



RULES & REGULATIONS

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**RULES OF THE SHIPPING ASSOCIATION OF
TRINIDAD AND TOBAGO**

1. NAME OF ASSOCIATION AND REGISTERED OFFICE

This Trade Union shall be called “The Shipping Association of Trinidad and Tobago.” The Registered Office is 15 Scott Bushe Street Port of Spain, which is the place of meeting for business of the said Trade Union and the office to which all notices and communications may be addressed.

2. OBJECTS

The objects for which the Association is established are:

- i. To enable individuals, firms and corporations who are engaged directly in the maritime industry/sector in Trinidad and Tobago, to promote, facilitate and protect their interests as Members of the Association.
- ii. To collect and circulate statistics and other information relating to and of interest to those engaged in the maritime industry.
- iii. To undertake the settlement of differences and disputes between the Association and workmen by negotiation and/or by arbitration and to promote good relations generally between employers and those employed in the maritime industry.
- iv. To enable its Members to meet from time to time for mutual counsel.
- v. To promote, support and oppose legislation and to take such action as may be deemed expedient in the interest of the Association in relation to all or any of its objects.
- vi. To foster, promote and protect the trade interests of the Association in every lawful manner and to do all such things as are incidental or conducive to the attainment of its objects.
- vii. To establish and/or administer and/or control schemes, arrangements, funds and/or conveniences for the benefit of employees and Members of the Association or the dependents or connections of such employees whether by way of gratuities, pensions or otherwise and for any such purpose to make such rules or regulations and to enter into such agreements as the Association shall deem fit.

- viii. To establish and operate offices or centres for the employment and payment of workers employed by Members of the Association and on behalf of such Members to employ and pay such workers.
- ix. For the purpose of promoting these objects and of making these methods effective, the Association may aid and join with other trade unions, societies, federations of societies, firms or corporations in the world having as their objects the accomplishment of any of the objects for which this Association is established and/or any objects similar thereto and/or any body with which it is deemed desirable to associate for any of the above purposes.

3. MEMBERSHIP

The Membership shall be divided into three groups under an Executive Council as follows:

Group A Shipping Agents, Ship Managers, Ship Brokers, Ship Owners and/or Ship Operators

Group B Port, Dock and Terminal Operators

Group C Service Companies and those individuals, firms, trade unions, corporations and associations who are engaged directly in the maritime or shipping industries in Trinidad and Tobago and whose business does not qualify them for membership in either Group A or Group B in respect of such business.

4. APPLICATION FOR MEMBERSHIP

- I. Application for Membership of the Association may be made by any qualified person engaged in Trinidad and Tobago in any of the businesses described in Rule 3. A qualified person is a person who is either a citizen of Trinidad and Tobago or a resident of Trinidad and Tobago as defined in Section 5 of the *Immigration Act Chap. 18:01* or is a firm, partnership or unincorporated body of which at least one-half of its membership comprises citizens or residents of Trinidad and Tobago or is a corporation incorporated under the laws of Trinidad and Tobago or is an external company within the meaning of the *Companies Act 1995* which is registered pursuant to Part V Division 2 of the said Act or is an entity whose membership in the Association, in the opinion of the Executive Council, would be beneficial to the attainment of its Objects.

- II. Any such qualified person shall be entitled to be registered separately in the appropriate Group in respect of each separate and distinct business in which such entity engages but separate applications must be made for registration in each Group. Provided however that in respect of each separate registration, the appropriate entrance fee, subscriptions and levies that may from time to time be set by the Executive Council shall be paid. Except as provided by Rule 6 III, where a Member is registered in respect of more than one business such Member's rights of membership in respect of such business shall be considered separate and apart from his rights of membership in respect of any other business in respect of which he is separately registered under this Rule.
- III. Every application for membership shall be made in respect of one of the groups described in Rule 3 and be supported by two Members of the Association in good financial standing. The application shall be in writing, signed by the applicant, his proposer and seconder and shall be in the form set out at Paragraph V of this Rule. The proposer and seconder need not be Members of the Group in respect of which the application is made.
- IV. A member in good financial standing is a member who is not in arrears with his Subscriptions and/or Levies for over 60 days.
- V. Every application shall be made in writing in the following form:

To The Shipping Association of Trinidad and Tobago

Date

Dear Sir/Madam

I/We ...[insert name] of [full address] desire to become a Member of Group ... [insert Group] of the Shipping Association of Trinidad and Tobago and I/we hereby agree, if elected, to be bound by the Rules of the Association and by all orders of the Executive Council of which due notice shall be given to me/us in manner herein provided. The business which I/we carry on and by which I/we am/are qualified to apply for registration in the aforementioned Group is as follows:

... ..

