



TRINIDAD AND TOBAGO

No. 23—1956

[L.S.]

I ASSENT,

E. B. BEETHAM

Governor.

22nd May, 1956.

AN ORDINANCE to provide for the establishment of a Corporation for securing the development of the hotel industry in the Colony, to define the powers of the said Corporation, and for purposes connected with the matters aforesaid.

[23rd May, 1956.]

ENACTED by the Governor of Trinidad and Tobago with the advice and consent of the Legislative Council thereof.

1. This Ordinance may be cited as the Hotels Development Corporation Ordinance, 1956.

Commence-
ment.

Enactment

Short title

Interpretation.

2. In this Ordinance—

“chairman” means chairman of the Corporation;

“deputy chairman” means deputy chairman of the Corporation;

“member” includes chairman and deputy chairman;

“official member” means a person who is the holder of an office of emolument under the Crown in the Colony and is appointed a member of the Corporation under the provisions of subsection (3) of section 3 of this Ordinance :

Provided that no member of the Corporation shall be deemed by reason of that fact only to hold an office of emolument under the Crown;

“the Corporation” means the Hotels Development Corporation to be established in accordance with this Ordinance.

ESTABLISHMENT AND FUNCTIONS OF CORPORATION

Establishment
and constitu-
tion of Cor-
poration.

3. (1) There shall be established for the purposes of this Ordinance a body to be called the Hotels Development Corporation.

(2) The Corporation shall consist of not less than five and not more than ten members, as the Governor in Council may from time to time determine, of which members not less than two shall be official members.

(3) The members of the Corporation shall be appointed by the Governor in Council by instrument in writing from amongst persons appearing to him to be qualified as having had experience of, and shown capacity in, matters relating to industry, trade, finance, or administration.

(4) The Governor in Council shall appoint a chairman and a deputy chairman of the Corporation from amongst the members of the Corporation neither of whom shall be an official member.

(5) A member of the Corporation shall, subject to the provisions of subsections (8) and (9) of this section, hold office for such period, not exceeding three years, as the Governor in Council may direct in the instrument appointing such member, but such member shall be eligible for re-appointment.

(6) The Governor in Council may appoint any person appearing to him to have the qualifications necessary for appointment under the provisions of subsection (3) of this

section as a member of the Corporation to act temporarily in the place of any member of the Corporation in the case of the absence or inability to act of such member :

Provided that only a person with the qualifications necessary for appointment in the place of a member of the Corporation if a vacancy occurred in the membership of the Corporation by reason of the termination of the appointment of such member shall be appointed to act temporarily in the place of such member.

(7) A person shall be disqualified from being appointed or being a member of the Corporation so long as he is an unofficial member of the Legislative Council.

(8) Any member of the Corporation other than an official member may at any time resign his office by instrument in writing addressed to the chairman thereof, who shall forthwith cause it to be forwarded to the Colonial Secretary, and upon the date of the receipt by the chairman of such instrument such member shall cease to be a member of the Corporation.

(9) The Governor in Council may at any time revoke the appointment of any member of the Corporation if he thinks it expedient so to do.

(10) The appointment, removal, death or resignation of any member of the Corporation shall be notified in the *Royal Gazette*.

4. (1) It shall be the function of the Corporation to stimulate, facilitate and undertake the development of the hotel industry in the Colony and of activities connected therewith with a view to providing suitable accommodation for visitors to the Colony and generally for encouraging the expansion of the tourist industry.

Functions of
Corporation.

(2) The Corporation shall have power for the purpose of the discharge of their function under subsection (1) of this section—

- (a) to carry on all activities the carrying on whereof appears to them to be requisite, advantageous or convenient for or in connection with the discharge of their said function;
- (b) to promote the carrying on of any such activities by other bodies or persons, and for that purpose to establish or expand, or promote the establishment or expansion of, other bodies to carry on any such activities either under the control or partial control

of the Corporation or independently, and to give assistance to such bodies or to other bodies or persons appearing to the Corporation to have facilities for the carrying on of any such activities, including financial assistance by the taking up of share or loan capital, or by loan or otherwise;

(c) to carry on any such activities in association with other bodies or persons (including Government authorities) or as managing agents or otherwise on their behalf.

