

### 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 four (4) Special Resolutions are to be put to a vote at the virtual General Meeting of the National Trust of Trinidad and Tobago on Wednesday 16<sup>th</sup> November 2022.

#### **SPECIAL RESOLUTION: # 01/2022 ELIGIBILITY OF ELECTED OFFICERS FOR REAPPOINTMENT TO 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. By virtue of section 12(1) of the Act, the affairs of the Trust shall be administered by a Council;
6. Section 12(2) of the Act provides that the Council shall consist of five elected members and six appointed members;
7. Section 12 (3) of the Act stipulates that the elected members of the Council shall be elected by a general meeting of the Trust from among the members of the Trust in accordance with the rules under section 14 [Rules of the Trust] and shall hold office for a term of three years;
8. Section 12(5) stipulates that "An appointed member shall hold office for such period not exceeding three years as may be specified in his instrument of appointment, and he shall be eligible for reappointment";
9. Rule 7(3) provides that "An elected member of the Council is ineligible for reappointment for more than two consecutive terms";
10. Given that both the elected and appointed members of Council are responsible for administering the affairs of the Trust and for discharging the functions stated in the Act and are subject to the same statutory obligations, including but not limited to the Integrity in Public Life Act, Ch. 22:01, there should be parity concerning reappointment. For this reason, it is proposed that the cap limiting service to two terms in respect of elected members be removed to allow financial members who satisfy the criteria for election to the Council in the Rules to present nominations to contest election to the Council at the general meeting regardless of current or past service on the Council as an elected member.

##### NOW THEREFORE:

BE IT RESOLVED that Rule 7(3) be amended as follows:

"An elected member of the Council shall be eligible for reappointment to the Council upon being elected by a general meeting of the Trust in accordance with the National Trust Rules." – *amended Rule 7(3)*

For:

Against:

**SPECIAL RESOLUTION: # 02/2022 HONORARY MEMBERS**

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. Amended Rule 3 provides eight (8) classes of membership inclusive of Life members (Rule 3(c)) and Honorary members (Rule 3(g)) whereby Life members pay a one-time subscription of \$1,000.00 while the annual subscription is waived in respect of the Honorary member;
6. Rule 4(7) defines an Honorary member as 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 of this class would be waived;
7. Rule 4(3) defines a Life member as an individual who has paid his life subscription [ \$1,000.00];
8. Rule 5(2) requires that an application for membership shall be in a form approved by the Council and delivered to the Trust by hand or by electronic means;
9. Rule 5(3) provides that the Life membership granted under Rule 4(7) shall be conferred only by the invitation of the Council;
10. By virtue of Rule 5(3) the Council can offer Life membership to the Honorary member (as defined in Rule 4(7));
11. By virtue of Rule 6(1) the Council shall decide whether to accept an application for membership or to confer Life membership under updated Rule 4(7) and the Council may appoint a Committee to advise it in respect of either matter;
12. By virtue of Rule 6(2) within seven days after the regular meeting of the Council at which a decision is taken under subrule (1), the Secretary shall notify the person concerned of the decision;
13. According to Rule 6(3) if the person concerned does not respond to the notification within thirty days, the decision of the Council is deemed to have been revoked;
14. Honorary membership has not been granted by the Council over the past six (6) years and efforts to grant this type of membership is stymied by the lack of clarity concerning procedural formalities;
15. Whereas all membership forms submitted by applicants pursuant to Rule 5(2) are vetted and determined for approval by the Council at its regular meetings with notification sent to new members thereafter, the automatic revocation of the decision to approve a membership application should a response not be provided by the applicant within 30 days of notification [Rule 6(3)] appears to be an unnecessary and onerous obligation on a new member;
16. The requirement to submit a membership form pursuant to Rule 5(2) should be explicitly waived in respect of the Honorary class of membership given that such membership can only be conferred at the invitation of the Council [Rule 4(7)];
17. In the interest of procedural clarity in granting Honorary membership and in recognition that it constitutes a separate class distinct from the Life membership pursuant to Rule 3, the Council should confer Honorary membership "for life" instead of a Lifetime membership [Rule 6(1)].

NOW THEREFORE:

BE IT RESOLVED that Rule 3(g), Rule 4(7), Rule 5(3), Rule 6(1) and Rule 6(3) of the First Schedule of the Act be amended as follows:

Honorary member [Class] Free [Rate of Annual Subscription] The Honorary member shall be entitled to all the benefits of the Life member [Description] (Rule 3(g)) amended)

An Honorary member is 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 the same benefits as a Life membership, and to whom the payment of a subscription fee shall be waived for life. *(Rule 4(7)) amended*

The Honorary membership granted under Rule 4(7) shall be conferred for life and only by invitation of the Council and the requirement of an application form shall be waived in respect of this class of membership. *(Rule 5(3) as amended)*

The Council shall decide whether to accept an application for membership or to confer Honorary membership under Rule 4(7) and the Council may appoint a Committee to advise it in respect of either matter. *(Rule 6(1) as amended)*

If the person conferred Honorary membership under Rule 4(7) does not respond to the notification sent under subrule (2) within thirty days, the decision of the Council is deemed to have been revoked. *(Rule 6(3) amended)*

