

PURCHASE OF CERTAIN RIGHTS (HCU) ACT

CHAPTER 71:44

**Act
7 of 2014**

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LAWS OF TRINIDAD AND TOBAGO

MINISTRY OF LEGAL AFFAIRS

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CHAPTER 71:44

PURCHASE OF CERTAIN RIGHTS (HCU) ACT

ARRANGEMENT OF SECTIONS

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CHAPTER 71:44

PURCHASE OF CERTAIN RIGHTS (HCU) ACT

7 of 2014. **An Act to provide for the purchase by Government of certain rights belonging to shareholders and depositors of the Hindu Credit Union Co-operative Society Limited; to empower the Minister with responsibility for finance to make payments and issue bonds for the purchase of those rights and for related matters.**

Commencement. [7TH AUGUST 2014]

Preamble. WHEREAS it is enacted by section 13(1) of the Constitution of the Republic of Trinidad and Tobago (“the Constitution”) that an Act of Parliament to which that section applies may expressly declare that it shall have effect even though inconsistent with sections 4 and 5 of the Constitution and, if any Act does so declare, it shall have effect accordingly:

And whereas it is provided in section 13(2) of the Constitution that an Act of Parliament to which that section applies is one the Bill for which has been passed by both Houses of Parliament and at the final vote thereon in each House has been supported by the votes of not less than three-fifths of all the members of that House:

And whereas it is necessary and expedient that the provisions of this Act shall have effect even though inconsistent with sections 4 and 5 of the Constitution:

And whereas the Hindu Credit Union Co-operative Society Limited (in liquidation) (hereinafter referred to as “HCU”) is a credit union and co-operative society registered under the Co-operative Societies Act, Chap. 81:03 (hereinafter referred to as “the Act”):

And whereas by virtue of the powers vested in him under section 58 of the Act, the Commissioner for Co-operative Development on 9th October 2008 made an Order directing that HCU be wound up on 10th October 2008:

And whereas on the 8th day of September, 2010, the Minister of Finance announced, *inter alia*, his intention to offer relief to the shareholders and depositors of HCU whose principal balances exceeded seventy-five thousand dollars:

And whereas it is expedient that the said offer be effected by way of the purchase of the rights, benefits, titles, estates and interests of shareholders and depositors of HCU who are not related parties, by the Government by the issue of bonds over a twenty-year period at zero interest and structured in such a manner to accommodate trading on the secondary markets:

1. This Act may be cited as the Purchase of Certain Rights (HCU) Act. Short title.

2. This Act shall have effect even though inconsistent with sections 4 and 5 of the Constitution. Act inconsistent with the Constitution.

3. In this Act— Interpretation.
“bond” means a non-interest bearing, transferable bond;

“Bye-Laws” means the bye-laws of HCU, having Registration Number CU-154-85 and duly approved by the Commissioner for Co-operative Development on the 29th day of January, 2004;

“Central Bank” means the Central Bank of Trinidad and Tobago established under the Central Bank Act; Ch. 79:02.

“depositor” means a person who is the holder of a normal or special deposit in HCU issued in accordance with the Bye-Laws, or in any case where the person has assigned any benefit, right, title, estate or interest in a normal or special deposit to a third party, prior to acceptance of the offer of the Government to purchase the same, such third party;

“investment” means—

- (a) shares issued by HCU to its members; and
- (b) normal and special deposits made to HCU,

in accordance with the Bye-Laws;

“Minister” means the Minister to whom the responsibility for finance is assigned;

Ch. 81:03.

“Officer” has the meaning assigned to it under section 2 of the Co-operative Societies Act;

“principal balance” means the capital sum (including consideration of any judgments, awards or orders made by the Commissioner pursuant to Part VII of the Act) payable by HCU in the name of a shareholder or depositor on account of investments as at 10th October 2008, minus any outstanding loans or other liabilities due to HCU from the shareholder or depositor;

“related party” means any person or entity who, on 10th October 2008 and at any time during the twelve months immediately preceding 10th October 2008, was—

Ch. 79:09.

- (a) a director of the Board or Officer of the HCU;
- (b) a director or officer of any company in which the HCU owns or owned the majority shareholding, such officer having the meaning assigned under section 2 of the Financial Institutions Act;
- (c) the nominee or legal personal representative of persons referred to in paragraphs (a) and (b) above;
- (d) under the control of a person who on 10th October 2008 or any time during the twelve months immediately preceding 10th October 2008, was a director of the Board or an Officer of the HCU, including the president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, chairman or member of the supervisory, credit loans, education or other committees of the HCU or other individual designated as an Officer by the Act or the Bye-Laws or any other corporate document of the HCU;
- (e) under the control of a person who, on 10th October 2008 or at any time during the

twelve months immediately preceding 10th October 2008, was a director of the Board or an officer of a company in which the HCU owns or owned the majority shareholding, such officer having the meaning assigned under section 2 of the Financial Institutions Act;

Ch. 79:09.

- (f) the son, daughter, brother, sister, mother, father, spouse or cohabitant (as defined by the Cohabital Relationships Act, Chap. 45:55) of a person who, on 10th October 2008 or at any time during the twelve months immediately preceding 10th October 2008, was a director of the Board or an Officer of the HCU, including the president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, chairman or member of the supervisory, credit loans, education or other committees of the HCU or other individual designated as an Officer by the Act or the Bye-Laws or any other corporate document of the HCU;
- (g) the son, daughter, brother, sister, mother, father, spouse or cohabitant of a person who, on 10th October 2008 or at any time during the twelve months immediately preceding 10th October 2008, was a director of the Board or an officer of a company in which the HCU owns or owned the majority shareholding, such officer having the meaning assigned under section 2 of the Financial Institutions Act; or
- (h) a company in which the HCU owns or owned the majority shareholding;

“shareholder” means a person who is a registered shareholder of HCU, either jointly or in his own name, and in the case of a deceased registered shareholder, his nominee or legal personal representative who is entitled to benefit in accordance with the Bye-Laws.

Minister authorised to sign agreements, make payments and issue bonds.

4. (1) The Minister may make payments in any form whatsoever including the issue of bonds for the purpose of purchasing the rights, benefits, titles, estates or interests belonging to a shareholder or depositor of HCU who is not a related party.

(2) In the performance of his power under subsection (1), the Minister may—

- (a) sign agreements on behalf of the Government; and
- (b) issue bonds referred to in subsection (1)—
 - (i) of varying maturities from one to twenty years; and
 - (ii) not exceeding in the aggregate four hundred million dollars,

and may thereafter issue additional bonds as may be specified by resolution of the House of Representatives.

Charge on the Consolidated Fund.

5. The payment of all moneys under this Act shall be a charge on the Consolidated Fund.

Bonds deemed registered.
Ch. 83:02.

6. The bonds issued under this Act are deemed to have been duly registered in accordance with section 62 of the Securities Act.

Fiscal Agent.

- 7.** (1) The Minister may, by Order, designate—
- (a) the Central Bank; or
 - (b) a financial institution,

as the Fiscal Agent under this Act.

- (2) The Fiscal Agent shall—
- (a) establish and maintain a register of the holders of bonds; and
 - (b) promptly pay, on behalf of Government, the principal sum at maturity of a bond.

Exemption from stamp duty.
Ch. 76:01.

8. Notwithstanding the provisions of the Stamp Duty Act, bonds issued under this Act are exempt from stamp duty.

9. (1) The Minister may make Regulations for carrying out Regulations.
the purpose and provisions of this Act, including the—

- (a) denomination of bonds;
- (b) transfer of bonds;
- (c) form, issue and recording of bonds; and
- (d) method of holding bonds.

(2) The Minister shall cause Regulations made under subsection (1) to be laid in Parliament.

SUBSIDIARY LEGISLATION

PURCHASE OF CERTAIN RIGHTS (HCU) REGULATIONS

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation.
2. Interpretation.
3. Form and issue date of bonds.
4. Transfer of bond.
5. Denomination of bonds.

SCHEDULE.

PURCHASE OF CERTAIN RIGHTS (HCU) REGULATIONS 394/2014.

made under section 9

1. These Regulations may be cited as the Purchase of Certain Rights (HCU) Regulations. Citation.

2. In these Regulations— Interpretation.

“broker” means a person engaged in the business of effecting transactions in securities for the account of others;

“Fiscal Agent” means the Central Bank of Trinidad and Tobago established under the Central Bank Act; Ch. 79:02.

“interim period” means the period from the date of the issue of the bonds to the date when the bonds have been listed on the Stock Exchange;

“Stock Exchange” means the Trinidad and Tobago Stock Exchange Limited being a company incorporated under the Companies Act. Ch. 81:01.

3. All bonds shall be in electronic form and shall bear the same date of issue. Form and issue date of bonds.

4. (1) No bond shall be transferred during the period of two days immediately preceding the date of maturity of the bond. Transfer of bond.

(2) Subject to subregulation (1), a bond—

(a) in the interim period shall be transferred only after the Bond Transfer Form, specified in the Schedule, has been duly completed and submitted by the Transferor to the Fiscal Agent; and Schedule.

(b) which is listed on the Stock Exchange, shall be transferred through a broker.

5. Bonds shall be in the denomination of one thousand dollars. Denomination of bonds.

The Transferor hereby instructs the Fiscal Agent to register the Bond(s) in the Name(s) of the Transferee(s).

Signed by the Transferor

Signature

Name (Surname First)/Company Stamp

Address

Date of Birth (Day/Month/Year)

Signed by the Transferee

Are you at present holding Bonds issued under this Act? Yes No

Signature

Name (Surname First)/Company Stamp

Address

Date of Birth (Day/Month/Year)

Bank Name

Bank Address

Account No.

National ID No.

Telephone Contact

Dated this day of, 20.....

Agent

Agent's Name

Address

Authorising Officer

.....
Stamp of Agent

SCHEDULE—Continued*Notes:*

1. Please type or use Block Letters.
2. Where a Transferee is a Company, the name of the Authorised Signatory and the address of the registered office should be clearly stated.
3. Registration of transfers will not be effected when the register is closed.
4. Transfers are effected within two (2) working days after receipt of transfer form.
5. Transfer form is to be completed in duplicate.

393/2014.

PURCHASE OF CERTAIN RIGHTS (HCU) (DESIGNATION OF FISCAL AGENT) ORDER*made under section 7*

Citation.

1. This Order may be cited as the Purchase of Certain Rights (HCU) (Designation of Fiscal Agent) Order.

Interpretation.

2. In this Order—

“the Act” means the Purchase of Certain Rights (HCU) Act;

“Central Bank” means the Central Bank of Trinidad and Tobago established under the Central Bank Act;

Ch. 79:02.

“Minister” means the Minister to whom the responsibility for finance is assigned.

Designation of Fiscal Agent.

3. The Minister designates the Central Bank as the Fiscal Agent for the purposes of section 7 of the Act.