THE GEOLOGICAL SOCIETY OF TRINIDAD AND TOBAGO

RULES AND GUIDELINES

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1. INTERPRETATION

1.1 In these rules, unless the context otherwise requires:

a) “Companies Act” means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the rules of the Society to provisions of the Companies Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

b) "Regulations" means any regulations made under the Companies Act, and every regulation substituted therefor and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

c) “Rules” means any rules of the Society from time to time in force;

d) “Society” means The Geological Society of Trinidad and Tobago incorporated by Act No. 24 of 1989;

e) “Board” means the governing body of the Society to oversee activities, strategic planning, decision-making, management of affairs and funds, and all other activities of the Society that may arise;

f) All terms contained in the rules and defined in the Companies Act or the Regulations shall have the meanings given to such terms in the Companies Act or the Regulations; and

g) 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. OBJECTIVES

2.1 The Geological Society of Trinidad and Tobago is a not-for-profit organization founded in 1976. The major objectives of the Society are:

a) To increase the general level of geological knowledge among its members by presenting technical papers, holding technical sessions, arranging short courses and lectures by distinguished geologists local and international, leading geological field trips, and publishing newsletters and technical publications at regular intervals.

b) To increase the awareness of the public about the importance of geologists and geology to the country by holding public lectures and seminars, by using the communications media to disseminate information, and by participating in public exhibitions and expositions.

c) To provide career guidance for students throughout the country

2.2 The Society achieves its objectives through publications, conferences, technical sessions, workshops, educational programmes, exhibitions, and any other relevant legal means, without geographical constraint.

2.3 The Society and its members shall act, individually and collectively, in accordance with the Society’s Code of Ethics.

3. MEMBERS

3.1 There shall be five classes of membership namely:

a) **Professional members** - individuals with a recognized degree in a geoscience discipline or a related field;
b) **Associate members** - individuals without a recognized degree in geoscience with a demonstrated interest in the science of geology;
c) **Student members** - individuals currently enrolled in high school, undergraduate degree, or postgraduate degree;
d) **Retired members** - individuals with a recognized degree in a geoscience discipline or a related field and are retired professionals;
e) **Honorary members** - individuals who accept nomination as honorary members upon the invitation of the Directors in recognition of their work for the Society.
f) **Ex officio member** - an individual appointed at the discretion of the Board to fulfill a specific task. Upon completion of such task, the ex officio member shall cease to be a member.

3.2 Application for membership shall be made to the Board using the prescribed application form and shall be supported by such evidence as may be required.

3.3 Applicants for membership shall be approved by the Board.

3.4 Professional, Associate, Student, Retired and Honorary members, in good financial standing, are eligible to vote on all matters pertaining to the Society's business.

3.5 The interest of a member in the Society is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the rules of the Society.

4. MEMBERSHIP DUES

4.1 All membership dues (except the first fee of a new member) shall run from January 1st to December 31st and shall be payable on the first day of January in each year. Payment can be made at any time during the year, but financial status expires on December 31st each year.

4.2 All membership dues shall be subject to change as the Directors may from time to time determine.

5. SUSPENSION OR TERMINATION OF MEMBERSHIP

5.1 Any member may withdraw from membership by giving fourteen days' notice to the Board in writing to that effect and thereupon he shall cease to be a member.

5.2 If any member (who is liable to pay an annual subscription) shall fail to pay the same within six months after the same shall become due, the Board may order his name to be struck off the list of members whereupon he shall cease to be a member of the Society.

5.3 If any member refuses or neglects to comply with the provisions of the rules or conducts himself in a way, which in the opinion of the Directors is or may be injurious to the Society, then, provided he is first given an opportunity of being heard by the Directors, the Directors may by notice in writing call upon him

to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then he may forthwith be expelled by the Directors after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a specially convened meeting of the members.

5.4 Subject to paragraph 5.1 of these rules, a member resigning or expelled under paragraph 5.3 or whose name is struck off pursuant to paragraph 5.2 of this byelaw shall nevertheless remain liable for all monies then due from him to the Society.

6. MEETINGS OF MEMBERS

6.1 The Annual General Meeting of the members shall be held on such day between October 1st and November 30th of each year and at any place as the Directors may determine, either in-person or via a virtual platform. At the Annual General Meeting the members shall:

a) Receive the financial statements;
b) Receive the auditor's report;
c) Receive the Board members' reports, if any;
d) Elect or instate Board members;
e) Appoint an auditor; and
f) Consider any other business which was included in the notice of the meeting

6.2 Special meetings of the members may be convened by order of the President or by any of the other Board members at any date and time and at any place within Trinidad and Tobago or via a virtual platform.

