

LEGAL NOTICE NO. 69

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

REGULATIONS

MADE BY THE MINISTER UNDER SECTION 507 OF THE COMPANIES ACT, 1995

THE COMPANIES REGULATIONS, 1997

PART I

PRELIMINARY

1. These Regulations may be cited as the Companies Regulations, Citation 1997.
2. In these Regulations, "the Act" means the Companies Act, 1995 . Interpretation

PART II

FORMS, BY-LAWS AND FEES

3. (1) The forms set out in Schedule 1 are prescribed for the purposes of the Act. Forms  
Schedule 1
- (2) The documents prescribed by this regulation shall be—
  - (a) on good quality white paper approximately 8.5 inches x 11 inches in size;
  - (b) printed or typewritten; and
  - (c) legible and suitable for microfilming and photocopying.
- (3) Where an item of information required to be disclosed in a form does not apply, it shall be so indicated by the phrase "not applicable" or by the abbreviation "N/A".
- (4) Where information is set out in response to one item in a document, it may be referred to in response to any other item in that document by a cross reference.
- (5) Where—
  - (a) any provision required to be set out in a form furnished by the Registrar is too long to be set out in the space provided in the form; or
  - (b) an agreement or other document is to be incorporated by reference in and to be part of the form,the person completing the form may, subject to subregulation (2), incorporate the provision, agreement or other document in the form by setting out in the space provided in the form the following sentence:

"The annexed Schedule is incorporated in this form."

and by annexing the provision, agreement or other document to the form as that Schedule.

(6) A separate Schedule is required in respect of each item that is incorporated in a form by reference, pursuant to subregulation (1).

By-laws  
Schedules 2  
and 3

4. The By-laws set out in Schedules 2 and 3 may, with suitable modification and adaptation, be used as the general by-laws of a company and a non-profit company respectively.

Fees  
Schedule 4

5. The fees payable under the Act are as set out in Schedule 4.

### PART III CORPORATE NAMES

Use of general  
and other  
words  
restricted

6. (1) The name of a company shall not be comprised entirely of general words, but such general words shall be prefixed by a distinctive word or initial unless the name has become established by a long and continuous prior use, but the Registrar may consider the name as a whole and not only its separate elements before disapproving a name.

(2) The Registrar may refuse incorporation or registration of a company the name of which contains a word or phrase that is obscene or connotes an undertaking that is scandalous, obscene or immoral.

(3) Where the Registrar has reason to believe that a proposed name may be objectionable, the Registrar may require the applicant to indicate, in writing, the main types of business the company proposes to engage in and the derivation of the proposed name.

Similar  
names

7. A corporate name that is confusing with the name of a body corporate shall not for that reason alone be prohibited if—

- (a) the request for that corporate name relates to a proposed company that is the successor to the business of the body corporate and the body corporate has ceased or will cease to carry on business;
- (b) the body corporate undertakes in writing to dissolve or to change its name within six months or such longer period as the Registrar may approve; or
- (c) the corporate name sets out in numerals the year of incorporation in parenthesis immediately before the word "limited" or the abbreviation thereof, or before such other word as the Registrar may approve.

### PART IV SHARE DESIGNATIONS

Designation of  
ordinary and  
preference  
shares

8. (1) A share shall not be designated as an ordinary or common share if—

- (a) it is a redeemable share; or
- (b) it does not participate in the remaining property of the company upon a dissolution.

(2) A share shall not be designated as a preference share unless it has at least one preference over shares of another class.

#### PART V PROXIES AND CIRCULARS

9. A form of proxy shall not confer authority to vote in the appointment of an auditor or the election of a director unless a *bona fide* proposed nominee for the appointment or election is named in the form of proxy, a management proxy circular, a dissident's proxy circular or a proposal under section 116 of the Act. <sup>Voting by proxy</sup>

10. A management proxy circular that is sent to the Commission shall be accompanied by a statement signed by a director or officer that a copy of the circular has been sent to each director, each shareholder entitled to notice of the meeting to which the circular relates and to the auditor of the company. <sup>Statement of notice</sup>

#### PART VI FINANCIAL DISCLOSURE

11. The financial statements referred to in section 151 of the Act and the auditor's report referred to in section 172 of the Act, shall except as otherwise provided by this Part, be prepared in accordance with standards approved by the Institute of Chartered Accountants of Trinidad and Tobago. <sup>Standard of financial statements</sup>

12. (1) The financial statements referred to in section 151 of the Act shall contain at least: <sup>Content of financial</sup>

- (a) a balance sheet;
- (b) a statement of retained earnings;
- (c) a statement of income; and
- (d) a statement of changes in financial position.

(2) Financial statements need not be designated by the names set out in paragraph (1)(a) to (d).

#### PART VII APPLICATIONS FOR EXEMPTIONS

13. An application for an exemption under section 146 of the Act shall be made to the Commission on Form 26 in Schedule 1. <sup>Application form Schedule 1</sup>

14. (1) An application for an exemption under section 146 of the Act shall be made before the date of the notice referred to in section 143 (1) of the Act. <sup>Application deadline</sup>

(2) An application for an exemption under section 146 of the Act shall be made at least sixty days before the documents in respect of which the exemption requested are to be sent to the Commission.

(3) Notwithstanding subregulation (1) or (2), the Commission may, on such reasonable conditions as it thinks fit, extend the time for the making of an application for an exemption.

Grant or refusal of exemption

15. The Commission shall, within thirty days after receipt of an application for an exemption, grant the exemption requested or send to the applicant written notice of his refusal together with reasons therefor.

Power to request further information

16. (1) The Commission may request that an applicant for an exemption furnish it with further information or that any other person furnish it information in writing, that is relevant to the application.

(2) The Commission shall furnish the applicant for an exemption with a copy of any information received from any other person under subregulation (1) and shall allow the applicant a reasonable opportunity to respond in writing.

(3) Where an applicant for an exemption or a person from whom the Commission has requested information under subregulation (1), does not provide the information within a time specified by the Commission, the Commission may deal with the application without regard to the information.

## PART VIII

### EXTERNAL COMPANIES

Revival of registration of external company

17. For the purposes of the revival of the registration of an external company under section 330 of the Act, the company shall file with the Registrar the statement and other documents mentioned in section 318 of the Act, and such other documents as the Registrar may require.

#### SCHEDULE 1

(Regulation 3)

#### FORMS 1 to 27

1. Articles of Incorporation
2. Articles of Incorporation Non-Profit Company
3. Certificate of Incorporation
4. Notice of Address or Notice of Change of Address of Registered Office
5. Articles of Amendment

## SCHEDULE 1—CONTINUED

6. Certificate of Amendment
7. Registration of Enforcement of Security
8. Notice of Directors or Notice of Change of Directors
9. Form of Proxy
10. Management Proxy Circular
11. Dissident Proxy Circular
12. Restated Articles of Incorporation
13. Certificate of Incorporation of Company with Restated Articles
14. Articles of Amalgamation
15. Certificate of Amalgamation
16. Articles of Continuance
17. Articles of Continuance Non-Profit Company
18. Certificate of Continuance
19. Articles of Re-organization/Arrangement
20. External Company Application for Registration
21. Certificate of Registration of External Company
22. Power of Attorney
23. External Company Annual Return
24. Application to Restore Name to the Register
25. Application for Name Search and Name Reservation
26. Application for Exemption
27. Notice of Secretary/Assistant Secretary(ies) or Notice of Change of Secretary/  
Assistant Secretary(ies)
28. Annual Return of a Company for Profit incorporated, continued or amalgamated  
under the Act
29. Annual Return of a Non-Profit Company incorporated or continued under the Act
30. Certificate of Registration of Charge
31. Declaration of Compliance for purposes of incorporation of Company
32. Statutory Declaration pursuant to section 318(2)(c)—Registration of an External  
Company
33. Statement of Charge created by a Company
34. Statement relating to a Series of Debentures
35. Memorandum of Satisfaction

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 9)

ARTICLES OF INCORPORATION

1. Name of Company..... Company No. ....

2. Liability of Members

- Limited by Shares
- Limited by Guarantee
- Limited by Shares and Guarantee
- Unlimited

3. Is the Company a Public Company?

- Yes
- No

4. The classes of shares and any maximum number of shares in each class that the Company is authorised to issue

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5. Restrictions, if any, on share transfers or share ownership

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6. Variation of Pre-emptive Rights

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7. Restrictions, if any, on powers of directors to amend by-laws

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8. Number (or minimum and maximum number) of Directors

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9. Restrictions, if any, on business the Company may carry on

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10. Other provisions, if any

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11. Incorporators

Names and Occupations	Addresses	Signatures
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.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

12. Date .....

## THE COMPANIES ACT, 1995

## ARTICLES OF INCORPORATION

## FORM I

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

*Item 1*

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there will be two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

*Item 5*

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

*Item 6*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 7*

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 8*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 9*

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

*Item 10*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)—see item 6 above;
- (b) section 60—*re* restriction of power of directors;
- (c) section 66(1)—see item 7 above;
- (d) section 70—*re* directors' share holdings;
- (e) section 80—*re* directors' meetings;
- (f) section 81(1)—*re* notice of directors' meetings;
- (g) section 98(1) and (2)—*re* borrowing powers of directors;
- (h) section 113(3)—*re* notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)—*re* quorum at meetings of shareholders;
- (j) section 128—*re* voting on a show of hands or on a ballot;
- (k) section 130—*re* voting of shares held by joint shareholders;
- (l) section 131—*re* method of voting at meetings of shareholders;
- (m) section 216—*re* right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314—*re* transferability of member's interest in a non-profit company; and
- (o) section 426—*re* distribution of property of company on voluntary winding up.

*Item 11*

Each incorporator must state his full name (no abbreviations), occupation (if a director of another company, state name of that company) and address and affix his signature. If an incorporator is a company, the address shall be that of the company, and the Articles shall be signed by a person authorized by the company.

*Other Documents*

The Articles must be accompanied by:

- (a) Notice of Registered Office (Form 4);
- (b) Notice of Directors (Form 8); and
- (c) Request for Name Search and Name Reservation (Form 25) as approved by the Registrar.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicated originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.



THE COMPANIES ACT, 1995  
ARTICLES OF INCORPORATION  
NON-PROFIT COMPANY  
FORM 2  
INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a Schedule in the manner described in regulation 3(5) of the Regulations.

*Item 1*

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations.

*Item 2*

These details are required by section 309(b) of the Act.

*Item 3*

Indicate whether the liability of members is limited by guarantee. Tick the appropriate box.

*Item 4*

If restrictions are to be placed on the undertaking the company may carry on, set out the restrictions.

*Item 5*

State number of directors. A non-profit company shall have no fewer than three directors [Section 310(1)].

*Item 6*

Where the undertaking of the company is of a social nature there must be stated the full address of the principal office or premises that the company is maintaining.

*Item 7*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and

- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 60—*re* restriction of power of directors;
- (b) section 66(1)—*re* restrictions on power of directors to amend by-laws;
- (c) section 80—*re* directors' meetings;
- (d) section 81(1)—*re* notice of directors' meetings;
- (e) section 98(1) and (2)—*re* borrowing powers of directors;
- (f) section 113(3)—*re* notice of adjourned meeting of members;
- (g) section 127(1), (2) and (3)—*re* quorum at meetings of members;
- (h) section 128—*re* voting on a show of hands or on a ballot;
- (i) section 131—*re* method of voting at meetings of members;
- (j) section 314—*re* transferability of member's interest in a non-profit company; and
- (o) section 426—*re* distribution of property of company on voluntary winding up.

#### *Item 8*

State full name (no abbreviations), occupation (if a director of another company, state name of that company) and address.

#### *Other Documents*

The Articles must be accompanied by:

- (a) Notice of Registered Office (Form 4);
- (b) Notice of Directors (Form 8); and
- (c) Request for Name Search and Name Reservation (Form 25) as approved by the Registrar.

Section 308(1) provides that no articles may be accepted for filing without the prior approval of the Registrar. Accordingly the Articles must also be accompanied by written evidence of such approval.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicated originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

#### *Note:*

Form 2 should also be used for Restated Articles of Incorporation of a non-profit Company. When so used it should be headed accordingly and conclude with the following paragraph:

"The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation."

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF INCORPORATION**

.....  
*Name of Company*

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached, was incorporated under the Companies Act, 1995 of Trinidad and Tobago.

.....  
*Registrar of Companies*

.....  
*Date of Incorporation*



THE COMPANIES ACT, 1995

NOTICE OF ADDRESS OF REGISTERED OFFICE

FORM 4

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations.

*Item 1*

Set out the full legal name of the company.

*Item 2*

State company number except where a number has not yet been assigned.

*Item 3*

Set out in full the location of the registered office including street address and, if multi-office building, room number.

*Item 4*

Mailing address may include post office box number. If mailing address is same as in item 3, state "same as above".

*Item 5*

This item needs to be completed only if there is a change in the location or address of the registered office.

*Item 6*

Set out title.

In the case of a notice of address of registered office, an incorporator shall sign the notice indicating that he is an incorporator.

In the case of a notice of change of address, a director or an authorized officer of the company shall sign the notice indicating the capacity in which he is signing.

*Service of Documents*

Note that documents may, under section 491 of the Act, be sent to or served upon the company at its registered office.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.



THE COMPANIES ACT, 1995

ARTICLES OF AMENDMENT

FORM 5

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act.

*General*

- (a) Any change in the Articles of the company must be made in accordance with section 37 or 217 of the Act. If an amendment is to change a corporate name, the new name must comply with section 493 of the Act and with regulations 6 and 7 of the Regulations. In the case of an amendment involving a change of name, a copy of the Request for Name Search and Name Reservation (Form 25) should be attached.
- (b) Each amendment must correspond to the appropriate provisions of the Articles being amended, e.g., sections, subsections, clauses, etc.
- (c) A director or authorized officer shall sign the Articles.
- (d) Articles of Amendment designating a series of shares shall be accompanied by a copy of the directors' resolution authorising the issue of a series of shares under section 37 of the Act.

The resolution may be attached as a schedule in accordance with regulation 3(5) of the Regulations.

- (e) Articles of Amendment except Articles referred to in (d) above, shall be accompanied by a copy of the authorising special resolution required under sections 214 to 217 of the Act. The resolution may be attached as a schedule in accordance with regulation 3(5) of the Regulations.

*Other Notices*

The Articles must be accompanied by Notice of Registered Office (Form 4) or Notice of Directors (Form 8) if there has been a change in registered office or a change of directors.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF AMENDMENT**.....  
*Name of Company*

I hereby certify that the Articles of the above-mentioned Company were amended—

- under section 19 of the Companies Act, 1995 in accordance with the attached notice;
- under section 37 of the Companies Act, 1995 as set out in the attached Articles of Amendment designating a series of shares;
- under sections 217, 237, 238 of the Companies Act, 1995 as set out in the attached Articles of Amendment/Re-organisation/Arrangement/Order.

.....  
*Registrar of Companies*.....  
*Date of Amendment*



THE COMPANIES ACT, 1995  
REGISTRATION OF ENFORCEMENT OF SECURITY

## FORM 7

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Item 1*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 2*

State the name of the person seeking registration.

*Item 3*

Set out the appropriate particulars; see section 265(1) and (2).

*Item 4*

Set out the particulars of the charge(s) or order.

*Signature*

The person registering the document shall add his signature.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
(Sections 71 and 79)

NOTICE OF DIRECTORS  
OR  
NOTICE OF CHANGE OF DIRECTORS

1. Name of Company..... 2. Company No. ....

3. Notice is given that on the ..... day of ....., 19....., the following person(s) was/were appointed director(s):

Name	Address	Occupation

4. Notice is given that on the ..... day of ....., 19....., the following person(s) ceased to hold office as director(s).

Name	Address

5. The directors of the company as of this date are:

Name	Address	Occupation

6. Date	Name and Title	Signature

## THE COMPANIES ACT, 1995

## NOTICE OF DIRECTORS

## FORM 8

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Item 1*

Set out the full legal name of the company.

*Item 2*

State company number except where a number has not yet been assigned.

*Items 3, 4, 5*

With respect to each director:

- (a) set out first given name, middle name and family name;
- (b) state full address; and
- (c) specify other occupation clearly. Where possible, specify area of specialty, e.g., *electrical* engineer. In the case of an individual who has no business occupation, but who holds any other directorship or directorships, particulars of that other directorship or at least one of those other directorships should be stated. In the case of an individual who has no other occupation or directorship of any kind, state "Not applicable" or "N/A".

*Signature*

In the case of a notice of directors, an incorporator shall sign the notice indicating that he is an incorporator.

In the case of a notice of change of directors, a director or an authorized officer of the company shall sign the notice indicating the capacity in which he is signing.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

Form 9

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

[Section 143(1)]

FORM OF PROXY

1. Name of Company..... Company No. ....

2. Particulars of Meeting:

I/We .....
of .....
Shareholder(s) in the above Company appoint(s) .....
of .....
or failing him .....
of .....
to be my/our proxy to vote for me/us and on my/our behalf at the above meeting and any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

Signature(s)

Date.....

N.B.—This form may be varied to include an indication as to the manner in which a proxy is required to vote.



THE COMPANIES ACT, 1995

**MANAGEMENT PROXY CIRCULAR**

FORM 10

INSTRUCTIONS

*Item 1*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 2*

State full particulars of the meeting including the date, place and time.

*Item 3*

Set out the solicitation being made by the management of the company.

*Item 4*

Any director's statement submitted pursuant to section 76(2) shall, unless it is included in or attached to a management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar; section 76(3).

*Item 5*

Any auditor's statement submitted pursuant to section 171(1) shall, unless it is included in or attached to a management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar; section 171(2).

*Item 6*

Any proposal submitted by a shareholder pursuant to section 116(a) and any statement pursuant to section 117(2) must be set out in the management proxy circular or attached thereto.

*Signature*

A director or authorized officer of the company shall sign the circular.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 144)

DISSIDENT PROXY CIRCULAR

1. Name of Company..... Company No. ....

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2. Particulars of Meeting

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3. Name of person soliciting

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4. Solicitation

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Signature

Date.....

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THE COMPANIES ACT, 1995

**DISSIDENT PROXY CIRCULAR**

FORM 11

**INSTRUCTIONS**

*Item 1*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 2*

State full name, address and occupation of person soliciting.

*Item 4*

Set out the solicitation being made.

*Signature*

The person soliciting shall sign the circular.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 219)

RESTATED ARTICLES OF INCORPORATION

1. Name of Company..... Company No. ....

2. Liability of Members

Limited by Shares

Limited by Guarantee

Limited by Shares and Guarantee

Unlimited

3. Is the Company a Public Company?

Yes

No

4. The classes of shares and any maximum number of shares in each class that the Company is authorised to issue

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.....  
.....

5. Restrictions, if any, on share transfers or share ownership

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6. Variation of Pre-emptive Rights

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7. Restrictions, if any, on powers of directors to amend by-laws

.....  
.....  
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8. Number (or minimum and maximum number) of Directors

.....  
.....

9. Restrictions, if any, on business the Company may carry on

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10. Other provisions, if any

.....  
.....  
.....

11. The foregoing restates articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended, and supercede the original articles of incorporation and all amendments thereto as of the date shown below.

Date	Name of Title	Signature
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

## THE COMPANIES ACT, 1995

## RESTATED ARTICLES OF INCORPORATION

## FORM 12

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

*General*

Restated Articles of Incorporation shall set out, WITHOUT SUBSTANTIVE CHANGE, the Articles of Incorporation as previously amended.

*Item 1*

Set out the full legal name of the company and company number.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there are to be two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

*Item 5*

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

*Item 6*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 7*

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 8*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 9*

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

*Item 10*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)—see item 6 above;
- (b) section 68—re restriction of power of directors;
- (c) section 66(1)—see item 7 above;
- (d) section 70—re directors' share holdings;
- (e) section 80—re directors' meetings;
- (f) section 81(1)—re notice of directors' meetings;
- (g) section 98(1) and (2)—re borrowing powers of directors;
- (h) section 113(3)—re notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)—re quorum at meetings of shareholders;
- (j) section 128—re voting on a show of hands or on a ballot;
- (k) section 130—re voting of shares held by joint shareholders;
- (l) section 131—re method of voting at meetings of shareholders;
- (m) section 216—re right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314—re transferability of member's interest in a non-profit company; and
- (o) section 426—re distribution of property of company on voluntary winding up.

