

**SPECIAL RESOLUTION: # 02/2019 FORMALITIES FOR 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. Formalities governing special resolutions were adopted by the membership under Special Resolution #01/2017 at the AGM held on 9 November 2017 whereby The Rules of the Trust can be amended by special resolutions passed by the membership in accordance with Section 4 (3) of the Act. Notice of the resolutions as special resolutions should be provided to membership a minimum of twenty-one 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;
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. 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, however it is not clear whether this notice can be sent electronically as is customarily done to guarantee timely delivery of this notice and agenda;
6. Rule 9(2) (b) provides that the Council shall make a copy of the Report and of the Audited Accounts available to every member of the Trust not later than June 30, preceding the date of the meeting but it does not stipulate that an electronic copy of the Audited Accounts can be made available to members to ensure timely delivery. Furthermore, in the past, auditors have requested additional accounting information incurring delays that render compliance with the June 30 deadline generally impractical;
7. 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, consideration of the Report of the Council and the accounts and the election of the auditors;
8. The membership is asked to consider that election of members to Council without a quorum, now fifty financial members pursuant to Special Resolution #04/2017 adopted at the 2017 AGM, is contrary to the best interest of the membership;
9. Rule 11 (4) (c) provides that the Treasurer shall, as directed by the Council, prepare and present at the annual general meeting or other meeting a statement of the accounts showing the financial position. Given the inability to call an annual general meeting in the recent past due to the absence of a duly constituted Council, members are asked to consider using the term “General Meeting” which is used in Section 14(2) of the Act.

NOW THEREFORE:

BE IT RESOLVED that Rules 8(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 digital or electronic notice of the General Meeting or other meeting of the Trust, and the agenda for that meeting.”*** (Rule 8(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 shall be sent electronically to all members and placed on the website of the National Trust of Trinidad and Tobago for the attention of members on a date prior to the General Meeting.”*** (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 of the financial members in attendance agree that effective notice of the General 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 :