

CAYMAN ISLANDS



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## **NATIONAL TRUST BYE-LAWS**

(2015 Revision)

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1. These bye-laws may be cited as the National Trust Bye-Laws (2015 Revision).
2. In these Bye-laws -
  - “heritage property” means any property listed in the Heritage Register;
  - “member” means an ordinary, life or honorary member, as defined in bye-law 4;
  - “Member of the Council” and “Council Member” mean any officer and any appointed or elected Member of the Council;
  - “National Heritage Register” means a register of Cayman’s natural, historic and cultural resources which have been recognised and designated by the Council as being nationally significant and worthy of preservation;
  - “notice” means any notice required to be given by any rule and shall be good and sufficient if published in an issue of a daily newspaper;
  - “property” means and shall include all kinds of property, real and personal, marine and terrestrial;
  - “resolution by the Council” means any formal decision, proposed and approved by a majority of Council members at a meeting of the Council;
  - “trust agent” means any officer, Council Member or other person, whether volunteer or employed, who is appointed by the Council to act for the Trust in the management of Trust affairs or the management of Trust properties;
  - “trust property” means property owned by the Trust for the purpose of preservation or conservation; and
  - “year” means a calendar year, unless otherwise specified.
3. The Council shall adopt a seal and a logo for the Trust.
4. (1) There shall be the following classes of members of the Trust –
  - (a) ordinary members –
    - (i) student members, aged seventeen years or younger;
    - (ii) adult members, aged eighteen years or older; and
    - (iii) senior members, aged sixty years or older;
  - (b) life members;
  - (c) corporate members, namely firms or corporations which make an annual subscription to the trust in the name of the entity but which does not confer ordinary membership on any single person;
  - (d) honorary members, who shall be chosen from eminent and distinguished persons whom the council believes can contribute to the work of the Trust or who have rendered outstanding service to the objects of the Trust and whom the council shall admit to membership of the Trust without payment of any subscription; and

- (e) benefactors, being persons who have –
  - (i) subscribed an aggregate sum to the funds of the trust as established by the Council; or
  - (ii) donated property to the Trust of such value as shall be established by the Council, and all benefactors shall, if they so desire, be made life members of the Trust.

(2) The Council shall establish the subscription rates for each category of membership, and shall review the rates from time to time.

(3) The payment of a subscription shall be deemed to be an application by the subscriber for admission to the appropriate membership class.

(4) Applications for membership shall be made in the manner prescribed by the Council and shall be subject to approval by a committee of Council.

(5) Annual subscriptions of ordinary members shall fall due on the 1<sup>st</sup> January of each year. Provided that that a first subscription paid on or after 1<sup>st</sup> October in any year shall exempt the subscriber from payment of any further subscription in the year immediately following.

(6) Subject to the proviso to subbye-law (5), any ordinary member who has not paid his subscription by 31<sup>st</sup> January in any year shall automatically cease to be a member of the Trust as of that date.

5. (1) Management of the Trust shall be vested in the Council comprising those people elected and appointed under section 5, namely –

- (a) the officers ( *Chairman, Vice Chairman, Secretary and Treasurer*) who shall be elected at the Annual General Meeting, as provided in subbye-law (2);
- (b) the chairmen or designate of the seven District Committees, who shall be elected annually by each District Committee at least three weeks prior to the Annual General Meeting;
- (c) three Government appointees (one each from the Ministries responsible for *conservation, education and tourism*), who shall hold office at the pleasure of the Governor;
- (d) nine elected Council Members who shall be elected annually at the Annual General Meeting; and
- (e) the Legal Advisor, who shall be appointed annually by the Council.

(2) The officers and elected Council Members shall be elected by ballot at the Annual General Meeting. Officers shall serve two-year terms. The Chairman shall be limited to three consecutive terms, but re-election after a period (2 years) out of office shall be permitted.

(3) Elected Council Members shall serve one-year terms, and shall be eligible for re-election up to 6 consecutive years, and thereafter may stand for re-election after a period (1 year) out of office.

6. (1) The election at the Annual General Meeting shall be conducted by the legal advisor.

(2) Not less than six weeks prior to the Annual General Meeting, the Council shall appoint a Nominating Committee of five members in good standing of the Trust, at least two of whom shall not be Members of the Council, but with a Member of the Council as Convenor.

(3) The Nominating Committee shall submit to the Council a list of nominees for the positions of officers and elected Council members, who shall be persons who have indicated their willingness to stand for election. The nominees shall be members in good standing of the Trust. The Nominating Committee may nominate one or more persons for each office and up to eighteen persons for elected Council Members.

(4) A serving officer or elected Member of Council shall be eligible for re-election unless he has failed to attend fifty per cent of the regular meetings of Council during the previous year. The Council may, by Resolution and for good cause, waive this disqualification.

(5) As soon as possible after the list of nominees is submitted to Council, but not less than two weeks before the Annual General Meeting, the Council shall publish the list of nominees.

