

UWC-TT

Bye-Laws

UWC Trinidad & Tobago

23 November 2017

2017

Bye-Laws of UWC Trinidad & Tobago

Table of Contents

Article I. General 3

Article II. Official Name..... 3

 Section 2.01 Location of principal office 3

 Section 2.02 Purpose 3

 Section 2.03 Type of Organization 4

 Section 2.04 Dissolution..... 4

Article III. Members 4

 Section 3.01 Eligibility..... 4

 Section 3.02 Admission Procedure..... 4

 Section 3.03 Dues obligation of members..... 5

 Section 3.04 Categories of Members 5

 Section 3.05 Rights of members 5

 Section 3.06 Resignation..... 6

 Section 3.07 Suspension or termination of a member..... 6

 Section 3.08 Reinstatement 6

 Section 3.09 Default on Dues and Termination of Members **Error! Bookmark not defined.**

Article IV. Members' Meetings 6

 Section 4.01 Annual General Meeting 6

 Section 4.02 Special Meeting 6

 Section 4.03 Notice..... 7

 Section 4.04 Quorum 7

Article V. Board of Directors..... 7

 Section 5.01 Powers..... 7

 Section 5.02 Numbers, Qualifications, CEO 7

 Section 5.03 Election 7

 Section 5.04 Term of Office 8

 Section 5.05 Employment of Board Members..... 8

| | | |
|---------------|---|----|
| Section 5.06 | Cessation | 8 |
| Section 5.07 | Resignation..... | 8 |
| Section 5.08 | Removal | 9 |
| Section 5.09 | Vacancies..... | 9 |
| Section 5.10 | Delegability of Board Responsibilities..... | 9 |
| Article VI. | Meetings of the Board of Directors | 9 |
| Section 6.01 | Regular Meetings..... | 9 |
| Section 6.02 | Special Meetings | 9 |
| Section 6.03 | Notice..... | 10 |
| Section 6.04 | Attendance by members who are not Directors..... | 10 |
| Section 6.05 | Quorum | 11 |
| Section 6.06 | Manner of Acting | 11 |
| Section 6.07 | Unanimous Written Consent In Lieu of a Meeting..... | 11 |
| Section 6.08 | Virtual Meetings | 11 |
| Section 6.09 | Conflicts of Interest | 11 |
| Article VII. | OFFICERS | 12 |
| Section 7.01 | Officers..... | 12 |
| Section 7.02 | Chair..... | 12 |
| Section 7.03 | Secretary | 12 |
| Section 7.04 | Term of Office & Election of Officers | 12 |
| Section 7.05 | Resignation..... | 12 |
| Section 7.06 | Removal | 12 |
| Section 7.07 | Vacancies..... | 12 |
| Article VIII. | MISCELLANEOUS PROVISIONS..... | 13 |
| Section 8.01 | Fiscal Year | 13 |
| Section 8.02 | Minutes | 13 |
| Section 8.03 | Supplementary Policies | 13 |
| Article IX. | INDEMNIFICATION..... | 13 |
| Article X. | AMENDMENTS TO BYE-LAWS | 13 |

Bye-Laws of UWC Trinidad and Tobago

Article I. General

Article II. Official Name

The name of the organization shall be “UWC Trinidad & Tobago” (hereafter UWC-TT).

Section 2.01 Location of principal office

The principal office of UWC-TT shall be at such address as the directors may fix from time to time by resolution.

Section 2.02 Purpose

The principal purpose of UWC-TT is to work towards the mission of the UWC Movement: UWC makes education a force to unite people, nations and cultures for peace and a sustainable future. The specific objectives of UWC-TT are to:

1. Recruiting of students to pursue the International Baccalaureate Diploma at United World Colleges (hereinafter referred to as UWC) at the existing twelve campuses (and any future ones): UWC of the Atlantic (Llantwit Major, UK) - 1962; UWC of South East Asia (Singapore) — 1971; Lester B. Pearson College of the Pacific (Victoria, Canada) - 1974; Waterford Kamhlaba UWC of Southern Africa (Mbabane, Swaziland) - 1981; Armand Hammer UWC of the American West (Montezuma, USA) - 1982; UWC of Adriatic (Duino, Italy) — 1982; Li Po Chun UWC of Hong Kong (Hong Kong, China) — 1992; Red Cross Nordic UWC (Flekke, Norway) — 1995; Mahindra UWC of India (Village Khubavali, India) — 1997; UWC Costa Rica (Santa Ana, Costa Rica) 2006; UWC Mostar (Mostar, Bosnia and Herzegovina) - 2006; UWC Maastricht, Netherlands) - 2009. The non-profit objectives here are to facilitate preparation of these students to:
 - a. Live away from home (Trinidad and Tobago) in a foreign country with students from diverse nations and cultures;
 - b. Understand the dynamics of service, volunteerism and care of the environment;
 - c. Develop leadership skills and an understanding of the need for world peace.
2. Engagement of Alumni, their parents and well-wishers (in Trinidad and Tobago) of UWC in support of education at UWC world-wide. The intention here is to:
 - a) provide financial, emotional and social support to Trinidad and Tobago students whilst they are at their respective UWC;
 - b) facilitate the strengthening of UWC Trinidad & Tobago through increased membership and social activities geared towards loyalty to organisation and generating funds to support needy students who attend UWC.

3. Mobilisation of scholarships, bursaries and grants for financial support for students of Trinidad and Tobago in UWC education programmes. The process of mobilisation involves sourcing full or partial scholarships to UWC for Trinidad and Tobago students and sourcing grants to cover expenses of needy students. Whilst UWC Trinidad & Tobago is not an educational institution, its main role is to be the pipeline for Trinidad and Tobago students to access a foreign and international education experience. UWC Trinidad & Tobago will access funding through donations from corporate and private citizens, as well as from fund raising events and grants from the UWC international Office in London. The intention here is to reduce to almost zero the cost of a partial scholarship to the parent for students who cannot afford it.

4. Educational and development activities in Trinidad and Tobago at appropriate venues (like schools, auditoriums, Arthur Lok Jack rooms, established camp sites & eco parks) rented or sponsored to maintain the ideals of UWC worldwide. These activities shall include developmental experiences such as holiday camps and workshops, wherein students:

- a. Can be exposed to service-learning through environmental awareness projects organised by UWC Trinidad & Tobago;
- b. Will be exposed to experiences which will develop their leadership skills and enable students to work with diversity in persons and culture, and
- c. Will become proponents of peace and a sustainable future.

Section 2.03 Type of Organization

UWC-TT shall be a non-profit organization, incorporated under the Laws of Trinidad & Tobago.

Section 2.04 Dissolution

UWC-TT shall use its funds only to accomplish the objectives and purpose specified in these Bye-Laws {section 1.2} and no part of UWC-TT funds shall be distributed to the directors. Upon dissolution of UWC-TT and after satisfaction of all its debts and liabilities, funds and/or assets remaining shall be distributed to such other non-profit organisations as the board determines prior to its final dissolution.

Article III. Members

Section 3.01 Eligibility

The members of UWC-TT will not be limited to alumni and will be determined by criteria set by the Board of Directors.

Section 3.02 Admission Procedure

Applications for membership shall be submitted to the Secretary. The request for admission to membership implies acceptance of the statutes of UWC-TT. Admission is determined by the Board of Directors which is not compelled in any case to give a reason for its decision. The status of Honorary Members is granted by the Board of Directors.

Section 3.03 Dues obligation of members

Section 3.04 Annual membership will be effective upon acceptance of the Terms and Conditions of membership determined by the Board of Directors, irrespective of any voluntary financial contribution to UWC-Trinidad & Tobago Categories of Members

Membership in UWC-TT shall consist of the following categories:

- a. Individuals: Individual members shall consist of those individuals who meet the requirements for individual membership as may be imposed by the Board of Directors from time to time.
- b. Corporate: Corporate members shall consist of any body corporate that meets the requirements for corporate membership as may be imposed by the Board of Directors from time to time.
- c. Honorary Members: Individuals may be appointed by the Board of Directors from time to time as honorary members, using such criteria as the Board may develop.

Section 3.05 Rights of members

Members shall have the following rights:

- (a) to make reasonable use of the property of UWC-TT in accordance with the rules and regulations established by UWC-TT from time to time.
- (b) to attend the Annual General, and Special General Meetings of UWC-TT;
- (c) to nominate or second candidates to the Board of Directors
- (d) to stand for election to the Board of Directors
- (e) to elect the Board of Directors;
- (f) to attend all meetings of the Board of Directors except those designated by the Board of Directors to be in-camera
- (g) to make amendments to the Bye-laws
- (h) to participate in various programmes and seminars organised by UWC-TT subject to the conditions established for the events;
- (i) to vote on all issues presented by the Board of Directors for the vote of the membership;
- (j) to receive correspondence from UWC-TT; and
- (k) to work with UWC-TT to achieve its objectives.

Section 3.06 Resignation

Any member may withdraw from UWC-TT at any time by providing two weeks' notice to the Board of Directors in writing of their intent to do so.

Section 3.07 Suspension or termination of a member

The Board shall have the power to suspend a member for a period of time or to terminate membership of any member for good cause. Good cause may consist of, but is not limited to, violation of the Bye-Laws of UWC-TT and the laws of Trinidad and Tobago and failure to meet the conduct that the Board of Directors in its sole discretion deems appropriate and in the best interest of UWC-TT. The member must be given a proper and meaningful opportunity to make representations in his/her favour in respect of the allegations against him/her.

Section 3.08 Reinstatement

The Board of Directors shall have the power to re-admit a suspended member for any reason other than non-payment of dues. Former members may reapply for membership in writing when the cause of termination or resignation has been rectified.

Article IV. Members' Meetings

Section 4.01 Annual General Meeting

Subject to the provisions of Section 109 of the Trinidad & Tobago Companies Act, the Annual Meetings of the members shall be held on such day in each year and at such time as the Directors may by resolution determine.

Members shall receive the end of year audited financial report from the Board of Directors that shall not fail to adhere to national and international best practice for corporate governance disclosure.

During the Annual Meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of Annual Report, approval of the annual budget proposed by the Board, approval of any amendments to the Bye-Laws that may be proposed by the Board, appointment of Auditors. Voting on all other matters is expressly reserved for the Board of Directors.

Section 4.02 Special Meeting

Special meetings of the members may be convened by the Directors at any date and time and at any place. A special meeting may be called by 25% of ordinary members in a letter to the secretary requesting such a meeting identifying the matters to be discussed. The Board of Directors are required to give notice of the date of this meeting within 28 days of the receipt of the written request.

Section 4.03 Notice

Notices for members meetings shall be issued electronically stating the day, hour and place of meeting and the agenda not less than twenty eight (28) days (exclusive of the day for which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting, and shall be deemed delivered once transmitted to the electronic address on file at that time. Notice of a Special Meeting 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.

Section 4.04 Quorum

A quorum shall consist of at least 25% percent of the membership in good standing and at least two (2) directors, present in person or through electronic media that allows all participants to hear one another.

If in half an hour of the scheduled time there is no quorum, the meeting will be rescheduled to a date not less than fourteen (14) days thereafter.

Voting

Each voting member in good standing shall have one vote at any meeting of the members. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members except where the vote or consent of a greater number of members is required by the Act or these Bye-Laws.

Article V. Board of Directors

Section 5.01 Powers

There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bye-Laws.

Section 5.02 Numbers, Qualifications, CEO

The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 3 and no more than 7 individuals, plus the chief executive, who shall be an ex officio director without vote.

Section 5.03 Election

The Board of Directors shall be elected by the voting members at the annual meeting of the members.

Prospective Board members may be proposed by both members and the Board itself. Call for nominations will be sent to all members no more than 50 days in advance of the Annual General Meeting. The list of candidates must be available to the membership not less than two weeks in advance of the Annual General Meeting. Nominations from the floor will not be accepted.

