

THE GEOLOGICAL SOCIETY OF TRINIDAD AND TOBAGO

RULES AND GUIDELINES

TABLE OF CONTENTS

- 1. INTERPRETATION**
- 2. MEMBERS**
- 3. ADMISSION AND RE-ADMISSION FEES**
- 4. ANNUAL SUBSCRIPTION**
- 5. CESSATION OF MEMBERSHIP**
- 6. MEETINGS OF MEMBERS**
- 7. OFFICERS**
- 8. DIRECTORS**
- 9. MEETINGS OF DIRECTORS**
- 10. EXECUTIVE OFFICER**
- 11. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**
- 12. COMMITTEES**
- 13. VOTING IN OTHER COMPANIES**
- 14. NOTICES**
- 15. FINANCES**
- 16. CHEQUES, DRAFTS AND NOTES**
- 17. EXECUTION OF INSTRUMENTS**
- 18. SIGNATURES**
- 19. CHANGES TO THE RULES**
- 20. REGISTERED OFFICE**
- 21. RECORDS**

1. INTERPRETATION

1.1 In these rules, unless the context otherwise requires:

- (a) "Companies Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the rules of the Society to provisions of the Companies 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 Companies Act, and every regulation substituted therefor and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "Rules" means any rules of the Society from time to time in force;
- (d) "Society" means The Geological Society of Trinidad and Tobago incorporated by Act No. 24 of 1989;
- (e) All terms contained in the rules and defined in the Companies Act or the Regulations shall have the meanings given to such terms in the Companies Act or the Regulations; and
- (f) The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

2. MEMBERS

2.1 There shall be five classes of membership namely:

- (a) **Ordinary** members, being individuals with a recognized degree in a geoscience discipline or a related field and at least three years experience working as a geoscientist or in a related field;
- (b) **Junior** members, being individuals with a recognized degree in a geoscience discipline or a related field but less than three years experience working as a geoscientist or in a related field;
- (c) **Associate** members, being individuals without a recognized degree in geoscience with a demonstrated interest in the science of geology;
- (d) **Student** members, being A-level or university students;
- (e) **Honorary** members, being those individuals who accept nomination as honorary members upon the invitation of the Directors in recognition of their work for the society. An honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Society.

2.2 Application for membership shall be made to the Society upon such form as the

Directors shall from time to time prescribe and shall be supported by such evidence as may be required.

- 2.3 Candidates for membership shall be approved by the Directors.
- 2.4 The Corporate Secretary shall be ex officio a member of the Society.
- 2.5 The interest of a member in the Society is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the rules of the Society.

3. ADMISSION AND RE-ADMISSION FEES

The admission and re-admission fees shall be such sums as the Directors may from time to time determine.

4. ANNUAL SUBSCRIPTION

- 4.1 The annual subscription shall be such sum as the Directors may from time to time determine.
- 4.2 All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of October in each year.

5. CESSATION OF MEMBERSHIP

- 5.1 Any member may withdraw from membership by giving fourteen days notice to the Directors in writing to that effect and thereupon he shall cease to be a member.
- 5.2 If any member (who is liable to pay an annual subscription) shall fail to pay the same within 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 Society.
- 5.3 If any member refuses or neglects to comply with the provisions of the rules or conducts himself in a way, which in the opinion of the Directors is or may be injurious to the Society, then, provided he is first given an opportunity of being heard by the Directors, the Directors may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty eight days of the receipt of such notice then he may forthwith be expelled by the Directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of the members.
- 5.4 Subject to paragraph 5.1 of these rules, a member resigning or expelled under paragraph 5.3 or whose name is struck off pursuant to paragraph 5.2 of this by-law shall nevertheless remain liable for all monies then due from him to the Society.
- 5.5 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 an ex officio member.

6 MEETINGS OF MEMBERS

- 6.1 The Annual Meeting of the members shall be held on such day in the month of November of each year and at such time as the Directors may determine at any place within Trinidad and Tobago. At the Annual Meeting the members shall:
- a) Receive the financial statements;
 - b) Receive the auditor's report;
 - c) Receive the officers' reports, if any;
 - d) Elect officers and Directors;
 - e) Appoint an auditor; and
 - f) Consider any other business which was included in the notice of the meeting
- 6.2 Special meetings of the members may be convened by order of the President or by all the other Directors at any date and time and at any place within Trinidad and Tobago.
- 6.2.1 The Directors shall, on the requisition of five percent of the members of the Society 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 be held within three months from the date of such deposit.
- 6.3 Notice: A 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 Society in the manner specified in paragraph 14.1 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 shall state the text of any resolution to be submitted to the meeting.
- 6.4 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.
- 6.5 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 Society shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

- 6.6 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. 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.
- 6.6.1 When the President and the President-Elect 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.
- 6.6.2 At every meeting at which he is entitled to vote, every member, proxy holder, or individual authorized 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 authorized to represent a member shall, subject to the articles, have one vote.
- 6.6.3 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.
- 6.6.4 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.
- 6.7 Proxies: Votes at meetings of members may be given either personally or by proxy.
- 6.7.1 A proxy shall be executed by the member or his attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 6.7.2 A person appointed by proxy need not be a member.
- 6.7.2 Subject to the provisions of Part V of the Regulations, a proxy may be in the following form:

The undersigned member of The Geological Society of Trinidad and Tobago 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 _____ 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 .
Signature of member

- 6.8 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.
- 6.9 Quorum: A quorum for the transaction of business at any meeting of the members shall be twenty persons present in person, each being either a member entitled to vote thereat, or a duly appointed proxy holder, or a duly appointed 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 30 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.

7. OFFICERS

- 7.1 The officers of the Society shall consist of a Past President, a President, a President-Elect, a Treasurer and a Corporate Secretary.
- 7.2 The President-Elect and the Treasurer shall be Ordinary or Honorary members of the Society with at least two years experience of working on the Societies' committees and shall be elected at the Annual Meeting of the Society in each year.
- 7.3 The Treasurer shall retire annually but shall be eligible for re-election.
- 7.4 The Corporate Secretary shall be a person who has the requisite knowledge and experience to discharge the functions of secretary to a company and shall be appointed by the Directors
- 7.5 In the case of a casual vacancy in any of the offices, the Directors shall appoint one of their numbers to fill such casual vacancy until the next annual meeting.
- 7.6 In the case of the absence, or inability to act, of any officer of the Society 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 Directors concur therein.
- 7.7 The President shall, if present, preside at all meetings of the Directors and

members, he shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Directors.

- 7.8 The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The President-Elect shall have such powers and duties as may from time to time be assigned to him by the Directors.
- 7.9 The Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositories as the Directors may direct. The Treasurer shall cause to be kept such accurate and proper books of account as will enable him at every Annual Meeting, or at such other time as may be required by the Directors upon reasonable notice, to present to the Society a full and accurate report and statement concerning the finances of the Society.
- 8.0 Nominations for positions must be submitted to the GSTT secretariat at least seven (7) days before the Annual General Meeting. No nominations are allowed from the floor at the meeting. This is to facilitate voting by proxy as outlined in article 6.7.

8. DIRECTORS

- 8.1 The Directors of the Society shall comprise:
- (a) the Officers, ex officio;
 - (b) two other Ordinary or Honorary members of the Society who may be elected at the Annual Meeting of the Society in each year and who shall retire annually and shall be eligible for re-election;
 - (c) supernumerary members appointed by the Directors pursuant to paragraph 8.5 hereof.
- 8.2 Qualification: A Director shall be an Ordinary or an Honorary member of the Society with at least two years experience of working on the Societies' committees.
- 8.3 Candidates for election as a Director shall be proposed and seconded in writing by members entitled to vote at general meetings of the Society and shall signify in writing their willingness to be candidates. Nominations for positions must be submitted to the GSTT secretariat at least seven (7) days before the Annual General Meeting. No nominations are allowed from the floor at the meeting. This is to facilitate voting by proxy as outlined in article 6.7.
- 8.4 If a casual vacancy occurs, other than in any of the offices, the Directors may appoint an ordinary member of the Society to fill the vacancy.
- 8.5 The Directors may appoint any member of the Society 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.
- 8.6 Powers: The affairs of the Society 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 Society and are not by the rules or any special resolution of the Society or the Companies Act expressly directed or required to be done by the Society at a general meeting of the Society.

- 8.7 Term of Office: Unless sooner determined, a Director's term of office shall be from the date of the meeting at which he is elected or appointed until the conclusion of the Annual Meeting next following or until his successor is elected or appointed.
- 8.8 Removal from office: The members of the Society may, by ordinary resolution at a special meeting, remove any Director from office.
- 8.9 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.
- 8.9.1 If the vacancy is not filled under paragraph 8.9, it may be filled by the Directors.
- 8.9.2 A Director elected or appointed pursuant to paragraph 8.9 or 8.9.1 holds office for the unexpired term of his predecessor.
- 8.10 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.
- 8.11 Vacating of office: The office of a Director of the Society shall be vacated -
- (a) if by notice in writing he resigns his office;
 - (b) if he ceases to be a member of the Society;
 - (c) if he does not attend four consecutive meetings of the Directors, unless the directors otherwise determine;
 - (d) if he is removed from office in accordance with paragraph 8.8;
 - (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorized assignment or is declared insolvent;
 - (f) if he is found to be a lunatic or becomes of unsound mind;
 - (g) if he is convicted of any criminal offence involving fraud or dishonesty.

9 MEETINGS OF DIRECTORS

- 9.1 The Directors shall meet at least once in every quarter.
- 9.2 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.
- 9.3 A meeting of Directors may be convened by the President or any two Directors at any time.
- 9.4 The notice of any meeting of the Directors need not 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 14.1 hereof not less than two 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.

9.4.1 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.

9.4.2 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.

9.5 Four Directors, including at least two officers, shall form a quorum for the transaction of business and, 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.

9.5.1 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 hear each other and a Director participating in such a meeting by such means is deemed to be present at that meeting.

9.6 Voting: Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting in addition to his original vote may cast a second or casting vote.

9.7 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of these rules, 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.

10. EXECUTIVE OFFICER

The Directors may from time to time appoint an Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the Directors or by the members in general meeting) and to employ and discharge agents and employees of the Society or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Directors of the Society. He shall at all reasonable times give to the Directors or any individual Director all information they may require regarding the affairs of the Society.

11. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 11.1 No Director or officer of the Society shall be liable to the Society 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 Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society;
 - (c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society 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 monies, 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 monies, securities or other assets belonging to the Society;
 - (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 Society and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 11.2 The Directors for the time being of the Society 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 Society, except such as are submitted to and authorized or approved by the Directors.
- 11.3 If any Director or officer of the Society is employed by or performs services for the Society 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 Society, the fact of his being a member, Director or officer of the Society 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.

12. COMMITTEES

- 12.1 The Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors or members as may be deemed desirable and may prescribe their duties.
- 12.2 Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Directors, two 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.

13. VOTING IN OTHER COMPANIES

- 13.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Society may be voted at any and all meetings of shareholders, debentures 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 Society shall from time to time designate. The officers of the Society may for and on behalf of the Society 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.

14. NOTICES

- 14.1 Method of giving notice: Any notice or other document required 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 e-mail to any such person at his latest address as shown in the records of the Society and to any such Director at his latest address as shown in the records of the Society or in the latest notice filed with the Registrar, and to the auditor at his business address.
- 14.2 Waiver of notice: Notice may be waived or the time for the notice may be waived or abridged at anytime with the consent in writing of the person entitled thereto.
- 14.3 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 Society in writing of his new address.
- 14.4 Signature of notices: The signature of any Director or officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 14.5 Proof of service: Where a notice required under paragraph 17.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 17.1 hereof, service shall be deemed to be at the time of delivery of such notice.
- 14.5.1 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by prepaid mail.
 - 14.5.2 Where the notice is sent by cable or telex or telefax or e-mail service is deemed to be effected on the date on which the notice is so sent.
 - 14.5.3 A certificate of an officer of the Society 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.

15. FINANCES

- 15.1 The financial year of the Society shall run from 1 October to 30 September.
- 15.2 At the end of each financial year the accounts prepared by the Treasurer shall be audited by an auditor who is a practicing member of the Institute of Chartered Accountants of Trinidad and Tobago and eligible for the appointment as an auditor under the rules of that body. The Treasurer and the auditor will present the audited accounts to the Annual Meeting.

16. CHEQUES, DRAFTS AND NOTES

- 16.1 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.

17. EXECUTION OF INSTRUMENTS

- 17.1 Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President or the President-Elect, the Treasurer and another Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Society 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 Society either to sign certificates for shares in the Society and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

18. SIGNATURES

- 18.1 The signature of the President, the Treasurer or any Director of the Society or of any officer or person, appointed pursuant to paragraph 17.1 hereof 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 Society executed or issued by or on behalf of the Society. 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.

19. CHANGES TO THE RULES

- 19.1 The Directors may by resolution make, amend or repeal any rule for the regulation of the business or affairs of the Society. The Directors shall, within thirty days of making any such change in the rules, notify the members in the manner specified in paragraph 14.1 hereof.

- 19.2 The Directors of a company shall submit the rule, or any amendment or repeal of the rule made under paragraph 19.1 to the members of the Society at the next meeting of members after the making, amendment or repeal of the rule; and the members may, by ordinary resolution, confirm, amend or reject the rule, amendment or repeal.
- 19.3 A rule or any amendment or repeal of the rule, is effective from the date of the resolution of the Directors making, amending or repealing the rule until:
- (a) the rule, amendment or repeal is confirmed, amended or rejected by the members pursuant to paragraph 19.2; or
 - (b) the rule amendment or repeal ceases to be effective pursuant to paragraph 20.4, and, if the by-law, amendment or repeal is confirmed or amended by the members, it continues in effect in the form in which it was confirmed or amended.
- 19.4 When a rule, or an amendment or repeal of a rule is not submitted to the members as required by paragraph 19.2, or is rejected by the members, the rule, amendment or repeal ceases to be effective; and no subsequent resolution of the Directors to make, amend or repeal a by-law having substantially the same purpose or effect is effective until the resolution is confirmed, with or without amendment, by the members.

20 REGISTERED OFFICE

- 20.1 The registered office of the Society shall be in Trinidad and Tobago at such address as the Directors may fix from time to time by resolution.

21 RECORDS

- 21.1 The Secretary shall ensure that Society prepares and maintains at its registered office records containing:
- (a) the Act of Incorporation and the rules, and all amendments thereto;
 - (b) minutes of meetings and resolutions of members;
 - (c) minutes of the meetings and resolutions of the Directors;
 - (e) a register of members showing the name and the latest known address of each person who is a member and the date on which each person was entered on the register as a member, and the date on which any person ceased to be a member; and
 - (f) a register of its Directors and secretaries.
 - (g) a register of all assets

Dated this 5th day of December, 2003 .

Corporate
Seal

Fazal Hosein
President

Sushma C Chatelal
Director