



TRINIDAD AND TOBAGO THE COMPANIES ACT Chap 81:01

*A by-law relating generally to the conduct of the affairs of the non-profit company:*

**TRINITY DOMUS COMMUNITIES**

BE IT ENACTED as the general by-law of the TRINITY DOMUS COMMUNITIES (hereinafter called "the Company") as follows:

**1. INTERPRETATION**

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

(a) "Act" means the Companies Act, Chap 81:01 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Company 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 by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

(c) "by-laws" means any by-laws of the Company from time to time in force.

(d) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

(e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; 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 Company shall be at 17 Tangelo Drive, Perseverance Estate, Maraval, Trinidad and Tobago or such other in Trinidad and Tobago, or at any other address as the directors may fix from time to time by resolution.

**3. OBJECTS**

3.1 The objects of the Company and particular restrictions and obligations are listed in the Articles of Incorporation dated 19th September 2016 approved by the Registrar of Companies. Any amendment requires the approval of the Registrar of Companies. Any proposal for an amendment must be approved by the Directors subject to the agreement of at least 75% of the Members at a Meeting called for that purpose. This By Law is to be read and applied in conjunction with and in conformance to the said Articles of Incorporation and in compliance with the Companies Act, Chap 81:01.



3.2 The objects of the company are under-pinned with the core principles of Solidarity and Subsidiarity and related spiritual and moral values as described in the Statement of Principles and Policies as approved by the Board from time to time.

3.3 In furtherance of its Objects the Company shall establish on its own or in conjunction with others various funding facilities and trusts. Where such activities are governed by a Trust Deed or similar legal agreements with a third party the Board shall entrust fiduciary responsibility and management oversight to a Management Committee of Trustees and shall delegate powers suitable for that purpose and for management of the Company's investible funds for which the Committee shall be accountable to the Board.

#### 4. MEMBERSHIP

4.1 Membership in the Company is open to individuals and organisations including Corporations, Professional Associations and Civil Society Organisations which meet criteria as determined by the Board. The criteria for membership shall be consistent with the objects of the Company and with its Statement of Principles and Policies. Candidates for membership shall be elected by the directors who may delegate this power to a Committee.

4.2 Application for membership shall be made to the Secretary of the Company upon such form as the Directors shall from time to time prescribe including disclosures prescribed by regulatory agencies as required by Law and shall be supported by such evidence as may be required. The Secretary shall verify fit with the prescribed membership criteria and forthwith make a recommendation to the Board or to such membership or other Committee as the Board may authorise to review and approve applications.

4.3 Membership may be for different periods. Different rates of subscriptions as defined by the Board may be applied in the case of organisations which may nominate a prescribed number of representatives to act and vote on their behalf.

4.4 There shall be two classes of membership namely-

- (a) **Ordinary members**, being individuals over the age of eighteen years, organisations including limited liability companies, non-profit companies, professional associations and civil society organisations which meet the criteria for membership as determined by the Board of Directors.
- (b) **General members**, being those individuals, families, companies and organisations registered under the NPO Act 2019 which support the purposes and policies of the Company, are willing to be a contributor to or sponsor of various programmes and projects and who accept election as General members on the basis that their interests and objectives are consistent with the objects of the Company. A General Member is required to pay a minimum annual fee equivalent to 50% of the fee paid by Ordinary members. A General member shall have no voting or nominating rights and shall not be eligible to attend Annual General Meetings of the Company and shall not be eligible for election as Chairman or Vice-Chair or a director but otherwise shall enjoy all other membership rights. A General Member may at any time make any contribution to or sponsor any programme with or without on-going commitment. Any such contribution or sponsorship funds shall be held in the bank account for project funds to be applied directly to projects and programmes.



4.5 Persons who hold any of the following offices; namely Chairman, Vice-Chairman, Secretary, Executive Officer, Treasurer shall be ex officio members. An ex officio member unless he was a member in his own right at the time he became an ex officio member, shall cease to be a member when he ceases to hold the office by virtue of which he became a member.

4.6 Honorary members are those individuals who accept election by the directors as Honorary members upon the invitation of the directors in recognition of their work for the Company. An Honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Company and shall have no voting or nominating rights.

## **5. POWERS OF THE COMPANY**

5.1 The Company may receive monies in the form of fees, grants, loans, covenants or donations with the approval of the Board and shall raise funds for its purposes from various sources including social media subject to adequate controls and safe-guards to ensure integrity and transparency of funds.

5.2 The Directors of the Company may exercise all the powers of the Company to raise grants and other forms of funding locally and internationally and to charge assets available specifically to be used as security for any debt, liability or obligation of the Company.

5.3 The Company may hold land and buildings, enter into commercial transactions and do all such other things as are incidental or conducive to the attainment of its objects.

## **6. SUBSCRIPTIONS**

6.1 The annual or other periodic subscriptions for individuals and for other classes of membership shall be determined from time to time by the Board. Subscriptions shall be used for general administration, management and organisational expenses.

6.2 Annual subscriptions (except the first subscription of a new member) shall be payable in full on the anniversary date of subscription or such other date as may be prescribed by the Board. Members who have not paid their subscriptions within thirty (30) days of the due date shall be notified of the arrears and put on notice of delinquency stating that such member shall not have the right to vote at any meeting of the Members or to participate in any decision-making body or to be nominated or make nominations for any office until and unless all arrears are paid in full.

6.3 The entrance fee shall be such sum as the directors may from time to time determine.

## **7. CESSATION OF MEMBERSHIP**

7.1 Any member may withdraw from membership by giving fourteen (14) days' notice to the directors in writing to that effect and thereupon he shall cease to be a member.

7.2 If any member (who is liable to pay an annual subscription) shall fail to pay the same with six months after the same shall become due the directors may order his name to be struck off the list of members whereupon he shall cease to be a member of the Company.



7.3 If any member refuses or neglects to comply with the provisions of the by-laws or conducts himself in a way which in the opinion of the directors with just cause is or may be injurious to the Company, the directors shall immediately notify such member of their opinion and call upon him to respond within fourteen (14) days to be given an opportunity to be heard within that time failing which the directors will call upon him to resign. If such member when called upon to resign does not do so within fourteen (14) days of the receipt of such notice or request that he be given a further opportunity to be heard the directors may forthwith expel the member after a resolution for this purpose has been passed by a majority of two-thirds (67%) of the directors serving currently.

7.4 An individual to whom paragraph 7.3 of this by-law has been applied shall not thereafter be entitled to membership of the Company.

7.5 A member resigning or expelled under Section 7 shall not be entitled to any refund or repayment of subscriptions.

## **8. BOARD OF DIRECTORS**

8.1 The Company shall be governed by a board normally consisting of nine members. If the number of directors falls below five the directors shall immediately take steps to appoint directors to fill the vacancies. The first directors of the Company shall be those persons named in the Articles of Incorporation.

8.2 The operation of the Board and conduct of directors shall be governed by (a) The Board Mandate and (b) the Code of Conduct for directors approved by the Members at a General Meeting.

8.3 The Chair is responsible for the governance of the Board in accordance with the Board Mandate and the Code of Conduct for directors. Any two directors may in writing to (a) the Chair or to a Vice-Chair and (b) the Secretary request a discussion on any transgression of the Board Mandate or Code of Conduct and after ten (10) days the Secretary shall circulate an Agenda with details and convene a special board meeting for the purpose.

8.4 A director who has attained the age of 75 shall cease to be a director forthwith. No person may be nominated to serve on the Board or in any office if he has already attained the age of 72 at the time of nomination.

## **9. COMMITTEES**

9.1 **Management Committee of Trustees:** The Company shall have a Management Committee of Trustees, accountable to the Board, for the purposes detailed in 3.3. above with powers delegated in a mandate issued by the Board. The members of the Committee shall be five (5) persons including three (3) persons recommended by the Board and approved by a majority of Members at a meeting for that purpose or at any other meeting of Members and two (2) current directors appointed by the Board one of whom shall be the Treasurer and the other a Vice-Chair of the Company but not the Chairman. The two (2) current directors shall serve only so long as they are directors or until they are removed from the Committee by the Board.

9.2 **Standing Committees:** The Board shall appoint the members of four Standing Committees. Each Committee shall be chaired by a separate director or member elected by the Board based on suitability for the purpose. The Chair of each Committee shall nominate for approval of the Board the directors and members who shall serve on the Committee. The Board shall establish for each Committee a mandate setting out its purposes, terms of reference, powers, limitations and mode of reporting. Each Committee shall present to the Board annually its proposed goals, targets and plans.



- (a) **Communities Network and Programme Management** responsible for planning, execution and operational management of programmes and projects
- (b) **Public Education, Awareness and Training** responsible for raising the level of Public Education and Public Awareness in specified areas relevant to the Company's Mission and objectives
- (c) **Communications and Membership**
- (d) **Governance, Monitoring and Evaluation** (made up of two (2) directors (other than the Chairman or any officer of the Company) and one Ordinary Member or a Non-Member recommended by this Committee and appointed by the Board.

9.3 **Audit Committee:** In accordance with the Act, the Board shall appoint an Audit Committee made up of two directors and at least one Ordinary member with suitable expertise. The Committee shall be empowered to obtain independent advice in carrying out its work. The mandate of the Committee shall include evaluation of internal control, review of financial, reputational and operating risk and establishment of an auditor rotation policy.

9.4 The board shall appoint a **Nominations Committee** of three persons who shall meet quarterly for the purpose of ensuring for the continuity of the company that a list of suitable candidates is available for election to the board not later than nine months after each Annual General Meeting. It shall be the responsibility of this Committee to consult with members to develop the list and to screen candidates based on criteria set by the Board. The term of office for members of this Committee shall be a minimum of three years or such longer periods as determined by the Board.

9.5 The directors may from time to time as and when deemed necessary appoint ad hoc committees for specific purposes (other than the purposes of the Standing Committees) consisting of such number of directors or members as may be required for the purposes.

9.6. The Board may in its discretion appoint each year a group of any three or more Past Chairmen (or other suitable members) to advise the Board in confidence on policy matters in response to requests made in writing by the Board to this group as a whole.

9.7 Each Committee shall be governed by the Code of Conduct for directors, its mandate and terms of reference provided by the Board and by its own Rules of Procedure as agreed among its members. Unless otherwise determined by the directors, three (3) members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

## 10. OFFICERS OF THE COMPANY

10.1 The officers of the Company shall consist of a Chair, two Vice-Chairs (one of whom shall be designated First Vice-Chair), an Executive Officer, a Treasurer, a Secretary and if appointed by the Board, a Chief Financial Officer.

- a) The Chair shall be an ordinary member of the Company and shall be elected at the Annual General Meeting of the Company. The term of office of the Chair shall be three years from date of election subject to re-election for a further term of three years but no person elected as Chair shall serve in that office for more than two consecutive terms of three years or be eligible for election to any other office until two years after the expiry of the last term in the office of the Chair.
- b) The Vice-Chairs shall be ordinary members of the Company and shall be elected at the Annual General Meeting of the Company. Their term of office shall be two years from date of election subject to re-election for a further term of two years. No person elected as Vice-Chair shall serve in that office for more than two consecutive terms of two years but shall be eligible for election to any other office.



- c) The Board shall appoint suitably qualified persons to be the Executive Officer, the Treasurer, the Secretary and if required by the Board, a Chief Financial Officer subject to prior agreement with the Governance, Monitoring and Evaluation Committee on selection criteria, recruitment process and terms of employment
- d) The Board shall appoint a Treasurer among its members and shall from time to time determine the duties, functions, authorities and term of office
- e) The Executive Officer shall be appointed by the Board on the basis of a job profile, selection criteria, a recruitment process and on terms of employment agreed previously with the Governance, Monitoring and Evaluation Committee.

**10.2 The Chairman:** The Chairman shall be a non-executive Chairman responsible for

- (a) the operation of the board as an oversight body
- (b) promoting the image and reputation of the Company and building partnerships and alliances
- (c) promoting teamwork and co-ordination to ensure the continuity of the Company as an effective organisation.

The Chairman shall have such non-executive or executive authority as delegated in writing by the Board and shall perform such duties assigned to the office by the Board to pursue the purpose of the Company as may be required from time to time. When present, the Chairman shall preside at all meetings of the directors and members and is responsible for the organisation and management of Board Meetings.

**10.3 The First Vice–Chair:** The first Vice–Chair shall be vested with all the powers and shall perform all the duties of the Chair in the event of the Chairman's unavailability, absence or disability or refusal to act as determined and declared by the Board. The first Vice–Chair shall have such powers and duties as may from time to time be assigned to him by the directors.

**10.4 The Second Vice-Chair** shall be responsible for overseeing the operations and administration of the Company and shall be vested with authority delegated by the Board for the purpose of carrying out those and other functions of the office including the functions of Treasurer if that office is vacant.

**10.5 The Secretary:** The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books of the Company and the documents and registers referred to in section 177 of the Companies Act, 1995 and shall perform such other duties or functions as the directors may require.

**10.6 The Executive Officer:** The Executive Officer shall carry out the authority delegated to him/her by the directors to manage and direct the business and affairs of the Company (except such matters and duties as by law must be transacted or performed by the directors or by the members in general meeting) on such terms and conditions and restrictions as the directors may prescribe from time to time. The Executive Officer shall conform to all lawful orders given by the board of directors through the Chairman or Vice-Chair or such other directors as authorised by the Board. The Executive Officer shall provide to the Board of Directors or any such directors or directors authorised by the Board all information they may require regarding the affairs of the Company.

**10.7 The Chief Financial Officer:** The Chief Financial Officer acting in a fiduciary capacity shall act as the financial manager and advisor to the Treasurer and to the Board and shall perform the duties required of a financial manager including compliance with laws and regulations, conformance with financial agreements, integrity of financial transactions, responsibility for the financial statements presented for audit, development and maintenance of systems of internal accounting controls and information management and such other duties and responsibilities as the directors may direct.



10.8 **The Chair or if the Chair** is unavailable the two Vice-Chairs may convene a meeting of the Executive Officer and the four Standing Committee Chairs as an executive committee to deal with important matters which require urgent consideration to determine action to be recommended to the Board or action to be taken urgently on behalf of the Board. The quorum for an executive committee meeting shall be three of which at least two must be comprised of (a) the Chairman and a Vice-Chair or (b) the two Vice-Chairs. Minutes of such meetings must be circulated immediately after the close of the meeting.

10.9 In the case of a casual vacancy in any of the offices, the directors shall appoint one of their number to fill such casual vacancy until the next Annual General Meeting if a suitably qualified director is available failing which the directors may appoint a suitably qualified member.

10.10 In the case of the absence or inability to act of the Chair or the first Vice-Chair or the second Vice-Chair or any other officer of the Company or for any other urgent reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the Board of Directors concur therein.

## 11. DIRECTORS

11.1 The directors of the Company shall be:

- (a) the Chair and Vice-Chairs (elected by the Members)
- (b) such number of other ordinary members of the Company as required as fixed in paragraph 8.1 hereof who may be elected at the Annual General Meeting of the Company.
- (c) Those persons named as the first directors in the Articles of Incorporation documents for the term of office prescribed in paragraph 11.6.
- (d) supernumerary members appointed by the directors pursuant to paragraph 11.9 hereof.

11.2. The Nominations Committee shall propose to the Board and second candidates it has screened and in so doing shall take into account reputation for integrity and trust, relevance of experience and skills and other attributes required to fill designated board positions including offices. Candidates for election as a director may also be proposed by two members and seconded by at least two other members entitled to vote at general meetings of the Company provided the proposal includes verified information for assessment by the Nominations Committee. No member may propose or second more than one nomination.

11.3 If a casual vacancy occurs, other than in any of the offices, the directors may in their discretion appoint a suitable ordinary member of the Company to fill the vacancy.

11.4 **Powers:** The affairs of the Company shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the by-laws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a general meeting of the Company.



11.5 **Qualification:** A director shall be an ordinary member of the Company.

11.6 **Term of office:** At each Annual General Meeting (subsequent to the first meeting) one-fourth of the members of the Board of Directors inclusive of officers shall retire annually based on seniority of service but shall be eligible for re-election if qualified. The term of office of Directors beginning from the date of their election shall be separated into three (3) classes.

**Directors of the first class**

One-fourth of the members of the Board of Directors shall be directors of the first class. The initial term of office of directors of the first class shall expire one (1) year from the date of their election but they shall be eligible for reelection.

**Directors of the second class**

One-fourth of the members of the Board of Directors shall be directors of the second class. The initial term of office of directors of the second class shall expire three (3) years from the date of their election but they shall be eligible for reelection.

**Directors of the third class**

One-half of the members of the Board of Directors shall be directors of the third class. The initial term of office of directors of the third class shall expire six (6) years from the date of their election but they shall be eligible for reelection.

Directors shall take office immediately following the close of the annual meeting at which they are elected.

11.7 **Removal from office:** The members of the Company may, by ordinary resolution at a special meeting, remove any director from office provided he has been suitably notified and given adequate prior opportunity to be heard by the Governance, Monitoring and Evaluation Committee of the Board or by a panel of two independent professionals appointed by the Board.

11.8 **Vacancy filled:** A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office. If the vacancy is not filled under paragraph 11.8, it may be filled by the directors.

11.9 The directors may appoint any member of the Company to be a supernumerary director for any period, not exceeding its term of office, in its absolute discretion. Such member shall not be entitled to vote at meetings of the directors.

11.9.1 A director elected or appointed pursuant to paragraph 11.8 holds office for the unexpired term of his predecessor.

11.10 **Remuneration:** The directors, other than by an employment contract, shall serve without remuneration but may receive a stipend if approved at a General Meeting. No director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable direct expenses incurred by him in the performance of duties as approved by the Board.

11.10.1. Notwithstanding 11.10 the Board may approve the payment of fixed commuting, telephone and other expense allowances to a director or member in the office of Secretary or acting temporarily as Executive Officer if the board has approved such payments and the officers have agreed to serve for a fixed number of hours every week or month based on a schedule of duties.





11.1 **Vacating of office:** The office of a director of the Company shall be vacated

- (a) if by notice in writing he resigns his office;
- (b) if he ceases to be a member of the Company;
- (c) if he does not attend four consecutive meetings of the directors, unless the directors otherwise determine due to cause;
- (d) if he is removed from office in accordance with paragraph 11.7;
- (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
  - if he is found to be a lunatic or becomes of unsound mind;
  - if he is convicted of any criminal offence;

## 12. MEETINGS OF DIRECTORS

12.1 **Place:** Meetings of the directors and of any committee of the directors may be held either at the registered office or at any other place within or outside Trinidad and Tobago.

12.2 **Convener:** A meeting of directors may be convened by the Chair, any of the Vice-Chairs, or any two directors at any time and by direction of any such officer or any two directors the Secretary shall convene a meeting of directors.

12.3 **Notice:** The notice of any meeting of the directors shall specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 15.1 hereof not less than three days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting of the directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12.3.1 It shall not be necessary to give notice of a meeting of the directors to a newly elected or appointed director for a meeting held immediately following the election of directors by the members or the appointment to fill a vacancy among the directors.

12.3.2 Meetings of the directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meetings or any irregularity in any meeting or the notice thereof may be waived by any director.

12.4 **Quorum:** The quorum for the transaction of business shall be the lesser of (a) one director plus half of the currently serving directors and (b) four directors present throughout the meeting. Notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of directors unless a quorum is present.

12.4.1 A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to speak and to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.



**12.5 Voting:** All matters on the agenda and all questions arising at any meeting of the directors shall be decided by a simple majority of votes confirmed at the time of the decision by the Secretary and minuted accordingly. The directors and officers of the Company may act on or execute any decision of the Board so minuted. Any director may call for a vote on any matter. In case of an equality of votes, the Chair of the meeting in addition to his original vote shall have a second or casting vote.

**12.6 Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors is as valid as if it had been passed at a meeting of the directors or any committee of the directors.

### **13. STAFF**

13.1 The Company shall appoint such staff as is required for the attainment of its purpose and the staff shall be paid remuneration agreed by the Board of Directors.

13.2 No member of the Board of Directors may be appointed a member of staff without the prior informed consent and approval of the members at a meeting of the members held for the purpose or at any other meeting.

### **14. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

14.1 No director or officer of the Company shall be liable to the Company for –

(a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;

(b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;

(c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested;

d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;

(e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

14.2 Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.

14.3 The directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name, or on behalf, of the Company, except such as are submitted to and authorised or approved by the directors.



14.4 If any director or officer of the Company is employed by or performs services for the Company otherwise than as a director or officer or is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Company, the fact of his being a member, director or officer of the Company shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## 15. MEETINGS OF MEMBERS

### 15.1 Annual General Meetings

(a) Subject to the provisions of section 109 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine. It shall be held at any place within Trinidad and Tobago. The agenda shall include a report on activities, an evaluation of the impact of the Company's services, financial statements which provide adequate accounting disclosures for programmes and projects and the appointment of auditors.

(b) Nominations for election to the Board of Directors can only be accepted if they are received by the Secretary not less than seven days before the date set aside for the Annual General Meeting. No member may propose or second more than one nomination.

**15.2 Special General Meetings:** In addition to the Annual General Meeting the Company shall hold a General Meeting of Members at least once per annum. Other Special General Meetings of the members may be convened by order of the Chairman, the Vice-Chairman or by the directors at any date and time and at any place within Trinidad and Tobago.

15.2.1 The directors shall, on the requisition of five percent of the members of the Company that have a right to vote at the meeting requisitioned, forthwith convene a meeting of members, and in the case of such requisition the following provisions shall have effect:

(a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;

(b) if the directors do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;

(c) unless subsection (3) of section 133 of the Act applies, the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen days from the deposit of the requisition;

(d) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions 5 and 6 of Part III of the Act.



**15.3 Notice:** A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend such meeting, on each director and on the auditor of the Company in the manner specified in paragraph 15.1 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.

**15.4 Waiver of Notice:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**15.5 Omission of Notice:** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

**15.6 Votes:** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and, if the articles so provide, in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

15.6.1 At every meeting at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the articles, have one vote.

15.6.2 At any meeting unless a ballot is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

15.6.3 When the Chairman and the Vice-Chairman are absent, the persons who are present and entitled to vote shall choose another director as chairman of the meeting; but if no director is present or all the directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairman.

15.6.4 A ballot may, either before or after any vote by a show of hands, be demanded by any person entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

**15.7 Proxies:** Votes at meetings of members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of members of the company.

15.7.1 A proxy shall be executed by the member or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.



15.7.2 A person appointed by proxy need not be a member.

15.7.3 Subject to the provisions of Part V of the Regulations, a proxy may be in the following form:

The undersigned member of the TRINITY DOMUS COMMUNITIES hereby appoints ----- of -----  
--- or failing him ----- of ----- as the nominee of the undersigned to attend and act for the  
undersigned and on behalf of the undersigned at the meeting of the members of the said Company to be held on the  
day of and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same  
powers as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this      day of    20\_\_ .Signature of member

**15.8 Adjournment:** The chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before, or dealt with at, the original meeting in accordance with the notice calling the same may be brought before, or dealt with at, any adjourned meeting for which no notice is required.

**15.9 Quorum:** Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be thirty (30) members of the Company present in person or by proxy, each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within thirty minutes of the time fixed for a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. The form of proxy shall be in the usual form or in such other form as the Directors may approve.

**15.10 Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 132 of the Act, as valid as if it had been passed at a meeting of the members.

## 16. VOTING IN OTHER COMPANIES

16.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Company may be voted at any and all meetings of shareholders, debenture holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the directors of the Company shall from time to time determine. The officers of the Company may for and on behalf of the Company from time to time -

- (a) execute and deliver proxies; and
- (b) arrange for the issuance of voting certificates or other evidence of the right to vote,

in such names as they may determine without the necessity of a resolution or other action by the directors.



## NOTICES

**16.1 Method of giving notice:** Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any member, director or auditor may be delivered personally or sent by prepaid mail or cable or telex or telefax or electronic mail to any such person at his latest address as shown in the records of the Company and to any such director at his latest address as shown in the records of the Company or in the latest notice filed under section 71 or 79 of the Act, and to the auditor at his business address.

**16.2 Waiver of notice:** Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**16.3 Undelivered notices:** If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Company in writing of his new address.

**16.4 Signature of notices:** The signature of any director or officer of the Company to any notice or document to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**16.5 Computation of time:** Where a notice extending over a number of days or other period is required under any provisions of the articles or the by-laws, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

**16.6 Proof of service:** Where a notice required under paragraph 15.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 15.1 hereof, service shall be deemed to be at the time of delivery of such notice.

**16.6.1** Where such notice is sent by post, service of the notice shall be deemed to be effected one week after posting if the notice was properly addressed and posted by prepaid mail.

**16.6.2** Where the notice is sent by cable or telex or telefax or electronic mail, service is deemed to be effected on the date on which the notice is so sent.

**16.6.3** A certificate of an officer of the Company in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

## 17. CHEQUES, DRAFTS AND NOTES

**17.1** 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 directors may from time to time designate by resolution.



## 18. EXECUTION OF INSTRUMENTS

18.1 Contracts, documents or instruments in writing requiring the signature of the Company may be signed by:

- (a) the Chairman or the Vice-Chairman together with the Secretary or the Treasurer; or
- (b) any two directors, and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorisation or formality.

The directors shall have power from time to time by resolution to appoint any officers or persons on behalf of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

18.1.1 The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 17.1.2 hereof.

18.1.2 Subject to section 138 of the Act, the Chairman or the Vice-Chairman together with the Secretary or the Treasurer; or any two directors, shall have authority to sign and execute (under the seal of the Company or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants, or other securities.

## 19. SIGNATURES

19.1 The signature of the Chairman, any of the Vice-Chairmen, the Secretary, the Treasurer or any director of the Company or of any officer or person, appointed pursuant to paragraph 17.1 hereof by resolution of the directors may, if specifically authorised by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document 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.

## 20. FINANCIAL YEAR

20.1 The directors may from time to time by resolution establish the financial year of the Company.

## 21. AMENDMENT TO BY-LAW

21.1 These rules may be amended only at an Annual General Meeting or at a Special General Meeting called for the purpose.

Dated this 18<sup>th</sup> day of May 2020

Corporate Seal

A handwritten signature in black ink, appearing to read 'A. Jaganathan', written over a horizontal line.

Director

A handwritten signature in black ink, appearing to read 'S. Menon', written over a horizontal line.

Director