6.2.1 The Board members shall, on the requisition of five percent of the membership of the Society that have a right to vote at the meeting requisitioned, forthwith convene a meeting of members, and in the case of such requisition the following provisions shall have effect:

(a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and delivered to the Board, and may consist of several documents in like form each signed by one or more of the requisitionists;
(b) if the Board does not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall be held within three months from the date of such deposit.

6.3 Notice: A notice stating the day, hour and place of the Annual General Meeting shall be given by serving such notice on each member entitled to attend such meeting, on each Board member and on the auditor of the Society in the manner specified in paragraph 12.1 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting shall state the text of any resolution to be submitted to the meeting.

6.4 Waiver of Notice: A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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

6.6 Votes: Only financial members, as defined in Article 3.4, will be eligible to vote and a member shall be deemed financial in accordance with Article 4.1. Every question submitted to any meeting of members shall be decided via physical ballots or electronic voting methods. In the case of an equality of votes the chairman of the meeting shall have a casting vote in addition to any votes to which he may be otherwise entitled.

6.6.1 When the President and the President-Elect are absent, the persons who are present and entitled to vote shall choose another Board member as chairman of the meeting; but if no Board member is present or all the Board members present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairman.

6.6.2 At every meeting at which he is entitled to vote, every member, proxy holder, or individual authorized to represent a member who is present shall, subject to the articles, have one vote for each matter presented.

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

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

6.7 Proxies: Votes at meetings of members may be given either personally (via physical ballots or electronic voting) or by proxy.

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

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

6.7.2 Subject to the provisions Article 6.7, a proxy may be in the following form:

The undersigned member of The Geological Society of Trinidad and Tobago hereby appoints_____ of_____, or failing him, _____ of _____ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the members of the said Company to be held on the _____ day of _____ 20__ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____ 20__ .

Signature of member _____

6.8 Adjournment: The chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before, or dealt with at, the original meeting in accordance with the notice calling the same may be brought before, or dealt with at, any adjourned meeting for which no notice is required.

6.9 Quorum: A quorum for the transaction of business at any meeting of the members shall be twenty persons present in person or via virtual meeting, each being either a member entitled to vote, or a duly appointed proxy holder, or a duly appointed or representative of a member so entitled. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

7. BOARD

7.1 The Board is the governing body of the Society and has full control and management of the affairs and funds of the Society within the framework of the Rule and Guidelines and Code of Ethics.

7.2 The Board of the Society shall consist of eight members: an Immediate Past President, a President, a President-Elect, a Treasurer, a Deputy Treasurer, a Secretary, and two Directors.

7.3 The President-Elect, the Treasurer, and the Deputy Treasurer shall be Professional, Associate, Retired or Honorary members of the Society with at least two years' experience of working on the Society's committees and shall be elected at the Annual Meeting of the Society in each year.

7.4 The Secretary and Directors shall be Professional, Associate, Retired or Honorary members of the Society with at least one year experience of working on the Society's committees and shall be elected at the Annual Meeting of the Society in each year.

7.5 The Treasurer, Deputy Treasurer, Secretary and Directors shall retire annually but shall be eligible for re-election.

7.6 A Junior Director may be appointed by the Board as a non-voting Board member, and is entitled to speak, advise, and initiate any item of business properly brought before the Board as it relates to the Society's affairs and especially as it pertains to matters relating to student members.

7.7 In the case of a casual vacancy in any of the offices, the Board shall appoint one of their numbers to fill such casual vacancy until the next annual meeting.

7.8 In the case of the absence, or inability to act, of any member of the Board or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Board member to any other Board member or to any Director for the time being, provided that a majority of the Board members concur therein.

7.9 The President shall, if present, preside at all meetings of the Board 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 Board.

7.10 The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The President-Elect shall have such powers and duties as may from time to time be assigned to him by the Board.

7.11 The Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall cause to be kept such accurate and proper books of account as will enable him at every Annual Meeting, or at such other time as may be required by the Board upon reasonable notice, to present to the Society a full and accurate report and statement concerning the finances of the Society. The Deputy Treasurer shall assist the Treasurer in the carrying out of his duties.

