

HOME MORTGAGE BANK ACT

CHAPTER 79:08

Act

12 of 1985

Amended by

10 of 1989

18 of 1993*

17 of 2005

** 1 of 2007

*By implication

** See Note on page 2

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LAWS OF TRINIDAD AND TOBAGO

MINISTRY OF THE ATTORNEY GENERAL AND LEGAL AFFAIRS

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Note on Act No. 1 of 2007

Act No. 1 of 2007 provides that—

- (a) Amendments made to sections 5, 11, 18, 31A and 33; and
- (b) Sections 5A, 5B 34B 34C, 35 and Schedule 2,

took effect from 29th July 2005.

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CHAPTER 79:08

HOME MORTGAGE BANK ACT

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CHAPTER 79:08

HOME MORTGAGE BANK ACT

An Act to establish the Home Mortgage Bank, to define its powers and functions and to provide for matters incidental thereto. 12 of 1985.

[25TH APRIL 1985]

Commencement.

1. This Act may be cited as the Home Mortgage Bank Act. Short title.

PRELIMINARY

2. In this Act—

Interpretation.
[17 of 2005].

“the Bank” means the Home Mortgage Bank established under section 3;

“Board” means the Board of Directors of the Bank appointed and constituted under this Act;

“the Central Bank” means the Central Bank of Trinidad and Tobago;

“Chief Executive Officer” means the person appointed from time to time under section 24(1) of the Act as the Chief Executive Officer of the Bank;

“Chief Financial Officer” means the person appointed from time to time under section 24(1) of the Act as the Chief Financial Officer of the Bank;

“Director” means a Director of the Bank appointed under this Act;

“Minister” means the Minister responsible for the administration of finance;

“First Citizens Bank” means the First Citizens Bank Limited;

“Secretary” means a person appointed as such under section 25(1) or any person designated by the Board to perform the duties of Secretary.

PART I

ESTABLISHMENT, PURPOSES AND MANAGEMENT
OF THE BANKEstablishment
of Bank.

3. There is hereby established a bank to be known as the Home Mortgage Bank and the Bank is a body corporate.

Purposes of
the Bank.
[17 of 2005].

4. The purposes of the Bank are—

- (a) to develop a mortgage market and maintain a secondary mortgage market in Trinidad and Tobago;
- (b) to contribute to the mobilisation of long-term savings for investment in housing;
- (c) to support the development of a system of real property and housing finance and provide leadership in the housing and home finance industry;
- (d) to promote the growth of the capital market.

Functions of
the Bank.
[17 of 2005
1 of 2007].

5. For the attainment of its purposes the Bank—

- (a) may borrow and advance money and mortgage or charge its undertaking or property or any part thereof and issue bonds, debentures, debenture stock and other securities whether as security for any debt, liability or obligation of the Bank or of any third party or otherwise;
- (b) may buy and sell its property including its mortgage loans on residential properties;
- (c) may appoint other institutions as its trustees on such terms and conditions as it may consider fit;
- (d) may secure the fulfilment of any contracts or engagements entered into by it, by mortgage or charge of all or any of its property or undertaking for the time being in such a manner as it may consider fit;
- (e) *(Deleted by Act No. 17 of 2005);*
- (f) may institute, conduct, defend, compound or abandon any legal proceedings by or against it or its officers or otherwise concerning its affairs

- and also compound or allow time for payment or satisfaction of any debts due and of any claims or demands by or against it;
- (g) may make and give receipts, releases and other discharges for moneys payable to it and for claims made against it;
 - (h) may invest any part of its moneys in securities (other than shares of the Bank), negotiate contracts and do such acts in the name and on behalf of the Bank as it may consider expedient for or in relation to any of its purposes;
 - (i) may appoint persons to be its attorneys or agents with such powers (including power to delegate and to appear before all proper authorities and make all necessary declarations) to enable its operations and business to be validly carried on;
 - (j) may perform such functions and undertake such services and activities as are required in order to develop, support and promote its purposes including the purchase, acquisition of leases or real property;
 - (k) may do all such other things as are incidental to the attainment of its purposes and the exercise of its powers.

5A. (1) The Central Bank of Trinidad and Tobago shall be responsible for the supervision of the financial activities of the Bank as set out in Schedule 2.