*Item 11*

A director or authorized officer of the company shall sign the Articles.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF INCORPORATION OF COMPANY  
WITH RESTATED ARTICLES**

.....  
*Name of Company*

I hereby certify that the Articles of Incorporation of the above-mentioned Company were restated under section 219 of the Companies Act, as set out in the attached restated Articles of Incorporation.

.....  
*Registrar of Companies*

.....  
*Date of Restatement*

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
(Section 225)

ARTICLES OF AMALGAMATION

1. Name of Company..... Company No. ....

2. Liability of Members

- Limited by Shares       Limited by Guarantee       Limited by Shares and Guarantee       Unlimited

3. Is the Company a Public Company?

- Yes       No

4. The classes of shares and any maximum number of shares in each class that the Company is authorized to issue

.....  
.....  
.....

5. Restrictions, if any, on share transfers or share ownership

.....  
.....  
.....

6. Variation of Pre-emptive Rights

.....  
.....  
.....

7. Restrictions, if any, on powers of directors to amend by-laws

.....  
.....  
.....

8. Number (or minimum and maximum number) of Directors

.....  
.....

9. Restrictions, if any, on business the Company may carry on

.....  
 .....  
 .....

10. Other provisions, if any

.....  
 .....  
 .....

11. Names of Amalgamating Companies

Company Nos.

.....	.....
.....	.....
.....	.....

12. Date	Name and Title	Signature

Form 15

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF AMALGAMATION**

.....  
*Name of Company*

I hereby certify that the above-mentioned Company resulted from the amalgamation of the Companies as set out in the attached Articles of Amalgamation.

.....  
*Registrar of Companies*

.....  
*Date of Amalgamation*

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 342)

## ARTICLES OF CONTINUANCE

1. Name of Company..... Company No. ....

2. Liability of Members

 Limited by  
Shares Limited by  
Guarantee Limited by  
Shares and  
Guarantee Unlimited

3. Is the Company a Public Company?

 Yes No

4. The classes of shares and any maximum number of shares in each class that the Company is authorized to issue

.....

.....

.....

5. Restrictions, if any, on share transfers or share ownership

.....

.....

.....

6. Variation of Pre-emptive Rights

.....

.....

.....

7. Restrictions, if any, on powers of directors to amend by-laws

.....

.....

.....

8. Number (or minimum and maximum number) of Directors

.....

.....

THE COMPANIES ACT, 1995  
ARTICLES OF AMALGAMATION

FORM 14  
INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

*Item 1*

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations and state company number except where a number has not yet been assigned.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there will be two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

*Item 5*

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

*Item 6*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 7*

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 8*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 9*

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

*Item 10*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)—see item 6 above;
- (b) section 60—re restriction of power of directors;
- (c) section 66(1)—see item 7 above;
- (d) section 70—re directors' share holdings;
- (e) section 80—re directors' meetings;
- (f) section 81(1)—re notice of directors' meetings;
- (g) section 98(1) and (2)—re borrowing powers of directors;
- (h) section 113(3)—re notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)—re quorum at meetings of shareholders;
- (j) section 128—re voting on a show of hands or on a ballot;
- (k) section 130—re voting of shares held by joint shareholders;
- (l) section 131—re method of voting at meetings of shareholders;
- (m) section 216—re right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314—re transferability of member's interest in a non-profit company; and
- (o) section 426—re distribution of property of company on voluntary winding up.

*Item 11*

State names of amalgamating companies and their respective company numbers.

*Item 12*

A director or authorized officer of the company shall sign the Articles.

Set out title in relation to amalgamated company.

*Other Notices and Documents*

(1) The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 8), and a statutory declaration of a director or authorized officer of each amalgamating company in accordance with subsection (2) of section 225 of the Act.

(2) If the amalgamation is effected under section 222 of the Act, the Articles must be accompanied by a copy of the amalgamation agreement and a copy of the required special resolution of shareholders of each amalgamating company.

(3) If the amalgamation is effected under section 223 or 224 of the Act, the Articles must be accompanied by a copy of the required directors' resolution of each amalgamating company.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

9. Restrictions, if any, on business the Company may carry on

.....  
.....  
.....

10. If change of name effected, previous name

.....  
.....  
.....

11. Details of Incorporation

.....  
.....  
.....

12. Other provisions, if any

.....  
.....  
.....

13.	Date	Name and Title	Signature

## THE COMPANIES ACT, 1995

## ARTICLES OF CONTINUANCE

## FORM 16

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

*Item 1*

Set out the full legal name of the company.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there are two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

*Item 5*

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

*Item 6*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 7*

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 8*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 9*

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

*Item 10*

Set out the previous name of the company.

*Item 11*

Set out the original date of incorporation of the company, e.g., "The company was incorporated on 26th January, 1991."

*Item 12*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)—*see* item 6 above;
- (b) section 60—*re* restriction of power of directors;
- (c) section 66(1)—*see* item 7 above;
- (d) section 70—*re* directors' share holdings;
- (e) section 80—*re* directors' meetings;
- (f) section 81(1)—*re* notice of directors' meetings;
- (g) section 98(1) and (2)—*re* borrowing powers of directors;
- (h) section 113(3)—*re* notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)—*re* quorum at meetings of shareholders;
- (j) section 128—*re* voting on a show of hands or on a ballot;
- (k) section 130—*re* voting of shares held by joint shareholders;
- (l) section 131—*re* method of voting at meetings of shareholders;
- (m) section 216—*re* right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314—*re* transferability of member's interest in a non-profit company; and
- (o) section 426—*re* distribution of property of company on voluntary winding up.

*Item 13*

A director or authorized officer of the company shall sign the Articles.

*Other Documents*

The Articles must be accompanied by Notice of Registered Office (Form 4), Notice of Directors (Form 8) and Annual Return (Form 28).

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 342)

ARTICLES OF CONTINUANCE

NON-PROFIT COMPANY

1. Name of Company..... Company No. ....

2. The Company has no authorized share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the company are to be used in furthering its undertaking.

3. Is the liability of members limited by guarantee?

Yes  No

4. Restrictions on the undertaking that the Company may carry on

.....  
.....  
.....

5. Number (or minimum and maximum number) of directors

.....  
.....  
.....

6. The address of the principal office or premises of the Company is

.....  
.....  
.....

7. If change of name effected, previous name

.....  
.....  
.....

8. Details of Incorporation

.....  
.....  
.....



THE COMPANIES ACT, 1995  
NON-PROFIT COMPANY  
ARTICLES OF CONTINUANCE

FORM 17

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act, must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the Regulations.

*Item 1*

Set out the full legal name of the company.

*Item 2*

These details are required by section 309(b) of the Act.

*Item 3*

Indicate whether the liability of members is limited by guarantee. Tick the appropriate box.

*Item 4*

If restrictions are to be placed on the undertaking the company may carry on, set out the restrictions.

*Item 5*

State number of directors. A non-profit company shall have no fewer than three directors [section 310(1)].

*Item 6*

Where the undertaking of the company is of a social nature, there must be stated the full address of the clubhouse or similar premises that the company is maintaining.

*Item 7*

Set out previous name of company.

*Item 8*

Set out original date of incorporation of the company, e.g., "The company was incorporated on 26th January, 1991."

*Item 9*

Any provision that forms part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company.

*Item 10*

A director or an authorized officer of the company shall sign the Articles, indicating the capacity in which he is signing.

*Other Documents*

The Articles must be accompanied by Notice of Registered Office (Form 4), Notice of Directors (Form 8) and Annual Return (Form 29).

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

Form 18

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF CONTINUANCE**

.....  
*Name of Company*

I hereby certify that the above-mentioned Company was continued, as set out in the attached Articles of Continuance, under section 343 of the Companies Act.

.....  
*Registrar of Companies*

.....  
*Date of Continuance*

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Sections 237 and 238)

ARTICLES OF RE-ORGANIZATION/ARRANGEMENT

1. Name of Company..... Company No. ....

2. In accordance with the order of re-organization/arrangement, the Articles of Incorporation are amended as follows:

.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....

Date	Name and Title	Signature
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

THE COMPANIES ACT, 1995

ARTICLES OF RE-ORGANIZATION/ARRANGEMENT

FORM 19

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*General*

- (a) This document shall set out the amendments to the Articles in accordance with the court order pursuant to section 237 or 238 as the case may be.
- (b) The amendments must relate to the corresponding provisions of the Articles being amended, e.g., sections, subsections, clauses, etc.

*Signature*

A director or officer authorized by the Company or the court shall sign the Articles.

*Other Documents*

The Articles must be accompanied by:

- (a) A copy of the court order; and
- (b) Notice of Registered Office (Form 4) or Notice of Directors (Form 8) if there is a change in registered office or a change of directors.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

## THE COMPANIES ACT, 1995

(Section 318)

## EXTERNAL COMPANY

## APPLICATION FOR REGISTRATION

1. Name of Company..... Company No. ....

2. Address of Registered or Head Office .....

3. Address of Principal Office in Trinidad and Tobago .....

## 4. Corporate Structure:

- (a) Jurisdiction in which incorporated;  
 (b) Date and manner of incorporation;  
 (c) Period fixed for duration of Company;  
 (d) Extent to which liability of shareholders limited.

5.	Class of Shares	Authorized Capital	Subscribed Capital	Paid-up or Stated Capital	Number of Shares Company is authorized to issue	Nominal or Par Value of Shares, if any

6. Restrictions, if any, on the business that the Company may carry on and the date on which the Company commenced or intends to commence any of its operations in Trinidad and Tobago.

## 7. The Directors of the Company are:

Full Name	Address	Occupation

## 8. Documents attached are:

- (a) Verified copy of corporate instruments defining constitution of Company;  
 (b) Power of Attorney in accordance with section 323;  
 (c) Statutory declaration by Directors;  
 (d) Statutory declaration by Attorney-at-law.

Date	Name and Title	Signature

THE COMPANIES ACT, 1995

EXTERNAL COMPANY

APPLICATION FOR REGISTRATION

FORM 20

INSTRUCTIONS

*Item 1*

Set out full legal name of company.

*Items 2 and 3*

Set out address in full, such as street, number and if multi-office building, room number and postal code.

*Item 4*

Give date, jurisdiction and manner of incorporation and particulars of its corporate instruments, including the period, if any, fixed by its corporate instruments for its duration. With respect to jurisdiction, in the case of countries which are federal states, be as specific as possible, e.g. "The State of North Carolina, United States of America".

*Item 5*

State particulars required by section 318(1)(j) of the Act.

*Item 6*

If restrictions are to be placed on the business the company may carry on, set out the restrictions and state the date on which the company commenced or intends to commence any of its operations in Trinidad and Tobago.

*Item 7*

With respect to each director, set out first given name, middle name and family name and full address. Also specify occupation.

*Item 8*

A verified copy of each of its corporate instruments with up-to-date amendments must be obtained from an appropriate official of the jurisdiction where the company is incorporated or deemed to be incorporated. A notarially certified copy will be accepted.

There must also accompany the statement the statutory declarations required by section 318(2)(a) of the Act one of which must include a declaration that the Company is a validly existing Company.

*Signature*

A director or authorized officer of the company or an Attorney-at-law shall sign the application.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

.....  
*Company No.*

THE COMPANIES ACT, 1995

**CERTIFICATE OF REGISTRATION OF EXTERNAL  
COMPANY**

.....  
*Name of Company*

I hereby certify that the above-mentioned Company, was registered as an external company under the Companies Act.

.....  
*Registrar of Companies*

.....  
*Date of Registration*



REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

CONSENT TO ACT AS ATTORNEY

The Company/I/We, .....  
*Name of Company or Name of Person(s)*

of .....  
*Business Address*

hereby consent to act as the Attorney(s) for .....  
*Name of External Company*

pursuant to the Power of Attorney dated the ..... day of ..... 19.....  
filed herewith.

Dated this ..... day of ..... 19.....

ATTORNEY(S) *Signature(s)* .....

.....

WITNESS: *Signature* .....

*Address* .....

.....

*Occupation* .....

THE COMPANIES ACT, 1995

POWER OF ATTORNEY

FORM 22

INSTRUCTIONS

- (a) Set out the full legal name and foreign business address of external company.
- (b) Set out the full legal name of company, being a company incorporated in Trinidad and Tobago, which consents to act as attorney or set out first given name, middle name and family name of each person, being resident in Trinidad and Tobago, who consents to act as attorney.
- (c) Set out the business address(es) of the attorney(s) in full.
- (d) A company may appoint several persons as its attorney. The appointment of a law firm or any other firm as an attorney will not be accepted.
- (e) The filing of a power of attorney revokes all previous appointments.
- (f) Where more than one attorney is appointed, consent of each attorney is required.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
(Section 333)

EXTERNAL COMPANY

ANNUAL RETURN

1. Name of Company..... Return for year ending.....  
 Address of Registered or Head Office.....  
 .....Company No. ....  
 Address of Principal Office in Trinidad and Tobago.....  
 .....Date of Registration.....

2. Corporate Structure:  
 (a) Jurisdiction in which incorporated;  
 (b) Date and manner of incorporation;  
 (c) Period fixed for duration of Company;  
 (d) Extent to which liability of shareholders limited.

3. Class of Shares	Authorized Capital	Subscribed Capital	Paid-up or Stated Capital	Number of Shares Company is authorized to issue	Nominal or Par Value of Shares, if any
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

4. Has there been any change in the corporate instruments?  
 Yes       No  
 If yes, have they been filed?  
 Yes       No

5. Name(s) and address(es) of Attorney(s) appointed under section 323:  
 .....

6. Director(s) of the Company:

Full Name	Address	Occupation
.....	.....	.....
.....	.....	.....

7. Date	Name and Title	Signature
.....	.....	.....
.....	.....	.....

THE COMPANIES ACT, 1995

EXTERNAL COMPANY

ANNUAL RETURN

FORM 23

INSTRUCTIONS

*Item 1*

Set out full legal name of company. State the year for which the annual return is being made. Set out required addresses in full, such as street, number and if multi-office building, room number and postal code. Set out the number of the Company and its date of registration as indicated in its Certificate of Registration.

*Item 2*

Give date, jurisdiction and manner of incorporation and particulars of its corporate instruments, including the period, if any, fixed by its corporate instruments for its duration. With respect to jurisdiction, in the case of countries which are federal states, be as specific as possible, e.g., "The State of North Carolina, United States of America".

*Item 3*

State particulars required by section 318(1)(j) of the Act.

*Item 4*

Indicate whether there has been any change in the corporate instruments of the Company during the year for which the return is being made. Tick the appropriate box.

*Item 5*

Set out the name(s) and business address(es) of the attorney(s) in full.

*Item 6*

With respect to each director, set out first given name, middle name and family name and full address. Also specify occupation.

*Item 7*

A director or authorized officer of the company or an attorney named in item 5 shall sign the return indicating the capacity in which he is signing.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

[Section 489(5)]

**APPLICATION TO RESTORE NAME TO THE REGISTER**

1. Name of Company..... Company No. ....
2. Date Company struck off the Register .....
3. Full address of registered office if incorporated under the laws of Trinidad and Tobago  
.....
4. Full address of registered or principal office if incorporated other than under the laws  
of Trinidad and Tobago.....  
.....
5. The Directors of the Company are:

Full Name

Address

Occupation

6.	Date	Name and Title	Signature

THE COMPANIES ACT, 1995

APPLICATION TO RESTORE NAME TO THE REGISTER

FORM 24

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations.

*Item 1*

Set out name and company and company number.

*Item 2*

Set out the date on which the company was struck off the register.

*Item 6*

A director or an authorized officer shall sign the application indicating the capacity in which he is signing.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

**APPLICATION FOR NAME SEARCH AND NAME RESERVATION***Information MUST be typed or written in block letters.**Please read carefully ALL instructions at the back of this form before completing it.*

1. Name of Applicant .....

Full Address .....

.....

Postal Address .....

(if different  
from above).....

Telephone No. ....

2. Proposed Name .....

Alternative names (if any) in order of preference:

(a) .....

(b) .....

3. Purpose of Name Search/Reservation (*Please tick appropriate box*):Incorporation       Amalgamation       Extension       Change of Name Profit Non-profit       Replacement of lost name reservation Unlimited Public       Other (*Please specify*)

.....

4. If for a change of name, state present name of company and registration number:

.....

5. If for an amalgamation, state names of amalgamating companies and respective registration numbers:

.....

.....

Signature of Applicant .....

Dated the ..... day of ....., 19.....

**FOR OFFICIAL USE ONLY**

Name reserved until ( <i>specify date</i> )	For Register
<input type="checkbox"/> ..... <input type="checkbox"/> ..... <input type="checkbox"/> .....	
<i>Signature of authorised officer</i>	See attached letter if name not reserved

Date Received	Time Received	Application Received by	Application Checked by	Date Checked
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

## THE COMPANIES ACT, 1995

## APPLICATION FOR NAME SEARCH AND NAME RESERVATION

FORM 25

## INSTRUCTIONS

*General*

This form is for use in checking availability of name and for reservation of a name in respect of one company only. The form must be submitted in *duplicate* and presented in *typed* or *printed* form. The copy of the form will be returned to the sender indicating result of search and must, if name is available, be attached to articles when submitted.

An indication that a name is available at this time does not mean that a company is automatically incorporated.

*Item 1*

Set out full name, complete address and telephone number of person making request.

*Item 2*

This form gives the applicant a choice of three (3) names, of which the first name found to be suitable would be *reserved*. Please note that the search would cease at the first suitable (available) name.

*Item 3*

Set out whether the name is for incorporation, amalgamation, extension, replacement of a lost name reservation, other. In cases where an extension or an alteration to a name reserved is desired, the *official* copy of the relevant name reservation must be attached to this form.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.



## THE COMPANIES ACT, 1995

## APPLICATION FOR EXEMPTION

## FORM 26

## INSTRUCTIONS

*General*

Each application for an exemption must be made on a separate form. Applications for exemptions under section 146 must be submitted to the Securities Exchange Commission. Other exemption applications must be submitted to the Registrar of Companies.

*Item 1*

Set out the full name of company and company number.

*Item 2*

Check the appropriate box to indicate the provision of the Act to which the requested exemption relates.

*Item 3*

Set out the full name and address.

*Item 4*

State the capacity in which the applicant acts, e.g., a director, authorized officer or attorney-at-law of a company, or an attorney-at-law or agent of an applicant.

*Item 5*

State clearly the legal, economic or other reasons why the exemption should be granted.

*Item 6*

The applicant or his authorized agent shall sign the application. If the applicant is a company, a director or authorized agent of the company shall sign the application.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar or the Securities Exchange Commission, as the case may be, and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

Form 27

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

[Section 178(4)(b), (c)]

NOTICE OF SECRETARY/ASSISTANT SECRETARY(IES)

OR

NOTICE OF CHANGE OF SECRETARY/ASSISTANT SECRETARY(IES)

1. Name of Company..... 2. Company No. ....

3. Notice is given that on the ..... day of ....., 19....., the following individual(s), corporation(s), firm(s) was/were appointed Secretary/Assistant Secretary(ies)\*

Name	Address/Registered Office/ Principal Place of Business	Occupation/ Status*
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

4. Notice is given that on the ..... day of ....., 19....., the following individual(s), corporation(s), firm(s) ceased to hold office as Secretary/Assistant Secretary(ies)\*

Name	Address/Registered Office/ Principal Place of Business	Occupation/ Status*
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

5. The Secretary/Assistant Secretary(ies) as of this date is/are:

Name	Address/Registered Office/ Principal Place of Business	Occupation/ Status*
.....	.....	.....
.....	.....	.....
.....	.....	.....

