

CONSTITUTION OF THE TRINIDAD AND TOBAGO ANIMATION NETWORK (TTAN)

1. Name

The Organisation shall be called **Trinidad and Tobago Animation Network (TTAN)**.

2. Aim

To aid in the development and management of the Trinidad and Tobago Animation Industry. To serve as a support mechanism for animation stakeholders of Trinbagonian origin, residence and citizenship.

3. Objectives

TTAN shall be organized for the purpose of promoting awareness, knowledge and understanding in the Animation Industry. This promotion shall be conducted through social, educational and business programmes for all members:

- (a) to promote a representative voice of the Trinidad and Tobago Animation Industry;
- (b) to promote the business interests of members;
- (c) to interact and engage with the government and state agencies on issues affecting the Trinidad and Tobago Animation Industry;
- (d) to educate and inform the membership of national and international issues affecting the Trinidad and Tobago Animation Industry;
- (e) to educate and inform the membership of resources, products and services available to the Trinidad and Tobago Animation Industry;
- (f) to promote, support and oppose legislation, as is necessary, or other measures affecting the interest of its members and generally to take all such lawful steps as it may be deemed expedient for altering and improving any existing laws, customs, regulations or usage affecting such interest;
- (g) to seek cooperation and affiliation with regional and international Animation Industries, local business, stakeholders in the Creative Industry and other organisations in the promotion of the Animation Industry;
- (h) to consider and discuss the settlement of trade disputes between its members and those dealing with them;
- (i) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association;

- (j) to construct, maintain and alter houses, buildings or works necessary or convenient for the property of the Association;
- (k) to, at a Special Meeting of the Board of Directors, when necessary decide whether to borrow and raise money in such manner as the Board of Directors deem necessary;

4. Qualifications for Membership

(a) There shall be four classes of Membership namely, Ordinary, Honorary, Associate members and Junior.

- i. An **Ordinary Member** shall be any person that is not less than [18] years of age and is directly involved in the service of Trinidad and Tobago Animation Industry and ancilliary bodies, contributing to the objectives of the TTAN and or willing so to do.
 - ii. **Honorary Members** shall be those individuals and organisations, who in the judgment of the Board of Directors merit such distinction, whether it be for extraordinary service to the objectives of TTAN, or for their prominence in social, industrial or commercial circles which might be of merit to TTAN. Honorary members shall have no voting rights and shall not be eligible to hold office on the Board of Directors, but may hold office at sub-committee level.
 - iii. **Associate Members** shall be any such person, organisation or institution representing relevant stakeholders that forms part of the Trinidad and Tobago Animation Industry, who in the judgment of the Board of Directors merit such distinction for their prominent role in the Industry which might be of merit to TTAN. Associate members shall have no voting rights and shall not be eligible to hold office on the Board of Directors, but may hold office at a sub-committee level.
 - iv. A **Junior Member** shall be any person enrolled in or participating in Secondary education studies in visual arts, animation and any visual arts or animation-related field, who is aged [17] years and under. Junior members shall have no voting rights and shall neither be eligible to hold office on the Board of Directors. However, they may, on invitation by a majority decision of the Board of Directors, be invited to hold office at committee level..
- (l) An applicant eligible for Ordinary and Junior (Parent or Guardian) membership of TTAN shall be made in writing to the Membership Committee of TTAN who shall approve suitable applicants.
- (m) Each Ordinary Member shall be entitled to one vote.
- (n) All members shall subject themselves to the provisions of the Code of Conduct of TTAN.

5. Privileges of Honorary and Associate Members

Honorary and Associate Members are entitled to all the benefits and privileges of Ordinary Members except that they are not qualified to be officers or members of the committee or to vote as members, or to claim any share of the property of TTAN on its dissolution.

6. Constitution

TTAN Board of Directors 2017-2019 are the signatories to these rules.

7. Application Fee

(a) A non-refundable prescribed application fee determined by the Board of Directors from time to time shall be deposited with TTAN by the applicant together with his/her membership form.

(b) The approval of such application shall be decided by the Membership Committee who shall make this decision at the first regular meeting of the Committee subsequent to the application.

8. Annual Subscription

(a) The non-refundable prescribed annual subscription fees shall be determined by the Board of Directors and may be changed at any time, upon notification to all members.

(b) The annual subscription will take the form of Membership packages, which will be made available under TTAN as follows: Basic, Professional and Corporate.

- i. Basic Member
- ii. Professional Member
- iii. Corporate Member

(c) Due notice of the current annual subscriptions must be given by a notice posted in one of TTAN's chosen channels of communication.

(d) All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of January in each year without demand.

(e) All subscriptions paid by cheque must be made payable to *'Trinidad and Tobago Animation Network'* and crossed 'a/c payee'.

9. Cessation of Membership

(a) Withdrawals from membership must be submitted in writing.

- i. Any member of the Board may withdraw from membership by giving twenty-eight (28) days' notice to the Board of Directors in writing to the effect.
- ii. Any member of TTAN may withdraw from membership by writing to the Membership Committee.

(b) If any member (who is liable to pay an annual subscription) shall fail to pay the same within twelve (12) months after the same shall become due, the Membership Committee may order his/her name struck off the list of members whereupon he/she shall cease to be a member of TTAN.

(c) If any member refuses or neglects to conduct him/herself in a way which in the opinion of the Disciplinary Committee and Board of Directors is or may be injurious to TTAN, the Directors may by notice in writing call upon him/her to resign following procedures as outlined in (9d).

(d) Procedure for Disciplinary Committee

- i. A financial member of TTAN may write to the Secretary indicating grounds for disciplinary action to be taken against another member. The Secretary must within seven (7) days forward this request to the Chairman of the Disciplinary Committee.
- ii. The Disciplinary Committee shall write to the member asking for a response (in writing) to the charges.
- iii. The member will then have fourteen (14) days from receipt to respond in writing.

- iv. The Disciplinary Committee shall summon the member to a hearing at which time he/she will be given the opportunity to present him/herself.
 - v. The Disciplinary Committee will then have seven (7) days in which to present its finding through its Chairman to the Board of Directors and recommend an appropriate action.
 - vi. If the member when called upon to resign by the Board of Directors does not do so within twenty-eight (28) days of receipt of such notice, then he/she may forthwith be expelled.
- (e) An individual to is found guilty under the procedures of Clause 9 (d) shall not thereafter be entitled to membership of TTAN for a period not less than three (3) years.
- (f) Subject to paragraph 9 (a) of this constitution, a member resigning or expelled under paragraph 9 (c) or whose name is struck off the list of members shall nevertheless remain liable for all monies then due from him/her to TTAN.

10. Board of Directors

- (a) The management of TTAN between Annual General Meetings shall be vested in the Board of Directors.
- (b) The Board of Directors shall comprise twelve members as follows:
- 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Assistant Secretary
 - 5. Treasurer
 - 6. Assistant Treasurer
 - 7. Public Relations Officer
 - 8. Two (2) Trustees
 - 9. Three (3) Officers
- (c) Standing committees shall be established for matters pertaining to membership, discipline, events/fundraising, finance, digital activities and young professionals of the Association.
- i. **The Membership Committee:** The Membership committee shall be responsible for maintaining the level of membership within the organisation and through various

means recruit new members to TTAN. The Membership Committee Chairman shall co-ordinate with the Treasurer.

ii. **The Disciplinary Committee:** The Disciplinary committee shall be responsible for the investigating and where necessary the disciplining of any member who may be in breach of the code of conduct which governs the activities of TTAN. The procedures outlined for the Disciplinary committee are listed in 9(d).

iii. **The Events/Fund Raising Committee:** The Fund-Raising committee shall be responsible for devising and implementing projects that will have as its primary purpose the raising of funds for the advancement of the goals and objectives of TTAN.

iv. **The Finance Committee:** The Finance committee shall be responsible for all financial activities of TTAN. The Finance committee must comprise the Treasurer, Assistant Treasurer and any other members deemed suitable for executing the financial activities of TTAN.

v. **The Digital Committee:** The Digital committee shall be responsible for technical support of TTAN inclusive of the creating and populating the TTAN web portal and for effective and timely updates of the official website. The committee will also manage all social media accounts and digital activities on behalf of TTAN. It will also inform the Board of all financial requirements of all digital activities. The Digital Committee shall be led by the Public Relations Officer.

vi. **TTAN Young Professionals:** The TTAN Young Professionals committee shall be responsible for all TTAN activities and events for registered members who are students and/or Junior members as well as any students enrolled in academic programmes related to the field of animation. The committee may also include the formal class representatives, class cohorts of the UTT Animation Diploma and any other Secondary, Tertiary-level or independent animation programme.

(d) Other committees may be established upon recommendation of a Director and approved by special majority of not less than two-thirds (2/3) of the Board of Directors. Each committee shall have a minimum of three (3) and a maximum of seven (7) members to ensure the attainment of the objectives and each committee shall be dissolved using the same special majority vote by the Board of Directors.

(e) Members of each Committee shall be appointed by the President of TTAN and shall consist of a committee Chairman and one (1) other members of the Board of Directors and may consist of five (5) additional members.

(f) The committee Chairman shall preside at all meetings of the committee and may designate the other Board Member of that committee in his/her absence. A quorum of five (5) committee members shall be required for meetings.

(g) Persons not registered with TTAN shall serve on committees at the sole and complete discretion of the Board of Directors, which shall be decided by majority vote of the Board. These members shall have no committee voting powers. Nominations of non-TTAN members to serve on committees may be submitted to the Board by majority vote of the members of the committee to be joined.

(h) Members of the committees who are Directors shall set the objectives for each committee. Other committee members may contribute to and make recommendations for objectives. These committee member recommendations must be made at least 24 hours before committee meetings by email or in writing and if sent by email shall be copied to the official TTAN email address.

(i) The life of the committees shall be concurrent with the term of the Board of Directors (two years). On expiration of the term of the Board, past committee members may offer themselves again for membership to a committee and new members may also offer themselves for consideration by the Board.

(j) In case of a vacancy, the Directors shall appoint a member from the existing Board of Directors or TTAN membership to fill such vacancy until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting and may be nominated and elected as a member of the Board at that meeting. The Board shall notify all members of such appointments within 72 hours and allow a one-month period during which members can raise any objections to the appointment. The rejection of such appointments shall only be valid by a vote to reject the appointment by not less than 1/3rd of the membership at a specially called members meeting

(k) Should there be three (3) or more vacancies; the President shall convene a Special General Meeting to fill these vacancies.

(l) The Board of Directors shall meet at least once per month.

(m) Any Board Member absent from three (3) consecutive meetings without a valid written excuse addressed to the Secretary shall be deemed to have resigned.

11. Directors

- (a) **The President:** The President [or in his/her absence the Vice President] shall preside at all meetings of the Directors and members; he/she shall sign all instruments which require his/her signature and shall perform all duties incident to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by Directors. The President alone shall, in the case of a deadlock of votes, have a second or casting vote.
- (b) **The Vice President:** In the event of the President's absence or disability or refusal to act, the Vice President shall be vested with all the powers and shall perform all the duties of the President being first entitled to perform all the duties of the President. The Vice President performing the duties of the President shall have such powers and duties as may from time to time be assigned to him/her by the Directors.
- (c) **The Secretary:** The Secretary shall, when present, act as Secretary of all meetings and shall be in charge of the minute books of TTAN. The Secretary shall be a keeper of TTAN's records and shall convene a meeting of the Board of Directors in the absence of the President and Vice Presidents.
- (d) **The Assistant Secretary:** The Assistant Secretary shall be vested with all the powers and shall perform all the duties of the Secretary in the event of Secretary's absence or disability or refusal to act.
- (e) **The Treasurer:** The Treasurer shall maintain a complete set of financial books and records of all the funds and securities of TTAN and shall deposit the same in the name of TTAN in such bank or banks as the Directors require of him/her. The Treasurer must provide an annual budget, cash flow and reconciliation statements monthly.
- (f) **The Assistant Treasurer:** The Assistant Treasurer shall be vested with all the powers and shall perform all the duties of the Treasurer in the event of the Treasurer's absence or disability or refusal to act.
- (g) **The Public Relations Officer:** The Public Relations Officer shall be responsible for the dissemination of information to the internal membership and public and external agencies and for maintaining a positive image of TTAN.
- (h) **Trustees:** The Trustees shall maintain careful oversight of the sources and use of funds. The trustees are responsible for safeguarding all property, equipment, collections and investments acquired by TTAN. They shall discharge their duties, including any duties as the Board of Directors, in good faith with ordinary care, and in a manner which is reasonably believed to be in TTAN's best interest.
- (i) **Officers:** The Officers shall carryout the mandate of the Association as decided by the Board of Directors.

- (j) The Directors shall manage the following:
1. the affairs of TTAN as governed by the constitution
 2. all such acts and things that shall be exercised by TTAN
 3. Any special resolution expressly passed by the membership
 4. Any acts or things outside of the constitution relating to the business of TTAN

12. Meetings of Board of Directors

- (a) **Place:** Meetings of the Directors and any committee of the Directors may be held either at the registered office or at any other place within or outside Trinidad and Tobago.
- (b) **Convener:** A meeting of the Board of Directors may be convened by the President or in his/her absence the Vice President or the Secretary.
- (c) **Notice:** The notice of any ordinary meeting of the Board of Directors shall be served no less than two (2) working days before the day on which the notice is delivered. Notice may be given on the day for which a meeting is to take place provided that the notice is given before the meeting and such meeting is deemed urgent. A Director may, in any manner waive notice of a meeting of the Directors; an attendance of a Director at a meeting of the Board 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.
- (d) 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 or the appointment to fill a vacancy among Directors.
- (e) Meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.
- (f) **Quorum:** Five (5) Directors shall form a quorum for the transaction of business one of whom must either be the President, Vice President or Secretary. Notwithstanding any vacancy among the Directors, a quorum may exercise all powers of the Directors. No business shall be transacted unless a quorum is present.

(g) A Director may, if all the Directors consent and/or participate in a meeting of Directors or of any committee of Directors by means of telephone or other communication devices that will permit all persons participating in the meeting to hear each other and a Director participating in such by such means is deemed to be present at that meeting.

(h) **Voting:** Questions arising at any meeting of the Board shall be decided by a majority of the votes, the chairman of the meeting in addition to his/her original vote shall have a second casting vote.

(i) **Resolution in lieu of meetings:** Notwithstanding any of the foregoing provisions of this constitution, 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 Directors is as valid as if it had been passed at a meeting of the Board or any committee of the Directors.

(j) **Consultation with General Membership:** The Board of Directors may at a frequency of their choosing, consult with and/or solicit feedback from the General Membership either by way of a special General Membership meeting, a special membership meeting by tier/category of membership, or by a special selection of individual members from the General membership body.

(k) Minutes of all the proceedings of the meeting must be taken and must be open to inspection by any member of TTAN on application to the Secretary.

13. Meetings of the General Membership

(a) An Annual General Meeting of TTAN shall be held in the month of July in every year for the purpose of:

- (i) Receiving the report of the Board of the Directors;
- (ii) Receiving the statements of accounts for the past year
- (iii) Electing officers and members of the Board of Directors if due;
- (iv) Amending rules if necessary;
- (v) Resolution;
- (vi) General Business.