Central Bank responsible for supervision of financial activities. Schedule 2. [1 of 2007].

(2) The Central Bank may exercise any of its powers and duties under this Act through any of its officers authorised in that behalf.

5B. (1) The Central Bank shall have the power to request information from the Bank for the purpose of ensuring that the Bank is conducting its business lawfully and in compliance with the Act.

Power to request information. [1 of 2007].

(2) The Bank shall provide the Central Bank with information at such time and in such form as the Central Bank may require.

Address and service of documents.

6. (1) The Bank shall at all times have a fixed address in Trinidad and Tobago for the service of documents on the Bank and that address shall be registered with the Registrar General.

(2) All documents to be served on the Bank may be served by leaving the same at or by sending the same by registered post to the address registered under subsection (1).

Bank may establish branches, etc.

7. The Bank may establish branches and agencies and may appoint agents and correspondents in Trinidad and Tobago and elsewhere.

Protection of persons dealing with Directors and agents. [17 of 2005].

8. (1) A person who deals with the Directors or the Chief Executive Officer of the Bank shall not be affected by any irregularity of procedure in connection with the authorisation of the transaction by a general meeting or other meeting of shareholders, or by the Directors or any committee of Directors, or the non-fulfilment of any condition imposed by this Act in connection with the transaction.

(2) A person who deals with another person who is held out by the Directors as having authority to act on the Bank's behalf in connection with any transaction may treat the Bank as bound by the acts of that other person done within his apparent authority even though he has not been authorised by the Bank to do those acts on its behalf so long as that person has no knowledge whether actual or constructive, that that other person has not been so authorised by the Bank.

(3) This section does not entitle anyone to recover a debt from the Bank or to enforce an obligation or liability against it or to treat any obligation as binding on it, if in connection with the same matter he is guilty of a fraud upon the Bank or has participated or acquiesced in a fraud committed on it.

The Seal. [17 of 2005].

9. (1) The Directors shall provide for the safe custody of the seal of the Bank which may be affixed to instruments pursuant to a resolution of the Board and in the presence of—

- (a) the Chairman or, in his absence, the Deputy Chairman and the Secretary, or in his absence any Assistant Secretary;
- (b) any two Directors; or

- (c) one Director and the Secretary or in his absence any Assistant Secretary.
- (2) The seal shall be attested by the signature of—
- (a) the Chairman or, in his absence, the Deputy Chairman and the Secretary or, in his absence any Assistant Secretary;
- (b) any two Directors; or
- (c) any Director and the Secretary or in his absence any Assistant Secretary.
- (3) All documents other than those required by law to be under seal and all decisions of the Bank may be signified under the hand of the Chairman, the Deputy Chairman, any Director or the Secretary.

10. The business of the Bank shall be managed and the functions of the Bank shall be performed by the Board.

Powers and duties of the Board.

11. (1) The Board shall comprise a maximum of eleven Directors as follows:

The Board. [17 of 2005 1 of 2007].

- (a) two Directors who may be appointed by the Minister of Finance;
- (b) two executive officers who may be appointed by the Board, one of whom shall be the Chief Executive Officer; and
- (c) a minimum of five and a maximum of seven Directors appointed by the shareholders.

(2) In the event that the Minister of Finance does not appoint either or both of the two Directors pursuant to subsection (1)(a), the shareholders shall be entitled to appoint two additional Directors pursuant to subsection (1)(c), save however, that the number of Directors of the Bank shall not exceed eleven.

12. (1) Every Director shall hold office from the date on which he is appointed to the date of the third annual meeting of the shareholders following his appointment.

Term of office of Directors and vacancies. [17 of 2005].

(2) A vacancy in the Board shall be filled in the same manner that the appointments are made under section 11, but a person appointed to fill the unexpired term of office of a Director may hold office only for such unexpired term, unless he is reappointed in accordance with this section.

(3) A retiring Director is eligible for reappointment.

13. (Repealed by Act No. 17 of 2005).

Alternate
Directors.
[17 of 2005].

14. (1) The shareholders of the Bank may by ordinary resolution appoint alternate Directors in the same manner as the appointment of Directors.

(2) A person appointed alternate Director shall perform as a Director in the absence of the Director to whom he is alternate.

(3) The provisions of this Act as they apply to Directors apply also to alternate Directors.

Disqualification.
[17 of 2005].

15. A person is disqualified from being appointed a Director where he—

- (a) has been adjudged insolvent or has suspended payment to or compounded with his creditors;
- (b) is mentally ill within the meaning of the Mental Health Act;
- (c) is debarred from practising his profession on account of any act involving dishonesty;
- (d) has been convicted of an offence and sentenced to a term of imprisonment in excess of six months;
- (e) has been convicted of any offence involving dishonesty;
- (f) is prohibited from being a Director by reason of any order made under section 69 of the Companies Act.

Ch. 28:02.

Ch. 81:01.

Vacation of
office of
Director.

16. (1) Where a Director—

- (a) dies or by writing under his hand addressed to the Chairman resigns; or

(b) becomes disqualified under section 15 from being a Director,
his place on the Board thereupon becomes vacant.

(2) The Chairman may resign from the Board by writing under his hand addressed to the Board.

17. (1) The Directors of the first Board shall at their first meeting elect from their number a Chairman and a Deputy Chairman.

Chairman and Deputy Chairman.
[17 of 2005].

(2) The Board shall appoint a Chairman and a Deputy Chairman and determine the period for which they shall respectively hold office.

(3) Subject to subsection (4) the Chairman shall preside at all meetings of the Board and shall have an original and a casting vote.

(4) In the absence of the Chairman, the Deputy Chairman, shall preside and perform the functions of Chairman of the meeting.

(5) In the absence of both the Chairman and the Deputy Chairman, the Directors present shall elect one of their number to preside and perform the functions of Chairman of the meeting.

18. The appointment of any person as Chairman, Deputy Chairman, Director or alternate Director and the termination of any such appointment shall be notified by publication in the *Gazette*.

Appointment of Directors to be notified in the *Gazette*.

18A. Directors of the Bank shall be exempt from liability for acts done in relation to the exercise of their functions as Directors, except such acts as are done by their own wilful acts or default.

Immunity from liability.
[1 of 2007].

19. (1) The Board shall meet not less than once every three months and meetings shall be held at such time and place and on such days as the Board may determine.

Meetings of the Board.
[17 of 2005].

(2) The Chairman may at any time call a special meeting of the Board and shall call such a meeting within

seven days of the receipt of a request for that purpose addressed to him by any three Directors.

(3) Three Directors or such greater number determined by them shall form a quorum for the transaction of business and notwithstanding any vacancy among the Directors, a quorum at a meeting properly convened, may exercise all the powers of the Directors.

(4) A Director may and at the request of any Director, the Secretary shall, at any time convene a meeting of the Board and notice of any such meeting shall specify the purpose of, or the business to be transacted at the meeting.

(5) Notice of any such meeting shall be served not less than three (3) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day on which notice is given) before the meeting is to take place.

(6) It shall not be necessary to give notice of a meeting of the Directors to a newly elected or appointed Director for a meeting held immediately following the election of Directors by the shareholders or the appointment to fill a vacancy among the Directors.

20. (Repealed by Act No. 17 of 2005).

PROCEDURE

Annual meeting
of shareholders.
[17 of 2005].
Ch. 81:01.

21. (1) Subject to the provisions of section 109 of the Companies Act, the annual meeting of the shareholders shall be held on such day in each year at such time and at such place within Trinidad and Tobago as the Directors may by resolution determine, or, if all the shareholders entitled to vote at such meeting so agree, outside of Trinidad and Tobago.

Schedule.

(2) The procedure to be followed at the Annual General Meeting is contained in the Schedule hereto.

Financial
year.

22. (1) The financial year of the Bank is to be determined by the Board.

(2) The auditor's report shall be presented within four months of the end of the financial year.

23. (1) The Board may at any time call a special meeting of shareholders after giving not less than twenty-one clear days notice of the meeting. Special Meeting. [17 of 2005].

(2) Shareholders holding at least fifty per cent of the issued shares in the Bank may requisition a special meeting by forwarding a written request to the Secretary indicating the business to be conducted at the meeting, whereupon the Secretary shall give notice of the meeting in accordance with subsection (3).

(3) The notice of the meeting shall state the business to be conducted at the meeting and no other business other than that stated in the notice may be dealt with at that meeting.