7.12 Nominations for Board positions must be submitted to the Society at least fourteen (14) days before the Annual General Meeting. No nominations are allowed from the floor at the meeting. This is to facilitate voting by proxy as outlined in article 6.7. Nominees for Board positions must be in good financial standing with the Society. Nominees must be proposed and seconded in writing by members entitled to vote at general meetings of the Society. Nominees shall signify in writing their willingness to be candidates and must submit their acceptance at least seven (7) days before the Annual General Meeting.

7.13 If a casual vacancy occurs, the Board members may appoint a member of the Society to fill the vacancy.

7.14 The Board may appoint any member of the Society to be a supernumerary Director for any period, not exceeding its term of office, in its absolute discretion. Such member shall not be entitled to vote at meetings of the Board.

7.15 Powers: The affairs of the Society shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the rules or any special resolution of the Society or the Companies Act expressly directed or required to be done by the Society at a general meeting of the Society.

7.16 Term of Office: Unless sooner determined, a Board member's term of office shall be from the date of the meeting at which he is elected or appointed until the conclusion of the Annual Meeting next following or until his successor is elected or appointed.

7.17 Removal from office: The members of the Society may, by ordinary resolution at a special meeting, remove any Board member from office.

7.18 Vacancy Filled: A vacancy created by the removal of a Board member may be filled at the meeting at which the Board member is removed from office.

7.18.1 If the vacancy is not filled under paragraph 7.18, it may be filled by the Board.

7.18.2 A Board member elected or appointed pursuant to paragraph 7.18 or 7.18.1 holds office for the unexpired term of his predecessor.

7.19 Remuneration: The Board shall serve without remuneration and no Board member shall directly or indirectly receive any profit from his position as such; provided that a Board member may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

7.20 Vacating of office: The office of a Board member of the Society shall be vacated -

a) if by notice in writing he resigns his office;
b) if he ceases to be a member of the Society;
c) if he does not attend four consecutive meetings of the Board, unless the Board members otherwise determine;
d) if he is removed from office in accordance with paragraph 7.17;
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 of unsound mind;
g) if he is convicted of any criminal offence involving fraud or dishonesty.

8. MEETINGS OF THE BOARD

8.1 The Board shall meet at least once in every quarter.

8.2 Meetings of the Board and of any committee of the Board may be held either in-person or virtually.

8.3 A meeting of the Board may be convened by the President or any two Board members at any time with the President, or his appointed nominee, chairing the board meeting.

8.4 The notice of any meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 14.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A Board member may in any manner waive notice of a meeting of the Board and attendance of a Board member at a meeting of the Board shall constitute a waiver of notice of the meeting except where a Board member 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.

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

8.4.2 Meetings of the Board may be held at any time without formal notice if all the Board members 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 Board member.

8.5 Five members of the Board, two of which must include either the President, President Elect, Treasurer or Deputy Treasurer, shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Board members, a quorum may exercise all the powers of the Board. No business shall be transacted at a meeting of the Board unless a quorum is present.

8.5.1 A Board member may, if all the Board members consent, participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Board member participating in such a meeting by such means is deemed to be present at that meeting.

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

8.7 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of these rules, a resolution in writing signed by all the Board members entitled to vote on that resolution at a meeting of the Board, or any committee of the Board, is as valid as if it had been passed at a meeting of the Board or any committee of the Board.

8.8 All Board meetings should be documented via minutes and circulated for comments and corrections by the Secretary to all Board members. Minutes are required to be passed at the subsequent meeting of the Board.

8.9 In order to ensure a smooth and efficient transfer of the management of the Society's affairs, a joint meeting of the outgoing and incoming Board members shall be held not more than one month after the time of the Annual General Meeting.

9. FOR THE PROTECTION OF BOARD MEMBERS

9.1 No Board member of the Society shall be liable to the Society for:

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

to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

10. COMMITTEES

10.1 The Board may from time to time as deemed necessary appoint committees consisting of such number of Board members or members as may be deemed desirable and may prescribe their duties.

10.1.1 A Finance committee must be set up annually and shall comprise the President, the President Elect, the Immediate Past President, the Treasurer, the Deputy Treasurer, and any other members as the Board may deem necessary. The Finance committee is responsible for the managing of the Society's financial transactions, investments, interactions with financial institutions, payment to vendors, collection of funds on the Society's behalf, deposits, reimbursements, preparation of the financial statements, and any such transactions as it relates to the Society's finances.

10.2 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 Board, 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.