6. Date	Signature	Title
.....	.....	.....
.....	.....	.....
.....	.....	.....

## THE COMPANIES ACT, 1995

## NOTICE OF SECRETARY/ASSISTANT SECRETARY(IES)

## FORM 27

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 3*

- (a) Set out date of appointment.
- (b) (i) In the case of an individual, set out first given name, middle name and family name.  
(ii) In the case of a firm or corporation, set out the registered name.
- (c) In the case of (b)(i), state full residential address, and in the case of (b)(ii), state principal place of business or registered office, as the case may be.
- (d) (i) In the case of an individual, specify other business occupation clearly. Where possible, specify area of speciality e.g., electrical engineer. In the case of an individual who has no business occupation, but who holds any other secretaryship or secretaryships, particulars of that other secretaryship or at least one of those other secretaryships should be stated. In the case of an individual who has no other business occupation or secretaryship of any kind, state "Not applicable" or "N/A".  
(ii) in the case of a firm or corporation set out status e.g., "firm of accountants" or "company incorporated under the laws of Trinidad and Tobago" (or elsewhere).

*Item 4*

- (a) Set out date individual firm or corporation (as the case may be) ceased to hold office.
- (b) Set out particulars as at item 3 above.

*Item 5*

Set out particulars as at items 3 and 4 above.

*Item 6*

A director or authorised officer of the company shall sign a notice.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.





7. Total amount of the indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar under the Companies Act.....\$

8. The directors of the company as of the date of the Annual Return are:

Name	Address	Occupation

9. The secretary/assistant secretary(ies) of the company as of the date of the Annual Return is/are:

Name	Address/Registered Office Principal Place of Business	Occupation/Status

10. Date	Name and Title	Signature

## THE COMPANIES ACT, 1995

ANNUAL RETURN OF A COMPANY FOR PROFIT INCORPORATED,  
CONTINUED OR AMALGAMATED UNDER THE ACT

FORM 28

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company, and except where a number has not been assigned, state the company number.

*Item 3*

State full address of registered office of company.

*Item 4*

State the anniversary of incorporation, continuance or amalgamation under the Act. Tick the appropriate box. N.B.—this Return is due “not later than the thirty days after each anniversary date of its continuance, incorporation or amalgamation” under the Act [section 194(1)].

In the case of a company being continued, state “Not Applicable” or “N/A” in Item 4(b).

*Item 5*

State class(es) of shares by distinctive name or other form of designation and total number of shares in each class.

*Item 6*

- (i) State same date as at Item 4 above.
- (ii) State full name of each shareholder, whether a natural person or a corporation.
- (iii) State address (if a natural person) or registered office (if a corporation).
- (iv) State occupation/calling (if a natural person) or status (i.e., “corporation”/“limited” or “unlimited liability company”) (if a corporation).
- (v) State class of shares as per 5 above and number held by each existing shareholder at date of Return.
- (vi) State particulars of shares transferred since the date of the last return or since the date of incorporation, continuance or amalgamation of the company by persons who are still shareholders or who have ceased to be shareholders, as the case may be.

In either case, state the following:

- the number of shares transferred.
- the relevant class(es) of the shares transferred.
- the date of registration of each transfer of shares.
- Insert the name of the *transferee* (the person to whom the shares have been transferred) in the “Remarks” column immediately opposite the particulars of each transfer. N.B.—the particulars of transfer should be placed opposite the name of the *transferor* (the person who has transferred the shares) and not opposite that of the transferee.

*Item 8*

With respect to each director:

- (a) set out first given name, middle name and family name;
- (b) state full address; and
- (c) specify other occupation clearly. Where possible, specify area of speciality e.g., electrical engineer. In the case of an individual who has no business occupation, but who holds any other directorship or directorships, particulars of that other directorship or at least one of those other directorships should be stated. In the case of an individual who has no other business occupation or directorship of any kind, state "Not applicable" or "N/A".

*Item 9*

- (a) (i) In the case of an individual, set out first given name, middle name and family name.
- (ii) In the case of a firm or corporation, set out the registered name.
- (b) In the case of (a)(i), state full address, in the case of (a)(ii), state principal place of business or registered office, as the case may be .
- (c) (i) In the case of an individual, specify other business occupation clearly. Where possible, specify area of speciality e.g., electrical engineer. In the case of an individual who has no business occupation, but who holds any other secretaryship or secretaryships, particulars of that other secretaryship or at least one of those other secretaryships should be stated. In the case of an individual who has no other business occupation or secretaryship of any kind, state "Not applicable" or "N/A".
- (ii) in the case of a firm or corporation set out status e.g., "firm of accountants" or "company incorporated under the laws of Trinidad and Tobago" (or elsewhere).

*Signature*

A director or authorised officer of the company shall sign a return.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
[Section 194(1)]

**ANNUAL RETURN OF A NON-PROFIT COMPANY INCORPORATED  
OR CONTINUED UNDER THE ACT**

1. Name of Company..... 2. Company No. ....
3. Registered Office of Company .....
4. Anniversary Date of Incorporation  / Continuance
5. Total amount of the indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar under the Companies Act.

\$.....

6. Particulars of directors of the company at the date of this return.

Name	Address	Other Occupation If none state so

7. The secretary/assistant secretary(ies) of the company as of the date of the Annual Return is/are:

Name	Address/Registered Office Principal place of Business	Other Occupation/ Status*

8. Date	Name and Title	Signature

THE COMPANIES ACT, 1995  
ANNUAL RETURN OF A NON-PROFIT COMPANY INCORPORATED  
OR CONTINUED UNDER THE ACT

FORM 29

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 3*

State full address of registered office of company.

*Item 4*

State the anniversary of incorporation or continuance under the Act. Tick the appropriate box. N.B.—this Return is due “not later than the thirty days after each anniversary date of its continuance, incorporation or amalgamation” under the Act [section 194(1)].

*Item 5*

State total amount of all mortgages, charges and other indebtedness of the Company at date of Annual Return.

*Item 6*

With respect to each director:

- (a) set out first given name, middle name and family name;
- (b) state full address; and
- (c) specify other occupation clearly. Where possible, specify area of specialty, e.g., *electrical* engineer. In the case of an individual who has no business occupation, but who holds any other directorship or directorships, particulars of that other directorship or at least one of those other directorships should be stated. In the case of an individual who has no other occupation or directorship of any kind, state “Not applicable” or “N/A”.

*Item 7*

- (a) (i) In the case of an individual, set out first given name, middle name and family name;
- (ii) In the case of a firm or corporation, set out the registered name.
- (b) In the case of (a)(i), state full address and in the case of (a)(ii), state principal place of business or registered office, as the case may be.
- (c) (i) In the case of an individual, specify other business occupation clearly. Where possible, specify area of specialty, e.g., *electrical* engineer. In the case of an individual who has no business occupation, but who holds any other secretaryship or secretaryships, particulars of that other secretaryship or at least one of those other secretaryships should be stated. In the case of an individual who has no other business occupation or secretaryship of any kind, state “Not applicable” or “N/A”.
- (ii) In the case of a firm or corporation set out status e.g., “firm of accountants” or “company incorporated under the laws of Trinidad and Tobago” (or elsewhere).

*Signature*

A director or authorised officer of the company shall sign a return.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement “Registered” and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
[Section 259(2)]

CERTIFICATE OF REGISTRATION OF CHARGE

.....  
*Name of Company*

I hereby certify that a statement of charge dated the.....day of.....  
in the year..... and created by the above-named Company for securing all moneys  
now due, or hereafter to become due, or from time to time accruing due from the above-  
named Company to ..... was this day registered pursuant to  
section 251/252/257 of the Companies Act.

.....  
*Registrar of Companies*

.....  
*Date of Registration*

Form 31

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
[Section 8(3)]

DECLARATION OF COMPLIANCE FOR PURPOSES OF INCORPORATION  
OF COMPANY

NAME OF COMPANY:

PRESENTED BY:

I .....  
of.....  
..... do solemnly and sincerely declare as follows:

- 1. (a) \*I am a person named in the articles of incorporation/the documents accompanying the articles of incorporation as a Director/Secretary of .....  
or  
(b) \*I am an attorney-at-law of the Supreme Court of Trinidad and Tobago engaged on the formation of .....  
(\*Delete paragraph if not applicable)
- 2. To the best of my knowledge and belief—
  - (i) none of the signatories to the articles of incorporation herein is an individual described in section 8(2) of the Companies Act;
  - (ii) all other requirements precedent to the formation and incorporation of a company under this Act have been complied with.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act, 7:04.

Sworn to at  
this            day of            }

Before me,

.....  
*Commissioner of Affidavits*

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

STATUTORY DECLARATION PURSUANT TO SECTION 318(2)(c)—  
REGISTRATION OF AN EXTERNAL COMPANY

NAME OF COMPANY:

SUBMITTED BY:

I .....  
of.....

..... do solemnly and sincerely declare that:

1. I am an attorney-at-law of the Supreme Court of Trinidad and Tobago engaged in the registration of the above-named company under the above-mentioned Act.
2. To the best of my knowledge and belief all the requirements of section 318 of the Companies Act, 1995 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.
3. I make this declaration conscientiously believing the same to be true and according to the provisions of the Statutory Declaration Act, Chap. 7:04.

Declared at

}

Before me,

(Oath to be taken before any person duly authorised according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)

Form 33

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
(Section 251)

STATEMENT OF CHARGE CREATED BY A COMPANY

Presented by .....

Name of Company..... Company No. ....

Date and Description of the Instrument  
creating or evidencing the  
Mortgage or Charge

Amount secured by the  
Mortgage or Charge

.....  
.....  
.....

Short Particulars of the Property Mortgaged or Charged and any Covenants affecting same

.....  
.....  
.....

Name(s), Address(es) and Description(s) of the Mortgagee(s) or Chargee(s)

.....  
.....  
.....

Amount of rate per cent, of the Commission, Allowance or Discount (if any) paid or made either directly or indirectly by the Company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely, or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Statement.

.....  
.....  
.....

Dated this ..... day of ....., 19.....

.....  
*Signature—(State designation of position  
in relation to the company, the  
Mortgagee(s) or any other)*

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
 [Section 252(2)]

STATEMENT RELATING TO A SERIES OF DEBENTURES

Presented by .....

Name of Company..... Company No. ....

Total Amount Secured by Whole Series	Dates of Resolutions authorising issue of series and the date of the covering instrument if any	Name of Trustee for debenture holders	Nature of Charge	Short particulars of property charged	Nature of any Restriction on the power of the company to grant further charges (floating charges only)
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

Dated this ..... day of ....., 19.....

Signature.....  
 (State designation of position in relation to the company, or any other)

Form 35

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
[Section 261(1)]

MEMORANDUM OF SATISFACTION

1. Name of Company..... 2. Company No. ....

3. Property or undertaking charged:

.....  
.....

4. Particulars of satisfaction:

.....  
.....

5.	Date	Name and Title	Signature

6. I/We..... of.....

hereby certify the above stated particulars to be true and correct.

Dated this ..... day of ....., 19.....

.....  
*Mortgagee(s) or Authorised Officer(s)*  
*of Mortgagee(s)*

## THE COMPANIES ACT, 1995

## MEMORANDUM OF SATISFACTION

FORM 35

## INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Item 1*

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

*Item 3*

Set out description and date of instrument of charge, date of registration of particulars with the Registrar and description of property or undertaking charged.

*Item 4*

Set out the appropriate particulars; *see* section 261(1). State date of satisfaction and extent to which satisfied, i.e., whether *fully* or *partially* satisfied, and whether as to any part of the property or undertaking charged or as to any amount due under the charge or otherwise.

*Item 5*

A director or authorized officer of the company shall sign the memorandum.

*Item 6*

This certificate is to be completed by the mortgagee.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

SCHEDULE 2

(Regulation 4)

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- 2 REGISTERED OFFICE
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- 5 BORROWING POWERS OF DIRECTORS
- 6 MEETINGS OF DIRECTORS
- 7 REMUNERATION OF DIRECTORS
- 8 SUBMISSION OF CONTRACTS TO SHAREHOLDERS
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## SCHEDULE 2

MODEL GENERAL BY-LAW OF A COMPANY INCORPORATED OR  
CONTINUED UNDER THE COMPANIES ACT, 1995

## THE COMPANIES ACT, 1995

## BY-LAW NO. 1

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

## [INSERT NAME OF COMPANY]

BE IT ENACTED as the general by-law of [INSERT NAME OF COMPANY] (hereinafter called the "Company") as follows:

## 1. INTERPRETATION

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

- (a) "Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "by-laws" means any by-law of the Company from time to time in force;
- (d) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

## 2. REGISTERED OFFICE

2.1 The registered office of the Company shall be in Trinidad and Tobago at such address as the directors may fix from time to time by resolution.

## 3. SEAL

3.1 The common seal of the Company shall be such as the directors may by resolution from time to time adopt.

## 4. DIRECTORS

4.1 Powers: Subject to any unanimous shareholder agreement, the business and affairs of the Company shall be managed by the directors.

4.2 Number: There shall be [INSERT NUMBER OF DIRECTORS OR MAXIMUM AND MINIMUM NUMBER OF DIRECTORS] directors.

4.3 Election: Directors shall be elected by the shareholders on a show of hands unless a ballot is demanded in which case such election shall be by ballot.

4.4 Tenure: Unless his tenure is sooner determined, a director shall hold office from the date on which he is elected or appointed until the close of the annual meeting of the shareholders next following but he shall be eligible for re-election if qualified.

4.4.1 A director who is also an officer shall continue to be a director until he ceases to be an officer.

4.4.2 A director shall cease to be a director—

- (a) if he becomes bankrupt (or compounds with his creditors or is declared insolvent);
- (b) if he is found to be mentally ill; or
- (c) if by notice in writing to the Company he resigns his office and any such resignation shall be effective at the time it is sent to the Company or at the time specified in the notice, whichever is later.

4.4.3 The shareholders of the Company may, by ordinary resolution passed at a special meeting of the shareholders, remove any director from office and a vacancy created by the removal of a director may be filled at the meeting of the shareholders at which the director is removed.

4.5 Committee of Directors: The directors may appoint from among their number a committee of directors and subject to section 84(2) of the Act may delegate to such committee any of the powers of the directors.

## 5. BORROWING POWERS OF DIRECTORS

5.1 The directors may from time to time—

- (a) borrow money upon the credit of the Company;
- (b) issue, reissue, sell or pledge debentures of the Company;
- (c) subject to section 56 of the Act, give a guarantee on behalf of the Company to secure performance of an obligation of any person; and
- (d) mortgage, charge, pledge or otherwise create a security interest in all or any property of the Company, owned or subsequently acquired, to secure any obligation of the Company or any other person.

5.2 The directors may from time to time by resolution delegate to any officer of the Company all or any of the powers conferred on the directors by paragraph 5.1 hereof to the full extent thereof or such lesser extent as the directors may in any such resolution provide.

5.3 The powers conferred by paragraph 5.1 hereof shall be in supplement of and not in substitution for any powers to borrow money for the purposes of the Company possessed by its directors or officers independently of a borrowing by-law.

## 6. MEETINGS OF DIRECTORS

6.1 Place of Meeting: Meetings of the directors and of any committee of the directors may be held within or outside Trinidad and Tobago.

6.2 Notice: A meeting of the directors may be convened at any time by any director or the Secretary, when directed or authorized by any director. Subject to subsection 81(1) of the Act the notice of any such meeting 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 18.1 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.

6.2.1 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 shareholders or the appointment to fill a vacancy among the directors.

6.3 Quorum: [INSERT NUMBER OF DIRECTORS] directors 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.

6.3.1 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.

6.4 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 shall have a second or casting vote.

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

## 7. REMUNERATION OF DIRECTORS

7.1 The remuneration to be paid to the directors shall be such as the directors may from time to time determine and such remuneration may be in addition to the salary paid to any officer or employee of the Company who is also a director. The directors may also award special remuneration to any director undertaking any special services on the Company's behalf other than the routine work ordinarily required of a director and the confirmation of any such resolution or resolutions by the shareholders shall not be required. The directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Company.

## 8. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL

8.1 The directors in their discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the shareholders or at any special meeting of the shareholders called for the purpose of considering the same and, subject to the provisions of section 93(1) of the Act, any such contract, act or transaction that is approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Company's articles or any other by-law) shall be as valid and is binding upon the Company and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Company.

## 9. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.1 No director or officer of the Company shall be liable to the Company for—

- (a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company;
- (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,

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

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

## 10. INDEMNITIES TO DIRECTORS AND OFFICERS

10.1 Subject to section 101 of the Act, except in respect of an action by or on behalf of the Company to obtain a judgement in its favour, the Company shall indemnify a director or officer of the Company, a former director or officer of the Company or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor, and his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such company, if—

- (a) he acted honestly and in good faith with a view to the best interests of the Company; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

## 11. OFFICERS

11.1 Appointment: The directors shall as often as may be required appoint a Secretary and, if deemed advisable, may as often as may be required appoint any or all of the following officers: a Chairman, a Deputy Chairman, a Managing Director, [a President, one or more Vice-Presidents,] a Treasurer, one or more Assistant Secretaries or one or more Assistant Treasurers. A director may be appointed to any office of the Company but none of the officers except the Chairman, the Deputy Chairman, the Managing Director, the President and Vice-President need be a director. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer, he may but need not be known as the Secretary-Treasurer. The directors may from time to time appoint such other officers and agents as they deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors.

11.2 Remuneration: The remuneration of all officers appointed by the directors shall be determined from time to time by resolution of the directors. The fact that any officer or employee is a director or shareholder of the Company shall not disqualify him from receiving such remuneration as may be determined.

11.3 Powers and Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the directors.

11.4 Delegation: In case of the absence or inability to act of any officer of the Company except a Managing Director 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.

11.5 Chairman: A chairman shall, when present, preside at all meetings of the directors, and any committee of the directors or the shareholders.

11.6 Deputy Chairman: If the Chairman is absent or is unable or refuses to act, the Deputy Chairman (if any) shall, when present, preside at all meetings of the directors, and any committee of the directors, or the shareholders.

11.7 Managing Director: A Managing Director shall exercise such powers and have such authority as may be delegated to him by the directors in accordance with the provisions of section 84 of the Act.

[11.8 President: A President shall be the Chief Executive Officer of the Company. He shall be vested with and may exercise all the powers and shall perform all the duties of a Chairman and Deputy Chairman if none be appointed or if the Chairman and the Deputy Chairman are absent or are unable or refuse to act.]

[11.9 Vice-President: A Vice-President or, if more than one, the Vice-Presidents, in order of seniority, 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 inability or refusal to act.]

11.10 Secretary: The Secretary give or cause to be given notices for all meetings of the directors, any committee of the directors and the shareholders when directed to do so and shall have charge of the minute books and seal of the Company and, subject to the provisions of paragraph 14.1 hereof, of the records (other than accounting records) referred to in section 177 of the Act.

11.11 Treasurer: Subject to the provisions of any resolution of the directors, a Treasurer shall have the care and custody of all the funds and securities of the Company and shall deposit the same in the name of the Company in such bank or banks or with such other depository or depositories as the directors may direct. He shall keep or cause to be kept the accounting records referred to in section 187 of the Act. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

11.12 Assistant Secretary and Assistant Treasurer: The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the event of the Secretary or Treasurer's absence or inability or refusal to act, as the case may be.

11.13 General Manager or Manager: The directors may from time to time appoint one or more General Managers or Managers and may delegate to him or them full power to manage and direct the business and affairs of the Company (except such matters and duties as by law must be transacted or performed by the directors or by the shareholders) and to employ and discharge agents and employees of the Company or may delegate to him or them any lesser authority. A General Manager or manager shall conform to all lawful orders given to him by the directors of the Company and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Company. Any agent or employee appointed by the General Manager or Manager may be discharged by the directors.

11.14 Vacancies: If the office of any officer of the Company becomes vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of the Secretary, and may, in the case of any other office, appoint a person to fill such vacancy.

## 12. SHAREHOLDERS' MEETINGS

12.1 Annual Meeting: Subject to the provisions of section 109 of the Act, the annual meeting of the shareholders shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the shareholders entitled to vote at such meetings so agree, outside Trinidad and Tobago.