- (b) At least seven (7) days advance notice shall be given in writing for the convening of Annual General Meeting which shall include an agenda showing the time and place of the meeting. This notice shall be given to all members and must be published in at least one daily newspaper at least seven (7) clear days prior to convening the meeting.
- (c) Resolutions for the meeting must be sent to the Secretary at least three (3) clear days prior to the meeting.
- (d) **Special Meeting:** Special general meetings shall be convened by the President or in his /her absence the Vice President or Secretary in accordance with the rules governing notices. The person convening all meetings will be considered the Chairman of the meeting.
- (e) The quorum for the Annual General Meeting shall be one sixth of financial members.
- (f) In the event an Annual General Meeting is called and a quorum is not achieved, then another meeting shall be convened within fourteen [14] days at which time the members present shall constitute a quorum.
- (g) Meetings with the TTAN membership shall be called at least twice annually, at which the quorum shall be one sixth of financial members.
- (h) The Board of Directors on the requisition in writing of ten (10) members shall convene a Special General Meeting which will have the same powers as an Annual General Meeting. At such a special general meeting, the quorum shall be one sixth of financial members.

14. Election of Board Members

- (a) TTAN Board of Director Elections will be held every two years at a place and date, during the month of July fixed, by the existing Board of Directors.
- (b) The Board of Directors may assign the responsibility of conducting a TTAN election to a special sub-committee entitled, "Election Sub-Committee" of 3 to 5 persons. This sub-committee will be empowered to manage the TTAN election process as outlined in the constitution.

- i. In the case where an Annual General meeting is convened where elections are due, business related to the AGM will be conducted by the Chairman and the Election Sub-Committee will select a person to be the Chairman for the part of the meeting where electoral activities take place.
- (c) Notice of Elections must be given to the general membership three months prior to the date of the election.
- (d) **Nominations:** The call for nominees must be given to the general membership two months prior to the confirmed date of election.
 - i. Notice of the call for nominees will take the form of official letter on all Board-approved communication channels (Digital, Written etc.)
 - ii. Nomination for members of the Board of Directors will cease exactly 28 days prior to the date of election and shall be communicated to the Secretary on or before such time.
 - iii. The membership must nominate a sufficient number of members of TTAN to fill the Board vacancies, and a list of the names of those who retire and those who are proposed to fill their places must be posted on the TTAN website fourteen [14] days before the annual general meeting.
 - iv. Any two (2) members may nominate or propose any other candidate or candidates, by notice in writing to the Secretary.
- (e) TTAN members eligible for voting are only those found to be in good financial standing with the Association in the period that the election date is called. Good financial standing refers to up-to-date payment of Association membership dues/fees.
- (f) One-third of TTAN members entitled to vote who are present at the meeting and inclusive of proxy holders shall constitute a quorum for Annual General Meetings at which Elections are due.
- (g) Every voting member shall be entitled to one vote only.
- (h) Voting for TTAN Elections will take place by private ballot.
- (i) The Directors of the Board shall be elected at an Annual General Meeting and shall hold office for two (2) years.
- (j) The President shall not be entitled to hold office for more than two (2) consecutive terms.

(k) Any Board Member wishing to resign shall submit his resignation to the Board for consideration.

(l) Any Board member should not serve more than two consecutive terms in the same post but is eligible for any other position of the Board, subject to the provisions of Clause 14(j). At an annual general meeting where an election is constitutionally due, the Board will be dissolved and members eligible for re-election.

(m) To create a sufficient number of vacancies, the members of the committee must retire in order of seniority, and in a case of equal seniority the order of retirement must be determined by lot.

(n) Balloting lists must be issued containing in alphabetical order all the names so obtained, distinguishing the candidates proposed by the Board or Election sub-committee, and showing the names of the proposers of other candidates.

(o) Every member of TTAN is entitled, but not obliged, to vote for as many candidates as there are vacancies to be filled and no more.

(p) Up to the number of vacancies, the candidates who receive the most votes must be declared elected, and in the case of two (2) or more candidates receiving an equal number of votes, the Chairman of the meeting has a second or casting vote or may determine the matter by lot.