11. VOTING IN OTHER COMPANIES

11.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Society may be voted at any and all meetings of shareholders, debentures holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the Board of the Society shall from time to time designate. The Board members of the Society may for and on behalf of the Society from time to time:

a) execute and deliver proxies; and
b) arrange for the issuance of voting certificates or other evidence of the right to vote, in such names as they may determine without the necessity of a resolution or other action by the Board.

12. NOTICES

12.1 Method of giving notice: Any notice or other document required to be sent to any member, Board member, or auditor may be delivered personally or sent by prepaid mail or via e-mail to any such person

at his latest address as shown in the records of the Society or in the latest notice filed with the Registrar, and to the auditor at his business address.

12.2 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.

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

12.4 Signature of notices: The signature of any Board member of the Society to any notice or document to be given by the Society may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.

12.5 Proof of service: Where a notice required under paragraph 12.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 12.1 hereof, service shall be deemed to be at the time of delivery of such notice.

12.5.1 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by prepaid mail.

12.5.2 Where the notice is sent by e-mail service is deemed to be effected on the date on which the notice is so sent.

12.5.3 A certificate of a Board member of the Society in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

13. FINANCES

13.1 The financial year of the Society shall run from July 1st to June 30th.

13.2 The Board shall ensure that the reserves of the Society are sufficient to discharge all known liabilities and shall adopt a cautious position in managing such reserves through approved financial organizations and practices.

13.3 At the end of each financial year the accounts prepared by the Treasurer and Deputy Treasurer shall be audited by an auditor who is a practicing member of the Institute of Chartered Accountants of Trinidad and Tobago and eligible for the appointment as an auditor under the rules of that body. The Treasurer and the auditor will present the audited accounts to the Annual General Meeting.

14. CHEQUES, DRAFTS AND NOTES

14.1 All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Board members or persons and in such manner as the Board may from time to time designate by resolution.

15. EXECUTION OF INSTRUMENTS

15.1 Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President or the President-Elect, the Treasurer, the Deputy Treasurer and another Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officers or persons on behalf of the Society either to sign certificates for shares in the Society and contracts, documents, and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16. SIGNATURES

16.1 The signature of the President, the Treasurer or any Board member of the Society or of any person, appointed pursuant to paragraph 15.1 hereof by resolution of the Board may, if specifically authorized by resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contract, document or instrument in writing, bond, debenture or other security of the Society executed or issued by or on behalf of the Society. Any document or instrument in writing on which the signature of any such Board member or person is so reproduced shall be deemed to have been manually signed by such Board member 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 Board member 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.

17. CHANGES TO THE RULES

17.1 The Board may by resolution make, amend, or repeal any rule for the regulation of the business or affairs of the Society. The Board shall, within thirty days of making any such change in the rules, notify the members in the manner specified in paragraph 12.1 hereof.

17.2 The Board shall submit the rule, or any amendment or repeal of the rule made under paragraph 17.1 to the members of the Society at the next meeting of members after the making, amendment, or repeal of the rule; and the members may, by ordinary resolution, confirm, amend or reject the rule, amendment or repeal.

17.3 A rule or any amendment or repeal of the rule, is effective from the date of the resolution of the Board making, amending, or repealing the rule until:

a) the rule, amendment or repeal is confirmed, amended, or rejected by the members pursuant to paragraph 17.2; or
b) the rule amendment or repeal ceases to be effective pursuant to paragraph 17.4, and, if the bye-law, amendment or repeal is confirmed or amended by the members, it continues in effect in the form in which it was confirmed or amended.

17.4 When a rule, or an amendment or repeal of a rule is not submitted to the members as required by paragraph 17.2, or is rejected by the members, the rule, amendment or repeal ceases to be effective; and no subsequent resolution of the Board to make, amend or repeal a bye-law having substantially the same purpose or effect is effective until the resolution is confirmed, with or without amendment, by the members.

18. REGISTERED OFFICE

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

19. RECORDS

19.1 The Secretary shall ensure that Society prepares and maintains , either hard copy or electronic, records containing:

a) the Act of Incorporation and the rules, and all amendments thereto;
b) minutes of meetings and resolutions of members;
c) minutes of the meetings and resolutions of the Board;
d) a register of members showing the name and the latest known address of each person who is a member and the date on which each person was entered on the register as a member, and the date on which any person ceased to be a member; and
e) a register of its Board members and secretaries.
f) a register of all assets

Dated this **14th** day of **September** , **2023**. Corporate Seal

Javed Razack	Thérèse Steele	Adrian Tuitt
President	**President-Elect**	**Immediate Past-President**