Incorporation.

5. (1) The Corporation shall be a body corporate having perpetual succession and a common seal, with power to hold land and other property of whatever kind.

(2) The seal of the Corporation shall be kept in the custody of the chairman or the deputy chairman or of the secretary of the Corporation and may be affixed to instruments pursuant to a resolution of the Corporation and in the presence of the chairman, or deputy chairman and of one other member, and the secretary.

(3) The seal of the Corporation shall be authenticated by the signature of the chairman, or deputy chairman, and the secretary of the Corporation, and such seal shall be officially and judicially noticed.

(4) All documents, other than those required by law to be under seal, made by, and all decisions of, the Corporation may be signified under the hand of the chairman, or deputy chairman, or the secretary of the Corporation.

(5) The Corporation may sue and be sued in their corporate name and may for all purposes be described by such name, and service upon the Corporation of any notice, order, or other document shall be executed by delivering the same or by sending it by registered post addressed to the secretary of the Corporation at the office of the Corporation.

General powers of Corporation to transact business.

6. The Corporation shall have power to do any thing and to enter into any transaction (whether or not involving expenditure, borrowing, granting of loans or investment of money in accordance with the provisions of this Ordinance in that behalf, the acquisition of any property or rights, or, subject to the provisions of section 17 of this Ordinance, the disposal of any property or rights) which in their opinion is calculated to facilitate the proper discharge of their functions or is incidental or conducive thereto.

7. (1) The Corporation shall meet at such times as may be necessary or expedient for the transaction of business, and such meetings shall be held at such place and time and on such days as the Corporation may determine.

Procedure and meetings of Corporation.

(2) The chairman may at any time call a special meeting of the Corporation and shall call a special meeting within seven days of a requisition for that purpose addressed to him by any three members of the Corporation.

(3) The chairman, or in his absence the deputy chairman, shall preside at all meetings of the Corporation.

(4) The chairman, or in his absence the deputy chairman, and two other members of the Corporation shall form a quorum.

(5) The decisions of the Corporation shall be by a majority of votes and, in addition to an original vote, in any case in which the voting is equal the chairman or deputy chairman presiding at the meeting shall have a casting vote.

(6) Minutes in proper form of each meeting shall be kept by the secretary and shall be confirmed by the chairman or the deputy chairman (as the case may be) as soon as practicable thereafter at a subsequent meeting.

(7) The Corporation may co-opt any one or more persons to attend any particular meeting of the Corporation for the purpose of assisting or advising the Corporation, but no such co-opted person shall have any right to vote.

(8) Subject to the provisions of this section, the Corporation shall have power to regulate their own proceedings.

8. (1) The Corporation may appoint a committee of the Corporation to examine and report to them on any matter whatsoever arising out of or connected with any of their powers and duties under the Ordinance.

Power to appoint committees.

(2) Any such committee shall consist of at least two members of the Corporation together with such other persons, whether members of the Corporation or not, whose assistance or advice the Corporation may desire.

(3) Where persons, not being members of the Corporation, are members of a committee appointed under this section, or where any person is co-opted under the provisions of subsection (7) of section 7 of this Ordinance, the Corporation may by resolution declare the remuneration and allowances of such persons, and such sums shall properly be payable out of the funds and resources of the Corporation:

(4) The Corporation may by resolution reject the report of any such committee or adopt it either wholly or with such modifications, additions or adaptations as the Corporation may think fit.

Power to delegate.

9. Subject to the provisions of this Ordinance the Corporation may delegate to any member or committee of the Corporation the power and authority to carry out on their behalf such duties as the Corporation may determine.

Appointment of officers and servants.

