



**ST. KITTS NEVIS ANGUILLA TRADING AND DEVELOPMENT COMPANY LTD**

P.O. Box 142 • Fort Street • Basseterre • St. Kitts • West Indies  
Tel: (869) 465-2511 • Fax: (869) 465-1099  
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## **Notice of Meeting**

Notice is hereby given that the forty-seventh (47<sup>th</sup>) Annual General Meeting of the St Kitts Nevis Anguilla Trading and Development Company Limited (TDC) will be held at the Conference Room, Caribbean Confederation of Credit Unions (CCCU) Building, Fortlands, Basseterre, St Kitts with a satellite venue at the Red Cross Building, Chapel Street, Charlestown, Nevis, on Thursday, January 07, 2021 at 5:00 p.m.

### **Agenda**

1. To receive the Report of the Directors
2. To receive and consider the Report of Auditors
3. To receive and consider the Financial Statements for year ended January 31, 2020
4. To elect Directors to replace those retiring by rotation
5. To consider, and if thought fit, pass as special resolutions the two resolutions set out in the attachment
6. To appoint Auditors and to authorize the Directors to fix their remuneration for the ensuing year

### **BY ORDER OF THE BOARD**

Warren Z. Moving  
Company Secretary

December 04, 2020

Please note that, due to the strict observance of Covid-19 protocols regarding assembly, the facilities at Caribbean Confederation of Credit Unions Building, can accommodate only 100 persons and at the Red Cross Building, only 25 persons. To ensure your attendance, in person, you are asked to register by calling 465-2511 extension 1162 or 1116, by 5:00 p.m. on January 6, 2021.

If you wish to join the meeting virtually, you can do so by registering via the following link: <https://tdcltd.page.link/agm> before 12:00 p.m. on the day of the meeting.

A member entitled to attend, and vote is entitled to appoint one or more Proxies to attend, and on a poll, to vote instead of him/her. A Proxy need not be a member of the Company. A form of proxy is enclosed. Proxies must reach the Company Secretary not less than 24 hours prior to the Annual General Meeting.

**Registered Office:** Fort Street • Basseterre • St. Kitts • West Indies

**Directors** • EA Kelly BA, MBA (Chairman/CEO) • NN Menon BSc, MBA • GR Jeffers BBA • MS Bowry BSc, MBA, CPA • DM Morton CBE, JP • CLA Wilkin CMG, QC, MA (Cantab) • MR Walwyn BSc, MA, Dip, Law • MR Edwards BA (Hons), MSc • ON Brisbane BSc, MSc • KM Armony BCSc • WE Lawrence OBE, BSc, MSc, CPA, CGMA •

**Company Secretary** • WZ Moving BSc •

**Bankers** • CIBC FirstCaribbean International Bank (Barbados) Limited • Royal Bank of Canada • Republic Bank (EC) LTD • SKNA National Bank Limited



## RESOLUTIONS

1. **BE IT RESOLVED THAT ARTICLE 146 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY BE DELETED AND REPLACED BY THE FOLLOWING ARTICLE:**

146. The directors may lay, in such format (including electronically) as the directors determine, before the Company at each annual general meeting the statement of income and expenditure, the balance sheet, the report of the directors and the auditors' report. A copy of the said documents shall, at least 10 clear days before the meeting, be published on the Company's website. The Company shall provide a copy of the said documents to any member who requests same in writing.

2. **BE IT RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE ADDITION OF THE FOLLOWING ARTICLES:**

168. (1) A person is able to exercise the right to speak and hear at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting and to hear the information or opinions of all the other persons attending the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) Notwithstanding any other provision of the Articles of Association, the directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak and hear or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and hear and to vote at that meeting, they are (or would be) able to exercise them.

169. Notwithstanding any other provisions of the Articles of Association a poll may be conducted by electronic means.



170. Notwithstanding any other provision of the Articles of Association, any notice required by statute or the Articles to be sent to any shareholder or debenture holder may be delivered personally or sent by pre-paid mail to the latest address of the shareholder or debenture holder or may be sent by electronic transmission to the latest number or address of the shareholder or debenture holder for electronic communications, as shown on the records of the Company or the Company's transfer agent.

171. Notwithstanding any other provision of the Articles of Association, any notice or other documents required by statute or the Articles to be sent to a director or alternate director of the Company (including but not limited to notices of meetings, minutes, reports, the Company's accounts and accounting records) may be made available to the director or alternate director by electronic means or may be delivered personally or sent by pre-paid mail to the latest address of the director or alternate director or may be sent by electronic transmission to the latest number or address of the director or alternate Director for electronic communications, as shown on the records of the Company.

172. Notwithstanding any other provision of the Articles of Association, any notice or other documents required by statute or the Articles to be sent to the auditor of the Company (including but not limited to notices of meetings, the Company's accounts and accounting records) may be delivered personally at or sent by pre-paid mail to the business address of the auditor or may be sent by electronic transmission to the number or address for electronic communications provided by the auditor.

173. Notwithstanding any other provision of the Articles of Association, an instrument appointing a proxy to attend and vote at a general meeting may be sent by a shareholder to the Company by electronic transmission to the number or address of the Company provided in the notice convening the general meeting provided that the instrument reaches the Company not later than 48 hours prior to the date of the general meeting.

174. Notwithstanding Article 86 and any other provision of the Articles of Association, notice to the Company of the authority of a person claiming under articles 83, 84 or 85 to exercise the right to vote at a general meeting of the Company may be sent to the Company by electronic transmission to the number or address of the Company provided in the notice convening the general meeting provided that the notice reaches the Company not later than 48 hours prior to the date of the general meeting.





# Proxy Form

ST. KITTS NEVIS ANGUILLA TRADING AND DEVELOPMENT COMPANY LIMITED

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a Member/Members of the above named Company hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_ as  
my/our proxy to vote in my/our name and on my/our behalf at the Annual General Meeting  
of the Company to be held on Thursday, January 07, 2021 and at any adjournment  
thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature \_\_\_\_\_