

TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

Bye-laws relating generally to the conduct of the affairs of

TRINIDAD AND TOBAGO ASSOCIATION OF RETIRED PERSONS

BE IT ENACTED as the general bye-law of **TRINIDAD AND TOBAGO ASSOCIATION OF RETIRED PERSONS LIMITED** (hereinafter called the ‘Association’) as follows:

1. INTERPRETATION

1.1 In this bye-law and all other bye-laws of the Association, unless the context otherwise requires:

- (a) ‘Act’ means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the bye-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) ‘Regulations’ means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the bye-laws of the Association to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) ‘bye-laws’ means any bye-law of the Association from time to time in force;
- (d) ‘the Executive Committee’ means the Board of Directors of the Association as a body or a quorum of the Members thereof at any Executive Committee meeting;
- (e) All terms contained in the bye-laws and defined in the Act on the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

- (f) The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders and the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word “individual” means a natural person.

2. REGISTERED OFFICE

- 2.1 The registered office of the Association shall be in Trinidad and Tobago at such address as the Executive Committee may fix from time to time by resolution.
- 2.2 The Association may also have branch offices and places of business at such other addresses within or outside the Republic of Trinidad and Tobago, as the Executive Committee may from time to time designate by Notice or as the business of the Association may require.

3. AIMS AND OBJECTIVES

- 3.1 The OBJECTS FOR WHICH THE Association is established are:
- (a) To promote the enhancement of the quality of life for mature men and women in Trinidad and Tobago, inclusive of the members of the Association;
 - (b) To promote the independence, dignity and purpose in life of mature men and women in Trinidad and Tobago;
 - (c) To represent, express and give effect to the views and opinions of mature men and women and to assist in determining the role of senior citizens in Society;
 - (d) To improve the image of the aging;
 - (e) To promote or oppose Bills in Parliament or other measures affecting such mature men and women;
 - (f) To enter into agreements with other similar Associations or bodies for the advancement of and the protection of mature men and women;
 - (g) To subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the association and to encourage and support any society association or movement for the improvement of mature men and women;
 - (h) To print and publish any newspapers, periodicals, books or leaflets that

the Association may think desirable for the promotion of its objects;

4. MEMBERSHIP

- 4.1 Every member shall be the age of fifty (50) years and over. There shall be three classes of membership in the Association open to all persons ordinarily resident in the Republic of Trinidad and Tobago and one class of membership open to overseas persons, namely: -
- (a) Ordinary members, being those individuals who are accepted as general members;
 - (b) Honorary members, being those individuals nominated as members by the Executive Committee;
 - (c) Life members, being those individuals who are accepted as members for life, upon payment of a lifetime membership fee and by approval of the Executive Committee; and
 - (d) Overseas members, being those individuals who apply for membership and are not ordinarily resident in Trinidad and Tobago. The Executive Committee may admit to membership, on such terms and conditions as stipulated by the Executive Committee.
- 4.2 Ordinary, Life or Overseas membership applications shall be made to the Executive Committee in writing or in such form as may be prescribed and supported by such evidence as may be required.
- 4.3 Membership Applications are considered and granted by either the Executive Committee or any sub-Committee thereof on such terms as considered appropriate by the Executive Committee.
- 4.4 Every member shall be bound to further to the best of his ability the objects, interests and influence of the Association and by agreement shall accept and uphold, observe and perform at all times in accordance with the bye-laws of the Association and shall observe any regulations that may be prescribed by the Executive Committee.
- 4.5 The interest of a member in the Association is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bye-laws of the Association.
- 4.6 Notwithstanding clause 4.3, the Association shall not in any way condone, conform, consent or contribute to any act, statements or display that which may represent, identify or facilitate, whether overt or covert, known or unknown, to that which may discriminate, ridicule or promote inequality, alienation, or otherwise, to any member, zone, or affiliate group as it relates to the

Association's constitution, regulations or bye-laws.

5. MEMBERSHIP FEE

- 5.1 Every member, except an Honorary Member or Life Member, shall pay such dues as the Executive Committee may from time to time prescribe. All membership dues shall be payable, in advance of the anniversary date of the member joining the Association.
- 5.2 Life Members, shall pay such dues as the Executive Committee may from time to time prescribe in advance of becoming a Life Member.

