



# THE NATIONAL TRUST OF TRINIDAD & TOBAGO

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November 3<sup>rd</sup>, 2020

Dear valued Member,

## **General Meeting: Notice of Special Resolutions**

You are kindly reminded of the General Meeting of the National Trust of Trinidad and Tobago to be convened virtually on November 25<sup>th</sup>, 2020 at 3:00pm. The Notice and the Agenda for this Meeting were made public on October 9<sup>th</sup>, 2020.

To streamline operations and effectively administer the affairs of the Trust, recommendations are made to amend the Rules contained in the First Schedule of the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act'). Pursuant to Section 4(3) of the Act, 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. Formalities for the conduct of special resolutions are governed by Rule 12:

*'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 the 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.'* (Approved Special Resolution #01/2017, now Rule 12)

It is essential that the Rules are clear, consistent and in keeping with the evolving needs of the Trust and those of our stakeholders especially in response to the COVID-19 pandemic. In view of this, we ask you to consider, and if thought fit, pass the enclosed six special resolutions on the following matters:

1. Duties of Officers of the Council;
2. Application Form;
3. Entitlement to vote;
4. Eligibility for membership;
5. Nominations to Council; and
6. Removal of the Visiting class of membership.

You are now hereby notified of these six special resolutions pursuant to Rule 12. Should you require any further information, you may contact the National Trust by telephone at 225-4750 or electronic mail at [info@nationaltrust.tt](mailto:info@nationaltrust.tt).

We look forward to your attendance at our first virtual General Meeting and value your participation in this important decision-making process in the interest of the sound administration and operation of the Trust.

Candice Ramsaran  
Secretary  
Encl.

## THE NATIONAL TRUST OF TRINIDAD AND TOBAGO

Pursuant to section 4(3) of the National Trust of Trinidad and Tobago Act Ch. 40:53 and Rule 12, the following six (6) Special Resolutions are to be put to a vote at the virtual General Meeting of the National Trust of Trinidad and Tobago on Wednesday 25<sup>th</sup> November 2020.

### SPECIAL RESOLUTION: # 01/2020 DUTIES OF THE OFFICERS OF THE COUNCIL

#### WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
2. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
3. 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 the Members of the Trust and approved in writing by the Minister;
4. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
5. Rule 2 provides that "Chairman", "Deputy Chairman", "Treasurer" and "Secretary" means the officers of the Council respectively constituted by section 12 of the Act;
6. Rule 11(1) provides the duties of the Chairman and more specifically Rule 11(1)(e) stipulates that the Chairman shall countersign all vouchers for the payment of money;
7. Rule 11(2) provides that the Vice-Chairman shall assist the Chairman in the exercise of his duties and, in the absence of the Chairman, shall perform the duties of the Chairman;
8. Rule 11(3) provides the duties of the Secretary and stipulates more specifically in Rule 11(3)(d) that [the Secretary] pay over all moneys he received at the earliest opportunity to the Treasurer and obtain a receipt therefor and in Rule 11(3)(e) [that the Secretary] sign vouchers for payment by the Treasurer of sums due and payable by the Trust;
9. Rule 11(4) provides the duties of the Treasurer and stipulates more specifically in Rule 11(4)(a) that [the Treasurer] receive from the Secretary the moneys paid to and on behalf of the Trust and issue receipts therefor and Rule 11(4)(b) [that the Treasurer] pay other liabilities of the Trust on receipt of orders or vouchers signed by the Secretary and countersigned by the Chairman;
10. Rule 11 contains provisions no longer considered compatible with the current accounting and banking needs of the Trust given the transition from bookkeeping to electronic accounting and banking platforms in addition to the introduction of online and third-party payments to support efficient, transparent and modern operations at the Trust;
11. On exceptional occasions when cash or cheques must be issued by the Trust, formalities in Rule 11 specifically require the Chairman and the Secretary to sign and countersign vouchers which can incur unnecessary delays due to logistical issues related to the COVID-19 public health restrictions and for this reason, **it is proposed that responsibility for signing and countersigning be assigned to all officers of Council to facilitate timely processing;**
12. The Treasurer not only oversees the finances of the Trust as directed by the Council but also liaises with the Accountant who acts on his instruction concerning daily receipts of funds at the Trust, furthermore he provides financial reports to the Council, auditors, membership and the client ministry as well as other statutory bodies and is the appointed controller for the purposes of compliance with the Non-Profit Organisations Act, for these reasons, **it is recommended that the Treasurer receive all funds on behalf of or to the Trust;**
13. The Trust currently uses an Automatic Clearing House (ACH) banking facility that requires authorisation from two officers of Council namely the Secretary and the Treasurer, or the Vice-Chairman as an alternate, furthermore the website of the Trust is outfitted with a third party/ticketing system that enables direct payment to the bank account of the Trust, as such the Secretary does not receive moneys directly and **it is recommended that the following duties of the Secretary be omitted, namely 11(3)(d) 'pay over all moneys he received at the earliest opportunity to the Treasurer and obtain a receipt therefor' and Rule 11(3)(e), 'sign vouchers for payment by the Treasurer of sums due and payable by the Trust'.**