Proxy voting will be accepted on the written authorization of the member giving the proxy.

Section 5.04 Term of Office

Except as specified otherwise in these articles, a Board Member shall be permitted to serve for a term of three years and if re-elected by the members of UWC-TT, a Board Member may serve for a second term of three years.

Only the first Board of Directors of UWC-TT shall be allowed to hold office in its entirety for a period of two years. Thereafter, to the extent possible, the Board terms shall be staggered, so that approximately one-third of Board members' terms end each year.

Section 5.05 Employment of Board Members

Only the chief executive may be full or part-time paid staff member of UWC-TT.

Section 5.06 Cessation

A Board Member ceases to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally (whether under Trinidad and Tobago law or equivalent procedures under any other legal system); or
- (b) becomes incapable whether mentally or physically of managing his or her own affairs; or
- (c) resigns the office by notice in writing to UWC-TT; or
- (d) is directly or indirectly involved in any contract or proposed contract with UWC-TT and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting which the Director attends after that interest arises (or such other way as is legally sufficient from time to time) and the Board resolves by two thirds of those present at the meeting to remove that Director; or
- (e) is removed from office under the Companies Act (Chapter 81:01); or
- (f) ceases to be a member of UWC-TT under these Articles; or
- (g) upon death

Section 5.07 Resignation

Any director may resign at any time by giving at least two weeks written notice to the Chair of the Board of Directors provided that at least three Board Members will remain in office when the resignation takes effect. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Board of

Directors and unless such resignation is withdrawn, it shall be deemed to have taken effect within 30 days of submission.

A director who fails to attend three meetings in a row, or four meetings in any consecutive twelve-month period will be deemed to have resigned. Such a member may request reinstatement and receive it, but only once in a term.

Section 5.08 Removal

Any director may be removed from such office, with or without cause, by 75% majority vote of the voting members at any regular or special meeting of UWC-TT members called expressly for that purpose at which at least half of the serving Directors are present;

Section 5.09 Vacancies

The Board may at any time co-opt any person to fill a vacancy on the Board. Any such person will serve until the next Annual General Meeting of UWC-TT and will be eligible for election by the UWC-TT.

The person so appointed, having served the remaining term, may choose to run for election for one additional term if their appointment was prior to or at the middle of the term. A replacement Board member coming in past half term, can complete that term and still be eligible for two terms thereafter.

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 5.10 Delegability of Board Responsibilities

The Board may delegate any responsibilities except its obligation as a body to:

- a) create and maintain a linkage with the membership;
- b) create and maintain written governing policies; and
- c) continually assure organizational performance.

Article VI. Meetings of the Board of Directors

Section 6.01 Regular Meetings

The Board will meet as needed, but not less than three time per year at such time, day, and place as shall be designated by the Board of Directors.

Section 6.02 Special Meetings

Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

A meeting of the Board of Directors may take place, without notice, immediately following the Annual General Meeting of UWC-TT.

An emergency meeting of the Board of Directors may be called when it is deemed necessary by the Chair of the Board, or by three (3) Directors instructing the Chair, in writing, to do so. The Chair of the Board shall notify all Directors, by the most expedient means available, a minimum of six (6) hours in advance of the meeting.

Section 6.03 Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 3 days previous to the meeting. Such notice shall be given by electronic mail and will be deemed given when sent to the Directors address as it appears on the records of the Corporation.

Agendas of the meetings of the Board of Directors must be made available to the members at least 24 hours in advance.

The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 6.04 Attendance by members who are not Directors

Members of UWC-TT shall be allowed to attend all meetings of the Board of Directors except those meetings, or portions thereof, as are designated by the Board of Directors to be in-camera in accordance with Section [next paragraph].

Members of UWC-TT who are not Directors may be heard at meetings of the Board of Directors if recognized by the Chair of the Board or if another Director asks the Chair of the Board that they be heard.