Signed

Applicant.

The above named applicant is known to me and in my opinion the application is fit for approval.

Signed

Proposer in good financial standing.

The above named applicant is known to me and in my opinion the application is fit for approval.

Signed

Seconder in good financial standing.

- VI. Provided that the application complies with the provisions of these Rules it shall be passed to the Group Chairman of the Group in respect of which the application has been made.
- VII. Following the receipt of any application, the Group Chairman shall convene a meeting of the Group which meeting shall consider the application and shall determine by majority vote whether or not to recommend that the Executive Council accede to the application. Where the Group decides to recommend that the Executive Council not accede to the application, the Chairman of the meeting shall ascertain the Group's reasons for such decision.
- VIII. Following the decision of the Group as aforesaid, the Group Chairman shall inform the President whether or not the Group recommends the application for membership and if not, their reasons for so doing.
- IX. After being advised of the Group's recommendation as aforesaid, the President shall convene a meeting of the Executive Council and shall inform them of the Group's recommendation, following which the Executive Council shall decide by majority vote whether or not to accept the application for Membership.
- X. Following the determination of the Executive Council as aforesaid, the Association shall advise the applicant in writing of its decision. If the application has been accepted, the applicant shall be entered onto the Association's Register of Members in the appropriate Group upon payment of the prescribed Entrance Fee.
- XI. All proceedings of the Association under this Rule shall be carried out in a timely manner.

5. HONORARY MEMBERS

The Association in General Meeting may as it may deems fit, admit to honorary Membership any person (whether or not he is engaged in Trinidad and Tobago in any of the businesses described in Rule 3) who is proposed and seconded by any Member in good financial standing. Honorary Members shall not be entitled to vote or to be elected to any of the posts in the Executive Council but

shall have the right to take part in and speak at all general meetings of the Association.

6. ENTRANCE FEE, SUBSCRIPTIONS, LEVIES AND INFORMATION

- I. All Members shall pay the Entrance Fees, Subscriptions and Levies as fixed by the Executive Council from time to time.
- II. Any alteration or amendment to the amount of Entrance Fees, Subscription or Levies or terms and conditions upon which same are levied shall be notified to all Members in writing upon the same being determined by the Executive Council and shall not be given effect until after the expiry of 30 days from the date of such notification.
- III. A Member who in any respect is in arrears with his Subscriptions and/or Levies shall not be eligible to vote at any meeting of the Association in respect of any business in respect of which he is registered. Should any Member's Subscriptions and/or Levies fall six months overdue, all rights and privileges of Membership in respect of all businesses for which he is registered shall be forfeited until these have been paid. Should such Member's Subscriptions and/or Levies remain unpaid for 12 months, then the Member's name will be struck off the Register of Members in respect of all business for which he is registered and thereafter such Member shall be deemed to have forfeited all his rights and privileges in the Association.
- IV. At the request of the Association, a member shall provide it with all information (including information with regard to other members) reasonably necessary to enable it to collect any Entrance Fees, Subscriptions or Levies due from that or any other member and/or to enable it to carry out its objects.

7. MEMBERSHIP

I. Resignation of Members

- A. Any Member may upon one month's notice in writing, resign from any Group or from the Association, but he shall be obliged to pay all outstanding levies and subscriptions up to the time he remains a member of the Association.
- B. Where a Member ceases to carry on any business and thereby fails to satisfy the criteria for Membership either of a Group or of the Association

such Member shall immediately resign from the Groups and/or the Association as the case may be.

II. Review, Suspension and Expulsion of Membership

- A. The Executive Council shall, where they are called upon to do so in writing by any group of the Association's Members in good financial standing, who together are registered in respect of ten separate businesses, giving good reason for making such request or where they have reason to believe that any Member has :
- (i) wilfully disobeyed any of these Rules and any Code of Ethics which from time to time may be adopted by the Association in general meeting;
 - (ii) been guilty of any conduct rendering him unfit in their opinion to be a Member of the Association;
 - (iii) failed to resign from any Group or from the Association pursuant to Rule 7.I.B. hereof;
 - (iv) become bankrupt, or being a company has gone into liquidation (except voluntary liquidation for the purpose of reconstruction) or has made any composition or arrangement or agreement with or for the benefit of his or its creditors;

Convene a meeting of the Executive Council to consider whether or not such Member shall be suspended or expelled. Provided that such Member shall be given written notice of the charges made against him and be given reasonable opportunity of giving any rebuttal, explanation or defence which he may wish to urge upon the Executive Council.

- B. A Member expelled under this rule will forfeit all rights in, and claims upon the Association and its funds.

8. EXECUTIVE COUNCIL

- I. The business of the Association shall be managed by an Executive Council which shall consist of the following nine (9) offices:

President
Immediate Past President

Vice President
Two (2) Trustees
Three (3) Group Chairmen
One (1) additional Member from Group A

- II. No person shall be elected to an office of the Executive Council unless he is a Member of the Association or a partner or an employee of a firm which is a Member of the Association or a director, officer or employee of any corporation which is a Member of the Association in these Rules referred to as a Qualified Officer. If the holder of any office on the Executive Council ceases for any reason to be a Member of the Association or in the case of a Qualified Officer, ceases to hold such a position in a Member firm or corporation, then the holder shall forthwith cease to hold such office on the Executive Council.
- III. All members of the Executive Council with the exception of the Immediate Past President shall be elected at each Annual General Meeting. Candidates may be drawn from Members or their Qualified Officers save that the Candidates for Group Chairman must be drawn from the Members or Qualified Officers of Members of the corresponding Groups and the additional Group A Member must be drawn from Members of Group A or their Qualified Officers.
- IV. The office of Immediate Past President shall be held by the person who held the post of President immediately before the Annual General Meeting at which the Executive Council for the time being was elected. If the President for the time being runs for a second term and is returned as President, the composition of the Executive Council will be eight (8) Members in the second year of that Presidency.
- V. No person shall be eligible to hold the office of President or Vice President for more than 2 consecutive terms. Provided however, that the period of an acting appointment shall not be taken into account in giving effect to this restriction. For the avoidance of doubt, a Member who held the office of President immediately before an Annual General Meeting may be elected to the office of Vice President at that Annual General Meeting and vice versa.
- VI. No person may serve on the Executive Council for more than five (5) consecutive terms save that where a person acts as President in his fifth consecutive term, he shall, notwithstanding this rule, be entitled to hold the office of Immediate Past President, in the next succeeding term.

- VII. No person may be elected to or hold more than one office on the Executive Council at the same time. Only one (1) Qualified Officer of a Member may hold an office on the Executive Council at any time.
- VIII. At the Annual General Meeting in each year the President, the Vice President, Trustees and all the other Members of the Executive Council shall retire from office but subject to the provisions of this rule they or any of them shall be eligible for re-election provided they shall have been nominated in manner hereinafter specified. The retiring Executive Council shall continue in office until the conclusion of the Annual General Meeting (or any adjournment thereof) at which a new Executive Council is elected.
- IX. No person shall be elected to the office of President, Vice President, Trustee or Council Member unless he shall previously have been nominated and seconded to such office shall have signified his consent to act. Such nominations shall be in writing, shall be signed by the Proposer and the Secunder and shall be forwarded to the Association together with the written consent of the person proposed, at least seven days prior to the date fixed for the Annual General Meeting. The Proposer and Secunder must both be Members in good financial standing.
- X. No Member or Qualified Officer shall be elected to office unless such Member or in the case of a Qualified Officer, the Member who he represents, is in good financial standing.
- XI. If for any reason it shall not be possible to elect a person to any office on the Executive Council in accordance with the provisions hereinbefore contained, then, but not in any other case, the Members present at the Annual General Meeting shall elect such officers from among the Members of the Association or their Qualified Officers.
- XII. All the Members in good financial standing of the Association present at the Annual General Meeting shall be entitled to vote at the elections for the offices of President, Vice President and Trustees and the elections for these offices shall take place before the election of the three Group Chairmen and the additional Member from Group A. Immediately following the election of the President, Vice President and Trustees the Members of each Group shall convene separately and elect a Group Chairman and Group Vice Chairman and in the case of Group A the additional Group A Member. Upon the election of the three Group Chairmen and Group Vice Chairmen the Members shall reassemble and the election of each Group Chairman and Group Vice Chairman and the additional Group A Member shall be announced to the Annual General Meeting and recorded in the Minutes.

