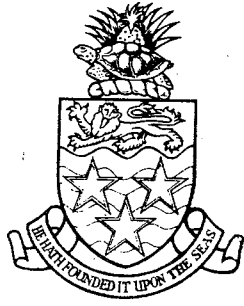


CAYMAN ISLANDS



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**THE CAYMAN NATIONAL
CULTURAL FOUNDATION LAW, 1992
(LAW 24 OF 1992)**

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Law 24 of 1992

I Assent

Michael Gore
Governor

17th November, 1992

A LAW TO RECONSTITUTE THE CAYMAN NATIONAL CULTURAL FOUNDATION

ENACTED by the Legislature of the Cayman Islands.

Short title and
commencement.

1. This Law may be cited as the Cayman National Cultural Foundation Law, 1992, and shall come into force on such date as the Governor may by notice in the *Gazette* appoint.

Interpretation.

2. In this Law –

"Chairman" means the person elected to be the Chairman of the Council in accordance with section 12(1);

"Council" means the Council of the Cayman National Cultural Foundation constituted in accordance with section 8(1);

"Deputy Chairman" means the person elected to be the Deputy Chairman of the Council in accordance with section 12(1);

"elected member of the Council" means a person elected to be a member of the Council at an annual general meeting of the members of the Foundation and includes a person appointed under section 8(5);

"Foundation" means the Cayman National Cultural Foundation established by section 3(1) of the Cayman National Cultural Foundation Law, 1984 and continued in existence by section 3 of this Law;

"Governor" means the Governor in Council;

"member" means a person whose name appears on the register kept in accordance with section 15(1) but does not include any such person who has failed to pay to the Foundation any annual or other membership fee when it became due and payable or has otherwise ceased to be a member;

"proxy form" means a form which may be signed by a member who will not be attending a meeting of members of the Foundation that authorises another member, to be named in the form, who will be attending the meeting to vote on behalf of the member who will not be attending should a poll be demanded, the authorisation to be either a general authorisation or an authorisation in respect of a matter specified in the form.

Foundation continued in existence.

3. (1) The body corporate established by the Cayman National Cultural Foundation Law, 1984 and known as the Cayman National Cultural Foundation is continued in existence by this Law under the same name but constituted in accordance with this Law.

(2) The Foundation is constituted by its members.

(3) Any person or incorporated body of persons is qualified and entitled to become a member of the Foundation if the person or body of persons is resident in the Islands, is carrying on a business or any other activity in the Islands or has a close association with the Islands.

(4) An application for membership of the Foundation must be made to the Council and must be accompanied by the membership fee prescribed by the Council.

(5) A person becomes a member of the Foundation upon receiving written notification from the Foundation of the acceptance of his application for membership.

(6) The Foundation may establish different classes of membership and may prescribe different annual or other membership fees for different classes of membership.

(7) A person ceases to be a member of the Foundation –

- (a) on giving written notice to the Council that he no longer wishes to be a member; or
- (b) on failing to pay any annual or other membership fee on it becoming due and payable to the Foundation; or
- (c) on ceasing to be qualified to be a member of the Foundation.

The Foundation.

4. (1) The Foundation –

- (a) has perpetual succession; and
- (b) may enter into contracts; and
- (c) may sue and be sued; and
- (d) may purchase, lease or otherwise acquire, hold, deal with and dispose of land and other property; and
- (e) has a corporate seal.

(2) A court or person acting judicially shall assume that a document bearing the imprint of the corporate seal of the Foundation was properly sealed by the Foundation.

(3) Notwithstanding subsection (1), the Foundation has no power–

- (a) to acquire, lease or dispose of land; or
- (b) to enter into any contract for the purpose of raising loans,

without having first obtained the approval of the Governor to do so.

Functions
of Foundation.

5. The functions of the Foundation are –

- (a) to stimulate and facilitate the development and preservation of Caymanian culture generally;
- (b) to do anything necessary or desirable to assist people and organisations interested in developing cultural and artistic expression, particularly people and organisations interested in preserving and exploring Caymanian performing and visual arts;
- (c) to develop, maintain and manage theatres and other cultural facilities, and their equipment;
- (d) to stimulate the development of local cultural and artistic talent by means of training, workshops, competitions, exhibitions, pageants, parades, displays and similar activities;
- (e) to organise cultural festivals;
- (f) to do such other things as are prescribed.