24. (1) A Director who is in any way interested, whether directly or indirectly, in a contract or proposed contract with the Bank or whose material interest in a company, partnership, undertaking or other business is likely to be affected by a decision of the Board shall disclose the nature of his interest at the first meeting of the Board at which he is present after the relevant facts come to his knowledge. Directors to declare interest.

(2) A disclosure under subsection (1) shall be recorded in the minutes of the meeting and after the disclosure the Director making it shall not vote on the matter and, unless the Board otherwise directs, shall not be present or take part in the proceeding of any meeting at which the matter is being discussed or decided by the Board.

(3) A Director shall be treated as having an indirect interest in a contract or proposed contract with the Bank in any matter with which the Bank is concerned if he is a Director, shareholder, agent or employee of the company or undertaking that is a party to the contract or proposed contract with the Bank or where his spouse, parent, child, brother or sister or the parent, child, brother or sister of his spouse holds a direct interest in that company or undertaking.

(4) For the purpose of this section, a general notice given to the Board by a Director to the effect that he is a member of or otherwise associated with a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice, be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

Staff of
the Bank.
[17 of 2005].

25. (1) The Board may appoint on such terms and conditions as it thinks fit, the Chief Executive Officer, a Chief Financial Officer and such other officers and employees as may be required for the due and efficient performance of its functions under this Act.

(2) There may be established by the Bank a pension scheme for the benefit of its officers and employees.

PART II

SHARES

Class of shares.
[17 of 2005].

26. The Bank is authorised to issue one class of designated ordinary share in an unlimited number.

No restrictions.
[17 of 2005].

27. There are no restrictions on share ownership or share transfers.

No rights of
pre-emption.
[17 of 2005].

28. (1) There shall be no rights of pre-emption in respect of the shares.

Ch.83.02.

(2) Subject to the regulations of the competent authorities governing the issue and allotment of shares listed on the Trinidad and Tobago Stock Exchange or any other self-regulatory organisation (as defined in the Securities Industries Act), the shares of the Bank shall be under the control of the Directors who may from time to time allot or otherwise dispose of all or any of the same to such persons on such terms and conditions as the Directors shall think fit.

(3) The Directors may decline to make any allotment of shares to any person without assigning any reason for the decision.

PART II A

OFFENCES

29. (Repealed by Act No. 17 of 2005).

29A. A person who—

- (a) without reasonable excuse alters, suppresses, conceals, destroys or refuses to produce any document which he has been required to produce in accordance with this Act or any Regulations thereunder, or which he is liable to be so required to produce;
- (b) wilfully neglects or fails to furnish any information; or
- (c) knowingly furnishes false information,

Offence to suppress information.
[1 of 2007].

is liable on summary conviction to a fine of one hundred thousand dollars and to imprisonment for two years.

29B. A person who fails to comply with any provision of this Act or Regulations for which no penalty is specified is liable on summary conviction to a fine of fifty thousand dollars and to imprisonment for two years.

Offence where no penalty specified.
[1 of 2007].

29C. In any proceedings for an offence under this Act it shall be a defence for the person charged to prove that he took all reasonable precautions and exercised due diligence to avoid the commission of the offence by himself or by any person under his control.

Defence.
[1 of 2007].

29D. In any proceedings for an offence under this Act or Regulations where it is proved that the person charged intended to deceive, defraud or profit significantly from the offence, the penalty shall be a fine ten times the amount stipulated in section 29B or imprisonment for ten years and this penalty shall be in addition to any other penalty under this Act.

Deceit, fraud or profit.
[1 of 2007].

29E. Where a person has been convicted of an offence under this Act, the Court may, where it is satisfied that as a result of the commission of the offence—

Monetary benefits.
[1 of 2007].

- (a) the convicted person acquired any monetary benefits; or

- (b) that monetary benefits accrued to the convicted person or to the spouse or other dependents of the convicted person,

order the convicted person, notwithstanding the maximum amount of any fine that may be imposed under this Act, to pay an additional fine in an amount equal in the estimation of the Court to the amount of the monetary benefit.

Liability of Director, officer or agent of Bank. [1 of 2007].

30. Where a person has committed an offence under this Act, any director, officer or agent of the Bank, who directed, authorised, consented to, acquiesced in or participated in the commission of the offence, is a party to and commits an offence and is liable—

- (a) on summary conviction to a fine of one hundred thousand dollars and to imprisonment for two years;
- (b) on conviction on indictment, to a fine of two hundred thousand dollars and to imprisonment for five years,

whether or not the Bank or other body corporate has been prosecuted or convicted.

PART III

MISCELLANEOUS

Interest on bonds tax exempt.

31. (1) Subject to subsection (2) the Bank may issue bonds up to a maximum aggregate capital value of three hundred million dollars and the interest payable on the bonds is exempt from income tax and any other tax including unemployment levy.

(2) The Minister may by Order vary the maximum aggregate capital value of the bonds.

Upfront expenses allowable deduction. [10 of 1989]. Ch. 75:02. Ch. 75:03. 14 of 1987.

***31A.** (1) The upfront expenses incurred by the Bank in the issue of bonds shall be allowed as a deduction in computing the chargeable profits of the Bank for the purposes of the Corporation Tax Act, the Unemployment Levy Act and the National Recovery Impost.

*This section shall be deemed to have come into effect on 1st January 1987.

(2) In this section the expression “upfront expenses” means—

- (a) expenses incurred in—
 - (i) preparing, printing and vetting prospectuses;
 - (ii) preparing and printing application and subscription forms;
 - (iii) preparing and printing bond certificates;
 - (iv) artwork for bonds;
 - (v) advertising;
 - (vi) preparing debentures;
 - (vii) preparing Trust Deeds;
 - (viii) preparing affidavits;
 - (ix) preparing and vetting agency agreements;
 - (x) preparing and vetting subscription agreements;
 - (xi) searches;
 - (xii) preparing and filing company particulars;
 - (xiii) lodging of prospectus with the Registrar of Companies;
 - (xiv) stamp duty on debentures;
 - (xv) stationery; and
 - (xvi) postage;
- (b) underwriting fees;
- (c) bond managers fees;
- (d) investment fees; and
- (e) commissions payable to banks, trust companies and stockbrokers.

31B. (1) Where a person who holds bonds or other securities issued by the Bank, has nominated any person to receive any moneys in respect of the bonds or other securities held by him, such moneys shall, upon the death of that person and subject to any right, title or other interest of any other person and at any charge, encumbrance, tax or duty of any nature payable in respect of the said bonds or other securities, be payable to the nominee.

Payment of moneys to nominee. [17 of 2005].

(2) Payment by the Bank under subsection (1), shall be a full discharge of the Bank from all liabilities in respect of those bonds or other securities.

Exemption from stamp duty.

Ch. 76:01.

32. Instruments of transfer relating to the purchase or sale of the legal or beneficial interest in mortgages by the Bank in the normal course of its business are exempt from stamp duty imposed under the Stamp Duty Act.

Non-application of certain written laws. [17 of 2005 1 of 2007]. Ch. 84:04.

Ch. 79:09.

33. (1) The Financial Institutions Act and the Moneylenders' Act shall not apply to the Bank.

(2) Notwithstanding subsection (1), the Bank may not engage in the business of banking within the meaning of the Financial Institutions Act.

Application of Companies Act. Ch. 81:01.

34. The Companies Act applies to the Bank, as if the Bank were a public company registered under that Act, with such modifications as are necessary or expedient but subject always to this Act.

By-law No. 1. [17 of 2005].

Ch. 81:01.

34A. (1) The Directors of the Bank shall make By-law No. 1 of the Bank for approval and adoption at the special meeting of the Bank approving the same and upon such adoption, By-law No. 1 shall immediately come into effect and not require any further confirmation thereafter by the shareholders of the Bank.

(2) All new By-laws and all amendments or any revocation or repeal of By-law No. 1 or any part thereof or of any subsequent By-laws, shall be made or adopted by the Directors subject to section 66 of the Companies Act.

Amendment of Schedules. [1 of 2007].

34B. The Minister may, after receiving the recommendations of the Central Bank, from time to time amend the First and Second Schedules by Order subject to negative resolution of Parliament.

Transactions valid, rights preserved. [1 of 2007].

34C. No transaction shall be invalid and the rights of any party to the transaction shall not be affected by reason only of a contravention of the provisions of this Act or the commission of an offence.

35. The Minister of Finance shall, on the recommendation of the Central Bank, make Regulations subject to negative resolution of Parliament, in respect of the operations of the Home Mortgage Bank and notwithstanding the generality of the foregoing may make regulations for—

Regulations.
[1 of 2007].

- (a) treatment of assets and investments;
- (b) treatment of interest;
- (c) risk management;
- (d) reserve fund requirements;
- (e) new financial instruments;
- (f) cease and desist Orders issued by the Central Bank;
- (g) the criteria for determining the fit and proper requirements for directors, managers and shareholders; and
- (h) matters relating to inspection and examination of the Home Mortgage Bank.

(Section 21).
[17 of 2005
1 of 2007].

SCHEDULE 1

PROCEDURE FOR ANNUAL GENERAL MEETING

1. The Directors shall, on the requisition of the holders of not less than five per cent of the issued shares of the Bank that carry a right to vote, forthwith convene a meeting of shareholders, and in the case of such a requisition the following provisions shall be applicable:

- (a) the requisition shall state the business to be transacted at the meeting and shall be signed by the relevant shareholders and sent to each Director and deposited at the registered address of the Bank and may consist of several documents in like form, each signed by one or more of the relevant shareholders;
- (b) if the Directors do not, within twenty-one (21) days from the date of the requisition being so deposited, proceed to convene a meeting, the relevant shareholders or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- (c) unless section 133(3) of the Companies Act applies, the Directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Companies Act within twenty-one days from the deposit of the requisition;
- (d) any meeting convened under this paragraph by the relevant shareholders, shall be called as nearly as possible in the manner in which meetings are to be called pursuant to Divisions 5 and 6 of Part III of the Companies Act; and
- (e) a requisition by joint holders of shares shall be signed by all such holders.

2. A printed, written or typewritten notice stating the date, hour and place of a meeting shall be given by serving such notice on each shareholder entitled to vote at such meeting, on each Director and on the auditor of the Bank, not less than ten days, or in the case of an annual meeting or a meeting to pass a special resolution, not less than twenty-one days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) and in any case not more than fifty days before the date of the meeting.

3. A notice of a meeting at which special business is to be transacted shall state—

- (a) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment thereon; and
- (b) the text of any special resolution to be submitted to the meeting.

4. Subject to section 110(2) of the Companies Act, the Directors may fix in advance a date as the record date for the determination of shareholders entitled to receive notice of a meeting of shareholders, but such record date shall not precede by more than sixty days or by less than fourteen days, the date on which the meeting is to be held.

5. If no record date is fixed, the record date for the determination of the shareholders entitled to receive notice of a meeting of the shareholders shall be—

- (a) at the close of business on the business day immediately preceding the day on which the meeting is held; and
- (b) if no notice is given, the day on which the meeting is held, the Secretary or in his absence any Assistant Secretary shall comply with the requirements of section 112 of the Companies Act in respect of record dates.

6. A shareholder, the duly appointed proxy of a shareholder and any other person entitled to attend a meeting of shareholders, may, in any manner, waive notice of a meeting of shareholders or the time for the giving of any such notice or any irregularity in any such meeting, which waiver may be validly given either before or after the meeting to which such waiver relates.

7. The accidental omission to give notice of any meeting or, any irregularity in the notice of any meeting or the non-receipt of any notice by any shareholder, Director or the auditor of the Bank shall not invalidate any resolution passed or any proceedings taken at any meeting of the shareholders.

8. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9. Every question submitted to any meeting of shareholders, shall be decided in the first instance by a show of hands, unless a person entitled to vote at the meeting has demanded a ballot (either before or immediately after any vote by show of hands), and, in the case of an equality of votes the Chairman of the meeting shall, on a show of hands and upon a ballot, have a second or casting vote in addition to any votes to which he may be otherwise entitled and—

- (a) at every meeting at which he is entitled to vote, every shareholder, proxy holder or individual authorised to

represent a shareholder which is a body corporate, who is present in person shall have one vote on a show of hands.

- (b) upon a ballot at which he is entitled to vote, every shareholder, proxy holder or individual as aforesaid, shall have one vote for every share held by the shareholder; and
- (c) at any meeting unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact.

10. When the Chairman, or Deputy Chairman is absent, the persons who are present and entitled to vote shall choose another Director present to be Chairman of the meeting, but if no Director is present or all the Directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of the members to be Chairman of the meeting.

11. A ballot may be demanded either before or immediately after any vote, by a show of hands but before the declaration of the Chairman of the meeting under paragraph 9(b) above—

- (a) by the Chairman of the meeting;
- (b) by at least three shareholders present in person or by proxy; or
- (c) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting right of all the shareholders having the right to vote at the meeting.

12. If at any meeting a ballot is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment, as the Chairman of the meeting directs.

13. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

14. A demand for a ballot may be withdrawn.

15. If two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the other, vote the shares, but if two or more of those persons who are present in person or by proxy vote, they must vote together as one, on the shares jointly held by them, or not at all.

16. Votes at a meeting of shareholders may be cast either personally or by an individual authorised by a resolution of the Directors or governing body of any corporation to represent it at meetings of shareholders of the Bank.

17. (1) Every shareholder including a shareholder that is a body corporate entitled to vote at a meeting of shareholders may, by means of a proxy appoint a proxy-holder or proxy-holders or one or more alternate proxy-holders, to attend and act at the meeting in the manner and to the extent authorised by the proxy and with the authority conferred by the proxy.

(2) A proxy shall be executed by the shareholder or his attorney authorised in writing or, if appointer is a body corporate, either under seal, or under the hand of an officer or attorney duly authorised, and is valid only at the meeting in respect of which it is given or any adjournment thereof.

(3) It is not necessary for a person appointed by proxy to be a shareholder.

(4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified or office copy of that power or authority shall be deposited at the registered address of the Bank or at such other place within Trinidad and Tobago as is specified for that purpose in the notice of meeting not exceeding forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

(5) The Bank shall concurrently with the giving of notice of a meeting of shareholders, send a form of proxy in the form prescribed in the Companies Act to each shareholder who is entitled to receive notice of the meeting.

(6) The Bank shall send with every solicitation of a proxy a management proxy circular with the notice of the meeting and shall concurrently send a copy to the Commission.

18. The Chairman of any meeting may with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the same from time to time to a fixed time and place and no notice of such adjournment other than by announcement at such meeting need be given to the shareholders unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, in which case the notice of the adjourned meeting shall be given as for an original meeting.

19. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same, may be brought before or dealt with at any adjourned meeting for which no notice is required.

20. A quorum for the transaction of business at any meeting of the shareholders shall be present if the holders of a majority of the shares entitled to vote at the meeting are present in person or represented by proxy or by a representative of a shareholder which is a body corporate, irrespective of the number of persons actually present at the meeting.

21. If a quorum is present at the opening of any meeting of the shareholders, the shareholders present or represented as aforesaid may proceed with the business of the meeting. Notwithstanding a quorum is not present without thirty minutes of the time fixed for a meeting of shareholders, the persons present or represented as aforesaid and entitled to vote may adjourn the meeting for a fixed time and place but may not transact any other business.

22. Notwithstanding any of the foregoing provisions of this paragraph, a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of the shareholders is, subject to section 132 of the Companies Act, as valid as if it had been passed at a meeting of shareholders.

[1 of 2007].

SCHEDULE 2

Classes of financial activities of the Home Mortgage Bank which the Central Bank may supervise include the following:

<i>Class</i>	<i>Activities</i>
1. Merchant Bank	Floating and underwriting stocks, shares and bonds— Loans syndication Providing consultancy and investment management services and corporate advisory services Acceptance credit Project Development Lease financing Inter-bank financing
2. Mortgage Institution	Mortgage lending

SCHEDULE 2—Continued

<i>Class</i>	<i>Activities</i>
3. Trust Company	Managing Trust Funds Performing duties of trustees, executor or administrator and attorney Administration of Pension Funds Mortgage lending
4. Collective Investment Funds	Providing facilities for the participation by persons as beneficiaries under a trust or other scheme, in profits or income arising from the acquisition, holding, management or disposal of securities or any other property whatever.

SUBSIDIARY LEGISLATION

126/1993.

**HOME MORTGAGE BANK (VARIATION OF MAXIMUM
CAPITAL VALUE OF BONDS) ORDER**

made under section 31(2)

Citation.

1. This Order may be cited as the Home Mortgage Bank (Variation of Maximum Capital Value of Bonds) Order.

Maximum
aggregate
capital value of
bonds varied.

2. The maximum aggregate capital value of bonds which the Bank may issue is varied from three hundred million dollars to six hundred million dollars.