(q) Where nominations received before an election are not sufficient to fill a quorum of the Board as stipulated in clause 12, sub-section (f), nominations for vacant Board positions shall be accepted at the AGM meeting by way of nomination by a financial member and seconding by another financial member or by volunteering followed by nomination of a financial member and seconding of another financial member. All nominees shall meet the stipulated criteria for nomination to the Board of Directors.

15. Voting

(a) Every question or resolution submitted to any meeting shall be decided in the first instance by a show of hands unless a person entitled to vote at a 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/she may be otherwise entitled.

(b) Any member may, should the need arise, vote by Proxy by first informing the Secretary (in writing) of his/her inability to be present at the meeting and shall identify his/her proxy who will be attending the meeting and casting a vote on his/her behalf.

(c) At every meeting at which he/she is entitled to vote, every member, proxy holder or individual authorized to represent a member who is present in person shall have one vote on a show of hands, or, subject to the article above, have one vote, upon a ballot.

(d) 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.

(e) A ballot may, either before or after any vote by a show of hands, 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 of the meeting or on any 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 Board Members, the vote shall be taken by ballot in such a manner either at once, later in the meeting or after adjournment as the Chairman of the meeting directs. The results of the ballot shall be deemed to be a resolution of the meeting at which the ballot is demanded. A demand for a ballot may be withdrawn.

(f) Proxy Votes at any meeting of members shall be given by the proxy holder attending the meeting in person only and shall not be delivered by any other third party. In the case of a member who is a body corporate or association, only an individual authorized by a resolution of the directors or governing body of that body corporate or association shall represent it at meetings of the members of the TTAN.

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

(h) A proxy shall take the following form:

The undersigned member of the Trinidad and Tobago Animation Network hereby appoints _____ 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 Association to be held on the _____ day of _____ 20____ and at any adjournment or adjournments thereof in the same matter, to the extent and with the same powers as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.
Dated this _____ day of _____ 20_____

Signature of Member

16. Sub Committees

- (a) Each Director with specific responsibilities may form sub-committees in an effort to execute the work of their office.
- (b) Each sub-committee shall consist of members or non-members of TTAN, who may have the requisite qualifications necessary for a specified task which falls under the ambit of the committee's terms of reference.
- (c) The Chairmen and members of all ad hoc sub-committees shall be selected by the President made after consultations with the Board of the Directors.
- (d) Any sub-committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meeting as it thinks fit. Unless otherwise determined by the Directors, two (2) members of a sub-committee shall be a quorum. Questions arising at any meeting of a sub-committee shall be decided by a majority of votes and, in case of a deadlock of votes, the Chairman of the meeting shall have a second or casting vote.

17. Notices

- (a) Any notice to any member may be delivered either by website, email, personally sent by registered mail or fax to the last known address as shown in the records of TTAN.

18. Waiver of notice:

- (a) Notice may be waived or the time for the notice may be waived or abridged at any time with consent in writing of the person thereto.
- (b) If a notice is sent to a member by registered mail and/or email and/or fax and delivery is unsuccessful on three (3) consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices to the member until he/ she informs TTAN in writing of his/her new address, email or fax number.
- (c) The signature of any Director or officer of TTAN may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

(d) Where such a notice is sent by post, service of the notice shall be deemed to be effected forty eight (48) hours after posting if the notice was properly addressed and posted by registered mail.

(e) Where the notice is sent by fax, or email, service is deemed to be effected on the date on which the notice was sent.

19. Subscriptions in Arrears

(a) If any member fails to pay his annual subscription on or before 31st January next after it becomes due, notice must be sent to him calling attention to his failure to pay.

(b) If the member does not pay the amount within fourteen [14] days from the positing of that notice, his name may immediately be posted in TTAN premises as a defaulter.

(c) If fourteen [14] days after the posting of his/her name the member's subscription remains unpaid the committee may terminate his/her membership.

(d) If at any time the member gives the committee a satisfactory explanation, he/she may, in the discretion of the committee and on payment of arrears, be re-admitted to membership with or without payment of any application fee.

20. Audit

(a) An audit shall be done annually of TTAN's financial books and accounts by an external, impartial, professional auditor.

(b) The audited accounts of TTAN shall be presented to its membership at the Annual General Meeting by the Treasurer.

21. Dissolution of Association

(a) TTAN shall not be dissolved except by the votes of three quarters of the members present at a Special General Meeting of which fourteen (14) days' notice has been given specifying the intention to propose a resolution for dissolution.

(a) If TTAN is dissolved, the surplus assets may be donated to given to charitable organisations.

22. Resignation of Members

(a) Any member may resign his membership by giving notice in writing to that effect to the Secretary.

(b) Every such notice must, unless otherwise expressed, be deemed to take immediate effect on receipt.

23. Expulsion of Members

(a) If any member:

- (i) is convicted on indictment of any criminal offence, or
- (ii) is adjudged bankrupt, or
- (iii) makes a composition or arrangement with his creditors under the provisions of any statute, or
- (iv) has a trustee appointed for the benefit of his creditors, or
- (v) is no longer capable of looking after his affairs,

he immediately ceases to be a member of TTAN but the committee may, in its discretion, reinstate him under conditions determined by the Board of Directors.

(b) If at any time the Board of Directors considers that the interests of TTAN require that they must invite a member to withdraw from TTAN, the Board shall serve the member a letter specifying the time before which the withdrawal should be made and the nature of the complaints against him.

(c) If the member concerned does not withdraw, the committee must submit the question of his expulsion to a special general meeting to be held within six weeks (6) after the date of the letter.

(d) Not less than four (4) weeks' notice of the meeting must be given to the members.

- (e) The Secretary must inform the member in question of the time and place of the meeting in not less than four (4) weeks from the date of the meeting so that he may be afforded a proper opportunity of offering his explanation.
- (f) At the meeting the member must be allowed to offer an explanation of his conduct verbally or in writing and if after that, two-thirds of the members present vote against his explanation he will immediately cease to be a member of TTAN.
- (g) The voting at any such special general meeting must be by ballot if not less than five (5) members present at that meeting so demand.
- (g) The committee may exclude from TTAN until the special general meeting is held any member whose withdrawal has been requested.

25. Effect of Ceasing to be a Member

On ceasing to be a member of TTAN a person forfeits all right to and claim upon TTAN and its property and funds.

26. Secretariat and Other Servants

The Board may appoint, pay and dismiss a secretariat and such other servants as it deems necessary.

27. Borrowing powers

- (a) At any time TTAN may at a general meeting pass a resolution authorizing the Board to borrow money.
- (b) The resolution must state the amount of money to be borrowed, the duration of the loan, the interest rates and the security deposit.
- (c) The Trustees must at the direction of the Board, make disposition of TTAN property or any part of it and enter into any agreement in relation to TTAN property as the Board deems proper to give security for loan and interest.

(d) Every member of TTAN, whether he votes on a resolution authorizing borrowing or not, and everyone becoming a member of TTAN after the passing of such a resolution, is deemed to have assented to the resolution as if he had voted in favour of it.

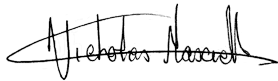
(e) Until any resolution is passed that supersedes this power, the Board may borrow from any member of TTAN or Financial Institution.

28. Members not to make profit out of Association

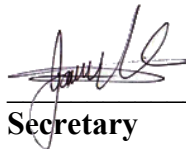
No member may on any pretense or in any manner receive any profit, salary or emoluments from the funds or transactions of TTAN, except for professional services rendered at the request of the Board.

This constitution can only be amended by resolution at a special general meeting by two-thirds of its members in good financial standing.

Dated this Monday the 11th day of September, 2017.



President
Nicholas Maxwell



Secretary
Janine Charles-Farray

TTAN Board of Directors

- Vice President** Mr. René Holder
Public Relations Officer Ms. Maritza Bengochea
Trustee Mr. Niran Beharry
Trustee Mr. Nigel Trancoso
Officer Mr. Jawara Aluko
Officer Mr. Robert Macfarlane
Officer Mr. Andy Berahazar