Powers of Foundation.

6. (1) The Foundation has power to do anything necessary or convenient to be done for the purpose of carrying out its functions.

(2) Without prejudice to the generality of subsection (1), the Foundation has power to solicit funds and other support for its activities both from persons in the private sector and from the government.

Foundation to act
through Council.

7. The Foundation shall in the exercise of its powers and in carrying out its functions and duties act by a Council known as the Council of the

Cayman National Cultural Foundation.

Constitution of Council.

8. (1) The Council consists of –

- (a) 12 members of the Foundation elected at annual general meetings of the members of the Foundation; and
- (b) Mrs. Helen Harquail or a person appointed by her or, after her death, her estate; and
- (c) up to 3 people appointed by the Governor by notice in the *Gazette* after consulting people or groups of people he considers represent the arts and culture in the Islands, being people he is satisfied have a knowledge of, or experience in culture and the arts.

(2) A person appointed under subsection (1)(c) holds office during the term, not exceeding 3 years, and subject to any provisions set out in his notice of appointment.

(3) If –

- (a) a vacancy occurs in the number of elected members of the Council; or
- (b) the position of an elected member is not filled at an annual general meeting of members of the Foundation,

the Council may appoint a member of the Foundation to fill the vacancy.

(4) A member appointed to be a member of the Council by virtue of subsection (3) holds office during the term or the remainder of the term of the elected member he replaced.

(5) An act or other proceeding of the Council is not invalid or affected by –

- (a) a defect in the election or appointment of a person purporting to be a member of the Council; or
- (b) a vacancy in the membership of the Council.

Members of Council.

9. (1) Subject to subsections (2), (3) and (4), an elected member of the Council holds office from his election until the third annual general meeting of members of the Foundation after the annual general meeting at which he was elected.

(2) An elected member of the Council is eligible for re-election to the Council.

(3) If an annual general meeting of members of the Foundation is adjourned because of a lack of a quorum the term of office of an elected member of the Council which was due to expire at that annual general meeting continues until the resumption of the meeting.

(4) An elected member of the Council cease to be a member of the Council if –

- (a) he gives written notice to the Council that he no longer wishes to be a member of the Council; or
- (b) he ceases to be a member of the Foundation; or
- (c) he fails to attend three consecutive meetings of the Council without the Council's approval.

Indemnity.

10. A member of the Council is not personally liable for anything done or omitted to be done by the Council when acting in good faith as a member of the Council.

Expenses of members of the Council.

11. The Foundation shall not pay a member of the Council any remuneration for his services as a member of the Council but may pay him any expenses necessarily and exclusively incurred in carrying out his duties as a member of the Council.

Chairman and Deputy Chairman of Council.

12. (1) The members of the Council shall elect one of their number to be Chairman of the Council and another to be the Deputy Chairman of the Council.

(2) A person elected to be the Chairman or Deputy Chairman of the Council ceases to hold office –

- (a) when his term as a member of the Council expires, whether or not he is re-elected or re-appointed to the Council; or
- (b) if he ceases to be a member of the Council; or
- (c) if he gives written notice to the Council that he no longer wishes to be Chairman or Deputy Chairman; or
- (d) if the members of the Council vote him out of office at a meeting of the Council.

(3) In the absence of the Chairman or the inability for any reason of the Chairman to act, or if the office of Chairman is vacant the Deputy Chairman has all the powers and duties of the Chairman under this Law.

Other officers of Council.

13. (1) The Council may appoint such other officers as it considers necessary for the purpose of carrying out its functions and duties and may give them such powers and duties as it considers appropriate.

(2) An Officer appointed under subsection (1) may be, but need not be, a member of the Foundation and may be paid a remuneration.

Meeting of Council.

14. (1) The Chairman shall call meetings of the Council as often as he considers necessary for the performance of its functions.

(2) The Chairman shall call a meeting of the Council if requested to do so by at least 6 members of the Council.

(3) At a meeting of the Council –

- (a) the Chairman shall preside but if he is absent the Deputy Chairman shall preside otherwise the members present shall elect one of their number to preside; and
- (b) half the number of members of the Council at the date of the meeting are a quorum provided at least half of the members attending the meeting are elected members of the Council; and
- (c) questions shall be decided by a majority of the votes of the members present, with the presiding member having a casting vote if there is an equality of votes; and
- (d) minutes of the meeting shall be kept; and
- (e) the Council may otherwise determine its own procedures.