(6) Additional proposals of names for election may be made in writing signed by the proposer and a seconder (each being a member in good standing of the Trust) and by the person so proposed for election, to be delivered to the office of the Trust not later than the close of business two days before the date of the Annual General Meeting.

(7) Officers and elected Council Members shall take office at the first Council meeting held after the Annual General Meeting at which they were elected.

(8) If any Member of the Council misses three consecutive meetings, the Chairman may propose and the Council, by Resolution, decide that that person be removed from the Council (9) Vacancies on the Council arising through action by the Council under subbye-law (8), death, resignation, or from any other cause or reason, may be filled by the Council on a temporary basis until the next Annual General Meeting.

7(1) An Annual General Meeting shall be held every year as required by the Law.

(2) The Chairman may call an extraordinary General Meeting whenever he deems it desirable to do so.

(3) Fifteen or more members may sign a petition calling for a General Meeting and setting out the business to be discussed. The Chairman shall, within twenty-one days of receiving such a petition, call a General Meeting.

(4) The Secretary shall give at least seven days' notice to members of the day, time, place and agenda of any General Meeting.

(5) At all General Meetings, all individual members, other than corporate members, aged eighteen years or older who are present shall be entitled to vote on any matter and a majority of such members present shall decide all issues, unless a greater majority is required by Law. Voting shall be by secret ballot and a member may appoint a proxy to vote in his absence. Such proxy must be delivered to the Trust office not later than the close of business two days before the Annual General Meeting. In the event of a tie, the Chairman shall have a casting vote as well as his original vote. The quorum of every General Meeting shall consist of either ten per cent of the total number of members or forty, whichever is fewer.

(6) The Chairman shall be chairman of all General Meetings, and in his absence, the Vice-Chairman shall act as chairman. In the absence of both the Chairman and Vice-Chairman, the members present at the meeting may appoint any Member of the Council to act as chairman.

(7) In addition to any other business to be conducted at the Annual General Meeting, the Chairman or his nominee shall present the annual report for the previous year, containing an account of the activities of the Trust during the year, an audited financial report and goals for the ensuing year.

8. (1) The Council shall have the power to appoint such Committees as it may deem necessary, from time to time, with such terms of reference and responsibilities as the Council may determine. The Council may appoint such persons as it thinks fit to the membership of the Committees.

(2) The Council may create an Executive Committee to be responsible for the day-to-day business of the Trust. The Executive Committee shall be chaired by an officer of the Trust, and its membership shall be limited to Council Members and employees. Minutes shall be kept of all Executive meetings and any significant business conducted by the Executive Committee shall be reported to the next meeting of the Council.

(3) Each Committee shall have a Council Member as its Chairman.

(4) The Council shall meet at such times and places as the Chairman shall determine, but no fewer than six times per year. Not less than seven days' notice including an agenda for the meeting shall be sent in writing to each Council Member by the Secretary. A quorum shall consist of six members.

(5) Six or more Council Members may request in writing a meeting of the Council, setting out the business to be discussed at said meeting. The Secretary shall summon a meeting within fourteen days of receipt of such a request.

(6) In the absence of the Chairman, the Vice-Chairman shall act as Chairman. In the absence of both the Chairman and the Vice-Chairman, the Council Members present at the meeting may appoint any Member of the Council to act as Chairman of the meeting only.

(7) Minutes shall be kept for each meeting, including all resolutions proposed and voted upon at each meeting. Each set of minutes shall be reviewed by the Members of the Council at a subsequent meeting, and when approved and signed by the Chairman, shall constitute proof of action taken at the meeting.

(8) Any act or decision taken by the Council shall be decided by a majority vote, unless otherwise required by law. The Chairman shall have a casting vote.

9. (1) There shall be District Committees for each of the electoral districts as defined in the Elections Law and one each for Little Cayman and Cayman Brac, provided there are at least 15 registered members in those districts. .

(2). Each Member of the Trust shall be assigned to the District Committee of his choice.

(3)The work of the District Committees shall include –

(a) participating in Trust projects within the district;

(b) surveying and inventorying significant cultural and natural resources, using the criteria for selection established by the Council, for the development of a District Heritage Resources Inventory, which will be the basis for the National Heritage Register;

(c) monitoring the condition of properties on the inventory, and informing the Council of any threats to any heritage sites;

(d) identifying and recruiting interviewers and narrators for the Memory Bank oral history project;

(e) promoting in each district the ideal of preserving Caymanian Heritage;

(f) establishing goals and proposing projects for the Trust within each district; and

(g) carrying out any separate projects within the District as have been proposed by the District Committee and approved by the Council.

(4) Each District Committee shall elect a chairman each year at its annual general meeting. Such election shall occur no less than three weeks prior to the Trust's Annual General Meeting. The chairman or a designate shall sit as a Member of the Council. The Chairman's or designate's term on the Council shall begin at the first meeting of the Council following the Trust's Annual General Meeting, and is subject to removal from Council in accordance with 6 (8) above.

(5) Each District Committee shall elect a treasurer and such other officers as it sees fit, and shall form an executive committee to manage the affairs of the District Committee. The executive committee shall be chaired by an officer of the District Committee and shall comprise a minimum number of three members.

(5) The District Committees shall hold their annual general meetings no less than three weeks prior to the Trust's Annual General Meeting, and shall otherwise meet at such times and places as decided by the chairman. Notice of District Committee meetings shall be given to members no less than seven days prior to the meeting.

(6) Minutes of each District Committee meeting shall be kept, including all actions taken by the Committee, and a copy of the minutes shall be given to the Secretary of the Trust so that a central record of the actions of all the District Committees may be maintained.

10. (1) The Trust shall establish and maintain a National Heritage Register of natural and cultural resources which the Council shall determine are of national significance and worthy of preservation.

(2) The Council shall establish criteria for inclusion on the Heritage register and a procedure for the nomination and approval process.

(3) Each District Committee shall inventory the properties of the District which it finds to have historic, cultural or natural value, using the criteria established by the Council. The District Committee shall forward to the Council recommendations for properties to be included on the Heritage Register.

(4) The District Committees shall solicit proposals from individuals as a part of their selection of properties to recommend. An individual may also propose a property for nomination to the Council or one of its Committees, but the recommendation of the appropriate District Committee shall be sought before any decision is made.

- (5) The appropriate Council Committee shall review the recommendations of the District Committees and, in consultation with the owners of the properties, shall nominate properties for inclusion on the Heritage Register.
- (6) Properties shall be placed on the register by resolution of the Council.
- (7) The District Committees and relevant Council Committees shall monitor properties on the heritage register, and the Council shall update it annually.
- (8) Properties may be listed on the Register by categories establishing the importance of their preservation. These categories shall be established according to criteria adopted by the Council by resolution.
- (9) The Trust shall offer whatever help in preservation of properties or buildings on the heritage register is deemed by the Council to be appropriate and feasible, and seek the cooperation of the owner in preserving the property.
- (10) The Trust may also designate properties as National Landmarks, if they are found to possess national significance in Caymanian natural or cultural heritage.
11. (1) The Council shall nominate not less than four persons to be signatories in respect of the Trust's bank accounts, and all cheques shall require two authorized signatures.
- (2) The books of the Trust shall be closed on 31<sup>st</sup> July of each year, and shall be audited. The books of the Trust shall be available for inspection by any Member of the Council.
12. (1) A Financial Review Committee shall be established which shall comprise the Treasurer (who shall act as chairman), a Council Member with expertise in the field of construction and maintenance, a person nominated as the representative of each active District Committee and one other Member of the Council. The Council may co-opt such other persons whose expertise may be useful to the Committee, but they shall not be voting members. A quorum shall be half of the members of the committee and decisions taken by simple majority. The chairman shall have a casting vote only. Meetings and decisions may be held by electronic means so long as there has been a period of at least 2 weeks (or such shorter period as may be required in extraordinary circumstances) for consideration and a report is provided to Council.
- (2) Prior to the acquisition by whatever means by the Trust of any property or interest in any property, the Financial Review Committee shall after review and recommendation of the relevant committee seeking approval, consider the implications of such acquisition, and shall make recommendations to the Council regarding the proposed acquisition.
- (3) The decision to acquire any property or interest in any property by any means shall require a resolution by the Council. The Council shall consider the report of the Financial Review Committee and the relevant committee. In making its decision, the Council shall take into account the overall finances of the Trust, the priorities for allocation of Trust funds, any proposed endowment or other arrangement for the maintenance of the property in question and any other relevant information before making its decision.
13. For each property owned by the Trust, the Council shall establish –
- (a) hours of operation;
  - (b) entry fees, if any;
  - (c) designation of those areas which are to be open to the public and those areas which are closed; and
  - (d) any other rules necessary to be made for the management of each property.
14. (1) The Council may appoint such employees and agents as it deems necessary for the management of the affairs of the Trust and the management of Trust Properties.
- (2) The Council shall, in making such appointments, establish the duties and responsibilities, compensation, if any, and reporting relationships for the employees and agents so appointed.
- (3) All employees and agents of the Trust shall have the power to eject from Trust Properties any person not in compliance with the rules regarding that property.

15(1) The Council may amend these Bye-laws by resolution.

(2) Any Member of the Trust may propose amendments to the Bye-laws provided such proposed amendments are made in writing, seconded by a member of the Trust and forwarded to the Council no less than twenty-one days prior to the General Meeting at which they are to be considered. The Council may make recommendations on any proposed amendment to be considered at a General Meeting.

(3) Any amendment to the Bye-Laws shall take effect only after approval of the Governor in Council.

Publication in revised form authorized by the Governor in Council this      day of      , 20\_\_\_\_.

Carmena H. Parsons, Clerk of Executive Council