6. CESSATION OF MEMBERSHIP

- 6.1 Membership to the Association shall cease:
- (a) if the member's subscription is in arrears for more than 3 months from the date when such subscription becomes due and payable
 - (b) if the member resigns subject to Clause 6.2
 - (c) if the member is expelled subject to Clause 6.3
- 6.2 A member may resign his membership by giving to the Association one calendar month's notice in writing of such intention and thereupon shall cease to be a member. A member with the consent of the Executive Committee may withdraw any such notice at which point the membership fee for the year will be payable.
- 6.3 If any member refuses or neglects to comply with the bye-laws or, in the judgement of the Executive Committee, be guilty of conduct which may bring the Association into disrepute, such member shall be liable to expulsion on a resolution of the Executive Committee (provided that at least two weeks before such resolution is passed, he shall have had notice of the intended resolution for his expulsion and the grounds thereof, and shall at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence he may think fit).
- 6.4 There shall be a right of appeal of any member disciplined under paragraph 6.3, to an Appeal Board of Zones. This Board will be convened only when required; shall comprise at least one member from each Zone, but in total must be an uneven number. No member of the Executive Committee shall be chairman, or sit on the Appeal Board of Zones.
- 6.5 An expelled member shall not thereafter be entitled to membership of the Association.

- 6.6 Anyone who ceases to be a member shall forfeit all claims to the return of the money paid to the Association by way of Membership Fees or otherwise, but shall nevertheless be liable with respect to the obligations, if any, he may have incurred prior to his expulsion in accordance with the bye-laws of the Association.

7. OFFICERS

- 7.1 The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, an Honorary Treasurer and an Honorary Secretary.
- 7.2 *President:* The President shall be the Chief Executive Officer of the Association and subject to these Bye Laws, shall preside as Chairman at all meetings of the membership, Executive Committee and at all special meetings or functions held by the Association. Among other things (and without limitation) the President shall:
- (a) be responsible for the proper conduct of all such meetings and shall sign the approved Minutes of each meeting of the Executive Committee;
 - (b) sign all instruments which require his signature;
 - (c) perform all duties incident to his office; and
 - (d) have such other powers and duties as may, from time to time, be assigned to him by the Executive Committee.
- 7.3 *First Vice President:* Must oversee the functioning of any committee of the Association as the President shall direct and designate. If the President is absent or is unable or refuses to act, the First Vice President shall perform all the duties of the President subject to these bye-laws.
- 7.4 *Second Vice President:* Must oversee the functioning of any committee of the Association as the President shall direct and designate. If the President and First Vice President are absent or are unable or refuse to act, the Second Vice President shall perform all the duties of the President subject to these bye-laws.
- 7.5 *Honorary Treasurer:* Subject to the provisions of any resolution of the Executive Committee, the Treasurer:
- (a) shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such other depository or depositories as the directors may direct;

- (b) shall keep or cause to be kept the accounting records referred to in section 187 of the Act;
- (c) may be required to give such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Association to receive an indemnity thereby provided;
- (d) shall oversee the accounts of Zonal Groups and report the status of such accounts to the Executive Committee;
- (e) shall arrange every year, on instructions from the Executive Committee, to remind or advise members as to the amount of entrance fees and subscriptions for all classes of members;
- (f) shall record all financial transactions in a proper set of books kept by the Treasurer; and
- (g) perform such other duties as the Executive Committee require of him in accordance with the Law and these bye-laws.

7.6 *Honorary Secretary:* The Secretary shall:

- (a) give or cause to be given notices for all meetings of the Executive Committee, and any sub-committee of the Executive Committee and the members when directed to do so;
- (b) when present act as secretary of all meetings;
- (c) shall have charge of the minute books and the seal of the Association and, subject to the provisions of Clause 17 hereof, of the records (other than accounting records) referred to in section 177 of the Act;
- (d) oversee the operations of Zonal Groups and act as liaison between these groups and the Executive Committee; and
- (e) perform such other duties as the Executive Committee require of him in accordance with the Law and these bye-laws.

8. THE EXECUTIVE COMMITTEE

8.1 The Executive Committee shall consist of not more than nine (9) elected members, being the President, First Vice President, Second Vice President and six other persons. Persons not exceeding (6) in number may be co-opted by the elected members of the Executive Committee.