10. The Corporation may appoint and employ at such remuneration and on such terms and conditions as they think fit a secretary and such officers and servants as they deem necessary for the proper carrying out of the provisions of this Ordinance :—

Provided that—

- (a) no salary in excess of the rate of five thousand dollars per annum shall be assigned to any post without the prior approval of the Governor in Council;
- (b) no appointment shall be made to any post to which a salary in excess of the rate of five thousand dollars per annum is assigned without the prior approval of the Governor acting in accordance with his own deliberate judgment; and
- (c) no provision shall be made for the payment of any pensions, gratuities or other like benefits to any secretary, officers, or servants or to others by reference to their service without prior approval of the Governor in Council.

Power to make regulations.

11. The Corporation, with the approval of the Governor in Council, may, subject to the express provisions of this Ordinance, make regulations—

- (a) governing the proceedings of the Corporation and the manner and transaction of their business;
- (b) prescribing the manner in which documents, cheques, and instruments of any description shall be signed or executed on behalf of the Corporation;
- (c) prescribing the circumstances in which members of the Corporation may receive travelling and subsistence allowances and fixing the rates of such allowances;

- (d) imposing fees in such cases as may be determined by the Corporation;
- (e) generally for the exercise of their powers and duties under the provisions of this Ordinance.

12. No act done or proceeding taken under this Ordinance shall be questioned on the ground—

Protection of Corporation.

- (a) of the existence of any vacancy in the membership of, or any defect in the constitution of, the Corporation; or
- (b) of the contravention by a member of the Corporation of the provisions of section 15 of this Ordinance; or
- (c) of any omission, defect or irregularity not affecting the merits of the case.

13. (1) No action, suit, prosecution or other proceedings shall be brought or instituted personally against any member of the Corporation in respect of any act done *bona fide* in pursuance or execution or intended execution of this Ordinance.

Protection of members of Corporation.

(2) Where any member of the Corporation is exempt from liability by reason only of the provisions of this section the Corporation shall be liable to the extent that it would be if the said member was a servant or agent of the Corporation.

14. The Corporation shall pay to each member of the Corporation, in respect of his office as such, such, if any, remuneration and allowances as the Governor in Council may determine and to the chairman and to the deputy chairman, in respect of his office as such, such, if any, remuneration and allowances (in addition to any remuneration or allowances to which he may be entitled in respect of his office as a member) as may be so determined.

Remuneration of members.

15. (1) Subject to the provisions of this section, it shall be the duty of a member of the Corporation who is in any way, whether directly or indirectly, interested in an application to the Corporation for a loan under the provisions of this Ordinance or in a company or firm in receipt of such a loan, or in a contract or proposed contract with the Corporation, to declare the nature of his interest at a meeting of the Corporation.

Disclosure by member of Corporation of interest in transaction with Corporation, and disqualification from voting, etc.

(2) In the case of such application or proposed contract the declaration required by this section to be made by a member

of the Corporation shall be made at the meeting of the Corporation at which the question of granting or refusing the application or entering into the contract is first taken into consideration, or if such member was not at the date of that meeting interested in the application or proposed contract at the next meeting of the Corporation held after he became so interested and in a case where such member acquires an interest in any company or firm in receipt of a loan from the Corporation or becomes interested in a contract with the Corporation after it is made, the said declaration shall be made at the first meeting of the Corporation held after such member acquires such interest or becomes so interested.

(3) For the purpose of this section, a general notice given to the other members of the Corporation by a member to the effect that he is also a member of a specified company or firm and is to be regarded as interested in any application for a loan from the Corporation or in any contract which may, after the date of the notice, be made by or with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any application or contract so made :

Provided that no such notice shall be of effect unless either it is given at a meeting of the Corporation or the member of the Corporation concerned takes reasonable steps to secure that it is brought up and read at the next meeting of the Corporation after it is given.

(4) A member of the Corporation shall not vote in respect of any application to the Corporation for a loan in which he is interested, or in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting.

(5) Any member of the Corporation who fails to comply with the provisions of subsections (1), (2) and (3) of this section or contravenes the provisions of subsection (4) of this section shall be guilty of an offence against this Ordinance.

Powers of
Governor in
Council.

