

Bylaws of the Rotary Club of Princes Town, Trinidad and Tobago

BE IT ENACTED *as a general bylaw of the* ROTARY CLUB OF PRINCES TOWN TRINIDAD AND TOBAGO (*hereinafter called "the Club"*) as follows:

Article 1 Definitions

In this bylaw and all other bylaws of the Club, unless the context otherwise requires:

1. **Board:** the Board of Directors of the Club.
2. **Constitution:** Rotary International's Standard Rotary Club Constitution.
3. **Director:** ~~a member of the Club's Board of Directors.~~ **A Director on this club's Board.**
4. **Member:** a member, of the Club, other than an honorary member
5. **RI:** Rotary International.
6. **Year:** the twelve-month period that begins on 1 July.
7. **Act:** the Companies Act, Ch. 81:01 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the bye-laws of the Club to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.
8. **Bylaws:** ~~any bylaw of the Club from time to time in force.~~ **The bylaws of this club.**
9. **Regulations:** any regulations made under the Act, and every regulation substituted therefore and, in the case of such substitutions, any references in the bylaws of the Club to provisions of the Regulations shall be read as references to the substituted provisions therefore in new regulations;
10. **Quorum:** The minimum number of participants who must be present when a vote is taken: one – third of the club's members for club decisions and a majority of the directors for club board decisions.
11. All terms contained in the bylaws and defined in the Act or the Regulations shall have the meanings given to such terms on the Act or the Regulations.
12. **Satellite Club:** **A potential club whose members shall also be members (where applicable) of a club.**
13. **In writing:** **A communication capable of documentation, regardless of the method of transmission.**

Article 2 Registered office

- 1.1 The Registered office of the Club shall be in Trinidad and Tobago at such address as the directors may fix from time to time by resolution.

1.2 The Club shall in its operations/management be bound by these bylaws and amendments thereto together with Rotary International's Standard Club Constitution and shall be deemed to be admitted to Membership in Rotary International as a continuance of the membership of Rotary Club of Princes Town Trinidad and Tobago under Certificate from Rotary International dated 07th May 1993 as acknowledged by Marni Nixon on behalf of Rotary International.

Article 3 Board

The governing body of this Club shall be the board of directors consisting of twelve (12)¹ members of this Club, namely the president, president-elect who shall act as vice president, secretary, treasurer, assistant treasurer², sergeant-at-arms, the immediate past president and five (5) directors elected in accordance with article 3 4, section 1, of these bylaws.

Article 4 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer/President shall ask for nominations by members of the Club for president, secretary, treasurer, assistant treasurer³, sergeant-at-arms and five (5) directors. The board of directors shall identify the date of election and appoint an Election Committee not less than one (1) month prior to elections. The Election Committee shall be responsible for the preparation and presentation of the nomination and election documents to members as well as ensuring that the procedures for nomination and elections are adhered to. The procedures for nomination and elections are as follows:

- A proposing member/nominator must seek the approval from his nominee, such nominee to be a member of at least two 2 years membership in good standing or a member of less than two (2) years membership in good standing as the board of directors in its sole discretion approves based on the member's qualifications, experience and demonstrated commitment to the Club.
- Upon acceptance of a nomination by the nominee, the nominee shall sign the nomination form in the presence of a member as witness and return the same to the nominator.

¹ Included by amendment of 26th November 2014

² Included by amendment of 26th November 2014

³ Included by amendment of 26th November 2014

⁴ "but at least one year" deleted by amendment of 24 May 2017

- The nominator must submit the nomination form to the Elections Committee at least fourteen (14) days before the Election Date; At least 1 week prior to the election date, the Elections Committee to compile and present the list of candidates to the membership.
- The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.
- The candidate who receives a majority of votes for each office is declared elected to that office.
- The candidate for president elected in such balloting shall be president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 3 – If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4 – If any officer-elect or director –elect vacates a position, the remaining members of the board elect will appoint a replacement.

Section 5 – In the case of the absence, or inability to act, of the President, the Vice President or any other officer of the Club or for any other reason that the directors may deem sufficient, the director 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.

Section 6 – The terms of office for each role shall be as follows:

President – one year

President –Elect – one year

Treasurer – one year

Secretary – one year

Sergeant –at-arms – one year

Director – one year

Article 4(A) Duties of Officers

Section 1- *President.* It shall be the duty of the president to preside at meetings of the Club and the board and to perform other duties as ordinarily pertain to the office of president and he/she shall have such other powers and duties as may from time to time be assigned to him/her by the directors.

Section 2 – *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3- *President-elect.* It shall be the duty of the president-elect to prepare for his/her year in office, serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *Vice President.* It shall be the duty of the vice-president to preside at meetings of the Club and the board in the event of the president's absence or disability or refusal to act and to perform other duties as ordinarily pertain to the office of vice-president he shall have such other powers and duties as may from time to time be assigned to him/her by the directors.

Section 5- *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of Club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for members and prorated dues for active members who have been elected to membership in the Club and reports on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to district governor within fifteen (15) days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Club and the documents and registers referred to in Section 177 of the Act and shall perform such other duties as the directors require of him/her.

Section 6 – *Treasurer.* It shall be the duty of the treasurer to have care and custody of all funds and securities of the Club and shall deposit the same in the name of the Club in such bank or banks or with such depository or depositories as the directors may direct, accounting for it to the Club annually and at other time upon demand by the board, and to perform other duties as pertains to the office of treasure or as the directors may require

of him. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other Club property.

Section 6(a)- Assistant Treasurer. The assistant treasurer shall take office on 01 July immediately following election and shall serve as an Assistant to the Treasurer during that Year. At the end of that Year the Assistant Treasurer shall take office on 01 July and shall serve for a period of one (1) year as Treasurer.

Section 7 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Section 8 – Directors. A director shall attend Club and Board meetings and the President shall appoint from amongst the directors the Chairs to the various avenues of service as well as to the Rotary Foundation Committee.

Article 4(B): Directors

Section 1 – Removal from office: The members of the Club may, by ordinary resolution at a special meeting, remove any director from office.

Section 2- 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.

Section 3- If the vacancy is not filled under the preceding Section, **it may be filled by the directors.**

Section 4- A director elected or appointed pursuant to Article 4(B) Sections 2 & 3 holds office for the unexpired term of his predecessor.

Section 5- Remuneration: The directors shall serve without remuneration and no director shall directly or indirectly receive profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

Section 6- Vacating office – The office of a director of the Club shall be vacated-

- i. If by notice in writing he resigns his office;
- ii. If he ceases to be a member of the Club;

⁵ Included by amendment of 26th November 2014

- iii. If he does not attend four consecutive meetings of the directors, unless the directors otherwise determine;
- iv. If he is removed from office in accordance with Article 4(B) Section 1.
- v. If he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
- vi. If he is found to be a lunatic or is of unsound mind;
- vii. If he is convicted of any criminal offence involving fraud or dishonesty.

Section 7 – For the protection of Directors and Officers:

- i. No director or officer of the Club shall be liable to the Club 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 Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club;
 - c) Any insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club 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 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Club;
 - f) 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;
 - g) 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 Club and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- ii. 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.

- iii. The directors for the time being 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 Club, except such as are submitted to and authorized or approved by the directors.
- iv. If any director or officer of the Club is employed by or performs services for the Company otherwise than as a director or officer or is member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Club, the fact of his being a member, director or officer of the Club 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.

Section 8- Membership- A member who is active and in good standing is permitted to propose prospective members to any Rotary club, Satellite club, or Rotaract club whereas the club's approval process will continue to apply.

- Rotaractors are permitted to be members of Rotary International Committees

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held on the last Wednesday in the month of November in each year and in any event not later than 31 December, at which time the election of officers and directors to serve for the next Rotary year shall take place. All members shall be entitled to vote at the annual meeting and votes at the annual meeting may be given either personally or by proxy. A proxy shall be executed by the member or his person authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof. A person appointed by proxy need not be a member. The proxy shall be in the form set out in Schedule 1 herein.

Section 2 – The regular meetings of this Club shall be held on the 2nd, 3rd and 4th Wednesdays of each calendar month at 7:00 p.m.⁷ except for the month of December during which month the regular meetings would take place the 1st, 2nd and 3rd weeks in the month of December⁸

Reasonable-notice of any change or cancellation of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to the standard Rotary Club

⁶ Change of number of regular meetings per month by Amendment of 15th June 2016 effective 01st July 2016

⁷ Change of time by Amendment of 25th May 2016

⁸ Change of meeting dates in December by Amendment of 7th December 2016 effective January 2017

constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or any other Rotary Club or Satellite Club, or as otherwise provided in the standard Rotary Club constitution, article 12⁹, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4 – Regular meetings of the board shall be held on the first week of each month and in any event monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, reasonable notice having been given no less than one (1) week prior to the date of the special meeting. Meeting of 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.

- i. ¹⁰The Club Secretary after review by the President shall as soon as practicable electronically publish to the membership the relevant decisions of the Board as agreed by the Board for publication; such publication shall be kept strictly confidentially to members of the Club.
- ii. The time for objecting to a decision of the Board on any issue shall be within (4) days of the publication of the Board's decision, unless expressly stated to be otherwise in the Constitution & Bylaws in which instance the time set out in the Constitution & Bylaws shall prevail. Any objection under this provision shall be in writing and submitted to the Secretary.
- iii. On receipt of an objection the Secretary shall communicate the same electronically to the general membership and the said objection shall be heard and voted upon at the regular meeting of the Club following the publication of the objection by the Secretary, unless further time for voting is agreed upon by a majority of the members present and entitled to vote at the meeting. The objection shall be upheld on receipt of a majority of votes at the regular meeting.

⁹ Amendment of 26th October 2016

¹⁰ Changes as to communication of board decisions and objection period Section 4(i), (ii) and (iii) by Amendment of the 15th June 2016 effective 01st July 2016

Section 5 – A majority of the directors shall constitute a quorum of the board for the transaction of business and, notwithstanding any vacancy among the directors, a quorum may exercise all powers of the directors. No business shall be transacted at a meeting of directors unless a quorum is present.

Section 6 – 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 hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

Section 7 – Questions arising at any meeting of the directors shall be decided by a majority of votes. In the case of equality of votes, the President in addition to his original vote shall have a second or casting vote.

Section 8 – Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this bylaw 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.

Section 9– Board Meetings. Within thirty (30) days after all Board Meetings, written board minutes should be available to all members.

Article 6 **Types of Membership**

Section 1. In keeping with Rotary International's guidance, in an effort to attract new members and to allow further membership flexibility: it is proposed to have the following types of membership in our club:

1. Regular membership - whereby fees, dues, attendance requirements remain the same
2. Honorary Membership - as outlined in the Manual of Procedure
3. Satellite Club Members: Members of a satellite club of this club shall be members of a club until the satellite club is admitted to Rotary International membership as a Rotary Club.
4. Special Membership categories:

Section 2. The different types of special membership includes:

1. Family Membership
2. Friendship Membership
3. Corporate Membership

4. The Young Leaders plan

Section 2(1). Family membership: in this category the relative of a member who has shown great commitment and dedication to Rotary is invited to join the club subject to the following conditions:

- Admission fee is reduced by 50% to \$250.00
- Rotary International dues remain the same
- District dues remain the same.
- Attendance Requirements: Attendance for this type of membership can be made up by attendance to Rotary events and/or projects and at least one club meeting per month.
- Dinner dues are paid when the member attends a club meeting.

Section 2(2). Friendship Membership: in this category, 2, 3, or more friends up to 5 can join the Club subject to the following condition conditions:

- Admission fees for each remains at \$500.00. This could be paid in 2 or 3 instalments in a year.
- Rotary International dues remain the same.
- District dues remain the same.
- No attendance requirements at meetings. They pay no dinner dues. They must attend club projects/activities and can attend a club meeting at any time. Dinner dues are paid when the member attends a club meeting.
- This type of membership is limited for two (2) years in the first instance and is renewable.

Section 2(3). Corporate Membership: in this category, the company's Chief Executive Officer or General Manager is invited to join the club subject to the following conditions:

- Admission fee is the same \$500.00.
- Rotary International dues remain the same.
- District dues remain the same.
- Attendance will be counted if someone or any Chief Executive Officer or General Manager himself attends a club meeting and/or nominates a person to attend on his behalf. Requirements are the same as those of a regular member.
- Corporate Membership will not be billed dinner dues for meetings at which they do not attend.

Section 2(4). The Young Leaders plan: in this category, the Club encourages young professionals 35 years or younger to join the Club subject to the following conditions:

- Admission fee is reduced by 50% to \$250.00.
- Rotary International dues remain the same.
- District dues remain the same.
- The person must attend at least two (2) meetings and attend club projects.
- The member must bring in another member within twelve (12) months subsequent to their induction in the club to retain their status as a Young Leader.

Section 3. Prohibited Dual Membership– No member shall simultaneously be:

- a. Belong to this and another club other than a satellite of a club, or
- b. Be an honorary member in this club

Section 4. Duration of Membership- Automatic Termination- Membership shall automatically terminate when a member no longer meets the membership qualifications.

Section 4(1). Re-joining: When a member in good standing has their membership terminated, that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.

Section 4(2). Termination of Honorary Membership- Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The Board may revoke honorary membership at any time.

Section 5. Diversity, Equity and Inclusion- It is the duty of all members to uphold the DEI Code of Conduct, at Schedule 2 towards being considerate and contribute to a collaborative, positive, and healthy environment in which all are respected and valued and are expected to:

- a. Use respectful language
- b. Be supportive
- c. Foster an inclusive and welcoming environment
- d. Celebrate diversity

Section 6. Place of Work or Business– Membership is permitted regardless of place of residence or business and is not restricted to the local, regional or international locality of the club.

Article 7 **Fees and Dues**

Section 1 – The admission fee shall be TT\$500.00, non-refundable, to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary Club constitution, article 14¹¹

Section 2 – Annual club dues are [redacted]. They are paid as follows: [redacted]. Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, dinner dues and any other Rotary or district per capita assessment. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Commented [AB1]: 2022-2023: USD 35.50
2023-2024: USD 37.00
2024-2025: USD 39.25
2025-2026: USD 41.00

Article 8 **Method of Voting**

The business of the Club shall be transacted by voice vote or a show of hands except the election of officers and directors, which shall be conducted by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote or a show of hands.

Article 9 **Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the Club, The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing committees shall be appointed as follows:

- Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members. This committee shall endeavour with the support of all members to build a well-

¹¹ Amendment of 26th October 2016

balanced membership that celebrates diversity, equity, and inclusion and is prohibited from denying an individual membership due to gender, race, colour, creed, national origin, or sexual orientation.

- **Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the Club.
- **Community Service by Striving for Positive Peace Projects**
This committee should develop and implement educational, humanitarian, vocational, community and international service projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee may from time to time recommend the founding of new Interact and Rotaract clubs and is charged with the duty to ensure that all Rotaract and Interact clubs endeavour to build a well-balanced membership that celebrates diversity, equity, and inclusion and is prohibited from denying an individual membership due to gender, race, colour, creed, national origin, or sexual orientation.
- **Audit Committee**
 - i. This committee shall be responsible for the preparation, filing and storage of the audited financial statements and shall maintain authority, composition and independence for a period of three years.
 - ii. The audit committee shall comprise of the current President, Immediate Past President, President Elect and Treasurer.

Additional ad hoc committees may be appointed by the board as needed.

- a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership.
- b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his year. In declaring the duties of each, the president shall make reference to appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 Leave of Absence

Section 1 – Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time in accordance with Article 12¹² Section 3 of the Constitution. Good and sufficient cause does not include vacation time away from the country or work constraints.

Section 2 – Exemptions for the payment of dinner dues would be granted on the basis of a member's Leave of Absence approved by the Board or on presentation of proof by the member of a makeup (including e-

¹² Amendment of 26th October 2016

makeup) where the member paid dinner dues or made a contribution in excess of \$10.00 USD to the makeup Club.

Section 3 – Where a member is unable to attend a meeting by reason of absence from Trinidad and Tobago or while being within Trinidad and Tobago is at seas or otherwise by reason of an emergency in relation to his employment unable to attend such member may within the month of such absence(s) make application to the Board for a waiver of the dinner dues payable by him with respect to such absence.

Section 4- Excused Absences- A member's absence shall be excused if:

- a. The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance and only these requirements are taken into consideration.

Article 12 **Finances**

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all Club funds in a bank designated by the board, divided in two ~~Parts~~ accounts: one for club operations and one for service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer and approved by two other officers or directors.

Section 4 – A qualified person, appointed by the board, shall conduct a thorough annual review of all financial transactions for the previous rotary year.

Section 5 – Officers having charge or control of Club funds shall give a bond as required by the board for the safe custody of the funds of the Club, cost of the bond to be borne by the Club.

Section 6 – The fiscal year of the Club is from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Article 13 **Method of Electing Members**

Section 1 – The name of a prospective member, proposed by an active member of the Club, shall be submitted to the board in writing, through the Club secretary. A transferring or former member of another Club may also be proposed for membership by the former Club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 – The board shall ensure that the candidate meets all of Rotary’s membership requirements.

Section 3 – The board shall approve or reject the candidate’s membership within 30 days of its submission, and shall notify the proposing member, through the Club secretary, of its decision.

Section 4 – If the board approves the candidate’s membership, the prospective member is invited to join the Club, educated about Rotary and membership requirements and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the Club.

Section 5 – If no member of the Club submits a written objection including reasons for the objection, to the Board within seven (7) days after the Club is notified of the prospective member, that person, upon payment of the admission fee as prescribed in these bylaws and on signing the Club’s guarantee form and other requisite documents, is considered to be elected to membership. If an objection has been filed with the board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 – Following the election, the president shall arrange for the new member’s induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member’s assimilation to the Club as well as assign the new member to a Club project or function.

Section 7 – The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the board.

Article 14 **Resolutions**

Any resolution or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at the club meeting, they shall be ~~sent~~ sent to the Board without discussion.

Article 15 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular Club meeting. Changing the Club bylaws requires that written notice be sent to each member ten (10) days before the meeting, ~~that~~ having a quorum be present for the vote, and ~~that~~ having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 17 Execution of instruments

Section 1 – Contracts, documents, instruments in writing including Deeds or 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 requiring the signature of the Club may be signed and executed by:

A: the President together with the Secretary or the Treasurer; or

B: any two directors,

and the aforementioned so signed and executed shall be binding upon the Club without any further authorization or formality. The directors shall have power from time to time by resolution to appoint any officers or persons on behalf of the Club either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

Section 2: The common seal of the club may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in Section 1 of this bylaw.

Section 3: Signatures:

The signature of the President, the Secretary, Treasurer or any director of the Club or of any officer or person, appointed pursuant to Section 1 of this bylaw by resolution of the directors may if specifically authorized 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 Club executed or issued by or on behalf of the Club.

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 has 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.

Article 18 – Any article which is out of harmony with the Standard Rotary Club Constitution, RI Constitution, RI Bylaws and the Rotary Code of Policies shall be void and of no effect. In this bylaw the masculine includes the feminine.

<p>Schedule 1 PROXY</p> <p>The undersigned member of the Rotary Club of Princes Town Trinidad and Tobago HEREBY APPOINTS of or failing him, of as nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the annual meeting of the members of the said Company to be held on the day of 20 ...</p>
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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 adjournment thereof.

Dated this theday of....., 20.....

.....

Signature of member

Dated..... August, 2023

.....
Andrea Bhagwandeem
President

.....
Wendy Ann Joseph
Secretary