- 8.2 Co-opted members shall be members of the Association, who are in good financial standing and in the judgement of the Executive Committee are worthy of appointment to the said Committee by reason of their calling, expertise, professional qualifications or status in the community. Co-opted members shall hold office for any period up to the date of the next Annual General Meeting of the Association.
- 8.3 At the Annual General Meeting of the Association the nine (9) elected members of the Executive Committee shall be elected as provided in Clause 16.3 herein. All elected members of the Executive Committee shall hold office for a term of 3 years and shall be eligible for re-election.
- 8.4 Any vacancy occurring in the membership of the Executive Committee may be filled by the remaining members of the Executive Committee by co-option and such persons so appointed shall hold office until the next Annual General Meeting.
- 8.5 The Executive Committee at its first Meeting in office shall appoint from its own membership, whether elected or co-opted as aforesaid, an Honorary Secretary and an Honorary Treasurer. Such officers may at any time be replaced by any other officer or officers from their membership as the Executive Committee may determine by special resolution for effecting these functions. Such officers shall hold office until the next Annual General Meeting.
- 8.6 Term of office: Subject to Clause 8.3, all elected Members of the Executive Committee shall remain in office until their successors are elected at the next Annual General Meeting whereupon the terms of office of all co-opted members shall also expire.
- 8.7 Removal from office: The Association may by a special Resolution passed at any Special Meeting of the Association summoned on requisition, remove any member of the Executive Committee from office and may by a special Resolution appoint another person, being a member of the Association in attendance at such meeting in his stead. The person so appointed shall retire at the next Annual General Meeting following his appointment.
- 8.8 Vacating of office: A Member of the Executive Committee of the Association shall cease to be a member of the Executive Committee;
- (a) If he ceases to be a member of the Association;
 - (b) If he resigns his office and/or membership in the Executive Committee of the Association

- (c) If he is absent from three (3) consecutive meetings of the Executive Committee without an excuse acceptable to the Executive Committee;
- (d) If as a co-opted member, he is requested in writing by two-thirds majority of the elected members of the Executive Committee to resign;
- (e) If the Association by special Resolution passed at a special Meeting of the Association removes him from office.

8.9 Remuneration: The Executive Committee members shall serve without remuneration and shall not directly or indirectly receive any profit for their position as such; provided that an Executive Committee member may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

9. POWERS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

9.1 Subject to the bye-laws of the Association, the Association and the income, property and affairs thereof shall be under the control and Management of the Executive Committee who shall for all purposes be the authorised representative of the Association.

9.2 Any income and the property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association and no portion whereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

9.3 In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their power under the last preceding or any other bye-law the Executive Committee shall have the following powers delegated by the Association, namely:

- (a) to expend the funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as they may see fit, and direct the sale or disposition of any such investment and to expend the proceeds of any such sale for the purposes of the Association;
- (b) to lease, rent, exchange or acquire in the name of the Association build upon, pull down, rebuild, add to, alter, repair, maintain, improve, sell or dispose of, or otherwise deal with any land, buildings, premises or personal estate for the use or purposes of the Association;
- (c) to enter into contracts on behalf of the Association and to commence,

defend or compromise any proceedings in the name of the Association before any Court or other authority of competent jurisdiction;

- (d) to employ (and dismiss) such servants, employees, consultants, contractors, professionals and other persons as may be found necessary for the due conduct of the affairs of the Association, with annual salaries or other forms of remuneration;
- (e) to carry out such disciplinary measures amongst the members of the Association as it may deem necessary for the maintenance and carrying out of the objects of the Association;
- (f) to carry out any act or deed in the name of the Association and for such purpose to order the Seal of the Association to be affixed to any petition, memorial, deed, instrument or other document requiring same;
- (g) to delegate all or any of their powers to any sub-Committee established for a specific purpose. A sub-Committee may consist of one person;
- (h) to make, and from time to time to repeal or alter regulations as to the management of the Association and the affairs thereof, and as to the duties of any officers or servants of the Association and as to the conduct of business by the Executive Committee or any sub-Committee, and as to any of the matters or things within the powers or under the control of the Executive Committee, provided that the same shall not be inconsistent with the bye-laws or laws of Trinidad and Tobago;
- (i) to appoint any person or persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Association under these presents), and for such period and subject to such conditions as the Association may from time to time think fit, by power of attorney under the Seal of the Association;
- (j) to subscribe to local and national charities and to grant donations for public purposes;
- (k) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient of the purpose of procuring contributions to the funds of the association, in the shape of donations, annual subscriptions, or otherwise;
- (l) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be

thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided for in these bye-laws;

- (m) to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association;
- (n) to subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Association, or otherwise to assist any such servants, their widows and children;
- (o) to establish and support, and to aid in the establishment and support of, any other Associations formed for all or any of the objects of the Association; and

generally to do all other lawful things necessary or expedient and incidental or conducive for the due conduct of the affairs of the Association and for the attainment of the Association's objects not herein otherwise provided for; save that the membership shall give the Executive Committee at the Association's Annual General Meeting or by special Meeting the power and authority :-

- (i) to borrow money with or without security on any of the property of the Association and to grant or direct to be granted mortgages, debentures or other charges over the property of the Association for securing the same;
- (ii) to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association;
- (iii) to amalgamate with any companies, institutions, societies or Associations having objects altogether or in part similar to those of this Association and which have been approved as a charitable organisation by the President of the Republic of Trinidad and Tobago;
- (iv) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or Associations with which this Association is authorised to amalgamate; and
- (v) to transfer all or any part of the property, assets, liabilities and contracts of this Association to any one or more of the companies, institutions, societies or Associations with which this Association is authorised to amalgamate.

- 9.4 Meetings of the Executive Committee and of any sub-committee of the Executive Committee may be held either at the registered office or at any other place within or outside Trinidad and Tobago.
- 9.5 The Executive Committee may meet for the dispatch of business adjourn, and otherwise regulate their meetings as they may think fit and five (5) members of the Executive Committee shall be a quorum.
- 9.6 The President, or failing him, the two (2) Vice Presidents acting together, or failing them, any three members of the Executive Committee may call a meeting of the Executive Committee at any time provided always that there shall be a minimum of four Executive Committee meetings in any financial year of the Association.
- 9.7 Notice of every meeting of the Executive Committee stating the general particulars of all business to be considered at such meeting shall be sent by post, electronic transmission or by personal delivery to each member of the Executive Committee at least seven (7) days before such meeting, unless urgent circumstances require shorter notice; but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.
- 9.8 All questions shall be decided by the votes of the majority of the members of the Executive Committee present and voting thereon at any meeting of the Executive Committee duly convened. In the event of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 9.9 Any decision or resolution in writing (including by telegram, facsimile or e-mail) approved and signed by the majority of all members of the Executive Committee or any sub-Committee thereof, shall have the same effect and validity as a decision or resolution of the Executive Committee or any sub-Committee made at a meeting thereof, duly convened and constituted.
- 9.10 In the absence of the President and both Vice Presidents, a duly constituted meeting of the Executive Committee shall select one of their members to preside as Chairman of that meeting.
- 9.11 The Executive Committee shall cause minute books to be kept of the proceedings at general meetings of the Association and at meetings of the Executive Committee and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the President or by a member of the Executive Committee present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

- 9.12 It shall be the responsibility of the Honorary Secretary to attend meetings of the Executive Committee and the Association and produce Minutes of these.
- 9.13 The Executive Committee may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Executive Committee shall be valid and effectual notwithstanding that it may be afterwards discovered that there was some defect in the election and/or appointment of any such member of the Executive Committee.

10 CONFLICT OF INTEREST

- 10.1 No contract or transaction between the Association and one or more of its officers, or between the Association and any other organisation of which one or more of the Association's officers has any financial or other interest, shall be void or voidable, or in any way affected, solely for the reason or just because the particular officer is present at or participates in the meeting of the Executive Committee or Committee thereof that authorises, approves or ratifies the contract or transaction if-
- (a) the material facts as to the interested officer's relationship or interest in the contract or transaction are disclosed in the minutes of the meeting, or are well known to the Executive Committee or the Committee that authorises, approves or ratifies the contract or transaction, and the Executive Committee in good faith authorises, approves or ratifies the contract or transaction by an affirmative majority vote of the disinterested officers, even though the disinterested officers be less than a quorum; and
 - (b) the interested officer does not participate in any vote relating to the contract or transaction with himself or with the organisation in which he has a financial interest.

11. THE HONORARY PATRON

- 11.1 The Executive Committee is empowered to appoint and remove such individual as it deems fit, and subject to his consent to be the Honorary Patron of the Association. Such Patron shall not be a member of the Executive Committee nor take part in the management of the Association's affairs.

12. ANNUAL GENERAL MEETING

- 12.1 Annual general meetings (herein called 'Annual Meetings') shall be held annually and at such time and place as may be determined by the Executive Committee by resolution and not more than fifteen months shall elapse between the date of one Annual Meeting of the Association and that of the

next.

