

**The Companies Act 1995**

**Bylaw No. 1**

**A bylaw relating generally to the conduct of the affairs of:**

**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:** means the Board of Directors of the Club.
2. **Constitution:** means Rotary International's Standard Rotary Club Constitution.
3. **Director:** means a member of the Club's Board of Directors.
4. **Member:** means a member, other than an honorary member, of the Club.
5. **RI:** means Rotary International.
6. **Year:** means the twelve-month period that begins on 1 July.
7. **Act:** means 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** means any bylaw of the Club from time to time in force.
9. **Regulations** means any regulations made under the Act, and every regulation substituted therefor 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 therefor in the new regulations;
10. All terms contained in the bylaws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

**Article 1 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 07<sup>th</sup> May 1993 as acknowledged by Marni Nixon on behalf of Rotary International.

## **Article 2 Board**

The governing body of this Club shall be the board consisting of 12<sup>1</sup> members of this Club, namely the president, president-elect who shall act as vice president, secretary, treasurer, assistant treasurer<sup>2</sup>, sergeant-at-arms, the immediate past president and **5** directors elected in accordance with article 3, section 1, of these bylaws.

## **Article 3 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 treasurer<sup>3</sup>, sergeant-at-arms and **5** directors. The board of directors shall identify the date of election and appoint an Election Committee not less than 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 2 yrs membership in good standing or a member of less than two years but at least one year membership in good standing as the Board 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;
- The nominator must submit the nomination form to the Elections Committee at least 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.

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<sup>1</sup> Included by amendment of 26<sup>th</sup> November 2014

<sup>2</sup> Included by amendment of 26<sup>th</sup> November 2014

<sup>3</sup> Included by amendment of 26<sup>th</sup> November 2014

- 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 the 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** – A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

**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 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.

**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 shall have such other powers and duties as may from time to time be assigned to him by the directors.

**Section 2** – *Immediate Past President.* It shall be the duty of the president-elect 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 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 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 all 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 the district governor within 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.

**Section 6 – Treasurer.** It shall be the duty of the treasurer to and the Treasurer shall 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 any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer 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.

**<sup>4</sup>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 (1) year as Treasurer.

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<sup>4</sup> Included by amendment of 26<sup>th</sup> November 2014

**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 any 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;
- (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 unauthorized 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 office 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 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 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.

## **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 attorney 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 <sup>5</sup>2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Wednesdays of each calendar month at <sup>6</sup>7:00 pm except for the month of December during which month the regular meetings would take place the 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> weeks in the month of December<sup>7</sup>.

Due notice of any changes in or canceling 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 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 at any other Rotary Club, or as otherwise provided in the standard Rotary Club constitution, article 12<sup>8</sup>, 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, due notice having been given no less than 1

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<sup>5</sup> Change of number of regular meetings per month by Amendment of 15<sup>th</sup> June 2016 effective 01<sup>st</sup> July 2016

<sup>6</sup> Change of time by Amendment of 25<sup>th</sup> May 2016

<sup>7</sup> Change of meeting dates in December by Amendment of 7<sup>th</sup> December 2016 effective January 2017

<sup>8</sup> Amendment of 26<sup>th</sup> October 2016

week prior to the date of the special meeting. Meetings 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) <sup>9</sup>The 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 confidential 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.

**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.

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<sup>9</sup> Change as to communication of board decisions and objection period Section 4 (i), (ii) and (iii) by Amendment of the 15<sup>th</sup> June 2016 effective 01<sup>st</sup> July 2016



**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.

## **Article 6 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 14<sup>10</sup>.

**Section 2** – **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.**

## **Article 7 Method of Voting**

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

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*(Note: Viva voce vote is defined as when Club voting is conducted by vocal assent.*

## **Article 8 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.

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<sup>10</sup> Amendment of 26<sup>th</sup> October 2016

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.

- 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.

- Service 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.

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 thereon.

(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 9 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 10 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 12<sup>11</sup> 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-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)

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<sup>11</sup> Amendment of 26<sup>th</sup> October 2016

make application to the Board for a waiver of the dinner dues payable by him with respect to such absence.

## **Article 11 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: club operations and service projects.

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

**Section 4** – A thorough review of all financial transactions by a qualified person, appointed by the board, shall be made once each 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 this Club shall extend 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 12 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 proposer, through the Club secretary, of its decision.

**Section 4** – If the decision of the board is favorable, 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 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 13 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 a club meeting, they shall be sent to the Board without discussion.

**Article 14 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 15 Amendments**

These bylaws may be amended at any regular Club meeting. Changing the Club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that 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 16: 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 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.

**Article 17** – 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.

#### Schedule 1

#### PROXY

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.... 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.....

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*Signature of member*

Dated the 09<sup>th</sup> day of August, 2014.

JAMIR OUSMAN

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*President*

RONALD GOBIN

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*Secretary*