#### NOW THEREFORE:

BE IT RESOLVED that Rule 11 of the First Schedule of the Act be amended as follows:

1. **Functions of the Chairman under Rule 11(1)(e) be amended to 'sign or countersign vouchers for the payment of money'; (Rule 11(1)(e) as amended)**

2. **Functions of the Vice-Chairman under Rule 11(2) be amended to ‘The Vice-Chairman shall assist the Chairman in the exercise of his duties including the signing or countersigning of vouchers for the payment of money and, in the absence of the Chairman, shall perform the duties of the Chairman’; (Rule 11(2) as amended)**

3. **Functions of the Secretary under Rule 11(3) be amended by:**

- (i) Rule 11(3)(d) – the deletion of **‘pay over all moneys he received at the earliest opportunity to the Treasurer and obtain a receipt therefor’** to be replaced by **‘sign or countersign vouchers for the payment of money’**; *(Rule 11(3)(d) as amended)*
- (ii) the deletion of Rule 11(3)(e) – **‘sign vouchers for payment by the Treasurer of sums due and payable by the Trust.’**

4. **Functions of the Treasurer under Rule 11(4) be amended as follows:**

- (i) Rule 11(4)(a) - **‘receive the moneys paid to and on behalf of the Trust and issue receipts therefor’**; *(Rule 11(4)(a) as amended)*
- (ii) Rule 11(4)(b) – **‘pay other liabilities of the Trust on receipt of orders or vouchers signed and countersigned by two officers of the Council’**; *(Rule 11(4)(b) as amended)*
- (iii) Insertion of Rule 11(4)(e) – **‘sign and countersign vouchers for the payment of money’**.

For:

Against:

Abstained:

**SPECIAL RESOLUTION: # 02/2020 APPLICATION FORM**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
2. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
3. 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 the Members of the Trust and approved in writing by the Minister;
4. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
5. Rule 5(2) requires that an application shall be in a form approved by the Council, be addressed to the Council and delivered at the head office of the Trust and thereafter pursuant to Rule 6(1) the Council decides whether to accept the application for membership;
6. Subsequent to Ministerial approval of Rule 5(5) as amended by Special Resolution #04/2019 authorising the Trust to transact online payments through a third-party bill payment/ticketing system, the official website of the Trust has been outfitted with a bill payment system capable of timestamping fees paid in support of online applications for membership as well as renewal of subscriptions;
7. Electronic registration is deemed a key strategy for expanding the membership base by providing remote access to persons desirous of becoming members but who, due to geographic location and other reasons, most notably the COVID-19 restrictions, are unable to come to the head office, given this **it is recommended that Rule 5(2) be amended to include applications submitted electronically on the official website of the Trust;**
8. Several policies have been uploaded to the official website of the Trust on matters such as terms and conditions of use of the website as well as privacy.