- 12.2 An Annual Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least, in accordance with paragraph 22.1. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are members under the bye-laws of the Association.
- 12.3 A meeting of the Association shall notwithstanding that it is called by shorter notice of not less than 14 days before the meeting is held shall be deemed to have been duly called if it is so agreed by fifty percent of all the members attending and entitled to vote thereat.
- 12.4 At any Annual Meeting one hundred (100) members shall be a quorum.

13. CONDUCT OF BUSINESS AT ANNUAL GENERAL MEETINGS

- 13.1 The business transacted at Annual Meetings shall consist of:
- (a) Receiving the report of the Executive Committee of its proceedings since the last Annual Meeting of the association signed by the President and Honorary Secretary of the Association. This report shall be read to the Annual Meeting.
 - (b) Receiving the audited accounts of the Association covering the last financial year as certified by the Auditors of the Association.
 - (c) Electing the members and officers of the Executive Committee as provided for in these bye-laws.
 - (d) Appointing an Auditor of the Association for the succeeding financial year and granting the Executive Committee the authority to fix remuneration.
 - (e) Considering, and if necessary, taking action with reference to any business or motion contained in the notice of the meeting, or although not contained in such notice with permission of the Chairman as provided for in these bye-laws.
- 13.2 The business to be transacted at any meeting other than an Annual Meeting and any special business to be transacted at an Annual Meeting shall be set forth in the notice convening such meeting in the form of a Resolution or Resolutions

in the said Notice.

- 13.3 At the Annual Meeting any member may bring before the meeting any subject or proposal which relates to the affairs of the Association provided that not less than fourteen (14) days before the meeting he shall have given the Honorary Secretary notice thereof in writing.
- 13.4 With permission of the President any member of the Association shall be at liberty to bring forward any matter pertaining to the affairs of the Association for discussion at the Annual Meeting under the heading of general business.
- 13.5 No business shall be transacted at any meeting unless a quorum of members as provided for above is present at the time when the meeting proceeds to business.
- 13.6 If within one half hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a convenient time and place not exceeding fourteen (14) days from the date of adjournment and notice of this meeting shall be deemed to be served if published in the national media.
- 13.7 When the President or both Vice Presidents are absent the persons who are present and entitled to vote shall choose another Executive Committee member as Chairman of the meeting but if no Executive Committee member is present or all the Executive Committee members present decline to take the chair the persons who are present and entitled to vote shall choose one of their members to be Chairman.
- 13.8 All matters to be resolved at any meeting shall be decided by the majority of votes cast; provided that in the event of any equality of votes, the Chairman of the meeting shall have in addition a casting or second vote.
- 13.9 Voting at general meetings shall ordinarily be by a show of hands unless a ballot is requested by no fewer than five members present at the meeting.
- 13.10 If a poll is duly demanded, it shall be taken of all the members present and in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded. On a poll every member shall have one vote save and except the Chairman in the event of an equality of votes.
- 13.11 No person shall be entitled to attend or vote at any general meeting unless at the date of same that person is a financial member of good standing of the Association.
- 13.12 The proceedings at any meeting shall not be invalidated by reason of any

informality or irregularity in the convening thereof or otherwise or any want of qualification of any of the persons present or voting thereat.

- 13.13 All such donors, covenantors or subscribers to the funds of the Association as the Executive Committee shall determine shall be entitled to be present and speak at any meeting of the Association, but shall not have any right to vote.

14. SPECIAL MEETINGS

- 14.1 The Executive Committee may whenever they think fit convene a special meeting, and special meetings shall be convened by the Executive Committee on requisition of members of the Association representing not less than one percent of the total voting rights of all members having at the said date of requisition the right to vote at general meetings of the Association.
- 14.2 At any special meeting summoned on requisition one-half of the requisitionists shall be a quorum, but in all other cases one hundred (100) members shall be a quorum at a special meeting.
- 14.3 A meeting of the Association shall notwithstanding that it is called by shorter notice of not less than 14 days before the meeting is held, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than seventy-five percent of the total voting rights of the members in attendance at that meeting.

15. PROXIES

- 15.1 Votes at a meeting of members may be personally or by proxy.
- 15.1.1 A proxy shall be executed by the member or his attorney authorized in writing and is valid only, at the meeting in respect of which it is given or any adjournment thereof.
- 15.1.2 A person appointed proxy need not be a member.
- 15.1.3 A proxy may be in the following form:

The undersigned member of TRINIDAD AND TOBAGO ASSOCIATION OF RETIRED PERSONS LIMITED hereby appoints _____ or failing him _____ As nominee of the undersigned to attend and on behalf of the undersigned at the _____ meeting of the members of the said Association to be held on the _____ day of _____ 20____ and at any adjournment/s thereof in the same manner to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment/s thereof.

DATED the _____ day of _____ 20____ .

16. ELECTIONS

- 16.1 Any two members in good standing may propose and second candidates for election to office on the Executive Committee by notice in writing to the Honorary Secretary at least seven (7) days before the date fixed for the Annual General Meeting. Such notice should also attach the consent in writing of the Candidate as proposed.
- 16.2 Candidates must be members of the Association for not less than two years and in good financial standing
- 16.3 Every member of the Association in attendance as aforesaid at any Annual Meeting and/or when the office is vacated shall be entitled to vote for the election of the President; the First Vice President and the Second Vice President and the six other members of the Executive Committee to be elected as aforesaid; as well as an auditor or auditors.
- 16.4 The election shall be conducted in the following order: -
- (a) President
 - (b) 1st Vice President
 - (c) 2nd Vice President
 - (d) Six Ordinary members of the Executive Committee

17. MINUTES

- 17.1 Correct Minutes of the meetings of the Association and of the Executive Committee signed by the President or Chairman of that meeting shall be kept by the Honorary Secretary. Minutes of the meetings of the Association shall be open to the inspection of members at the registered address of the Association at convenient times as determined by the Honorary Secretary.

18. FUNDS AND ACCOUNTS OF THE ASSOCIATION

- 18.1 An account or accounts in the name of the Association shall be opened at such Bank or Banks or financial institutions as may be selected by the Executive Committee. All contributions, donations, subscriptions and other monies of the Association shall be paid to the Association's account or accounts at such Banks or financial institutions and all cheques or mandates for the withdrawal of the Association's funds from the said accounts shall be signed by two persons from such number of persons (to include the Honorary Treasurer) as the Executive Committee may from time to time appoint for this purpose.

- 18.2 All monies and funds of the Association not immediately required to be expended for the purposes of the Association and which the Executive Committee deems proper to be invested shall be placed in such investments as are authorised by the laws of Trinidad and Tobago for the investment of trust funds, or as are authorised by the instrument, if any, or gift of such monies or funds to any registered charity.
- 18.3 The Executive Committee shall cause true accounts to be kept:
- (a) of all monies received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and
 - (b) of the assets and liabilities of the Association and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and
 - (c) of all sales and purchases of assets by the Association.
- 18.4 The Association may at an Annual Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Association may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at the registered address of the Association at all reasonable times during the usual business hours.
- 18.5 The Executive Committee shall lay before the Annual Meeting of the Association in each year an income and expenditure account of the Association and a balance sheet for the year ending on the preceding 31st December. Such account and balance sheet shall be accompanied by a report of the Honorary Treasurer as to the state of affairs of the Association and a report of the Auditors. A copy of every financial report together with copies of the said reports shall, not less than fourteen (14) clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent in accordance with paragraph 22.1 to all persons entitled to receive notices of Annual Meetings of the Association.

19. AUDITORS

- 19.1 The Association at each Annual Meeting shall elect an Auditor to hold office until the next Annual Meeting.
- 19.2 The Auditor of the Association shall have a right of access at all times to the books and vouchers of the Association, and shall be entitled to require from the Executive Committee and officers of the Association such information and explanations as may be necessary for the performance of the duties of the

Auditor. The Auditor shall sign a certificate stating whether or not all their requirements as Auditor have been complied with, and shall make a report to the members on the accounts examined by the Auditor and on every financial report laid before the Association at the Annual General Meeting during their tenure in office and every such report shall state whether in their opinion the financial report referred to in the report is properly drawn up so as to exhibit a true and correct view of the financial state of the Association, and such reports shall be read before the Association at the Annual Meetings.

20. SEAL AND EXECUTION OF INSTRUMENTS AND AGREEMENTS

20.1 The Executive Committee shall provide a Common Seal for the purposes of the Association which shall be kept under such custody and control as the Executive Committee shall from time to time determine. The Seal of the Association shall not be affixed to any instrument except pursuant to the resolution of the Executive Committee and in the presence of two members of the Executive Committee who shall sign every instrument to which the Seal is affixed in their presence and every such instrument shall be countersigned by the Honorary Secretary.