16. The Governor in Council may, after consultation with the chairman, give to the Corporation directions of a general character as to the policy to be followed in the exercise and performance of their functions in relation to matters appearing to him to concern the public interest, and the Corporation shall give effect to any such directions.

17. The power of the Governor in Council to give directions to the Corporation shall extend to the giving to them of directions—

- (a) as to the disposal of capital assets; or
 - (b) as to the application of proceeds of such disposals,
- notwithstanding that the directions may be of a specific character.

Disposal
of capital
assets.

FINANCIAL

18. (1) The funds and resources of the Corporation shall consist of—

Funds and
resources of
the Corpora-
tion.

- (a) such sums as may be provided annually for the purpose in the Estimates of Revenue and Expenditure of the Colony;
- (b) such sums as may be allocated from time to time to the Corporation from loan funds;
- (c) all sums from time to time received by or falling due to the Corporation in respect of the repayment of any loan made by the Corporation and the interest payable in respect of any such loan;
- (d) monies earned or arising from any property, investments, mortgages and debentures acquired by or vested in the Corporation;
- (e) any property, mortgages, debentures, or investments acquired by or vested in the Corporation;
- (f) sums borrowed by the Corporation for the purpose of meeting any of their obligations or discharging any of their functions;
- (g) such sums as the Governor in Council may, with the approval by resolution of the Legislative Council, advance for the purpose, as provided by subsection (3) of section 19 of this Ordinance;
- (h) all other sums or property which may in any manner become payable to or vested in the Corporation in respect of any matter incidental to their powers and duties.

(2) The charges on any amount which may be allocated to the Corporation from loan funds shall be met by the Corporation :

Provided that all or any part of such charges may be met from general revenue subject to the approval of the Legislative Council.

(3) For the purposes of this section, the expression "loan funds" means such sums as may be made available from time to time to the Government by way of loan.

Borrowing powers.

19. (1) Subject to the provisions of subsection (2) of this section, the Corporation may borrow sums required by them for meeting any of their obligations or discharging any of their functions.

(2) The power of the Corporation to borrow shall be exercisable only with the approval of the Governor in Council, as to the amount, as to the sources of the borrowing and as to the terms on which the borrowing may be effected. An approval given in any respect for the purposes of this subsection may be either general or limited to a particular borrowing or otherwise, and may be either unconditional or subject to conditions.

(3) The Governor in Council may, with the approval by resolution of the Legislative Council, advance for use by the Corporation out of the general assets and revenue of the Colony such sums as may be required for carrying out their functions under this Ordinance. The Corporation shall make to the Accountant General, at such times and in such manner as the Governor in Council may direct, payments of such amounts as may be so directed in or towards repayment of any sums advanced under this subsection, and payments of interest on what is outstanding for the time being in respect of any sums so advanced at such rate as the Governor in Council may direct, and different rates of interest may be directed as regards different sums and as regards interest for different periods.

Guarantee by Governor in Council of borrowings by Corporation and repayment of sums issued to meet guarantees.

20. (1) With the approval of the Legislative Council, the Governor in Council may guarantee, in such manner and on such conditions as he may think fit, the payment of the principal and of interest on any authorised borrowing of the Corporation.

(2) Where the Governor in Council is satisfied that there has been default in the repayment of any principal monies or interest guaranteed under the provisions of this section, he shall direct the repayment out of the general assets and revenue of the Colony of the amount in respect of which there has been such default.

(3) The Corporation shall make to the Accountant General, at such times and in such manner as the Governor in Council may direct, payments of such amounts as may be so

directed in or towards repayment of any sums issued in fulfilment of any guarantee given under this section, and payments of interest on what is outstanding for the time being in respect of any sums so issued at such rate as the Governor in Council may direct, and different rates of interest may be directed as regards different sums and as regards interest for different periods.

21. Monies standing to the credit of the Corporation may from time to time be invested in securities approved either generally or specifically by the Governor in Council, and the Corporation may, from time to time, with the like approval sell any or all of such securities. Investments.

22. Subject to such conditions as they may deem fit to impose in particular cases, the Corporation may, out of their funds and resources, make loans in accordance with the provisions of this Ordinance in that behalf, in the discharge of their functions under section 4 of this Ordinance. Power of Corporation to make loans.

