

TRINIDAD AND TOBAGO



THE COMPANIES ACT, 1995

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

TRINIDAD AND TOBAGO FIELD NATURALISTS' CLUB
[as first enacted on 28 June 2020]

BE IT ENACTED as the general bye-law of the Trinidad and Tobago Field Naturalists' Club (hereinafter called "the Company") as follows:

1. INTERPRETATION

- 1.1. In this bye-law and all other bye-laws of the Company, unless the context otherwise requires:
- "Act" means the Companies Act, 1995 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 Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - "Regulations" means any regulations made under the Act, and every regulation substituted therefore and, in the case of such substitution, any references in the bye-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - "bye-laws" means any bye-laws of the Company from time to time in force;
 - all terms contained in the bye-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
 - 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 such address as the Directors may fix from time to time by resolution.

3. OBJECTS

- 3.1. The objectives of this Company are as follows:
- to bring together persons interested in the study of natural history
 - to assist in the dissemination of knowledge on natural history.
 - to create an awareness of the need for conservation and the wise use of natural resources.

4. MANAGEMENT COMMITTEE

- The affairs of the Company shall be conducted by the Management Committee, which shall be elected by secret ballot at the Annual General Meeting.
- The Management Committee shall consist of the President, Vice-President, Treasurer, Secretary, Assistant Secretary and four other members, one of whom may be a Junior Member.
- The Officers of the Company shall consist of the President, Vice-President, Secretary, Assistant Secretary, and Treasurer, all to be elected at the Annual General Meeting of the membership.
- The office of President shall not be held by the same person for more than three consecutive years.
- No member shall hold more than one office at the same time.
- A minimum of five members shall form a quorum at meetings of the Management Committee.
- The Management Committee may appoint sub-committees from its members and co-opt onto these sub-committees any other members it sees fit. Each sub-committee shall present an annual report on its activities to the Secretary one month before the Annual General Meeting.

REGISTERED

- 4.8. Any vacancy on the Management Committee may be filled by secret-ballot election at a special meeting of the membership, convened by written announcement. Any officer or Committee member so elected shall serve until the next Annual General Meeting.

5. ROLES AND RESPONSIBILITIES

- 5.1. The President shall preside at the meetings of the Company, enforce the rules, and regulate discussion on matters of interest to the Company. He/she shall give the casting vote when required, and call Special Meetings of the Company at such times as he/she may deem necessary, or at the written request of any six members.
- 5.2. The Vice-President shall discharge such leadership duties as delegated by the President. In the absence of the President, the duties of the President shall devolve upon the Vice-President. In the absence of both the President and the Vice-President, a chairman *pro tempore* shall be elected from the members present.
- 5.3. The Secretary shall conduct and preserve the correspondence of the Company (except that of sub-committees), take and preserve minutes of meetings of the Company and its Management Committee, preserve in regular files all documents belonging thereto, keep membership records, notify members of forthcoming meetings, and lay before the Company at the Annual General Meeting a written report of the Company's activities during the preceding year.
- 5.4. The Assistant Secretary shall assist the Secretary and shall discharge the duties of the Secretary in the latter's absence.
- 5.5. The Treasurer shall receive and take charge of the funds of the Company and attend to the collection and payment of monies. He/She shall keep a clear and detailed account of all receipts and payments which shall be laid before members at the Annual General Meeting, as well as at such other times as the Management Committee may request.

6. MEMBERSHIP

- 6.1. Membership is open to individuals at least 15 years of age who share the objects of the Company.
- 6.2. Members shall have the right to be present and to vote at meetings of the Company, and to introduce visitors at ordinary meetings. At any meeting of the Company a member shall be entitled to one vote only, except the President or Chairman, who shall in addition have a casting vote.
- 6.3. An Honorary Member is a person elected as such at an Annual General Meeting of the Company. Honorary Membership shall be reserved for persons who have made an outstanding contribution in the field of natural history or conservation.
- 6.4. Proposals for election to Honorary Membership shall be made in writing to the Management Committee for approval. Presentation may then be made at an Annual General Meeting which must be passed by a two-thirds majority vote of eligible members present and voting.
- 6.5. Honorary Members shall be exempt from the payment of fees and contributions, and shall possess all the privileges of members.
- 6.6. An Ordinary member is one paying subscriptions to the funds of the Company and entitled to all its privileges. Temporary membership may be conferred at the discretion of the Management Committee.
- 6.7. Life Membership shall be available to new applicants or existing members, but restricted to persons 60 years and above. The one-time subscription for Life Membership shall be set by the Management Committee. Life Members shall have no claim upon the Company in the event of dissolution of the Company or termination of membership.
- 6.8. Family membership is available for any number of first degree relatives, including maternal or legally adopted children, spouse or parents, who share the same residence. Each individual in the family will have full membership rights except that the family will receive only one copy of Company publications.
- 6.9. Junior Membership shall be available to individuals under eighteen years of age and to full-time students under twenty-one years of age. A Junior Member shall pay half the subscription paid by an Ordinary Member.
- 6.10. Every candidate for admission to the Company shall apply on the prescribed form. Application for membership shall be forwarded to the Management Committee for consideration. The Management Committee reserves the right to refuse membership.
- 6.11. There shall be an entrance fee of such sum as proposed by the Management Committee and ratified by the Annual General Meeting. Junior members shall not be required to pay an entrance fee.
- 6.12. A member who resigns from the Company by reason of the fact that he/she ceases to reside in Trinidad and Tobago shall not be required to pay an entrance fee if returning to the country and rejoining the

Company within a period of four years.