12.2 Special Meetings: Special meetings of the shareholders may be convened by the directors at any date and time and at any place within Trinidad and Tobago or, if all the shareholders entitled to vote at such meeting so agree, outside Trinidad and Tobago.

12.2.1 The directors shall, on the requisition of the holders of not less than five per cent of the issued shares of the Company that carry a right to vote at the meeting requisitioned, forthwith convene a meeting of shareholders, and in the case of such requisition the following provisions shall have effect:

- (a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;
- (b) if the directors do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- (c) unless subsection (3) of section 133 of the Act applies, the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within twenty-one days from the deposit of the requisition;
- (d) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions 5 and 6 of Part III of the Act;
- (e) a requisition by joint holders of shares must be signed by all such holders.

12.3 Notice: A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each shareholder entitled to vote at such meeting, on each director and on the auditor of the Company in the manner specified in paragraph 18.1 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day for which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgement thereon, and (b) the text of any special resolution to be submitted to the meeting.

12.4 Waiver of Notice: A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders and attendance of any such person at a meeting of shareholders 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.

12.5 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 shareholder, director or the auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any meeting of the shareholders.

12.6 Votes: Every question submitted to any meeting of shareholders shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and 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.

12.6.1 At every meeting at which he is entitled to vote, every shareholder, proxy holder or individual authorized to represent a shareholder 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 shareholder, proxy holder or individual authorized to represent a shareholder shall, subject to the articles, have one vote for every share held by the shareholder.

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

12.6.3 When the Chairman, the Deputy Chairman, the President and the Vice-President 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.

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

12.6.5 If two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the other, vote the shares, but if two or more of those persons who are present, in person or by proxy vote, they must vote as one on the shares jointly held by them or not at all.

12.7 Proxies: Votes at meetings of shareholders may be given either personally or by proxy or, in the case of a shareholder who is a body corporate or association, by an individual authorized by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of shareholders of the Company.

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

12.7.2 A person appointed by proxy need not be a shareholder.

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

The undersigned shareholder of [INSERT NAME OF COMPANY] hereby appoints \_\_\_\_\_ of \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_ as the nominee of the undersigned to attend and act for the undersigned and act on behalf of the undersigned at the \_\_\_\_\_ meeting of the shareholders of the said Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ 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 \_\_\_\_\_ 19\_\_\_\_

.....  
Signature of Shareholder

12.8 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 shareholders 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.

12.9 Quorum: Subject to the Act, and except in the case of a Company having only one shareholder a quorum for the transaction of business at any meeting of the shareholders shall be two persons present in person, each being either a shareholder entitled to vote thereat, or a duly appointed proxy holder or representative of a shareholder so entitled. If a quorum is present at the opening of any meeting of the shareholders, the shareholders 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 shareholders, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

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

### 13. SHARES

13.1 Allotment and Issuance: Subject to the pre-emptive rights as varied by the articles and any unanimous shareholder agreement, shares in the capital of the Company may be allotted and issued by resolution of the directors at such times and on such terms and conditions and to such persons or class of persons as the directors determine.

13.2 Certificates: Share certificates and the form of share transfer shall (subject to section 197 of the Act) be in such form as the directors may by resolution approve and such certificates shall be signed by a Chairman or a Deputy Chairman or a Managing Director [or a President or a Vice-President] and the Secretary or an Assistant Secretary holding office at the time of signing.

13.2.1 The directors or any agent designated by the directors may in their or his discretion direct the issuance of a new share or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken, on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the directors may from time to time prescribe, whether generally or in any particular case.

### 14. TRANSFER OF SHARES AND DEBENTURES

14.1 Transfer: The shares or debentures of a company may be transferred by a written instrument of transfer signed by the transferor and naming the transferee.

14.2 Registers: Registers of shares and debentures issued by the Company shall be kept at the registered office of the Company or at such other place in Trinidad and Tobago as may from time to time be designated by resolution of the directors.

14.3 Surrender of Certificates: Subject to section 195 of the Act, no transfer of shares or debentures shall be registered unless or until the certificate representing the shares or debentures to be transferred has been surrendered for cancellation.

### 15. DIVIDENDS

15.1 The directors may from time to time by resolution declare and the Company may pay dividends on the issued and outstanding shares in the capital of the Company subject to the provisions (if any) of the articles and sections 54 and 55 of the Act.

15.1.1 In case several persons are registered as the joint holders of any shares, any one of such persons may give effectual receipts for all dividends and payments on account of dividends.

## 16. VOTING IN OTHER COMPANIES

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

(a) execute and deliver proxies; and

(b) arrange for the issuance of voting certificates or other evidence of the right to vote,

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

## 17. INFORMATION AVAILABLE TO SHAREHOLDERS

17.1 Except as provided by the Act, no shareholder shall be entitled to any information respecting any details or conduct of the Company's business which in the opinion of the directors it would be inexpedient in the interests of the Company to communicate to the public.

17.2 The directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Company or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or accounting record of the Company except as conferred by statute or authorized by the directors or by a resolution of the shareholders.

## 18. NOTICES

18.1 Method of giving notice: Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any shareholder, debenture holder, director or auditor may be delivered personally or sent by pre-paid mail or cable or telex or telefax to any such person at his latest address as shown in the records of the Company or its transfer agent and to any such director at his latest address as shown in the records of the Company or in the latest notice filed under section 71 or 79 of the Act, and to the auditor at his business address.

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

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

18.4 Shares and debentures registered in more than one name: All notices or other documents with respect to any shares or debentures registered in more than one name shall be given to whichever of such persons is named first in the records of the Company and any notice or other documents so given shall be sufficient notice or delivery to all the holders of such shares or debentures.

18.5 Persons becoming entitled by operation of law: Subject to section 200 of the Act, every person who by operation of law, transfer or by any other means whatsoever becomes entitled to any share is bound by every notice or other document in respect of such share that, previous to his name and address being entered in the records of the Company, is duly given to the person from whom he derives his title to such share.

18.6 Deceased Shareholders: Subject to section 200 of the Act, any notice or other document delivered or sent by pre-paid mail, cable, telex or telefax or left at the address of any shareholder as the same appears in the records of the Company shall, notwithstanding that such shareholder is deceased, and whether or not the Company has notice of his death, be deemed to have been duly served in respect of the shares held by him (whether held solely or with any other person) until some other person is entered in his stead in the records of the Company as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on his personal representatives and on all persons, if any, interested with him in such shares.

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

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

18.9 Proof of service: Where a notice required under paragraph 18.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 18.1 hereof, service shall be deemed to be at the time of delivery of such notice.

18.9.1 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 pre-paid mail.

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

18.9.3 A certificate of an officer of the Company in office at the time of the making of the certificate or of any transfer agent of shares of any class of the Company as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

## 19. CHEQUES, DRAFTS AND NOTES

19.1 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.

## 20. EXECUTION OF INSTRUMENTS

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

(a) a Chairman, a Deputy Chairman, a Managing Director, [a President or a Vice-President]; or

(b) any other director together with the Secretary or the Treasurer,

and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorisation or formality. The directors shall have power from time to time by resolution to appoint any officers or persons on behalf of the Company either to sign certificates for shares in the Company and contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

~~20.2~~ The common seal of the Company may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 20.1 hereof.

20.3 Subject to section 138 of the Act—

- (a) a director together with the Secretary or the Treasurer, or
- (b) any two directors,

shall have authority to sign and execute (under seal of the Company or otherwise) all instruments and deeds that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any property, shares, stocks, bonds, debentures, rights, warrants or other securities.

## 21. SIGNATURES

21.1 The signature of the Chairman, a Deputy Chairman, a Managing Director, [a President, a Vice-President,] the Secretary, the Treasurer, an Assistant Secretary or an Assistant Treasurer or any director of the Company or of any officer or person, appointed pursuant to paragraph 20 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 certificate for shares in the Company or contract, document or instrument in writing, bond, debenture or other security of the Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

## 22. FINANCIAL YEAR

22.1 The directors may from time to time by resolution establish the financial year of the company.

Dated this      day of      19

Corporate  
Seal

.....  
*Chairman*

.....  
*Secretary*

SCHEDULE 3

(Regulation 4)

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## SCHEDULE 3

(Regulation 4)

MODEL GENERAL BY-LAW OF A NON-PROFIT COMPANY INCORPORATED OR CONTINUED  
UNDER THE COMPANIES ACT, 1995

## THE COMPANIES ACT, 1995

## BY-LAW NO. 1

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

**[INSERT NAME OF COMPANY]**

BE IT ENACTED as the general by-law of [INSERT NAME OF COMPANY] (hereinafter called "the Company") as follows:

**1. INTERPRETATION**

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

- (a) "Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitutions any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "by-laws" means any by-law of the Company from time to time in force;
- (d) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

**2. REGISTERED OFFICE**

2.1 The registered office of the Company shall be in Trinidad and Tobago at such address as the directors may fix from time to time by resolution.

**3. MEMBERS**

3.1 There shall be two classes of membership namely:

- (a) Ordinary members, being individuals over the age of eighteen years of age (and any other persons);
- (b) Honorary members, being those individuals who accept election as Honorary members upon the invitation of the directors in recognition of their work for the Company. An Honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Company.

3.2 Application for membership shall be made to the Secretary of the Company upon such form as the directors shall from time to time prescribe and shall be supported by such evidence as may be required.

3.3 Candidates for membership shall be elected by the directors.

[If such membership is subject to confirmation by the members in general meeting, include relevant paragraphs here. See section 312(a) of the Act.]

3.4 Persons who hold any of the following offices; namely

[INSERT OFFICES] shall be *ex officio* members of the Company [OR DELETE THIS PARAGRAPH IF NO EX OFFICIO MEMBERS DESIRED]

[See section 313(1) and (2) of the Act]

3.5 The interest of a member in the Company 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 by-laws of the Company.