23. In addition to the provisions of section 22 of this Ordinance the Corporation may from their funds and resources— Other powers of expenditure.

- (a) pay any expenses lawfully incurred by them including survey, legal and other fees and costs;
- (b) pay any other expense, cost, or expenditure properly incurred or accepted by them in pursuance of their purposes under the provisions of this Ordinance;
- (c) purchase plant, equipment, stores and any other materials and acquire land and erect buildings and carry out any other works and undertakings in the discharge of their functions under section 4 of this Ordinance, in contemplation of loans to be made for those purposes under the provisions of section 22 of this Ordinance, so, however, that any sums expended by the Corporation under this paragraph shall be set off against the loans in contemplation of which they were expended upon the actual making of such loans.

24. In making loans under the provisions of this Ordinance the Corporation may charge such rate of interest as they may deem fit in any particular case. Interest on loans made by the Corporation.

Repayment of loans made by the Corporation.

25. Subject to the provisions of sections 26 and 27 and of subsection (3) of section 32 of this Ordinance every loan shall be repaid to the Corporation in accordance with the terms and conditions under which such loan was made and the monies so paid shall thereupon be taken into the accounts of the Corporation.

Suspension of payment of principal and interest and power to extend time compound or release.

26. The Corporation, with the approval of the Governor in Council, may—

- (a) postpone, for any time not exceeding five years, the payment of any sum due for principal and interest or for either principal or interest to them in respect of a loan made by them upon such terms and conditions for the carrying out of the purposes for which such loan was made and for the ultimate repayment of such principal or payment of such interest as they may deem necessary;
- (b) from time to time extend the period for the repayment of any loan, or compound or release any loan or any part thereof subject to such terms and conditions as they may deem fit.

Payment of loan before due date.

27. The Corporation may at any time accept payment of the whole or any part of the amount representing the principal of a loan and interest thereon, before the time when such payment is due, upon such terms and conditions as they may think fit.

Examination as to application of monies lent.

28. (1) Where the Corporation have made a loan of money under the provisions of this Ordinance they shall—

- (a) from time to time, make or cause to be made such examination as may be necessary to ensure that the loan is being applied to the purposes for which it was made;
- (b) require financial statements in such detail as they may determine to be submitted by the person, body or authority in receipt of the loan bi-annually or at shorter intervals at the discretion of the Corporation and such person, body or authority shall comply with such request.

(2) The Corporation may authorise in writing any of their officers or any other person to make such examination, and the person, body or authority in receipt of the loan shall produce to such officer or person all the relevant books, documents and other matters and things necessary for the purposes of the examination.

(3) Any person who contravenes the provisions of paragraph (b) of subsection (1) of this section, or the provisions of subsection (2) of this section, shall be guilty of an offence against this Ordinance.

29. Where upon any examination made under the provisions of section 28 of this Ordinance it appears to the Corporation that any sum being the whole or any part of the loan has not been applied for the purposes for which the loan was made they may order that any such sum be, within the time mentioned in the order, applied to such purposes or that such sum together with any interest due thereon on the date of the order be repaid to the Corporation within the time mentioned in the order, and any sum with the interest thereon so ordered to be repaid to the Corporation shall thereupon become a debt due to the Corporation.

Order of Corporation upon such examination.

30. (1) If any loan made under the provisions of this Ordinance or any part of such loan has been misapplied the Corporation may—

Misapplication of loan secured by mortgage or otherwise.

- (a) where such loan has been secured by mortgage, by notice in writing addressed to the mortgagor, recall the said loan or any part thereof and may require the loan or that part together with any interest due on such loan or part thereof on the date of the notice to be repaid on a date to be specified in the notice and in default of payment on such specified date any security given for the purpose of the loan may thereupon be realised;
- (b) where such loan has been secured otherwise than by way of mortgage, by notice addressed to the borrower, request the loan or any part thereof together with any interest due on such loan or part thereof on the date of the notice to be repaid on a date to be specified in the notice and in default of payment on such specified date any security given for the purpose of the loan may thereupon be realised.