20.2 All agreements, contracts, documents and instruments generally or specific contracts, documents or instruments in writing required to be executed on behalf of the Association, shall be duly binding upon the Association if executed pursuant to a resolution of the Executive Committee members and signed by (a) the President or a Vice President together with the Honorary Secretary or Honorary Treasurer or (b) Two elected members of the Executive Committee.

21. ALTERATION OR AMENDMENT TO THE BYE-LAWS

21.1 No alteration or addition shall be made to these General bye-laws except such alteration or addition shall first be passed by a special resolution of a majority of three-fourths of those members of the Association present at a meeting duly convened and held for such purpose.

22. NOTICES

22.1 A notice may be served upon any member, either personally, through the print or other media or by electronic transmission or by sending it through the post in a prepaid letter, addressed to such member at his address, if any, as is filed by him with the Association. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of forty-eight hours after the posting or publishing of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was

properly addressed and posted, or published.

- 22.2 If a member has not filed an address with the Association for service of notices, any notice shall be sufficiently served on him by posting up in the office of the Association a notice addressed generally to the members. A member who has no address in Trinidad and Tobago for the giving of notices to him shall not be entitled to have a notice served on him.
- 22.3 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

23. INDEMNITY

- 23.1 The members of the Executive Committee, Auditors and any other officers for the time being of the Association and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Association from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duties in their respective offices, except such (if any) as they shall incur by or through their own wilful neglect or default respectively, and no such officer shall be answerable for the acts, receipts, neglects or defaults of any other officer or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any monies or effects belonging to the Association may be lodged or deposited for safety upon which any monies of the Association shall be invested, or for any loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office unless the same shall happen through the wilful neglect or default of such officer.

24. ZONAL GROUPS

- 24.1 The Executive Committee shall be the sole authority for approving the formation of Zonal Groups within the Association, and shall formulate such policies, guidelines and procedures as are deemed necessary to encourage the lawful activities and operations of these Groups as are in accordance with these Bye-laws.
- 24.2 Zonal Groups must operate in accordance with these Bye Laws and its Chairman must sign as approving compliance with the policies, guidelines and procedures of the Executive Committee and in particular-
- (a) the members of each existing Zonal Group as well as any other approved by the Executive Committee, will elect the operating Zonal Committees of their respective Zones.

- (b) such Zonal Committees shall be elected annually and will comprise a Chairman, Vice Chairman, Treasurer/Secretarial Assistant, Communications Officer and other selected officers.
- (c) these Zonal Committees shall be responsible for the activities in their respective Zones and shall furnish the Executive Committee with reports or minutes of all their Zonal Committee meetings.
- (d) the Chairman of the Zonal Committee, or such other officer as is delegated by the Zonal Committee, may be invited to meetings of the Executive Committee at the sole discretion of the Executive Committee.

24.3 Financial Responsibility:

- (a) Any Zonal Committee desirous of opening a bank account must obtain prior approval from the Executive Committee.
- (b) Upon approval, operating guidelines for the bank account shall be given by the Executive Committee, including but not limited to, the selection of authorised signatories and limits from the Executive Committee who will co-sign together with the authorised Zonal Committee members.
- (c) All Zonal Groups are obligated to follow the operating procedures and regulations given by the Executive Committee, to provide annual financial accounts to the Executive Committee and to make their financial records available to the Treasurer, Executive Committee or the auditors within 3 months after the end of their financial year.

25. WINDING UP

- 25.1 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Hundred Dollars (\$100.00).
- 25.2 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be given or transferred to other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of

its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 9.2 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

26. CHEQUES, DRAFTS AND NOTES

26.1 In accordance with paragraph 18.1, all cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the Executive Committee may from time to time designate by resolution.

27. SIGNATURES

27.1 The signature of the President, First Vice-President, Second Vice-President, the Honorary Secretary or the Honorary Treasurer or any elected Executive Member of the Association hereof by resolution of the Executive Committee, may, if specifically authorised by resolution of the Executive Committee, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Association executed or issued by or on behalf of the Association. Any documents or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

28. FINANCIAL YEAR

28.1 Subject to ratification at the next Annual Meeting, The Executive Committee may from time to time by resolution establish the financial year of the Association.

DATED the day of 2011.

Seal

President

Honorary Secretary