- XIII. Provided that a candidate has been duly nominated and seconded and has given his consent in accordance with sub-rule IX hereof, he may be elected to the post on the Executive Council to which he has been nominated notwithstanding that he is not present at the meeting at which the elections are held.
- XIV. Unless otherwise decided by a majority of at least two thirds of the Members present, the election of all officers on the EC shall be conducted by a secret ballot in the case of in person meetings and roll call in the case of virtual/telephonic meetings of all Members of the Association, EC and/or any sub-committee thereof or Group as the case may be who are present at the General Meeting/Extra-Ordinary Meeting in the case of in person meetings and who can be heard and/or seen on an electronic platform or telephonic connection. Only members of the Association who are in good financial standing as at 31st March, may participate in the voting process.
- XV. Any and all Members of the Executive Council, including the Immediate Past President, may be removed upon a motion carried by the votes of three fourths of the Members attending and voting at a meeting at which fourteen (14) days notice in writing has been given and in which notice the terms of the motion have been specifically set out.
- XVI. Any casual vacancy in the Executive Council, however created, shall be filled by the remaining members of the Executive Council (where necessary by majority vote with the President having a second casting vote in the event of a tie) in the following manner:
- A. In the case of the President by the Vice President.
 - B. In the case of the Immediate Past President the vacancy shall not be filled until the next Annual General Meeting.
 - C. In the case of the Vice President or Trustees by any other member of the Executive Council failing which by a Member of the Association.
 - D. In the case of a Group Chairman by the Group Vice Chairman.
 - E. In the case of the additional member for Group A, from a Member of Group A or a Qualified Officer of a Member of Group A.

- XVII. Any casual vacancy in the position of Group Vice Chairman shall be filled by the Group Chairman from Members of that Group or Qualified Officers or Members of the Group.
- XVIII. Each Group Vice Chairman shall act as Chairman of the Group in the absence of the Group Chairman. If any Group Chairman is unavailable to attend a meeting of the Executive Council then the Vice Chairman of the Group shall attend that meeting as the alternate of the Group Chairman.
- XIX. Each Group shall handle the day to day business affecting the Members of that Group and minutes of all Group meetings shall be kept and circulated to all Members of the Group and the Executive Council.
- XX. All items of business of the Association not handled by a Group and not reserved to the Association in general meeting shall be managed by the Executive Council. Without prejudice to the above the President after consultation with the Executive Council shall nominate Members of the Association in good financial standing to serve on sub-committees of Executive Council and on the boards of statutory bodies, utilities and similar organisations and with the prior approval of the Executive Council may enter into financial arrangements of any kind on behalf of the Association.

9. FINANCIAL

- I. The Association does not intend to become a partnership and any income and property of the Association shall be applied solely towards the promotion of the objectives set forth and not for profit or gain. Nothing herein shall prevent the payment in good faith of remuneration to any officers, servants of, or persons employed by the Association, or to any Member of the Association or other person in return for any services actually rendered to the Association. True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipts or expenditure take place and of the property credits and liabilities of the Association.
- II. The Association may at any general meeting approve the grant of a stipend or a benefit to any one or more members of the Executive Committee provided that seven (7) days written notice be given of any motion proposing such a grant stipend or benefit in which the terms of the proposed grant stipend or benefit are specifically set out.
- III. The financial year of the Association shall be from January 1 to December 31 of each year.

IV. The Association shall elect Auditors at each Annual General Meeting.

10. INSPECTION OF BOOKS

All books of accounts and a register of Members shall be kept at the registered office of the Association and they shall be open for inspection by the Members free of charge, at all reasonable times.

11. GENERAL MEETINGS

- I. An AGM shall be held once in every year on or before March 31st, at such time, and place and in such manner as the EC may prescribe. Such meetings as well as all other general meetings, Extra-ordinary General Meetings, group meetings, and meetings of the EC or any sub-committee thereof (“the said meetings”) may be held electronically/virtually through the use of Internet meeting services designated by the President and/or by telephone. Nothing herein contained shall prevent attendance at the said meetings by a combination of in person attendance, telephone and internet attendances.
- II. General Meetings other than the Annual General Meetings (hereinafter called Extraordinary General Meetings) may from time to time be convened by the Executive Council at its discretion or upon the written requisition of five Members of the Association in good financial standing. Such requisition must state the objects of the meeting proposed to be called, must be signed by the requisitionists and deposited at the Registered Office of the Association. If the Executive Council does not proceed to cause a meeting to be held within seven days from the date of requisition being so deposited, the requisitionists and any other five Members in good financial standing may themselves convene a meeting of the Association.
- III. If in the opinion of any ten Members in good financial standing, a state of emergency has arisen or is likely to arise, then such ten Members may convene an Extraordinary General Meeting of the Association upon two days’ notice.

12. QUORUM

Ten persons being Members of the Association in good financial standing and/or their authorised representatives shall be a quorum for the General Meetings/Extra-ordinary General Meetings. The quorum for Executive Council meetings and Group meetings shall be four.

13. CHAIRMAN OF MEETINGS

The President, or in his absence the Vice President, shall preside over each meeting of the Executive Council and/or General Meeting/Extra-ordinary General Meetings of the Association. The Group Chairman, or in his absence the Group Vice Chairman shall preside over each meeting of the Group. If neither the President or the Vice President, the Group Chairman or the Group Vice Chairman as the case may be shall be present for a period of fifteen minutes after the time appointed for the holding of any meeting, those present shall elect their own chairman from amongst the Members then present of the Executive Council, Group or Association as the case may be.

14. ADJOURNMENT OF MEETING

The chairman of a meeting may, with the consent of the majority of those present at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If within fifteen minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to a time and place to be arranged by the Chairman. If at the adjourned meeting a quorum of Members is not present within fifteen minutes of the time appointed for the meeting, the Members present shall be a quorum.

15. VOTING

- I. Subject to Rule 8 (XIV) every motion at an AGM/Extraordinary General Meeting/General Meeting or meetings of the EC and/or any sub-committee thereof or meetings of any Group shall be decided by a roll call and/or show of hands voters unless a ballot is demanded before or immediately upon declaration of the result of a show of hands by at least two (2) persons present to vote. In the event of a virtual meeting the outcome of the roll call shall be determinative of the outcome of any vote. Unless a ballot is demanded as aforesaid during an in person meeting, a declaration by the Chairman of the meeting that a resolution, has on a show of hands been carried, carried unanimously or by a particular majority or lost shall be binding and any entry to that effect in the proceedings or Minutes of the

Association or Group as the case may be, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

- II. No Member or his representative, shall be entitled to attend or vote at a General meeting/Extra-ordinary General Meeting, Group meeting or meeting of the Executive Council unless such Member is in good financial standing.

16. ALLOTTMENT OF VOTES

The number of votes allotted to each Member, shall be as determined by the Association in general meeting from time to time.

17. TRUSTEES

The funds of the Association shall be vested in the Trustees. The Executive Council shall have the power to remove the Trustees or either of them and upon such removal shall fill the vacancy by appointing others or another in his or their stead. The Trustees shall deal with the funds of the Association in such manner as shall be prescribed by the rules of the Association, or if no provision is made then in such manner as shall be directed by the Executive Council.

18. ADDITIONS AND ALTERATIONS TO THE RULES

These Rules may be amended by resolution of a General meeting/Extra-ordinary General Meeting at which fourteen (14) days notice in writing of the terms of the proposed amendment has been given and which has been carried by at least three fourths of the votes cast at such meeting.

19. BINDING EFFECT OF RULES

These rules and every amendment thereto made from time to time shall be binding on every Member of the Association.

20. WINDING UP

The Association shall be wound up voluntarily whenever a resolution is passed at an Extraordinary General Meeting of the Association duly convened for the purpose. Every Member of the Association undertakes to contribute to the assets of the Association *pro rata* to Membership in the manner provided by a resolution of the Executive Council in the event of the Association being wound up during the time when he was a Member or within one year afterward, for payment of the debts and liabilities of the Association contracted before the

time he ceased to be a Member and of the costs, charges and expenses of the winding up. Any surplus of assets after the payment of all liabilities and costs shall, subject to any rule, regulation or specific provision to the contrary with respect to any particular asset or fund, be distributed among Members of the Association in proportion to the total of their contributions to the funds of the Association during the three years immediately preceding the date of the resolution to wind up the Association.

21. NOTICES

A notice may be served by the Association upon any Member either personally or by sending through the post in a prepaid envelope or card or by e-mail, telex or facsimile transmission at the appropriate contact address/number appearing in the register of members. A notice shall be deemed to be served, if it was served in person at the time of service; if it was served by post 48 hours after posting; and if it was served by telex, e-mail or facsimile transmission at the time of transmission.