If, at any meeting of the Board of Directors matters of a confidential or personal nature are being discussed, the Board of Directors, following a two-thirds (2/3) majority vote, may go in-camera. The following rules shall apply to all in-camera sessions:

- a) A motion designating an in-camera session must be passed by two-thirds (2/3) of the Directors present;
- b) If a person who is not a Director or an ex-officio member of the Board of Directors, wishes to be allowed to be present at an in-camera session, the Board of Directors must pass a motion, with at least two-thirds (2/3) of the Directors present supporting said motion.

c) Once in-camera, no person shall be permitted to enter or leave the session except in cases of ill health, an emergency, or following a motion supported by at least two-thirds (2/3) of the Directors.

Section 6.05 Quorum

Two thirds of the directors then in office, with a minimum of three, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.06 Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of UWC-TT, or these Bye-Laws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 6.07 Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if all directors give written consent to the action.

Section 6.08 Virtual Meetings

Any one or more directors may participate in a meeting of the Board of Directors by any means of communication by which all persons participating in the meeting are able to hear one another. Participation by any means that fulfills the condition of being able to be heard by all directors shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 6.09 Conflicts of Interest

(a) In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Article VII. OFFICERS

Section 7.01 Officers

UWC-TT shall have two officers, a Chair, and a Secretary. UWC-TT shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of Chairman and Secretary.

The Chief Executive Officer of UWC-TT shall also be designated as UWC-TT's Treasurer.

Section 7.02 Chair

The Chair shall be responsible to ensure the integrity of the Board's governance.

The Chair of the Board shall conduct the proceedings in accordance with the Bye-Laws and supplementary policies of UWC-TT and guided by the rules and procedures as specified in the latest edition of Robert's Rules of Order.

He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 7.03 Secretary

The Secretary shall be responsible for the integrity of the Board's documents.

The Secretary shall keep the minutes of the meetings of the Board of Directors; ensure that board's written policies are up-to-date and accurate; see that all notices are duly given in accordance with the provisions of these Bye-Laws; ensure that staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 7.04 Term of Office & Election of Officers

Both officers will be elected by the Board for a one-year term of office from among the Board members whose terms are continuing or who are eligible for re-election. Both officers may be re-elected as long as his or her Board term lasts. In the event that a Board member standing for re-election is elected as an officer and is not re-elected to the Board, the Board shall hold a brief meeting immediately following the Annual General Meeting to elect the officers.

Section 7.05 Resignation

Any officer may resign at any time by giving a minimum of two weeks written notice to the Chair of the Board.

Section 7.06 Removal

Any officer may be removed from such office, with or without cause, by a majority vote of the full Board at any regular or special meeting of the Board called expressly for that purpose.

Section 7.07 Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Article VIII. MISCELLANEOUS PROVISIONS

Section 8.01 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 8.02 Minutes

Minutes shall be adopted at a subsequent meeting of the Board of Directors and, following their adoption, the minutes shall be signed by the Chair of the Board of Directors, and be made available for inspection by all members of UWC-TT at the registered office of the Corporation during the normal business hours of UWC-TT.

Section 8.03 Supplementary Policies

The Board of Directors may prescribe supplementary policies, not inconsistent with these Bye-Laws, relating to the governance of UWC-TT, as they deem expedient which shall be binding upon UWC-TT.

Article IX. INDEMNIFICATION

Unless otherwise prohibited by law, UWC-TT shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to UWC-TT for damages arising out of his or her own gross negligence in the performance of a duty to UWC-TT.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. UWC-TT may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not UWC-TT would have the power to indemnify the person against that liability under law.

Article X. AMENDMENTS TO BYE-LAWS

These Bye-Laws may be amended or new Bye-Laws adopted upon the affirmative vote by two-thirds all the votes entitled to be cast by the members. The notice of the meeting shall set forth a summary of the proposed amendments.

Passed as a Bye-Law of UWC-TT by the general membership of UWC-TT on 6 March, 2014 and updated on 23 November 2017.

Prof. Lawrence Carrington
Chair

Reshma Bissessar
Secretary