;
14. The increasing cost of convening a mandatory AGM places a strain on the finances of the Trust;
15. The membership and the Council reserve the right to convene an extraordinary meeting at any given time to bring any matter of interest before the membership;

NOW THEREFORE:

BE IT RESOLVED that Rules 8(1), 9 (1), 9(2), 9(3) and 11(4) of the First Schedule of the Act be replaced with the following:

***“The Secretary shall send to every member of the Trust a notice of the general meeting or other meeting of the Trust, and the agenda for that meeting.”*** (Rule 8(1), as amended);

***“The general meeting shall be held on a date and time to be determined by the Council with reasonable notice provided to the membership.”*** (Rule 9(1), as amended);

***“The Council shall lay before the general meeting a Report of the work done by the Trust during the preceding year and the Accounts of the Trust for that year.”*** (Rule 9(2), as amended);

***“If within one hour after the time appointed for the general meeting a quorum is not present, the meeting shall be called to order and adjourned. Notwithstanding the foregoing, where two-thirds the financial members in attendance agree that effective notice of the meeting was provided and no extenuating circumstances exist to reasonably prevent members from attending, all matters on the agenda shall be conducted with the exception of election of members to Council.”*** (Rule 9(3), as amended); and

***“The Treasurer shall, as directed by the Council, prepare and present at the general meeting or other meeting a statement of accounts showing the financial position of the Trust for a specified period;”*** (Rule 11(4), as amended).

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_



**SPECIAL RESOLUTION: # 07/2017 MEMBERSHIP CARDS**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the Rules (hereinafter "the Rules") set out in the First Schedule of the National Trust of Trinidad and Tobago Act Chap. 40:53 (hereinafter "the Act");
2. Section 4(3) of the Act states that the Rules of the Trust may be amended from time to time by special resolution passed by Members of the Trust and approved in writing by the Minister;
3. Section 14(1) (b) of the Act empowers the Council with the approval of the Minister to make Rules generally for the conduct and regulation of affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
4. Rule 6(4) stipulates that the Secretary shall issue to every member an identification card indicating the class of membership;
5. The Family class of membership under Rule 3 is available to family members exceeding four (4) persons;
6. Rule 8(7) stipulates that every financial member is entitled to one vote;
7. The interest of the Trust is best served by providing clear guidelines to the membership;

NOW THEREFORE:

BE IT RESOLVED that the Rule 6(4) of the First Schedule of the Act be amended as follows:

**"The Secretary shall issue a card bearing a unique identification number and date of membership to each financial member. An individual covered by a Family membership may apply for an add-on card for an additional \$15.00; add-on cards bear the same membership number as the primary Family membership cardholder. All cards regardless of membership class shall be replaced at a cost of \$20.00 each. All members are required to present their membership cards to benefit from advertised promotions at Trust activities including tours and lectures as well as on purchases from the Trust. Cards shall be subject to terms and conditions as determined from time to time by the Council."**

For \_\_\_\_\_

Against \_\_\_\_\_

Abstained \_\_\_\_\_