(2) The provisions of subsection (1) of this section shall be in addition to any other proceedings under any Ordinance.

31. Where any property mortgaged as security for a loan under the provisions of this Ordinance is sold for the purpose of the enforcement of the security the Corporation may buy such property and may either manage and hold such property or sell or otherwise dispose of it as they may deem fit.

Enforcement of securities.

Accounts and
audit.

32. (1) The Corporation shall keep accounts of their transactions to the satisfaction of the Governor in Council and such accounts shall be audited annually by an auditor appointed by the Governor in Council. An auditor so appointed shall be a Chartered or Incorporated or Certified Accountant.

(2) The members, officers and servants of the Corporation shall grant to the auditor appointed to audit the accounts of the Corporation under the provisions of subsection (1) of this section access to all books, documents, cash and securities, of the Corporation and shall give to him on request all such information as may be within their knowledge in relation to the operation of the Corporation.

(3) As soon as the accounts have been finally audited the Secretary of the Corporation shall send to the Governor in Council a copy thereof together with a copy of any report thereon by the auditor.

(4) The Corporation may write off bad debts.

Report.

33. (1) The Corporation shall not later than six months from the end of each calendar year submit to the Governor in Council a report containing—

(a) an account of their transactions throughout the preceding calendar year in such detail as the Governor in Council may direct; and

(b) a statement of the accounts of the Corporation audited in accordance with the provisions of section 32 of this Ordinance.

(2) A copy of the report together with a copy of the auditor's report shall be printed and laid on the table of the Legislative Council and published in the *Royal Gazette*.

MISCELLANEOUS

Charge on
property and
priority of
loan.

34. Where a loan is made by the Corporation on the security of a mortgage of any property, whether with or without any other security, the property, from and after the date of the mortgage, shall be charged with the payment of such loan and interest as in the mortgage mentioned, in priority, save so far as otherwise specified in the mortgage, to every other debt, mortgage or charge whatsoever affecting the property, except any loan due to any creditor not assenting to such priority which has been made in good faith before the loan made by the Corporation and which has been secured by a duly registered

mortgage of the property executed to a person who is entitled as a *bona fide* creditor to the repayment thereof with interest.

35. Any person who—

- (a) obtains a loan from the Corporation under the provisions of this Ordinance by means of any false representation;
- (b) wilfully applies any loan made to him by the Corporation under the provisions of this Ordinance to any purpose other than the purpose for which the loan was made;
- (c) having obtained a loan from the Corporation under the provisions of this Ordinance, wilfully destroys any security given in relation to any such loan,

Offences in respect of loans.

shall be guilty of an offence against this Ordinance, and shall be liable on summary conviction to a fine of two thousand five hundred dollars, or to imprisonment for twelve months, or to both such fine and imprisonment.

36. Proceedings for offences arising out of the provisions of this Ordinance or in connection with any loan made hereunder shall not be instituted without the consent in writing of the Attorney General.

Attorney General's Fiat.

37. In any criminal proceeding in respect of an offence under paragraph (b) of section 35 of this Ordinance the onus of proving that he acted in good faith and without knowledge that he was not entitled so to apply the loan or any part thereof shall be upon the person charged.

Burden of proof in cases of misapplication of loans.

38. Any minutes made of meetings of the Corporation shall, if duly signed by the chairman, be receivable in evidence in all legal proceedings without further proof and every meeting of the Corporation in respect of the proceedings of which minutes have been so made shall be deemed to have been duly convened and held and all members thereat to have been duly qualified to act.

Minutes receivable in evidence.

39. Any person guilty of an offence against this Ordinance for which no special penalty is provided by this Ordinance shall be liable on summary conviction to a fine of five hundred dollars or in default of payment thereof to imprisonment for six months.

Punishment of offences.

Passed in Council this eleventh day of May, in the year of Our Lord one thousand nine hundred and fifty-six.

G. E. L. LAFOREST

Clerk of the Council