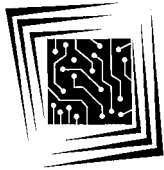


**INFORMATION TECHNOLOGY PROFESSIONAL SOCIETY OF TRINIDAD &
TOBAGO
CONSTITUTION**

1. The members of the Company and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of "The Information Technology Professional Society of Trinidad & Tobago".
2. **The objects of the society shall be to promote the study and practice of Information Technology and to advance knowledge and education therein for the benefit of the public.** The expressions "Information Technology" shall include matters concerned with the furtherance of computer science and technology and the design, development, installation and implementation of information technology systems and applications; and "computer" shall include any form of information technology system. The society shall endeavour its best to cooperate with existing organisations and to ensure that its activities are complementary to those of such organisations.
3. In furtherance of its objects the society shall have the following powers:
 - a) to facilitate the establishment and maintenance of appropriate standards of education and experience for persons engaged in the profession of information technology or entering upon the courses of study in Information Technology and allied subjects; and to undertake, supervise or encourage the education and training in all matters relevant to the advancement of the use of Information Technology by persons who are engaged in or likely to be engaged in the practice of information technology with due regard to the provisions of courses of instruction by other organisations;
 - b) to establish and maintain a sound ethical foundation for the use of computers, data handling and information technology systems; and to adopt any means conducive to the maintenance of a high standard of professional skill and conduct amongst members of the society;
 - c) to maintain a register of persons qualified in Information Technology by admission to one of the classes of corporate membership of the society and to enrol persons not so qualified as non-corporate members;
 - d) to facilitate the preparation of, the printing and publishing, of criteria for the teaching of, and training in, Information Technology and its applications;

- e) to confer, consult, communicate or co-operate with any other scientific, professional or technical institution, institute, society or association formed for purposes of profit with a view to the pursuit of common objects in Information Technology and related subjects and to represent the Information Technology profession both nationally and internationally;
 - f) to enable and encourage all persons engaged in or interested in Information Technology to meet and correspond in order to facilitate the exchange of ideas and information on the science, practice, teaching, application and use of Information Technology;
 - g) to promote, establish and support standards and codes of practice for the handling, storage, acquisition, transmission, processing, protection and display of data relating to Information Technology and the information contained therein;
 - h) to procure that the society be registered or recognised in any part of the world;
 - i) to acquire by purchase, transfer, donation, exchange, demise, bequest, grant, gift, conveyance or howsoever otherwise, any real or personal property or any estate or interest therein;
 - j) to accept surrenders or reconveyances and enter into contracts;
 - k) subject to any restraints, reservation or condition contained in the document under which it shall have acquired title thereto, to sell, demise, grant, convey, reconvey, surrender, exchange or otherwise dispose of and deal with all or any property which are now or may from time to time be vested in or have been acquired by the society.
4. The income and property of the society shall be applied solely towards the promotion of its objects as set forth in this constitution.
5. The Bye-Laws shall regulate the admission of members of the society and the period or periods of such membership and the terms and conditions subject to which such membership shall be held and the Bye-Laws may prescribe such division of the membership into grades or classes as shall seem proper to the society.
6. There shall be a Council of the society consisting of the following officers: President, Vice-President, Secretary, Treasurer and Committee Members. They and their successors shall hold their respective offices for such terms and their successors shall be appointed in such a manner as shall from time to time be prescribed according to the Bye-Laws.

7. There shall be other such officers of the Council of the society as the Bye-Laws may from time to time prescribe or authorise and they shall have such powers and duties and periods of office and shall be appointed in such a manner as may be prescribed by or in accordance with the Bye-Laws.
8. The members of the society may by special resolution make Bye-Laws adding to, amending or repealing the Bye-Laws in force at the time being.



ITPS
THE INFORMATION TECHNOLOGY
PROFESSIONAL SOCIETY
OF TRINIDAD & TOBAGO

**INFORMATION TECHNOLOGY PROFESSIONAL
SOCIETY OF TRINIDAD & TOBAGO
BYE LAWS**

MEMBERSHIP

Classes of Members

The following shall be the classes of members allowed for membership in the society:

- Student Member
- Associate Member
- Member
- Corporate

Student Member

Anyone who is pursuing education in IT or IT-related field.

Associate Member

Anyone who possesses any of the following:

- at least Bachelor degree in IT
- at least a Bachelor degree in a related field and 1 year industry experience
- Associate degree/diploma plus 2 years
- no degree and at least 3 years industry experience

Member

Anyone who possesses any of the following:

- at least Bachelor degree in IT and 2 years industry experience
- at least a Bachelor degree in a related field and 4 years industry experience
- equivalent level of education and 4 years industry experience
- Associate degree/diploma in an IT-related field from an accredited institution and 5 years industry experience
- Associate member for 2 years and satisfies the entrance requirements to be a member

Fellow Anyone who has been a member for 7 years. Requires a sponsor from the Society or someone of equivalent standing in a related field, or submit a paper for approval by the membership board.

Membership The following persons shall be members of the Society, namely:

(a) all persons who shall be admitted to membership by the Council in accordance with these bye-laws.

Reciprocal Membership The Council may from time to time in their absolute discretion admit to membership of the Society on such terms as they consider appropriate any member of an IT body outside the Republic of Trinidad and Tobago, which in their opinion is of equivalent standing to that of the Society in conforming to the admission bye-laws here within.

Honorary Members The Council may by resolution passed by three-fourths of those present at a meeting of the Council, elect any person to be an Honorary Member of the Society. An Honorary Member of the Society shall not be liable to pay any fee on admission as such or to pay any annual subscription to the Society, but every Honorary Member shall sign an undertaking to observe the Constitution and these bye-laws and the regulations of the Society so far as the same may be applicable to Honorary Members.

An Honorary Member shall not be qualified to be elected as a member of the Society or be entitled to receive notice of or to attend or vote at any general meeting of the Society, provided that none of these disabilities shall apply in the case of a person who, prior to his election as an Honorary Member, was a member of the Society in his own right.

Method and Terms of Admission

1. All applications for admission to membership of the Society shall be made to the Council in the form for the time being prescribed by the Council.
2. The Council shall have full discretion subject to these bye-laws to determine as to the admission of all applicants and their decision shall be final. The Council shall not be bound to give any reason for their decision.
3. Any person eligible for admission as Fellow of the Society may be admitted as a Member and any person who has become a Member may, if eligible, become a Fellow on payment of the additional fees required by these bye-laws or the regulations at the time the application is made.

4. Every person shall, on applying for admission, sign an undertaking that he will, if admitted, and so long as he is a member, observe the Constitution and these bye-laws and the regulations for the time being in force.
5. Every member shall be entitled to a certificate of admission which shall be in such form as the Council may from time to time prescribe. A certificate issued by the Society shall remain the property of the Society and shall be returned by the holder on his ceasing to be a member of the Society for any reason whatsoever.

***Occupation and Address of
Members***

On or about the first day of January in each year or at such other time as the Council may decide every member shall make a return to the Society in such form as the Council may prescribe showing whether or not he is in practice and notifying a place of business or residence as his registered address.

If any member shall fail to give a registered address in the Republic of Trinidad and Tobago, he shall not be entitled to receive notice of any general meetings or other proceedings of the Society and no such meetings or proceedings shall be invalidated by reason of his not having received such notice as aforesaid.

Admission Fees and Annual Subscriptions

- (a) Every member shall be required to pay an admission fee on election to membership and an annual subscription.
- (b) Unless otherwise resolved by the Council, the annual subscription shall be due and payable by each member on the first day of January in each year.
- (c) The amount of the admission fees and annual subscriptions shall be such as may from time to time be prescribed by regulations made by the Council and approved by the Society in general meeting, provided that any increase in such fees and subscriptions so prescribed and approved as aforesaid shall not exceed twice the amount of the corresponding fees and subscriptions set down in the next following paragraph of this bye-law.

Admission Fees and Annual Subscriptions

<i>Admission Fees</i>	
On admission as a Student	No Charge
On admission as a Associate Member, Member or as a Fellow	\$100
<i>Annual Subscriptions</i>	
Student Members	\$50
Associate Member	\$200
Member	\$300
Corporate	\$1, 100

A full year's subscription shall be payable on admission, unless the day of admission be later in any year than the thirtieth day of June, in which event only a half-year's subscription shall be payable.

The Council may from time to time by a resolution in that behalf passed at any meeting of the Council and confirmed at a General Meeting of the Society held not less than one month nor more than six months afterwards by majority of the voting members increase all or any of the fees set out by such sums as may be specified in the resolution of the Council.

In cases of exceptional hardship the Council may suspend or waive payment of the subscription payable by any member on such terms and for such period as they may think fit.

Continuation of Membership A person shall continue to be a member of the Society only for so long as he shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions, appropriate to his grade as shall for the time being be prescribed by or in accordance with these Bye Laws.

Cessation of Membership A person shall cease to be a member of the Society in any of the following cases:

- (a) If he shall fail for a period of four months to pay all subscriptions and fees for the time being due from him to the Society.
- (b) If he shall resign by giving written notice thereof to the Secretary.
- (c) If he shall be removed from membership of the Society by a resolution of the Council passed by not less than three-fourths of the members of the Council present and voting, being not less than half the total membership of the Council, at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution, and the general nature of the grounds on which it is proposed, shall have been sent to all the members of the Council, provided always that the member whose removal is in question shall first have been given an opportunity of being heard by a committee of the Council, of which hearing the said member shall be given not less than twenty-one days' notice in writing of the general nature of the grounds on which his removal is proposed and at which hearing he shall have an opportunity to call and cross-examine witnesses and generally to put forward such explanation or defence as he may think fit and provided that both the said member and the Society shall be entitled to be represented or assisted at such hearing by a solicitor, a barrister or an assessor.

Provided further that any person whose membership shall cease in accordance with this Bye-law shall remain liable to the Society for all fees, subscriptions and other sums which may have been due from him at the date his membership ceased.

The Council shall in all cases have absolute discretion in denying membership of the Society to any person.

PROFESSIONAL CONDUCT Every member of the Society shall exercise his professional skill and judgment to the best of his ability and discharge his professional responsibilities with integrity. He shall at all times

order his conduct to safeguard the public interest and to the best of his ability uphold the reputation and dignity of the Profession.

***GENERAL MEETINGS OF
THE SOCIETY***

No members of the Society other than Members and Fellows shall be entitled to vote at any General Meeting of the Society.

Annual General Meetings

An Annual General Meeting of the Society shall be held once in every calendar year at such time and place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next.

The Annual General Meeting shall be for the purpose of transacting the following business:

- (a) to receive and to consider the report of the Council on the activities of the Society;
- (b) to receive and to consider the accounts and balance sheet of the Society;
- (c) to elect the members of the Council;
- (d) to appoint the Auditors;
- (e) to transact such other business as the Council may decide is appropriate for a General Meeting.

If any Member has any proposals or any other matter which he wishes to make or bring before an Annual General Meeting he shall give thirty days' written notice thereof to the Secretary.

Extraordinary General Meetings

A General Meeting of the Society other than an Annual General Meeting may be convened at any time by the Council and shall be convened within one month of the receipt by the Secretary of a written requisition which:

- state fully the objects of the meeting; and
- shall be signed by not less than 50% of the voting members.

Procedure at General Meetings

No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of members is present at the time when the Meeting proceeds to business. Twenty Members and/or Fellows personally present shall

constitute a quorum except where a meeting which was either an Annual General Meeting or was convened on the instructions of the Council is required to be adjourned by reason of the absence of a quorum, in which case the Members and Fellows present at the adjourned Meeting shall be a quorum.

Every member entitled to vote in person at a General Meeting of the Society shall be entitled to appoint another member to be his proxy to attend and vote upon any poll and the proxy so appointed shall be entitled to cast the vote of the member appointing him to as proxy, upon a poll, in addition to his own. Each proxy shall apply only to a specified meeting or any adjournment thereof.

Every resolution put to a General Meeting shall be decided in the first instance on a show of hands. Upon the result of the show of hands a poll may be demanded by:

- the Chairman of the Meeting; or
- at least five voting members present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost and an entry to that effect contained in the minutes of the Meeting.

If a poll is duly demanded, it shall be taken at such time and in such manner as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which it was demanded.

Subject to the Constitution and these Bye-laws the following matters relative to General Meetings shall be prescribed and regulated by Members' Regulations:

- (a) the extent, if at all, to which members who are in arrears with subscriptions or other payments shall be entitled to vote at General Meetings;
- (b) the appointment of a Chairman of each meeting;
- (c) the circumstances in which and the means by which a meeting may be adjourned;
- (d) the period, which shall be not less than twenty-one days, and form of notice of every meeting to be given to each member entitled to attend thereat.

THE COUNCIL
Constitution of the Council

The business of the Society shall be managed by the Council and, subject to the Laws of the Society, the Council shall have sole control in all matters relating to the management and organisation of the Society.

The following shall be *ex officio* members of the Council:

- The President
- The Vice President
- The Treasurer
- The Secretary
- Every person who, being a voting Member of the Society, shall have held the office of President at any time during the period of two years ending with the last Annual General Meeting of the Society which shall have been held.

The quorum for meetings of the Council shall be one-half of the total number of members of the Council.

Proceedings and Powers of the Council

The proceedings of each meeting of the Council including the period of notice to be given to members of the Council; the person to act as Chairman at meetings of the Council; voting rights at such meetings, and all other matters incidental thereto, shall be determined by or in accordance with the Council Regulations.

Subject to the Laws of the Society, the Council shall have the following powers:

- (a) to make Council Regulations;
- (b) to elect persons to the offices of President, Vice-President, Secretary and Treasurer;
- (c) to admit persons to any grade of membership of the Society and to transfer members from one such grade to another;
- (d) to provide arrangements whereby persons or organisations may become affiliated with the Society or associated with its work;
- (e) to determine the remuneration of the auditor or auditors;
- (f) to accept transfers of all or any part of the property, assets, liabilities, and engagements of the Company;
- (g) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Society and for that purpose to engage professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint

and to pay such reasonable fees or remuneration as it may determine;

- (h) to invest any moneys belonging to the Society, or in the purchase of freehold or leasehold property in Trinidad & Tobago, including rents, provided that as regards leasehold property the term thereof shall have at least sixty years to run;
- (i) to sell, buy, let, exchange, lease and accept leases of real and personal property on behalf of the Society;
- (j) to borrow money on behalf of the Society and for that purpose if the Council think fit to mortgage or charge all or part of the property of the Society, whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Council shall determine;
- (k) to exercise any power which shall have been conferred upon or be exercisable by the Society and which shall not by the Laws of the Society have been assigned to the members.

FINANCE

The funds of the Society shall, be applied wholly with a view to the promotion of the objects of the Society. The administration of all funds of the Society shall be subject to the control of the Council.

The Council shall have power to prescribe by Council Regulations the persons or committees which shall have power to give receipts for money and to sign cheques and to enter into contracts and to impose liabilities upon the Society and to pledge the credit of the Society.

ACCOUNTS AND AUDIT

The Council shall cause proper books of account and records to be kept with respect to:

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipts and expenditure takes place;
- (b) all sales and purchases of goods and services by the Society; and
- (c) the assets and liabilities of the Society.

Proper books and records shall not be deemed to be kept if there are not kept such books and records as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

The members of the Society in General Meeting shall appoint an auditor or auditors. Every such auditor shall be a member of a body of accountants established in Trinidad & Tobago and for the time being recognised for the purposes of relevant section of the Companies Act or the corresponding provision of any Act replacing it. No person shall be appointed auditor who shall be or any one of whose partners shall be a member of the Council or the staff of the Society.

The auditor or auditors shall hold office for one year or until his or their resignation and shall be eligible for reappointment and shall receive such remuneration as may be determined by the Council.

The auditor or auditors shall make a report to the Society in General Meeting on the account examined by him or them and on every balance sheet and statement of accounts laid before the Society in General Meeting during his or their tenure of office, and the report shall so far as relevant contain statements as to the matters mentioned in section 14 of the Companies Act 1967 or the corresponding provision of any Act replacing it. Such report shall be placed before the Society in General meeting and shall be open to inspect by any member of the Society.

If the office of auditor or auditors shall become vacant by his or their death or resignation or any other cause before the expiration of his or their period of office the Council shall forthwith appoint an auditor or auditors in his or their place for the remainder of such period.

The auditor or auditors shall be entitled to attend any General Meeting of the Society and to receive all notices of and any other communications relating to any other communications relating to any such meeting which members of the Society are entitled to receive and to be heard at any such meeting which he or they attend on any part of the business of the meeting which concerns him or them as auditor or auditors.