For:

Against:

**SPECIAL RESOLUTION: # 03/2022 NON-PROFIT ORGANISATIONS**

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 4(4) defines a Corporate member as a Company registered under the Companies Act or a Statutory Corporation;
6. Rule 4(5) defines an Association member as an unincorporate non-profit organisation whose aims and objects are sympathetic to those of the Trust;
7. Pursuant to Companies Act Ch. 81:01, non-profit companies can be incorporated and are defined as companies without share capital. Restricting its business to one that is of a patriotic, religious, philanthropic, charitable, educational, scientific, literary, historical, artistic, social, professional, fraternal, sporting or athletic nature, or the like, or to the promotion of some other useful object is among the requirements for the incorporation of a non-profit company under the Companies Act Ch.81:01;
8. Both incorporate and unincorporate non-profits are now subject to the Non-Profit Organisations Act 2019, as bodies of persons established for the promotion of a patriotic, religious, philanthropic, charitable, educational, cultural, scientific, literary, historical, artistic, social, professional, fraternal, sporting or athletic purpose, or some other useful object and raises or disburses funds for that purpose or object;
9. Even if their aims and objects are aligned to those of the Trust, non-profit organisations by virtue of their incorporation under the Companies Act pay a higher annual subscription [\$1,000] compared to their unincorporated counterparts [\$250]. This distinction is deemed both unnecessary and inequitable, particularly in light of the promulgation of the Non-Profit Organisations Act 2019.

NOW THEREFORE:

BE IT RESOLVED that Rule 3(e), 4(4), Rule 4(5) and Rule 8(8) be amended as follows:

- Replace the word '**Association**' with '**Non-Profit Organisation**' in the classes of members and description thereof (Rule 3 (e) as amended)
- A Corporate member is a Company, with the exception of a non-profit company, registered under the Companies Act or a Statutory Corporation. (Rule 4(4) as amended)
- A Non-Profit Organisation member is an incorporated or unincorporate non-profit organisation whose aims and objects are sympathetic to those of the Trust. (Rule 4(5) as amended)
- No proxies are allowed, but Corporate and Non-Profit Organisation members may exercise their voting rights exclusively through a nominee. (...) (Rule 8(8) as amended)

For:

Against:

**SPECIAL RESOLUTION: #04/2022  
MEMBERSHIP SUBSCRIPTION FEES**

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. Section 6 (e) of the Act authorises the Trust to raise funds by means of *inter alia* membership subscriptions and in such other manner as it considers expedient for the effective carrying out of its functions;
6. The rates of subscription (with the exception of the Preferred class) were last updated by special resolution approved at the 2017 AGM and approved by the Minister responsible for the National Trust of Trinidad and Tobago and made effective on 12<sup>th</sup> September 2018;
7. The special resolution (#03/2019) increasing the annual subscription payable by Preferred members to \$100.00 and which introduced a transaction fee to be applied to online subscription payments was adopted by the membership at the 2019 AGM, approved by the Minister responsible for the National Trust of Trinidad and Tobago and made effective on 14<sup>th</sup> September 2020;
8. Sound management of the membership and the affairs of the Trust require the application of prudent strategies to ensure financial sustainability in the operations of the Trust and to achieve effective outreach to members and the wider public;
9. The Covid-19 public health restrictions enforced on public gatherings from March 2020 and the resultant increase in the cost of goods and services have severely reduced the income generation of the Trust even as the Trust endeavours to recover from these economic setbacks as well as maintain properties under its control, viz. the Mille Fleurs Heritage House, Nelson Island and the Banwari Archaeological site;
10. The Trust relies on annual subscriptions as a critical source of income to execute its activities and for sustained development as it aspires to continue to offer a meaningful value proposition to the membership and the wider public, including the introduction of continued innovation such as migration to digital membership cards with added benefits for members.

NOW THEREFORE:

BE IT RESOLVED that:

A) Rates of Annual Subscription in respect of **five (5)** of the eight (8) classes of members prescribed in Rule 3 of the First Schedule of the Act be further amended in respect of Rule 3(b), Rule 3(c), Rule 3(d), Rule 3(e) and Rule 3(h) as follows:

<b>Class of Member</b>	<b>Rate of Annual Subscription</b>	<b>Description</b>
a) Ordinary	\$25.00	<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) Family (exceeding four)	<b>\$400.00</b>	<i>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.</i>
c) Life (one-time subscription)	<b>\$1,500.00</b>	<i>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 meetings of the Trust.</i>

d) Corporate	<b>\$5,000.00</b>	<i>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 meetings of the Trust.</i>
e) Non-Profit Organisation	<b>\$400.00</b>	<i>The Non-Profit Organisation 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 meetings of the Trust.</i>
f) Junior	\$20.00	<i>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 meetings of the Trust. The member can vote nonetheless at Junior Trust chapter meetings, as required.</i>
g) Honorary	Free	<i>The Honorary member shall be entitled to all the benefits of the Life member.</i>
h) Preferred	<b>\$200.00</b>	<i>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.</i>

For:

Against: