

**Codrington Trust**

Cap. 244.

**CODRINGTON TRUST (MANAGEMENT OF CODRINGTON ESTATE AND CODRINGTON COLLEGE) BY-LAWS, 1986**

G. No. 72/  
1986. G. No.  
74/1992.

**Authority:** Made by the Chairman, Codrington Trust on the 11th July, 1986 under section 11 of the *Codrington Trust Act*.

**Commencement:** 11th July, 1986.

1. These By-Laws may be cited as the *Codrington Trust (Management of Codrington Estate and Codrington College) By-Laws, 1986*. Short title.

2. (1) The Trustees shall have power to manage the affairs of the Codrington Estate and to govern Codrington College and to conduct and administer the affairs of the College. Specific powers of trustees.

(2) Subject to the provisions of the *Codrington Trust Act*, and to any other enactment of the Government of Barbados thereto pertaining the Trustees shall have power Cap. 244

- (a) to let either on lease or tenancy agreement or licence to occupy for any period such parts of the Codrington Estate and any buildings thereon as may be suitable for agriculture, dairy farming, occupation, recreational purposes, extraction of minerals or any other purpose permitted by law and to execute any document necessary for such purpose;
- (b) to collect rents, licence fees, dues and any other moneys arising from any such letting or occupation;
- (c) to cultivate and manage or cause to be cultivated and managed according to the principles of good husbandry such parts of the estates as are not let;
- (d) to cause or permit to be extracted minerals from the land and for such purpose to execute mining or mineral extraction agreements and way-leaves;

(e) subject to paragraph (a) of this clause to enter into Agreement with the Government or other parties for the development of the Estate or any part thereof;

(f) to collect the rents, profits and income of the Codrington Estate and to pay them into the Account of the Codrington Trust.

Election of Chairman. **3.** The Trustees shall at their first meeting in each year elect a Chairman and Deputy Chairman from amongst themselves.

Meetings. **4.** Meetings of the Trust shall be held as often as the Chairman thinks necessary but not less than once in every 6 months, provided that the Executive Secretary may convene a meeting on the request of any 3 members of the Trust.

Executive Secretary. **5.** The Board shall appoint an Executive Secretary who may be a member of the Trust.

Functions of Executive Secretary. **6.** The duties of the Executive Secretary

- (i) to give effect to the decisions of the Trustees,
- (ii) subject to any general or special directions of the Trustees, to manage the affairs of the Trust on a continuing basis,
- (iii) to record and circulate minutes of meetings of the Trustees and of the College Board,
- (iv) to keep proper financial records,
- (v) to carry out such other duties as may be determined by the Trustees from time to time.

Quorum casting vote, minutes. **7.** (1) Four shall form a quorum. Decisions shall be by a majority of the members present and voting. The Chairman shall have an original and casting vote. In the absence of the Chairman and the Deputy Chairman those present may elect a Chairman for the meeting.

(2) Provided that members of the Trust may participate in a meeting of the Trust by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation

in a meeting pursuant to this provision shall constitute presence in person at such meeting.

A resolution in writing (in one or more counterparts) signed by all the members of the Trust for the time being entitled to receive notice of meetings of the Trust or by all members of any Committee of the Trust shall be as valid and effectual as if it had been passed at a meeting of the Trust or of any Committee of the Trust duly conveyed and constituted.

**8.** (1) The Executive Secretary shall keep proper books of account which shall be produced for inspection when required by the Trustees. The Trustees shall appoint a properly qualified person to act as auditor. Accounts.

(2) The books shall be closed on the thirtieth day of September in each year and copies of the audited accounts of Codrington College and of the Codrington Estate shall be sent to each of the Trustees not later than the thirty-first day of December.

(3) If at any time the Executive Secretary has ground to suppose that the income from the Estate will fall short of or exceed the estimated figures he shall as soon as may be call the attention of the Trustees to the circumstances.

**9.** All moneys received by the Trustees from or for the credit of the Codrington Estate shall be lodged to the credit of an account in a Bank in Barbados in the name of the Codrington Trust. Withdrawals from that account shall require the signature of the Chairman, Deputy Chairman or a member of the Trust duly authorized by the Trust in that behalf and countersigned by the Executive Secretary. Bank Account.

**10.** (1) The Trustees shall have power from time to time to invest any balance for the time being standing to the credit of its bank account and deemed to be surplus to current requirements in any security or securities allowed by law for the investment of trust funds and from time to time to realize or vary such investments. The proceeds of any investment realized shall, pending disposal or re-investment to be paid to the credit of the Codrington Trust bank account. Investment.

(2) Subject to 10.1 supra, the Trustees shall pay over to the Codrington College account such amount of the net revenue from

the rent, profits and operation of the Codrington Estate as the Trustees may from time to time determine.

Delegation. **11.** The Trustees may delegate any of its powers to Committees of such persons as it thinks fit and any Committee so formed shall conform to any regulation imposed on it by the Trustees. Provided always that the Chairman of such Committee and at least one half of the members of such Committee shall always be members of the Trust. The quorum necessary for the transaction of the business of any Committee may be fixed by the Trustees provided that at every meeting of any such Committee more than half of the total number of members present shall be members of the Trust. In all other respects the meetings and proceedings of any such Committee shall be governed by the provisions of these By-laws for regulating meetings and proceedings of the Trust so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.

Validity of acts. **12.** All acts *bona fide* done by any meeting of the Trust or by any Committee of the Trust or by any person acting as a member of the Trust or of a Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or was qualified to be a member of the Trust or of such Committee.

Government of Codrington College. Cap. 244. **13.** (1) The Trustees appointed under Section 7 of the *Codrington Trust Act* shall be responsible for the government of Codrington College and for the conduct and administration of the affairs of the College. The College shall continue to have the primary purpose of training candidates for Holy Orders for the Church in the Province of the West Indies and the curriculum shall from time to time be approved by the Trustees in consultation with the Province and shall include instruction in tropical hygiene and first aid and if feasible in other medical subjects.

(2) In performance of its functions at 1 above, the Trustees shall be advised by a College Board which shall be constituted in the following manner

- (a) Chairman of the Provincial Commission on Ministry who shall be Chairman of the Board
- (b) The Pro Vice-Chancellor of the U.W.I. (Cave Hill Campus) or his nominee
- (c) 3 persons nominated by the Provincial Synod, 1 from each house with power to the Standing Committee of the Provincial Synod to make the initial nominations
- (d) One person nominated by the Minister in Barbados responsible for Ecclesiastical Affairs
- (e) Two persons nominated by the Codrington Trust
- (f) The principal
- (g) One person nominated by the teaching staff of the College
- (h) One person nominated by the student body.

Nominated members other than members nominated under paragraph 2(g) and 2(h) shall hold office for 3 years and shall then cease to hold office but may be re-nominated. Nominations under paragraph 2(g) and 2(h) shall be made annually.

(3) On the occurrence of any vacancy in the membership of the Board, the Secretary shall, under the direction of the Chairman, notify the nominating body or person and request a nomination to fill the vacancy.

(4) The failure of any nominating body or person to make a nomination to the College Board shall not prevent the Board at any meeting from proceeding to the despatch of business provided a quorum is present.

(5) The College Board may co-opt not more than 2 members for such periods, not exceeding 3 years, as it may decide. Co-opted members shall be entitled to vote and shall have all the powers of nominated members.

- 14. (a) Advise the Trustees on the curriculum of the College
- (b) Ensure that appropriate academic standards are maintained
- (c) Where a vacancy occurs, recommend to the Trustees for appointment a suitable person to be the Principal of the College

Functions  
of College  
Board.

- (d) In consultation with the Principal, make recommendations to the Trustees for the appointment of the Teaching Staff of the College
- (e) Subject to the approval of the Trustees, to regulate the conditions of employment of the Principal and all other members of staff, including disciplinary control and suspension and termination of appointments
- (f) Undertake such other duties and functions as may from time to time be referred to it by the Trustees.

**Meetings.**

15. (1) The College Board shall meet at such times and places as it may determine, provided that at least one meeting is held in every academic year at Codrington College.

(2) The Chairman shall preside at meetings of the Board. In his absence the members present may elect one of their members to be Chairman, provided that the Principal shall not be elected Chairman.

(3) The Executive Secretary shall be Secretary of the Board.

(4) The Secretary shall convene meetings as required by the Chairman or on the written request of any 3 members. Five members shall form a quorum. Decisions shall be by a majority of the members present and voting and the Chairman shall have an original and a casting vote.

**Staffing  
of College;  
the Principal.**

16. (1) *The Principal:* Where a vacancy occurs the College Board shall recommend to the Trustees a suitable person or suitable persons to be appointed Principal of the College.

(2) The Principal shall be responsible for the day to day running of the College and subject to any general or special directions of the Trustees given at a meeting or obtained by correspondence for the appointment and dismissal of the non-teaching staff (other than the Bursar). Such appointments shall be made within the budget authorized by the Trustees.

**Teaching  
Staff.**

17. (1) The College Board after consultation with the Principal as to the terms of service and salary to be offered within the budget shall make recommendations to the Trustees for the appointment of the Teaching Staff of the College.

(2) On the recommendation of the College Board or the Principal, as the case may be, the Trustees shall have power to suspend from duty any member of the Teaching Staff and on the recommendation of the College Board, to terminate the services of any member of the Teaching Staff.

**18.** The Trustees reserve the right to refer back to the College Board any recommendation for the appointment or termination of appointment of the Principal or member of the Teaching Staff for re-consideration. Reservation of right.

**18A.** (1) There shall be a Development Committee which shall be constituted in the following manner Development Committee. G. No. 74/1992.

- (a) two persons nominated by the Trust from among the Trustees;
- (b) the Principal of Codrington College or his nominee;
- (c) one person nominated by the Barbados National Trust;
- (d) not more than 7 persons nominated by the Trust with experience in areas relevant to the developmental needs of the College and the Codrington Estates.

The Trust shall appoint a Chairman from amongst the persons nominated under (d).

(2) Members nominated under 1(d) above shall hold office for 3 years but may be re-nominated.

(3) On the occurrence of any vacancy in the membership of the Committee

- (a) under 1 (a) or 1 (d) above the Chairman shall notify the Trust which shall nominate someone to fill the vacancy;
- (b) under 1(c) above the Chairman shall notify the Barbados National Trust which shall nominate someone to fill the vacancy.

(4) The failure of the Trust or the Barbados National Trust as the case may be to make a nomination to the Committee shall not prevent the Committee at any meeting from proceeding to the dispatch of business provided a quorum is present.

(5) Five members shall form a quorum. Decisions shall be by a majority of the members present and voting. The Chairman shall have an original and a casting vote.

(6) The Committee shall have power to co-opt persons for such periods of time and for such purposes as it may deem fit.

(7) The Committee shall meet as often as it may deem necessary but not less than once in every 3 months.

#### FUNCTIONS OF THE DEVELOPMENT COMMITTEE

(8) Subject to any general or specific directions from the Trust the Committee shall

(a) be responsible for the co-ordination of fund-raising activities;

(b) advise the Trustees on the following matters

(i) the proper maintenance of buildings and grounds of the College;

(ii) the preparation and implementation of a long-term plan for the development of the buildings and grounds;

(iii) the economic development of the Codrington Estates as a source of revenue;

(iv) such other matters as may from time to time be referred to the Committee by the Trustees;

(c) undertake and carry out such other functions as may expressly be referred to the Committee by the Trustees from time to time.

(9) Nothing in the foregoing shall be construed as in any way derogating from the right of the Trustees to seek advice from such other bodies or persons as they may deem appropriate.

Bursar.

**19.** (1) The Trustees shall appoint a suitable person to be Bursar of the College and shall give him a letter of appointment setting out his terms of service.



(2) The Bursar shall, under the direction of the Executive Secretary and the day to day guidance of the Principal, be responsible for the material resources of the College and in particular

- (a) to maintain the College building and generally supervise the grounds of the College;
- (b) be responsible for the supervision of the non-teaching and domestic staff;
- (c) perform the duties of Treasurer of the College including the keeping of proper books of account.

(3) The trustees shall have power to suspend from duty or terminate the appointment of the Bursar.

**20. *Source of Revenue:*** The capital commitments and current expenses of the College shall be defrayed from moneys derived from the following sources Finance.

- (a) the trustees;
- (b) the Province and the Dioceses of the Church of the Province of the West Indies;
- (c) gifts, wills and legacies;
- (d) fees;
- (e) gifts from the U.S.P.G.;
- (f) any other source which may from time to time be available.

**21.** The Bursar shall prepare and lay before the Trustees not later than the thirtieth day of June in each year estimates of the income and expenditure of the College for the financial year beginning on the first day of October and the Trustees shall consider the same for approval and fix the budget for the ensuing year. Estimates.

**22.** After the budget has been approved, the Trustees shall notify the Bursar of the amount of income which will be available as income to the College and will also notify the Provincial Synod and the Diocese of the Province of the Schedule of fees payable for the ensuing year. Trustees to notify Bursar, etc. of available income.

**Accounts.**       **23.** The Trustees shall ensure that the accounts are available when required and shall appoint a properly qualified person to act as auditor.

**Closure of  
Accounts.**       **24.** The books shall be closed on the thirtieth day of September in each year and copies of the audited accounts shall be sent to each member of the Trust not later than the thirty-first day of December. If at any time the Bursar has grounds to suppose that during the course of the financial year, for any reason the income of the College will fall short of the estimated figure, he shall as soon as may be, call the attention of the Trustees, through the Executive Secretary, to the circumstances.

**College  
Bank  
Account.**       **25.** All moneys received for the College from whatever source shall be lodged to the credit of Codrington College account at a bank in Barbados. All withdrawals from the College bank account shall require the signature of

- (i) the Principal and the Bursar in respect of cheques for the ordinary running of the College up to a maximum of \$5 000 per cheque;
- (ii) the Deputy Chairman or Executive Secretary and countersigned by the Principal or the Bursar in respect of cheques in excess of \$5 000 or for unusual expenditures on the College account.