

Amendments to the By Laws of CANTO (formerly Caribbean Association of National Telecommunications Organizations)

1. Rationale for Proposed Amendments
2. Proposed Amendments
3. Process to receive the required Approvals to Adopt the Amendments/ Resolution



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Amendments to the By Laws of CANTO
(formerly Caribbean Association of
National Telecommunications Organizations)

1. RATIONALE FOR PROPOSED AMENDMENTS

The members of the Board of Directors of CANTO, being cognizant of the several changes which have occurred within the changing telecommunications environment since the establishment of CANTO, formerly the Caribbean Association of National Telecommunications Organizations in 1985, were of the view that there are now many articles in the By-Laws of CANTO which needed to be reviewed to keep abreast with the changes in the industry.

The Board of Directors after careful deliberation envisaged a future, focused on an all embracing, all inclusive policy for the CANTO organization as it sought to chart the future of the organization.

This all-embracing policy envisaged CANTO continuing to position itself as the premier organization in the region focused on identifying, consulting, articulating and bringing together all communication stakeholders in the region in the continuous pursuit of improvement of the lives of all peoples of the region.

In this vein, and as a part of its overarching objectives, certain amendments to the original By-Laws of CANTO are being proposed for your consideration and subsequent approval.

The proposed amendments to the by-laws and the purpose for these amendments are compiled in the attached document.

Purpose

Your approval of the proposed amendments as contained in the attached is required:

2. PROPOSED AMENDMENTS

The proposed amendments to the By Laws and the purpose for these amendments are as follows:

(i) Name of Organization

| Original Clause | Proposed Amendment | Rationale |
|---|--------------------|--|
| Caribbean Association of National Telecommunication Organizations | CANTO | <ul style="list-style-type: none"> • CANTO's remit is no longer limited to National Telecommunications Organizations • CANTO now represents a cross section of interests |

(ii) Table of Contents

| Original Clause | Proposed Amendment | Rationale |
|-----------------|---------------------------------------|---|
| | A Table of Contents has been inserted | <ul style="list-style-type: none"> • This enables easier identification of the By Laws |

(iii) Interpretation

| Original Clause | Proposed Amendment | Rationale |
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| (b) "Regulations" means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to | <p>(b) "Americas" means all Caribbean island nations together with South, North and Central American territories;</p> <p>(c) "By-laws" means any by-law of the Company from time to time in force;</p> | <ul style="list-style-type: none"> • This amendment gives reality to the all-inclusive, all embracing policy envisaged by Directors • As a result of the inclusion of the definition "Americas" the |

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| <p>provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;</p> <p>(c) "by-laws" means any by-law of the Company from time to time in force;</p> <p>(d) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and</p> <p>(e) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.</p> | <p>(d) "Regulations" means any regulations made under the Act, and every regulation substituted therefor and, in the case of such substitution, any references in the by-laws of the Company to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;</p> <p>(e) all terms contained in the by-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and</p> <p>(f) the singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.</p> | <p>previous original clauses were repositioned in alphabetical order.</p> |
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(iv) Members

| Original Clause | Proposed Amendment | Rationale |
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| <p>a) Active members, being any telecommunications company or administration which operates a public telecommunications network in a Caribbean territory for the express purpose of providing national and or international telecommunication services;</p> <p>b) Affiliate members, being any company, corporation and or individual which is a telecommunication service provider (other than a company or administration which operates a public telecommunications network in a Caribbean Territory for the express purpose of providing national and or international telecommunication services), supplier of telecommunication equipment, government department, regulatory authority and or consultant or institution that has a major interest in the Caribbean and is able to demonstrate to the</p> | <p>(a) Full members, being any telecommunications company or administration which operates a public telecommunications network in the Americas for the express purpose of providing national and or international telecommunication services;</p> <p>(b) Affiliate members, being any company, corporation and / or individual which is a telecommunications service provider (other than a Full Member)), supplier of telecommunications equipment, government department, regulatory authority and / or consultant or institution that is able to demonstrate to the satisfaction of the Board a relationship with and interest in the development of telecommunications in the Americas;</p> | <ul style="list-style-type: none">• To create clear distinctions between the membership base • To expand the geographical reach of interests which CANTO must now cater to |

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| satisfaction of the Board a relationship with and interest in the development of telecommunications in the Caribbean; | | |
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(v) **Annual Subscription**

| Original Clause | Proposed Amendment | Rationale |
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| 5.2 All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of January in each year. | 5.2 All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of October in each year. | To align the payment subscriptions with the financial year end of CANTO |

(vi) **Cessation of Membership**

| Original Clause | Proposed Amendment | Rationale |
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| 6.1 Any member may withdraw from membership by giving fourteen days notice to the directors in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15th day of January in any year he shall not be | 6.1 Any member may withdraw from membership by giving fourteen days notice to the directors in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15th day of September in any year he shall not be liable to pay his subscription for that | |

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| liable to pay his subscription for that year. | year. | |
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(vii)

Officers

| Original Clause | Proposed Amendment | Rationale |
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| <p>7.1 The officers of the Company shall consist of a Chairman, a Vice-Chairman, a Treasurer and a Secretary. The Chairman, Vice Chairman and the Treasurer shall be elected at an Annual General Meeting of the Company and shall hold office for two years but shall be eligible for re-election. The Chairman and Vice-Chairman shall not be eligible for re-election after having served two consecutive terms of office. An outgoing Chairman shall be an ex officio member of the Board for one year upon vacating the office of Chairman.</p> | <p>7.1 The officers of the Company shall consist of a Chairman, a Vice-Chairman, a Treasurer and a Secretary. The Chairman, Vice Chairman and the Treasurer shall be elected at an Annual General Meeting of the Company and shall hold office for two years. All officers shall be eligible for re-election, however, the Chairman and Vice-Chairman shall be limited to be re-elected to two consecutive terms of office. An outgoing Chairman shall be an ex officio member of the Board for one year upon vacating the office.</p> | <p>To add clarity to the sub-clause</p> |

(viii) **Board of Directors**

| Original Clause | Proposed Amendment | Rationale |
|---|---|---|
| <p>8.1 The directors of the Company shall hold office for two years and shall be -</p> <p>(a) the Officers (except the Secretary)</p> <p>(b) such number of other active members of the Company up to the maximum fixed in the Articles of Incorporation of the Company who may be elected at the Annual General Meeting of the Company and who shall retire and shall be eligible for re-election; and</p> | <p>8.1 The Board of directors of the Company shall consist of such number of Full members of the Company up to the maximum number fixed in the Articles of Incorporation of the Company who may be elected at the Annual General Meeting of the Company</p> | <ul style="list-style-type: none">• To add clarity to the Clause• To align the clause with the Articles of Incorporation of CANTO as registered with the Registrar of Companies in Trinidad and Tobago |
| <p>8.2 Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Company.</p> | <p>8.2 Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Company. Directors will be elected by a simple majority of members at the general meeting.</p> | |
| <p>8.3 If a casual vacancy occurs,</p> | | |

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| <p>other than in any of the offices, the directors may appoint an ordinary member of the Company to fill the vacancy.</p> <p>8.4 Powers: The affairs of the Company shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the by-laws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a general meeting of the Company.</p> <p>8.5 The Directors may by resolution make such regulations as are required for the better administration of this By-Law.</p> <p>8.6 Term of Office: Unless sooner determined, a director's term of office shall, subject to the</p> | <p>8.3 Term of Office: Unless sooner determined, a director's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Company, be for a period of two years from the date of the meeting at which he is elected or appointed or until his successor is elected or appointed.</p> <p>8.4 If a casual vacancy occurs, other than in any of the offices, the directors may appoint an ordinary member of the Company to fill the vacancy.</p> <p>8.5 Powers: The affairs of the Company shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the by-laws or any special resolution of the Company or the Act expressly directed or required to be done by the Company at a general meeting of the Company..</p> | |
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| <p>provisions, if any, of the Articles of Incorporation of the Company, be for a period of two years from the date of the meeting at which he is elected or appointed or until his successor is elected or appointed.</p> | <p>8.6 The Directors may by resolution make such regulations as are required for the better administration of this By-Law</p> | |
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(ix) **Meetings of Members**

| Original Clause | Proposed Amendment | Rationale |
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| <p>12.1 Annual Meeting: Subject to the provisions of section 109 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or outside Trinidad and Tobago provided that a period of fifteen (15) months shall not be allowed to elapse between successive general meetings. At the Annual General Meeting the members</p> | <p>12.1 Annual Meeting: Subject to the provisions of section 109 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or outside Trinidad and Tobago provided that a period of fifteen (15) months shall not be allowed to elapse between successive general meetings. At the Annual General Meeting the members shall:</p> | <ul style="list-style-type: none"> • To add clarity • To align the By Laws with the reality of what occurs and is presented at Annual Meetings |

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| <p>shall:</p> <p>(a) Consider the Report of the Secretary of the Board of Directors and committees on the activities of the Company since the previous annual general meeting;</p> <p>(b) Adopt resolutions which guide the policy and the strategic activities of the Company;</p> <p>(c) Elect the members which are to serve on the Board of Directors;</p> <p>(d) Deal with such other matters as may be necessary.</p> | <p>a) Consider the Report of the Secretary of the Board of Directors and committees on the activities of the Company since the previous annual general meeting;</p> <p>b) Consider the financial report of the preceding year and the annual budget for the succeeding year as prepared by the Treasurer;</p> <p>c) Adopt resolutions which guide the policy and the strategic activities of the Company;</p> <p>d) Elect the members who are to serve on the Board of Directors;</p> <p>e) Appoint Auditors</p> <p>f) Deal with such other matters as may be necessary.</p> <p>g) Consider the Report of the Secretary of the Board of Directors and committees on the activities of the Company since the previous annual general meeting;</p> | |
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12.2 Mid-Year Meetings: The Mid-Year Meeting of the members shall be held at such time and place as may be determined at the preceding Mid-Year Meeting provided that fifteen (15) months shall not be allowed to elapse between successive Mid-Year Meetings. At the Mid-Year Meeting the members shall:

- (a) Consider the Report of the Secretary of the Board of Directors and committees on the activities of the Company since the previous annual general meeting;
- (b) Consider the financial report of the preceding year and the annual budget for the succeeding year as prepared by the Treasurer;
- (c) Deal with the substantive internal affairs of the Company;
- (d) Provide continuity on the

Clause Deleted

There are no mid-year meetings

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| status of matters dealt with at the Annual General Meeting; (e) Deal with such other matters as may be necessary. | | |
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(x) Certification

| Original Clause | Proposed Amendment | |
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| | 1. CERTIFICATION These By Laws were approved at an Annual General Meeting by a majority vote on January 2017 Chairman Secretary | |

3. PROCESS TO RECEIVE THE REQUIRED APPROVALS TO ADOPT THE AMENDMENTS/ RESOLUTION

Members having reviewed and discussed the proposed amendments will have a proposal placed before the meeting to adopt the amendments and have them incorporated into the original By-Laws. This process should follow the following format:

- 1) A member from the meeting will propose as follows:

“THAT the amendments to the CANTO By-Laws submitted to the meeting be and are hereby received and approved”

- 2) Another member will second the motion.
- 3) The motion will be placed before members
- 4) The action will be carried should a majority vote be received