(5) The Council may co-opt other members of the Foundation to attend its meetings to assist or advise it but a person so co-opted has no right to vote at a meeting of the Council nor does he count towards a quorum.

Records to be kept and made available.

15. (1) The Council must keep a register of the names and addresses of the members of the Foundation.

(2) The Council shall make available to members of the Foundation at reasonable times –

- (a) the register of the members of the Foundation; and
- (b) the minutes of the meetings of the Council; and
- (c) the minutes of the meetings of the Foundation.

Power to delegate.

16. The Council may, in writing, delegate any of its powers and duties under this Law (other than this power of delegation).

Accounts.

17. (1) The Foundation must keep accounts of its receipts, payments, assets and liabilities in a form which conforms to the best commercial standards.

(2) The Foundation must have its accounts audited annually by an accountant qualified to practise in the Islands.

Annual report.

18. The Council must, within 3 months after the end of each financial year, prepare a report giving details of the activities of the Foundation during the preceding financial year.

Annual general meetings of Foundation.

19. (1) The Chairman must call an annual general meeting of members of the Foundation within 6 months after the end of each financial year.

(2) Subject to subsection (1), an annual general meeting shall be

held at a time and place determined by the Council.

(3) An annual general meeting shall be called by the Chairman sending to each member at least 30 days before the date of the meeting—

- (a) a notice giving details of the time and place of the meeting; and
- (b) an agenda for the meeting; and
- (c) a copy of the annual report of the Foundation prepared in accordance with section 18; and
- (d) a copy of the audited accounts of the Foundation prepared in accordance with section 17; and
- (e) a nomination form in respect of the positions on the Council that fall due to be filled by elections at the annual general meeting; and
- (f) a proxy form.

(4) Proceeding at an annual general meeting are not invalidated by the fact that a member may not have been sent or did not receive all or any of the documents referred to in subsection (3).

Nominations for election to the Council.

20. (1) A person may be nominated for election to the Council —

- (a) before an annual general meeting of members of the Foundation by the completion and return to the Chairman of the form referred to in section 19 (3)(e) so as to reach him at least 3 days before the meeting; or
- (b) if no nominations or insufficient nominations have been received in accordance with paragraph (a) — at the annual general meeting.

(2) A member must be nominated for election to the Council by 2 other members and must indicate his assent to being nominated.

(3) A member is not capable of being nominated for election to the Council nor is he capable of nominating a person for election to the Council if he has not attained the age of 16 years.

(4) The Council must not include at any one time more than 2 elected members who have not attained the age of 18 years.

Extraordinary general meetings of Foundation.

21. (1) The Chairman may call an extraordinary general meeting of members of the Foundation at any time.

(2) The Chairman must call an extraordinary general meeting of members of the Foundation —

- (a) if he is requested to do so by a notice signed by at least 10% of the members of the Foundation; and

(b) the notice is accompanied by a written notice of the motion those requesting the meeting want put to the meeting.

(3) An extraordinary general meeting of members of the Foundation shall be called by the Chairman sending to each member at least 30 days before the date of the meeting –

(a) a notice giving details of the time and place of the meeting; and

(b) an agenda for the meeting; and

(c) a proxy form; and

(d) where the meeting is called by virtue of a request made under subsection (2) – a copy of the notice of motion referred to in subsection (2)(b).

(4) At a meeting called by virtue of a request made under subsection (2) no business other than consideration of the motion in respect of which notice was given under subsection (2)(b) shall be transacted.

(5) Proceedings at an extraordinary general meeting are not invalidated by the fact that a member may not have been sent or did not receive all or any of the documents referred to in subsection (3).

Meetings of Foundation. 22. (1) At a meeting of members of the Foundation –

(a) the Chairman shall preside but if he is absent the Deputy Chairman shall preside otherwise the members present shall elect one of their number to preside; and

(b) the quorum shall be 10% of the membership of the Foundation, but if a quorum is not present within 1 hour of the time notified for the start of the meeting it shall be deemed to have been adjourned to a date to be notified by the Chairman to the members, being a date not sooner than 1 month, nor later than 3 months after the date of the adjourned meeting, when those members attending the meeting shall be taken to form a quorum; and

(c) subject to subsections (2),(3) and (4), questions shall be decided by a show of hands of the members present and voting; and

(d) minutes of the meeting shall be kept; and

(e) the members of the Foundation attending the meeting may otherwise determine their own procedure.

(2) At a meeting of the members of the Foundation a poll may be demanded in respect of any resolution by –

- (a) one-third of the members of the Council; or
- (b) at least 10 members present in person at the meeting.

(3) Subject to subsection (4), if a poll is demanded in accordance with subsection (2) the matter for decision shall be decided by a majority of the votes of the members present in person or by proxy and voting.

(4) If the members determine that a question before a meeting of members of the Foundation is to be determined by a postal ballot the Council shall take the action necessary for the question to be determined in that manner.

(5) If on a poll or postal ballot there is an equality of votes the person presiding at the meeting in the case of a poll or the Chairman in the case of a postal ballot shall have a casting vote.

(6) The fact that a person has received notice of a meeting of the Foundation does not give him a right to attend the meeting or to vote at the meeting or otherwise take part in the meeting if at the date of the meeting he has ceased to be a member whether by virtue of non-payment of any annual or other membership fee or otherwise.

Group membership.

23. (1) Where an incorporated group of people is a member of the Foundation that group may give the Council written notice of the name of the person who will be the representative of the group.

(2) A person appointed under subsection (1) has all the powers and privileges of a member except that if he is elected a member of the Council and subsequently another person is appointed by the group he represents to be its representative that person will not become a member of the Council and the former representative's place on the Council will accordingly be vacant and may be filled in accordance with section 8(3).

(3) The name and address of a person appointed to be the representative of a group of persons must be added by the Council to the details of that group in the register of members kept by the Council in accordance with section 15(1).

Reports to be given to member and tabled.

24. (1) The Council must within 6 months of the end of each financial year submit to the member of the Executive Council with responsibility for the arts –

- (a) a copy of the annual report of the Foundation; and
- (b) a copy of the audited accounts of the Foundation,

for the preceding financial year.

(2) The member of the Executive Council with responsibility for the arts must lay any report received by him in accordance with subsection (1) on the table of the Legislative Assembly within 10 sitting days of the Assembly after receipt of the report by him.

Exemption from certain duties, etc.

25. Notwithstanding any other Law, an instrument which transfers land to or vests land in the Foundation is exempt from stamp duty and any related registration and recording fees.

Regulations.

26. The Governor may make regulations for the purposes of this Law.

Transitional provisions.

27. (1) The persons who were members of the Foundation immediately before the commencement of this Law constitute the members of the Council on that commencement.

(2) One third of the persons who constitute the members of the Council by virtue of subsection (1) shall cease to be members of the Council at the commencement of the first annual general meeting of the members of the Foundation after the commencement of this Law, half the remainder shall cease to be members of the Council at the commencement of the second annual general meeting, and the remainder shall cease to be members of the Council at the commencement of the third annual general meeting.

(3) The members of the Council who will cease to be members on each occasion in accordance with subsection (2) shall be agreed by those members or failing agreement shall be determined by lot.

(4) Section 9 (3) applies in respect of members of the Council referred to in subsection (2).

(5) Nothing in subsection (1),(2) or (3) is to be taken as prohibiting a person who became a member of the Council by virtue of subsection (1) from standing for election to the Council whether or not at the time of the election he has or will have ceased to be a member of the Council.

(6) The persons who were the Chairman and Deputy Chairman of the Foundation immediately before the commencement of this Law are the Chairman and Deputy Chairman of the Council on that commencement.

(7) At each of the first three annual general meetings of the members of the Foundation after the commencement of this Law 4 members of the Council shall be elected.

(8) As soon as practicable after the commencement of this Law the Council shall take such action as it considers necessary to encourage qualified people to become members of the Foundation.

(9) The persons who became members of the Council by virtue of subsection (1) shall be deemed to be members of the Foundation until the expiration of a period of 1 year after the commencement of this Law, or until they apply and become members of the Foundation in accordance with this Law whichever first occurs.

Repeal.

28. The Cayman National Cultural Foundation Law, 1984 is repealed.

Passed by the Legislative Assembly the 18th day of September, 1992.

Georgette Myrie
Clerk of the Legislative Assembly.