#### 4. ENTRANCE FEE

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

#### 5. ANNUAL SUBSCRIPTION

5.1 The annual subscription shall also be determined from time to time by the directors.

5.2 All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of [INSERT MONTH] in each year.

#### 6. CESSATION OF MEMBERSHIP

6.1 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, and provided such notice is given before the 15th day of [INSERT MONTH] in any year he shall not be liable to pay his subscription for that year.

6.2 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 Company.

6.3 If any member refuses or neglects to comply with the provisions of the by-laws or conducts himself in a way which in the opinion of the directors is or may be injurious to the Company, 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 (provided he is first given an opportunity of being heard by the directors) 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.

6.4 An individual to whom paragraph 6.3 of this by-law has been applied shall not thereafter be entitled to membership of the Company.

6.5 Subject to paragraph 6.1 of this by-law, a member resigning or expelled under paragraph 6.3 or whose name is struck off pursuant to paragraph 6.2 of this by-law shall nevertheless remain liable for all moneys then due from him to the Company.

6.6 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.

#### 7. OFFICERS

7.1 The officers of the Company shall consist of a President, a Vice-President, a Treasurer and a Secretary who shall be Ordinary members of the Company and shall be elected at the Annual General Meeting of the Company in each year and shall retire annually but shall be eligible for re-election.

7.2 In the case of a casual vacancy in any of the offices, the directors shall appoint one of their number to fill such casual vacancy until the next annual general meeting.

7.3 In the case of the absence, or inability to act, of the President, the Vice-President or any other officer of the Company 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.

7.4 **The President:** 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.

7.5 **The Vice-President:** The Vice-President 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 Vice-President shall have such powers and duties as may from time to time be assigned to him by the directors.

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

7.7 **The Treasurer:** The Treasurer shall have the care and custody of all the funds and securities of the Company and shall deposit the same in the name of the Company in such bank or banks or with such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

## 8. DIRECTORS

(See division 4 of Part III of the Act)

8.1 The directors of the Company shall be—

(a) the Officers, *ex officio*;

(b) such number of other ordinary members of the Company as is fixed in the Articles of Incorporation of the Company who may be elected at the Annual General Meeting of the Company in each year and who shall retire annually and shall be eligible for re-election; and

(c) supernumerary members appointed by the directors pursuant to paragraph 8.4 hereof.

8.2 Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Company.

8.3 If a casual vacancy occurs, other than in any of the offices, the directors may appoint an ordinary member of the Company to fill the vacancy.

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

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

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

8.7 **Term of Office:** Unless sooner determined, a director's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Company, be from the date of the meeting at which he is elected or appointed until the conclusion of the annual general meeting next following or until his successor is elected or appointed.

8.8 **Removal from office:** The members of the Company 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 Company shall be vacated—

- (a) if by notice in writing he resigns his office;
- (b) if he ceases to be a member of the Company;
- (c) if he does not attend four consecutive meetings of the directors, unless the directors otherwise determine;
- (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 **Place:** Meetings of the directors and of any committee of the directors may be held either at the registered office or at any other place within or outside Trinidad and Tobago.

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

9.3 **Notice:** Subject to section 81(1) of the Act, 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 15.1 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.

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

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

9.4 Quorum: [INSERT NUMBER OF DIRECTORS] directors 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.

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

9.5 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 shall have a second or casting vote.

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

9.7 Questions arising at any meeting of 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 shall have a second or casting vote.

#### 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 Company (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 Company or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the directors of the Company. He shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Company.

#### 11. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

11.1 No director or officer of the Company shall be liable to the Company for—

- (a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Company;
- (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,

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Company and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

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

## 12. MEETINGS OF MEMBERS

12.1 Annual Meeting: Subject to the provisions of section 109 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the members entitled to vote at such meeting so agree, outside Trinidad and Tobago.

12.2 Special Meetings: Special meetings of the members may be convened by order of the President, the Vice-President or by the directors at any date and time and at any place within Trinidad and Tobago or, if all the members entitled to vote at such meetings so agree, outside Trinidad and Tobago.

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

- (a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;
- (b) if the directors do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- (c) unless subsection (3) of section 133 of the Act applies, the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen days from the deposit of the requisition;
- (d) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions 5 and 6 of Part III of the Act.

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

12.4 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 or 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.

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

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

12.6.1 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.

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

12.6.3 When the President and the Vice-President 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.

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

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

12.7.1 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.

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

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

The undersigned member of [INSERT NAME OF COMPANY] 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 \_\_\_\_\_ 19\_\_\_\_ 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 \_\_\_\_\_ 19\_\_\_\_

Signature of member

12.8 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.

12.9 Quorum: Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be [INSERT NUMBER] persons present in person, each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 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.

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

### 13. COMMITTEES

13.1 The directors may from time to time as deemed necessary appoint committees consisting of such member of directors or members as may be deemed desirable and may prescribe their duties.

13.2 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.

### 14. VOTING IN OTHER COMPANIES

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

(a) execute and deliver proxies; and

(b) arrange for the issuance of voting certificates or other evidence of the right to vote,

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

### 15. NOTICES

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

15.2 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.

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

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

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

15.6 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.

15.6.1 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 pre-paid mail.

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

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

## 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 Company may be signed by:

- (a) the President or the Vice-President together with the Secretary or the Treasurer; or
- (b) any two directors,

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

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

17.1.2 Subject to section 138 of the Act—

(a) the President or the Vice-President together with the Secretary or the Treasurer; or

(b) any two directors,

shall have authority to sign and execute (under the seal of the Company or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants, or other securities.

18. SIGNATURES

18.1 The signature of the President, the Vice-President, the Secretary, the Treasurer or any director of the Company or of any officer or person, appointed pursuant to paragraph 17.1 hereof by resolution of the directors may, if specifically 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 Company executed or issued by or on behalf of the Company. Any document or instrument in writing on which the signature of any such officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

19. FINANCIAL YEAR

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

Dated this      day of      19

Corporate

Seal

.....  
*President*

.....  
*Secretary*

## PART XII

## SCHEDULE 4

(Regulation 5)

## TABLE OF FEES

(A) NAME SEARCH/NAME RESERVATION		
Name Search	... ..	\$10.00
Name Reservation	... ..	\$15.00
Extension of Name Reservation	... ..	\$20.00
Replacement of lost Name Reservation	... ..	\$20.00
Any other application relative to Name Search/Name Reservation	... ..	\$20.00
(B) FILING ARTICLES OF INCORPORATION FOR A LIMITED LIABILITY/UNLIMITED LIABILITY PROFIT COMPANY		
Filing of articles	... ..	\$400.00
Filing of statutory declaration	... ..	\$40.00
Filing of notice of directors...	... ..	\$40.00
Filing of notice of address	... ..	\$40.00
Certificate of incorporation	... ..	\$40.00
(C) FILING ARTICLES OF INCORPORATION FOR A LIMITED LIABILITY NON-PROFIT COMPANY		
Filing of articles	... ..	\$500.00
Filing of statutory declaration	... ..	\$40.00
Filing of notice of directors	... ..	\$40.00
Filing of notice of address	... ..	\$40.00
Certificate of incorporation	... ..	\$40.00
(D) FILING ARTICLES OF CONTINUANCE IN RESPECT OF FORMER—ACT COMPANY (WHETHER PROFIT OR NON-PROFIT)		
Filing of articles of continuance	... ..	\$10.00
Filing of notice of directors	... ..	\$10.00
Filing of notice of address	... ..	\$10.00
Filing of Annual Return	... ..	\$10.00
Certificate of continuance	... ..	\$10.00
(E) FILING ARTICLES OF AMENDMENT		
Filing of special resolution or directors' resolution	... ..	\$40.00
Filing of articles of amendment	... ..	\$60.00
Certificate of amendment	... ..	\$40.00
(F) FILING RESTATED ARTICLES OF INCORPORATION		
Filing of restated articles of incorporation	... ..	\$60.00
Certificate of restated articles of incorporation	... ..	\$40.00
(G) FILING ARTICLES OF AMALGAMATION		
Filing articles of amalgamation	... ..	\$60.00
Filing of statutory declarations required by section 225(2)	... ..	\$40.00
Filing of notice of directors	... ..	\$40.00
Filing of notice of registered office	... ..	\$40.00
Certificate of amalgamation	... ..	\$40.00
(H) FILING OF ARTICLES OF RE-ORGANISATION		
Filing of articles of re-organization...	... ..	\$60.00
Filing of notice of directors...	... ..	\$40.00
Filing of notice of address	... ..	\$40.00
Certificate of amendment	... ..	\$40.00

(I)	FILING OF ARTICLES OF ARRANGEMENT						
	Filing of articles of arrangement ... ..						\$60.00
	Filing of notice of directors ... ..						\$40.00
	Filing of notice of address ... ..						\$40.00
	Certificate of amendment ... ..						\$40.00
(J)	REGISTRATION OF AN EXTERNAL COMPANY						
	Registration fee ... ..						\$2,000.00
	Filing of Statement ... ..						\$40.00
	Filing of Affidavit or Solemn Declaration ... ..						\$40.00
	Declaration of Attorney-at-law ... ..						\$40.00
	Power of Attorney ... ..						\$40.00
	Certificate of Registration ... ..						\$40.00
(K)	FILING OF APPLICATION TO RESTORE COMPANY TO THE REGISTER						
	Filing of application ... ..						\$200.00
	Certificate of restoration ... ..						\$40.00
(L)	REGISTRATION OF CHARGES						
	Filing of statement of charge (where the security does not exceed \$10,000.00) ... ..						\$120.00
	Filing of statement of charge (where the security exceeds \$10,000.00) ... ..						\$220.00
	Filing of instrument containing statement of charge or duplicate, etc., pursuant to section 252(3) ... ..						\$40.00
	Certificate of charge ... ..						\$40.00
(M)	ANY OTHER DOCUMENT REQUIRED TO BE FILED AND ANY OTHER CERTIFICATE REQUIRED TO BE ISSUED ... ..						\$40.00

Dated this 3rd day of April, 1997.

K. PERSAD-BISSESSAR  
*Minister of Legal Affairs*

Laid in the Senate this 8th day of April, 1997.

N. COX  
*Clerk of the Senate*

Laid in the House of Representatives this 11th day of April, 1997.

J. SAMPSON  
*Clerk of the House*