- 6.13. Should any member act in a manner likely to bring the Company into disrepute, on a written complaint signed by at least six members and handed to the Secretary, a special meeting shall be called to consider the complaint. Members shall be given at least seven days' notice of such a meeting. The Secretary shall send a copy of the complaint and notice of the special meeting by registered post to the member concerned, so as to arrive not less than seven days before the date of such special meeting, together with an invitation to the member to attend or send in a written defense. Any positive action on the complaint shall require a two-thirds majority of the eligible members present and voting.

7. DIRECTORS

- 7.1. The Directors of the Company shall consist of the following elected officers of the Company;
- a. the President
 - b. the Vice-President;
 - c. the Treasurer
 - d. any other member elected at the Annual General Meeting which must be passed by a two-thirds majority vote of eligible members present and voting.
- 7.2. Upon election of the officers identified in 7.1, a Notice of Change of Directors must be filed with the relevant Government ministry responsible for legal affairs. Until the Notice of Change of Directors has been filed, outgoing directors will immediately desist from any action related to the Company.

8. FINANCES

- 8.1. The annual and life subscriptions shall be proposed by the Management Committee and ratified by an Annual General Meeting. All subscriptions shall be due and payable on 1st January of the current year. Members elected after 31st August shall pay half the annual subscription for the year.
- 8.2. Company funds will be held in a bank account or similar secure account at a finance house, that is widely recognized to be a reputable and responsible custodian of public funds.
- 8.3. The Company finances will be controlled by the Management Committee in accordance with the guidelines set out within the Project Management Policy.
- 8.4. The following require a majority vote by the Management Committee:
- a. Purchase and sale of Company equipment that will be recorded in the Company's capital asset register.
 - b. Transfers of funds between bank accounts
 - c. Purchase and sale of investments in equities, bonds, investment funds, other interest-bearing funds, or land, or similar quality investments, provided they, on reasonable investigation, appear sound, to an aggregated maximum of 50% of the Club's cash and liquid assets.
 - d. Debts for the Club to an aggregated total amounting to half the membership subscription for that year.
 - e. Delegation of authority to selected officers and/or Committee members to authorize expenditures up to half the membership subscription for that year.
- 8.5. The following will require a majority vote, in which a minimum of 40% of the membership participated. Such a vote may be at a monthly meeting or Special Meeting and the proposal must be circulated 2 weeks in advance. The Management Committee may arrange for, and publish at least 2 weeks in advance, a system of proxy voting for the determination of such a proposal.
- a. Purchases of investments or real property of a greater amount than described in 8.4.
 - b. Debts for the Club to a greater maximum than described in 8.4, and the offering of Club property as security for such debts.
 - c. The sale of any real property that the Club may possess.
- 8.6. The Auditors shall be registered with the Institute of Chartered Accountants of Trinidad and Tobago. They shall be elected at the Annual General Meeting, to which the Management Committee shall make

a nomination. The Auditors shall certify the Treasurer's report and shall make such recommendations as they see fit.

9. PROJECT MANAGEMENT POLICY

- 9.1. Any changes to the Project Management Policy must be passed by a two-thirds majority vote of eligible members present and voting at the Annual General Meeting.

10. SUB COMMITTEE GUIDELINES

- 10.1. The Management may appoint sub-committees for any purpose.
- 10.2. Proposals for member-interest subcommittees will require evidence of at least 5 members who are prepared to work to further the interest of the proposed subcommittee.
- 10.3. Proposals for member-interest sub-committees shall state in writing the objectives of the sub-committee and these shall be in the field of natural science, the environment, and natural history.
- 10.4. The Management Committee will consider any proposal for a member-interest sub-committee taking into account the stated interests, the effect on the good name of the Company, the feasibility of any funding, and the apparent support from members, and approve/disapprove its establishment as a recognized sub-committee.
- 10.5. Sub-committees will apply sound safety standards, particularly for field operations, including Company safety requirements as published from time to time.
- 10.6. No sub-committee shall engage in activities that incur liability for loss, injury, damage, or general liability, upon the Company, or the Management Committee.
- 10.7. During the existence of sub-committees the objectives may evolve, change, require correction, or otherwise develop. Whenever such developments are significant the new objectives will be stated in writing for the approval of the Management Committee.

11. ACTIVITIES OF MEMBERS

- 11.1. Any written or verbal communication purporting to be the views of the Company shall require the explicit prior approval of the Management Committee. In addition, any such written communication shall be transmitted through the President or Secretary.
- 11.2. The lending of books, pamphlets and papers, belonging to the Company shall be subject to such regulations and decisions as the Management Committee may make from time to time.
- 11.3. The monthly meetings of the Company shall be held on the second Thursday of each month or on such days as the Management Committee may decide.
- 11.4. Members shall receive seven days notice from the Secretary of the date, time and place at which the meetings are to be held.
- 11.5. Twenty members shall constitute a quorum for the transaction of business at Monthly, Annual General and Special Meetings of the Company.
- 11.6. The order of business at monthly meetings shall be, as far as practicable, as follows:
- a. Confirmation of Minutes
 - b. Matters arising out of the Minutes
 - c. Field trips
 - d. Other matters arising
 - e. Announcements
 - f. Lecture
 - g. Exhibits

11.7. Authority is vested in the Chairman to exercise his/her discretion at any meeting on all points of order not governed by these Rules.

12. AMENDMENTS TO THE BYE LAWS

12.1. Any proposal to amend or suspend any of the rules contained in this bye law shall be submitted in writing to the Management Committee, which shall have it published in a notice convening the next Annual General Meeting or a special meeting.

Dated this 28 day of June 2020.


Director


Director

Corporate
Seal

Trinidad and Tobago
Field Naturalists' Club
P.O. Box 642
Port-of-Spain
Trinidad and Tobago

REGISTERED