NOW THEREFORE:

BE IT RESOLVED that Rule 5(2) of the First Schedule of the Act be amended as follows:

**"An application shall be in a form approved by the Council and delivered to the Trust by hand or by electronic means."** *(Rule 5(2) as amended)*

For:

Against:

Abstained:

**SPECIAL RESOLUTION: #03/2020 ENTITLEMENT TO VOTE**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
2. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
3. 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 the Members of the Trust and approved in writing by the Minister;
4. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
5. Rule 8(7) provides that every financial member is entitled to one vote;
6. Pursuant to Rule 8(8) as amended by approved Special Resolution #05/2017, '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 membership or holding Junior membership do not have voting rights at the general meeting or other meetings of the Trust but may vote to elect representatives to Junior Trust chapters';
7. Rule 9(4) as amended by approved Special Resolution #03/2017 addresses requirements for nominees and provides that 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;
8. Minors are currently excluded from voting at Council elections [Rule 8(8) as amended] and from standing as nominees [Rule 9(4) as amended], nonetheless Rule 8(7) may be interpreted as including minors in the category of financial members entitled to vote;
9. Given the adoption and approval of Rules 8(8) and 9(4) as amended in 2017 as well as the statutory implications of decisions taken by a vote at general and other meetings, **it is recommended that Rule 8(7) also be amended for consistency so that voting is conducted by financial members who have attained their majority, viz. eighteen years old.**

NOW THEREFORE:

BE IT RESOLVED that Rule 8(7) of the First Schedule of the Act be replaced with the following:

**"Every financial member at least eighteen years of age shall be entitled to one vote."** *(Rule 8(7) as amended)*

For:

Against:

Abstained:

**SPECIAL RESOLUTION: # 04/2020 ELIGIBILITY FOR MEMBERSHIP**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
2. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
3. 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 the Members of the Trust and approved in writing by the Minister;
4. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
5. Rule 5(1) provides that, 'Subject to this rule, an applicant for membership is a citizen of, or is ordinarily resident in Trinidad and Tobago and has an interest in the aims and objects of the Trust';
6. This Rule restricts membership applications to citizens and persons ordinarily resident in Trinidad and Tobago, barring non-nationals and persons not ordinarily resident in the country, thereby excluding persons from the Trinidad and Tobago diaspora as well as regional and international experts and other patrons who may wish to apply directly for membership in the Trust;
7. In addition to revenue generation activities, now severely diminished by COVID-19 restrictions, and a modest State subvention which only covers staff salaries, subscriptions from registered members (less than 3,000) constitute a core source of income to sustain the operations of the Trust, but to date the vast majority of members are not financial;
8. Such restrictions cap the growth of the Trust and stymie the attainment of the strategic goal of tripling the membership by the year 2023;
9. An expanded membership base that encompasses members from the wider Caribbean and beyond will improve the financial health of the Trust, elevate its profile and facilitate strategic partnerships especially with the Trinidad and Tobago diaspora and given this, **it is recommended that the requirements of citizenship or the status of being 'ordinarily resident' in Trinidad and Tobago be removed under Rule 8(7) and applicants for membership should only be required to have an interest in the aims and objects of the Trust and to provide proof of identity where required;**
10. Ordinary membership will continue to be exclusively available to citizens of Trinidad and Tobago who make an application on the prescribed form and pay the membership fee [\$25.00] pursuant to s. 4(2)(a) of the Act and all membership applications shall continue to be subject to approval by the Council pursuant to Rule 6(1);
11. Proof of identity may be requested to ascertain eligibility for ordinary membership and to maintain an accurate register of members.

NOW THEREFORE:

BE IT RESOLVED that Rule 8(7) of the First Schedule of the Act be replaced with the following:

**"An applicant for membership shall have an interest in the aims and objects of the Trust and shall provide proof of identity where required."** *(Rule 8(7) as amended)*

For:

Against:

Abstained:

**SPECIAL RESOLUTION: #05/2020 NOMINATIONS TO COUNCIL**

WHEREAS:

1. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
2. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
3. 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 the Members of the Trust and approved in writing by the Minister;
4. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
5. Pursuant to Rule 9(4) as amended by approved Special Resolution #03/2017, 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;
6. Special Resolution #03/2020 proposes an amendment to Rule 8(7) whereby every financial member at least eighteen years of age shall be entitled to one vote, and as such **it is recommended that Rule 9(4) also be amended by substituting 'over eighteen years old' with 'at least eighteen years of age'** so that financial members can vote and qualify as nominees to Council elections upon attaining the age of majority in Trinidad and Tobago;
7. Currently only citizens and persons ordinarily resident can apply for membership [Rule 5(1)] and thereby stand as nominees to Council elections and the Act gives preference to citizens of Trinidad and Tobago to whom ordinary membership is exclusively available pursuant to s.4(2) of the Act;
8. Special Resolution #04/2020 proposes that Rule 8(7) be amended to permit persons other than citizens and those ordinarily resident in Trinidad and Tobago to apply directly for membership in the Trust, and given the current provisions in Rule 9(4), such financial members not ordinarily resident in the country could contest Council elections producing a potentially undesirable scenario given the fiduciary and statutory duties of Council members under the laws of Trinidad and Tobago, and as such **it is recommended that the words 'citizens or ordinarily resident in Trinidad and Tobago' be inserted in Rule 9(4)** to preserve this requirement for the purpose of nominations to Council elections.

NOW THEREFORE:

BE IT RESOLVED that Rule 9(4) of the First Schedule of the Act be further amended as follows:

**"Members nominated to Council elections shall be citizens or ordinarily resident in Trinidad and Tobago at least eighteen years of age 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)

For:

Against:

Abstained:

**SPECIAL RESOLUTION: #06/2020    REMOVAL OF THE VISITING CLASS OF MEMBERSHIP**

WHEREAS:

14. The National Trust of Trinidad and Tobago is a body corporate governed by the National Trust of Trinidad and Tobago Act Ch. 40:53 ('the Act') and its Rules ('Rules') set out in the First Schedule attached thereto;
15. 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 the affairs of the Trust and relative to any matter or thing whatsoever which may in any way concern the sound administration of the Trust;
16. 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 the Members of the Trust and approved in writing by the Minister;
17. Pursuant to formalities governing special resolutions adopted by the membership on November 9<sup>th</sup>, 2017 (as Special Resolution #01/2017) and now contained in Rule 12, 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 the 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;
18. Rule 3(f) provides for a Visiting class of membership with an annual subscription of \$50.00;
19. Rule 4(6) states that a Visiting member is not a permanent resident of Trinidad and Tobago;
20. By virtue of Rule 5(3), Visiting membership is conferred by invitation of the Council on the written recommendation of two members, one of whom is a member of the Council;
21. Special Resolution #04/2020 proposes that Rule 8(7) be amended to allow persons other than citizens and those ordinarily resident in Trinidad and Tobago to apply directly for membership, rendering the Visiting class and its formalities redundant, and given that there are no members in this class, **it is recommended that Rule 3(f) [Visiting class], Rule 4(6) [definition] and Rule 5(3) [formalities] be deleted in the event that Special Resolution #04/2020 is adopted by the membership;**
22. The Act empowers the membership to amend the Rules by means of the special resolution mechanism stipulated in s.4(3) of the Act and more particularly in respect of classes of membership under s.4(2)(b) [except ordinary membership in s.4(1)], furthermore it authorises the Council by virtue of s.14(1)(b) to make Rules to conduct and regulate the affairs of the Trust on any matter whatsoever which may in any way concern the sound administration of the Trust subject to Ministerial approval.

NOW THEREFORE:

BE IT RESOLVED that:

- (i) **The Visiting class be deleted as Rule 3(f);**
- (ii) **Rule 4(6) be deleted - ' Visiting member is not a permanent resident of Trinidad and Tobago';**
- (iii) **Rule 5(3) be deleted - 'Visiting membership is conferred by invitation of the Council on the written recommendation of two members, one of whom is a member of the Council';**
- (iv) **For the avoidance of all doubt, Rule 3(g) [Junior class] and Rule 3(h)[Honorary] will hereafter be renumbered Rule 3(f) and Rule 3(g), respectively, furthermore Rule 4(7) [Junior member] and Rule 4(8) [honorary member] will hereafter be renumbered as Rule 4(6) and Rule 4(7), respectively.**

For:

Against:

Abstained: