

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

NON-PROFIT COMPANY

**BYE-LAW NO. 1**

A Bye-law relating generally to the conduct of the affairs

of the

**COPYRIGHT MUSIC ORGANISATION OF TRINIDAD AND TOBAGO**

(AS AMENDED AT THE 19<sup>TH</sup> ANNUAL MEETING HELD ON  
29<sup>TH</sup> DAY OF DECEMBER 2005)

“(AS AMENDED AT THE 28<sup>TH</sup> ANNUAL MEETING HELD ON 2<sup>ND</sup> DAY OF MAY 2016)  
(AS AMENDED AT THE EXTRAORDINARY GENERAL MEETING HELD ON  
23<sup>RD</sup> DAY OF NOVEMBER 2017)”

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**COPYRIGHT MUSIC ORGANISATION OF TRINIDAD AND TOBAGO**

BY-LAW NO. 1

BE IT ENACTED as the general by-law of COPYRIGHT MUSIC ORGANISATION OF TRINIDAD AND TOBAGO (hereinafter called " the Organisation") as follows:

**1. INTERPRETATION**

1.1 In this by-law and all other Bye-Laws of the Organisation, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 1995 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the Bye-Laws of the Organisation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) " Regulations" means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitutions any references in the Bye-Laws of the Organisation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "Bye-Laws" means any by-law of the Organisation from time to time in force;
- (d) "Affiliated Society" means any of the societies in other countries, having objects similar to those of the Organisation, with which the Organisation is for the time being affiliated;
- (e) "Author" means an author, adapter or translator of any literary work which is or may be associated with any music;
- (f) "Board" means the Board of Directors of the Organisation;

- (g) "Copyright Act" means the Copyright Act, 1997 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the Bye-Laws of the Organisation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (h) "Composer" means a composer or arranger of music;
- (i) "Director" means a member of the Board;
- (j) "Distribution" means any distribution which may be made among the Members and affiliated societies out of monies received by the Organisation in respect of the exercise of the rights, licence or authority granted by them to the Organisation;
- (k) "Member" means any person who or which becomes a member of the Organisation;
- (l) "Musical Work", without prejudice to the generality of the expression includes:-
  - i) any part of a musical work;
  - ii) any vocal or instrumental music recorded on the soundtrack of any audio-visual work;
  - iii) any musical accompaniment to non-musical plays;
  - iv) any words or monologues having a musical introduction or accompaniment;
  - v) any other words (or part of words) which are associated with a musical work even if the musical work itself is not in copyright, or even if none of the rights in the musical works are administered by the Organisation;
  - vi) any arrangement of an existing musical work provided the arrangement contains sufficient originality to entitle it to be treated as a work protected by copyright law separate and distinct from the existing work.
- (m) "Organisation" means the Copyright Music Organisation of Trinidad and Tobago;
- (n) "Performer" means any singer or musician who has made, either singly or jointly with other singers or musicians, a sound recording which has been contained in a phonogram or audio-visual work has been released to the public and would entitle him to be treated as a person having performer's rights pursuant to the Copyright Act;

- (o) "Producer" means any person, corporation or firm by whom the arrangements necessary for making a sound recording, whether to be embodied in a phonogram, film or audio-visual work, are undertaken, and who, under contract with a performer, is entitled to be treated as having recording rights in a recording pursuant to the Copyright Act;
- (p) "Proprietor" means a person, other than a writer, publisher, or successor, performer or producer who owns any right or interest which may be administered by the Organisation;
- (q) "Publisher" means a person who publishes any literary or musical work;
- (r) "Secretary" means any person appointed to perform the duties of Secretary of the Organisation;
- (s) "Successor" means any person eligible for membership under paragraph 5;
- (t) "Writer" means a composer or author;

all terms contained in the Bye-Laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

- (u) 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 associations of "persons" and the word "individual" means a natural person.

## **2. RESTRICTIONS ON THE UNDERTAKING OF THE ORGANISATION**

- 2.1 The Organisation will restrict its undertaking to the promotion and development of copyright and neighbouring rights which will include a non-profit service for the administration and protection of the rights and remedies conferred on Authors, Composers Publishers, Performers, Producers and Proprietors by virtue of the Copyright Act or the law relating to copyright and neighbouring rights in any country or territory outside of Trinidad & Tobago and which the Organisation may at any time decide to administer, such service will include the collection and distribution of royalties due for the exploitation of the said rights and such other useful activities as may reasonably be regarded as furthering, directly or indirectly the undertaking of the Organisation.

2.2 The Organisation has no authorised share capital and is to be carried on without pecuniary gain to its members, and any profit or other accretions to the Organisation will be used in furthering its undertaking.

### 3. **REGISTERED OFFICE**

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

### 4. **SEAL**

4.1 The common seal of the Organisation shall be such as the Board may by resolution from time to time adopt.

### 5. **MEMBERS**

5.1 There shall be six classes of Membership, namely:

- (a) Writer Member,
- (b) Publisher Member,
- (c) Performer Member,
- (d) Producer Member,
- (e) Proprietor Member, and
- (f) Successor Member, being that individual who is a spouse, child, relative, next of kin, beneficiary under the will, or personal representative of a deceased writer, publisher or proprietor of any deceased Member.

5.2 Application for Membership shall be made to the Secretary of the Organisation upon such form as the Board shall from time to time prescribe and shall be supported by such evidence as may be required.

5.3 Candidates for Membership shall be elected by the Board in its unfettered discretion and the Board may lay down terms and conditions for Membership generally or in individual cases.

## 6. **INTEREST OF MEMBERS NOT TRANSFERABLE**

6.1 The interest of a Member in the Organisation 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 Bye-Laws of the Organisation.

6.2 No Member shall enter into any contract which he shall or may be required whether for valuable consideration or not, to write or compose perform or produce any work for any person whether employer or otherwise, without inserting in such contract an express provision reserving to the Member the rights to be administered by the Organisation on behalf of the Member.

## 7. **ENTRANCE FEE**

7.1 The entrance fee shall be such sum as the Board may from time to time determine.

## 8. **CESSATION OF MEMBERSHIP**

8.1 *By the Member:* Any Member may withdraw from Membership by giving three months notice to the Board in writing to that effect and thereupon he shall cease to be a Member.

8.1.2 The Board may in its absolute discretion resolve that the notice referred to in paragraph 8.1 above shall only take effect from 31<sup>st</sup> December immediately following the giving of such notice provided that the Board shall as soon as is practicable supply the Member with written reasons for so resolving.

8.2 *By the Board:* If any Member refuses or neglects to comply with the provisions of the Bye-Laws or conducts himself in a way which in the opinion of the Board is or may be injurious to the Organisation, the Board may by notice in writing call upon him to resign. If such Member when called upon to resign does not do so within twenty eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by the Board) he may forthwith be expelled by the Board 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.

8.3 *By death:* On the death of a Member his Membership shall cease and shall not be transmitted to any other person, but the rights (if any) already vested in the Organisation, by the Member, or controlled by the Organisation by virtue of his Membership, shall, subject to paragraph 23 hereof remain so vested or controlled: -

(a) for a period ending either on the 31<sup>st</sup> day of December in the third year following the year in which the Member's death took place unless within that period an election as mentioned in the following sub paragraphs (b) and (c) takes place or

(b) if a Successor shall be admitted to Membership during such period, then for so long as such Successor remains a Member, or

(c) (c) if a person is admitted during such period to Membership of an Affiliated Society in respect of the rights of a deceased Member, then up to the date of such admission.

8.3.1 Any distribution to which the Member would, if living, have been entitled in respect of any period prior to the admission of such Successor shall be made to the Member's personal representative until a Successor is admitted or 'until the end of such third year as aforesaid, whichever is the earlier date. Upon the admission to Membership as aforesaid, any payment to which the Member would, if living, have been entitled in respect of any period subsequent to such admission shall be made to such Successor.

8.4 The Membership of any Member shall ipso facto cease: -

8.4.1 Upon the expiration of the longest period for which copyright subsists by virtue of any statute in any country which is either a Member of the Berne Union or a party to the Universal Copyright Convention in any of the works in respect of which such Member is entitled to participate in distributions, or

8.4.2 in the case of any Member, being executor or administrator upon his having disposed of all interest in all rights which may have vested in him as such executor or administrator.

8.5 *Pending Proceedings:-* If any proceedings have been instituted by or against the Organisation in respect of a Member's works, either in the name of the Organisation or of the Member, and such Member ceases to be a Member during the pendency of the



proceedings, any rights the subject of such proceedings which have been vested in the Organisation by such Member, or are controlled by the Organisation by virtue of his Membership, shall remain so vested or controlled until such proceedings are finally disposed of.

8.6 *Termination of rights, privileges etc.* - Subject to the paragraphs above, all rights, privileges and obligations of Membership shall cease on the date of cessation of Membership. In particular, the Member concerned shall cease to have any claim upon the assets of the Organisation and shall not be entitled to participate in any further distributions, save as to any payment to which he may be entitled in respect of any period prior to cessation of Membership.

## 9. **THE BOARD**

9.1.1 The Board shall comprise of not more than thirteen Directors in all of whom;

- (a) not more than four shall be Writers elected by Members;
- (b) not more than two shall be Publishers elected by Members;
- (c) not more than two shall be Performers elected by Members;
- (d) not more than two shall be Producers elected by Members.

9.1.2 *Independent Directors:* The Board may appoint as Directors not more than two persons who are neither Members of, nor in the employ of the Organisation, nor directly interested in any contract with the Organisation. Such Directors shall be similarly remunerated with those mentioned in section 9.1.1 (a) (b) (c) and (d).

9.2 Except otherwise provided in these Articles, no Member shall be eligible for election as a Director at any annual meeting unless either:

- a) he is recommended for election by the board of directors or
- b) not less than 14 clear days nor more than 30 clear days before the date fixed for the meeting of Members for the election of that Director, written notice is given to the Organisation by a Member of the intention to propose the Member for election together with a letter of consent signed by that Member confirming his willingness to be elected as a Director.

9.3 If a casual vacancy occurs among Directors mentioned in subparagraphs 9.1.1 (a) (b) (c)

and (d) and paragraph 9.1:2 hereof, the Board may appoint to fill the vacancy any person who shall have the same qualifications under paragraph 9.1.1 hereof as the Director in whose place he is appointed and any Director so appointed shall hold office until the next Annual Meeting following his appointment whereupon he shall retire but shall be eligible for election.

9.4. *Honorary Directors:* The Board may appoint a person who has made a distinguished contribution to the cultural life of Trinidad and Tobago or any other territory as an honorary Director of the Organisation on such terms and for such period as the Board shall determine.

9.4.1 There shall not be more than three honorary Directors at any one time.

9.5. *Consultant Directors:* Consultant Directors may be appointed by the Board on such terms and for such period as it shall deem expedient.

9.6 *Rights of Honorary and Consultant Directors:* Honorary and Consultant Directors shall have a right to attend and participate in all meetings of Members and all meetings of the Board but shall not be entitled to vote at such meetings.

9.7 *Powers of the Board:* The affairs of the Organisation shall be managed by the Board which may exercise all such powers and do all such acts and things as may be exercised or done by the Organisation and are not by the Bye-Laws or any special resolution of the Organisation or the Act expressly directed or required to be done by the Organisation at a general meeting of the Organisation.

9.8 *Qualification:* A Board member other than a Director mentioned in subparagraphs 9.1.1 (c) and (d) and paragraph 9.1.2 hereof shall be a Member of the Organisation or a duly appointed representative of a Member of the Organisation who is a company or firm.

9.9.1 *Term of Office:* Unless sooner determined, a Board member's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Organisation, be from the date of the meeting at which he is elected or appointed until the conclusion of the third Annual Meeting following that at which he is elected or appointed.

- 9.9.2 Subject to the Act, a Board member elected by the Members under subparagraphs 9.1.1 (a) (b) (c) and (d) above shall hold office for no more than three consecutive terms in accordance with paragraph 9.9.1 above but shall be eligible for re-election upon the expiry of an intervening term.
- 9.10 *Removal from office:* The Members of the Organisation may, by ordinary resolution at a special meeting, remove any Director mentioned in subparagraphs 9.1.1 (a) (b) (c) and (d) above from office.
- 9.11 *Vacancy Filled:* A vacancy created by the removal of a Director may be filled at the meeting at which the Director is removed from office.
- 9.11.1 If the vacancy is not filled under paragraph 9.11 hereof it may be filled by the Directors.
- 9.11.2 A Director elected or appointed pursuant to paragraphs 9.11 or 9.11.1 hereof holds office for the unexpired term of his predecessor.
- 9.12 *Remuneration:* The Board shall from time to time by resolution determine the remuneration to be paid to Directors and a Director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.
- 9.13 *Vacating of office:* The office of a Director of the Organisation shall be vacated: -
- (a) if by notice in writing he resigns his office;
  - (b) if being a Director elected under subparagraphs 9.1.1 (a) (b) (c) and (d) he ceases to be a Member of the Organisation;
  - (c) if he does not attend four consecutive meetings of the Board, unless the Board otherwise determines;
  - (d) if he is removed from office in accordance with paragraph 9.10;
  - (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
  - (f) if he is found to be a lunatic or becomes of unsound mind;
  - (g) if he is convicted of any criminal offence involving fraud or dishonesty.
- 9.14 *Powers to make bye-Laws:* The power of Directors given by section 66(1) of the Act to make Bye-Laws shall include the power of the Board to make Bye-Laws, rules or

regulations governing –

- (a) the terms and conditions on which the Organisation may administer rights;
- (b) the manner in which the administration of rights shall be carried out, including the licensing of rights and the collection and distribution of royalties or other sums accruing under licences;
- (c) Such other matters and things as may be conducive to the welfare of the Organisation.

## 10. **ALLOCATION OF MONIES**

10.1 *Order of application of receipts:* All monies received by the Organisation in respect of the rights, licences or authorities granted by Members and Affiliated Societies shall be applied first to payment of all expenses of and incidental to the conduct management and operation of the Organisation, and then, subject to paragraph 10.2 hereof shall be allocated and distributed amongst the Members and Affiliated Societies in accordance with distribution rules to be made from time to time by the Board under paragraph 9.14 hereof.

10.2 *Special Funds:* The Board may before making any allocation and distribution among the Members and Affiliated Societies:

10.2.1 apply out of the receipts such sums not exceeding five per cent of the receipts of the Organisation for the preceding financial year as it thinks proper or has agreed to contribute towards any:-

- (a) superannuation, benevolent, pension or similar fund which has been or may be established for the benefit of members of the Organisation, or the wives, widows, children or other dependents of such persons;
- (b) payments whether by way of lump sum contributions or by instalments to defray the costs of medical and health care for members of the Organisation or the spouses, co-habitants, widows, widowers, children or other dependents of such persons or in the nature of premiums under a comprehensive group health medical insurance plan for the benefit of members of the Organisation or the spouses, co-habitants, widows, widowers, children or other dependents of such persons;

- (c) foundation, trust, or similar fund which has been established for the purpose of promoting the use and recognition of Trinidad and Tobago music.

10.2.2 set aside, out of the receipts of the Organisation, such sums not exceeding five per cent of the receipts of the Organisation for the preceding financial year as it thinks proper as a reserve fund to meet contingencies, or for future distributions or for repairing, improving and maintaining any of the property or premises of the Organisation, and for such other purposes as the Board shall in its absolute discretion think necessary or conducive to the interests of the Organisation, and may invest the several sums so set aside in such investments and dispose of all or any part thereof for the benefit of the Organisation, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund or any part thereof for the general purposes of the Organisation, and that without being bound to keep the same separate from the other assets.

## 11. **INDEMNITIES TO DIRECTORS AND OFFICERS**

11.1 Subject to section 101 of the Act, except in respect of an action by or on behalf of the Organisation to obtain a judgment in its favour, the Organisation shall indemnify:

- (a) a Director or officer of the Organisation;
- (b) a former Director or officer of the Organisation;
- (c) or a person who acts or acted at the Organisation's request as a director or officer of a body corporate of which the Organisation is or was a shareholder or creditor, or his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being, or having been, a Director or officer of the Organisation, if:-
  - (i) he acted honestly and in good faith with a view to the best interests of the Organisation; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

## 12. OFFICERS

- 12.1 *Appointments:* The Board shall as often as may be required appoint a President, a Vice-President, and a Secretary. A Board member may be appointed to any office of the Organisation but none of the Officers except the President and Vice-President need be a Board member.
- 12.2 *Executive Officer:* The Board may from time to time appoint an Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Organisation (except such matters and duties as by law must be transacted or performed by the Directors or by the Members in general meeting) and to employ and discharge agents and employees of the Organisation or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Board. He shall at all reasonable times give to the Board or any of the Directors all information they may require regarding the affairs of the Organisation. This officer may also be appointed to the office of Secretary in addition to his own office.
- 12.3 The Board may from time to time appoint such other officers and agents as they deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 12.4 *Remuneration:* The remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a Director of the Organisation shall not disqualify him from receiving such remuneration as may be determined.
- 12.5 *Powers and Duties:* All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Organisation.
- 12.6 *Delegation:* In case of the absence or inability to act of any officer of the Organisation or for any other reason that the Directors may deem sufficient the Directors may delegate all or any of the powers of such officer to any other officer or to any Director.
- 12.7 *The President:* The President shall, when present, preside at all meetings of the Board or

Members and any committee of the Board or the 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.

- 12.8 *The Vice-President:* The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the event of the President's absence or disability or refusal to act. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Board.
- 12.9 *The Secretary:* The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the minute books of the Organisation and the documents and registers referred to in section 177 of the Act and shall perform such other duties as the Board requires of him.
- 12.10 *Vacancies:* If the office of any officer of the Organisation becomes vacant by reason of death, resignation, disqualification or otherwise, the Board by resolution shall, in the case of the President, Vice-President or Secretary, may in the case of any other office appoint a person to fill such vacancy.

### 13. **MEETINGS OF THE BOARD**

- 13.1 *Place:* Meetings of the Board and any committee of the Board may be held either at the registered office or at any other place within or outside of Trinidad and Tobago.
- 13.2 *Convener:* A meeting of the Board may be convened by the President, the Vice President, or any two Directors at any time and the Secretary by direction of any such officer or any two Directors shall convene a meeting of the Board.
- 13.3 *Notice:* Subject to section 81(1) of the Act, the notice of any meeting of the Board need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 18.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A Director may in any manner waive notice of a meeting of the Directors and attendance of a Director at a meeting of the Directors shall constitute a waiver of notice of the meeting except where

a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.1.1 It shall not be necessary to give notice of a meeting of the Board to a newly elected or appointed Director for a meeting held immediately following the election of Directors by the Members, the appointment of Directors under paragraph 9.1.2 above or the appointment to fill a vacancy among the Directors.

13.1.2 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.

13.2 *Quorum:* Five Directors of whom at least three must be Directors elected by Members shall form a quorum for the transaction of business and, notwithstanding any vacancy on the Board, 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.

13.3 *Mode of Participation:* A Director may, if all the Directors consent, participate in a meeting of the Board or of any committee 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 Director participating in' such a meeting by such means is deemed to be present at that meeting.

13.4 *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 shall have a second or casting vote.

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

#### 14. **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

14.1 No Director or officer of the Organisation shall be liable to the Organisation for:-



- (a) the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Organisation through the insufficiency or deficiency of title to any property acquired by the Organisation or for or on behalf of the Organisation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Organisation shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Organisation;
- (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 Organisation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

14.2 The Directors for the time being of the Organisation 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 Organisation, except such as are submitted to and authorised or approved by the Directors.

14.3 If any Director or officer of the Organisation is employed by or performs services for the Organisation otherwise than as a Director or officer or is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Organisation, the fact of his being a Member, Director or officer of the Organisation shall not disentitle such Director or officer or such

firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## 15. MEETINGS OF MEMBERS

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

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

15.2.1 The Board shall, on the requisition of five per cent of the Members of the Organisation that have a right to vote at the meeting requisitioned, forthwith convene a meeting of Members, and in the case of such requisition the following provisions shall have effect:

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

- 15.3 *Notice:* Electronic Mail and/or media notices or publication and/or posting the relevant information on the organisations' *website and or* a printed and or written and or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each Member entitled to attend such meeting, on each Director and on the auditor of the Organisation in the manner specified in paragraph 18.1 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the next meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.
- 15.4 *Waiver of Notice:* A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver or notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 15.5 *Omission of Notice:* The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member, Director or the auditor of the Organisation shall not invalidate any resolution passed or any proceedings taken at any meeting of the Members.
- 15.6 *Proprietor and Successor Members:* At a meeting of Members each Proprietor Member and each Successor Member shall have a right to attend and participate but shall not have a right to vote.
- 15.7 *Votes:* Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and, in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any votes to which he may be otherwise entitled.

- 15.7.1 At every meeting at which he is entitled to vote, every Member, proxy holder or individual authorised to represent a Member who is not present in person shall have one vote on a show of hands.
- 15.7.2 Upon a ballot at which he is entitled to vote, every Writer and every Publisher Member, proxy holder or individual authorised to represent such Member shall have one basic vote.
- 15.7.5 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.
- 15.8 *Chair at meetings:* When the President and the Vice-President, are absent, the persons who are present and entitled to vote shall choose another Director as chairman of the meeting; but if no Director is present or all the Directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairman.
- 15.9 *Ballot:* A ballot, either before or after any vote by a show of hands, may be demanded by any person entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.
- 15.10 *Proxies:* Votes at meetings of Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of Members of the Organisation.
- 15.10.1 A proxy shall be executed by the Member or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 15.10.2 A person appointed by proxy need not be a Member.

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

The undersigned Member of the Organisation 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 Organisation to be held on the day of \_\_\_\_\_ 19\_\_\_\_\_/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 \_\_\_\_\_ 19\_\_\_\_\_/20\_\_\_\_\_

Signature of Member

15.11 *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:

15.12 *Quorum:* Subject to the Act, a quorum for the transaction of business at any meeting of the Members shall be three Writer Members, two Publisher Members, two Performer Members and two Producer Members present in person, being either Members entitled to vote thereat, or duly appointed proxy holders or representatives of the Members 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.

15.13 *Resolution in lieu of meeting:* Notwithstanding any of the foregoing provisions of this by-

law, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the Members is, subject to section 132 of the Act, as valid as if it had been passed at a meeting of the Members.

## 16. COMMITTEES

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

16.2 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.

### 16A Audit Committee

16A.1 *Composition:* Subject to the Act the Board shall establish an Audit Committee (the “Audit Committee”), which shall consist of a minimum of three Directors. The Chief Executive Officer of the Organisation, and/or his or her designee, shall be entitled to receive notices of all meetings and receive all written communications distributed to other members of the Audit Committee, and shall have a right to attend any meeting of the Audit Committee (except when either or both of such persons are requested to absent himself or herself from the meeting by a majority of the members of the Audit Committee). These persons shall not be a members of the Audit Committee or have any other rights of any such member.

16A.2 *Auditor:* Subject to section 157(4) of the Act, the auditor of the Organisation is entitled to receive notice of every meeting of the Audit Committee and, at the expense of the Organisation, to attend and be heard thereat.

16A.3 *Authority:* The Audit Committee shall exercise such power and authority as may be designated by the Board including the review of the Organisation’s financial statements, budget, financial reports and internal financial and accounting controls and practices, and shall make appropriate reports and recommendations to the Organisation’s Board for approval.

## 17. VOTING IN OTHER COMPANIES

17.1 All shares or debentures carrying voting rights in any body corporate that are held from time to time by the Organisation may be voted at any and all meetings of shareholders, debentures holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the Directors of the Organisation shall from time to time determine. The officers of the Organisation may for and on behalf of the Organisation 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 determine without the necessity of a resolution or other action by the Directors.

## 18. NOTICES

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

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

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

18.4 *Signature of notices:* The signature of any Director or officer of the Organisation to any

notice or document to be given by the Organisation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed

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

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

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

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

18.6.3 A certificate of an officer of the Organisation 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.

## 19. **CHEQUES, DRAFTS AND NOTES.**

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

## 20. **EXECUTION OF INSTRUMENTS**

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

- (a) the President or the Vice-President; or
- (b) any other Director together with the Secretary,



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

20.1.1 The common seal of the Organisation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons specified in paragraph 20.1.2 hereof.

20.1.2 Subject to section 138 of the Act;

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

(b) any two Directors,

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

## 21. SIGNATURES

21.1.1 The signature of the President, the Vice-President, the Secretary, the Executive Officer or any Director of the Organisation or of any officer or person, appointed pursuant to paragraph 20.1 hereof by resolution of the Board may, if specifically authorised 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 Organisation executed or issued by or on behalf of the Organisation. Any document or instrument in writing on which the signature of any officer or person is so reproduced shall be deemed to have been manually signed by such officer or person whose signature is so reproduced and shall be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.

22. **FINANCIAL YEAR**

22.1 The Directors may from time to time by resolution establish the financial year of the Organisation.

23. **WINDING UP**

23.1 Each Member undertakes to contribute to the assets of the Organisation in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for the payment of debts and liabilities of the Organisation contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

23.2 The Members may at any time resolve to wind up the Organisation whereupon the assets of the Organisation shall, in so far as they are available for the purpose, be distributed in accordance with Section 316 of the Act.