

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 Special Resolution is to be put to a vote at the virtual General Meeting of the National Trust of Trinidad and Tobago on Wednesday 27th November 2024.

SPECIAL RESOLUTION: # 01/2024 DATE OF GENERAL MEETING

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 9th, 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 9(1) as amended by approved Special Resolution #01/2019 provides that, "The General Meeting shall be held on a day between September 1 and November 30 at a time and place as appointed by the Council or if this time is not possible because of the absence of a constituted Council, on a date, time and place to be determined by the Council once fully constituted, with notice provided to the membership a minimum of twenty-eight calendar days prior to the General Meeting";
6. Rule 9(2) as amended by approved Special Resolution #02/2019 provides that, "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";
7. By virtue of the close of the financial year on September 30, the annual report and financial statement presented to the membership at the General Meeting held between September 1 and November 30 do not cover the preceding year as stipulated in Rule 9(1). This is attributable to the impracticality of completing the financial reporting and audit for the year preceding the General Meeting given that the close of the reporting financial period falls between September 1 and November 30, the stipulated period for convening the General Meeting;
8. The difficulty in aligning the reporting period with the scheduling of the General Meeting has given rise to a two-year delay in reporting on finances and activities of the Trust that has raised concern at recent General Meetings;
9. The Council has considered the feasibility of adjusting the time frame for convening the General Meeting to address this delay and gave regard to Section 29 of the NTTT Act that provides as follows, "The Trust shall, not later than the last day of April in each year, furnish to the Minister a report of its proceedings and operations for the preceding year, and the Minister shall lay or cause to be laid before Parliament a copy of the report";
10. Council has noted that since the move to the new headquarters of the NTTT at Mille Fleurs in 2020, the financial records of the NTTT are now updated allowing for an earlier completion of the annual audit after the closure of the financial year on September 30;
11. In the interest of enhancing compliance with reporting requirements to the membership under the Rules, and to the Minister pursuant to Section 29 of the NTTT Act, the Council recommends that the General Meeting be held between January 15 and April 15 to allow sufficient time for the submission and adoption by the membership of the financial statement and annual report for the preceding financial year, for onward submission to the Minister on or before April 30 each year.

NOW THEREFORE:

BE IT RESOLVED that Rule 9(1) be amended as follows:

- (1) "The General Meeting shall be held on a day between January 15 to April 15 at a time and place as appointed by the Council or if this time is not possible because of the absence of a constituted Council, on a date, time and place to be determined by the Council once fully constituted, with notice provided to the membership a minimum of twenty-eight calendar days prior to the General Meeting." – *amended Rule 9(1)*

For:
Against: