

THA VENTURE CAPITAL EQUITY FUND COMPANY LTD. (VCEFL)

SHORT TERM POSITION

POSITION TITLE: CORPORATE SECRETARY / LEGAL OFFICER

APPLICATION DEADLINE: MONDAY 25TH AUGUST 2025

1. INTRODUCTION

Tobago House of Assembly Venture Capital Equity Fund Company Limited, hereinafter referred to as "the VCEFL", is seeking proposals from suitably qualified service providers for the provision of Corporate Secretary / Legal Officer services. The purpose of this RFP is to provide bidders with sufficient information to enable them to respond fully to this RFP.

2. JOB SUMMARY

The incumbent will be required to render **Corporate Secretary / Legal Officer** services to the Board of Directors of VCEFL. The Corporate Secretary/Legal Officer provides Corporate Secretarial services to the Board of Directors of VCEFL. The person in this position reports to the Board of Directors while maintaining a dotted line relationship with the General Manager on a daily basis. Corporate Secretary/ Legal Officer provides support and legal advice generally to the VCEFL, including but not limited to Industrial Relations, Contract Management, Corporate Governance, and Company's Registry matters.

3. REPORTS TO

Chairman, VCEFL Board of Directors

4. SUPERVISION GIVEN TO

N/A

5. INFORMATION TO BIDDERS

5.1 COMPANY BACKGROUND

The Tobago House of Assembly Venture Capital Equity Fund Company Limited (VCEFL) is a venture capital company (VCC) incorporated on 9th February 2010, and registered as a VCC in accordance with the Venture Capital Act, 1994. The VCEFL was established by the Tobago House of Assembly (THA) and commenced operations in 2011. VCEFL is managed by the Board of Directors which reports to the Secretary of the Division of Finance, Trade and The Economy. The mandate of the company forms part of the wider Tobago business development strategy to provide an alternative to debt financing for entrepreneurs on the island through the offer of equity investment in companies.

5.2 CORPORATE GOVERNANCE STRUCTURE

The Board of Directors (the Board) is the company's primary decision-making body and among its responsibilities is the prudent management of the funds under administration and oversight of the investment portfolio. The Board meets on a monthly basis and meetings are on average two to three hours long. The Board comprises of seven (7) members.

The Audit Committee is a sub-committee of the Board of Directors responsible for ensuring that the Company's financial statements are accurate and reliable. Additionally, it assumes responsibility for overseeing and reviewing the financial reporting process, the Company's internal control systems, audit activities, and monitoring the external auditors. The Audit Committee usually comprises three members of the Board of Directors with an as needed approach to scheduling meetings.

The Budget & Finance Committee is a sub-committee of the Board of Directors tasked with managing and monitoring VCEFL's budgetary priorities, goals, and the changes in revenue and spending necessary to achieve those goals. The Budget Committee usually comprises three members of the Board of Directors with an as needed approach to scheduling meetings.

The Human Resource Committee is a sub-committee of the Board of Directors comprised of a minimum of three (3) members of the Board. The Human Resource Committee was established to oversee the management of the human capital of the Company, to review, monitor and make policy recommendations for the approval of the Board of Directors, and to ensure the Company adheres to the tenets of transparency, accountability, and best industrial relations principles and practices. The HRC usually schedules meetings on an as needed basis.

The Investment Committee is comprised of 3 - 5 members with two members of the VCEFL Board of Directors participating. The Deputy Chairman of the VCEFL Board typically serves as the Chairman of this Investment Committee. The Investment Committee is responsible for oversight of the Investment Fund, risk management, compliance, the evaluation and approval/decline of requests

for investment. This Committee reports to the Board of Directors. The Investment Committee generally meets for one to two hours on a monthly basis, or as required dependent on the workload.

6. DUTIES AND RESPONSIBILITIES

The following are the key deliverables, duties and responsibilities for the appointed Corporate Secretary / Legal Officer.

Board of Directors

- 1) Provide Corporate Secretarial and Corporate Governance advice and service to the Board of Directors of VCEFL assuring that the Board meets its obligations in accordance with the Companies Act, Venture Capital Act, and other pertinent laws of Trinidad and Tobago.
- 2) Provide guidance to the Board on their duties and responsibilities, and high quality independent advice to the Board of Directors, the General Manager and the Management Team on corporate governance, statutory requirements, legislation, procurement, securities, regulatory, protection of company interests, and all other areas of potential risk to the Company.
- 3) Co-sign contracts, deeds, memoranda, non-disclosure agreements, term sheets, shareholders agreements, and all other instruments binding VCEFL. Ensure all company contracts and agreements safeguard the Company's interest and protect the Company from contractual risks.
- 4) Manage the minutes and official records of meetings of the Board of Directors, Committees and Sub Committees of the Board, and Annual General Meetings (AGMs).
- 5) Ensure the timely preparation and circulation of meeting minutes and other supporting meeting documents. Draft minutes are to be presented within five (5) business days of a meeting's adjournment.
- 6) Convene and give notice of meetings (Board, Committees, and AGM) as aligned with the Companies Act and VCEFL By-Laws.
- 7) Develop meeting agendas, in consultation with the Board Chairman, Investment Committee Chairman, and the Chairman of other committees.
- 8) Clearly communicate directives from the Board to ensure that the required action is taken by the person(s) responsible in a timely manner.
- 9) Liaise with all Board members to facilitate their responsibilities and undertakings regarding the Company.
- 10) Prepare Board resolutions and arrange for signature upon confirmation.

All of the above are required on a monthly basis.

Investment Committee

- 11) Manage the minutes and official records of meetings.
- 12) Ensure the timely preparation and circulation of meeting minutes. Draft minutes are to be presented within five (5) business days of the meeting's adjournment.
- 13) Convene and give notice of meetings.

14) Develop meeting agendas in consultation with the Committee Chairman.

15) Circulate meeting documents and other support materials.

All of the above are required on a monthly basis.

Company

16) Provide advice to ensure the company meets its statutory requirements and complies with the company's By-Laws, Articles of Incorporation, the Companies Act, the Venture Capital Act, and any other relevant legislation.

17) Prepare for and host the Annual General Meeting of the Company.

18) Ensure that statutory notices such as annual returns, notices of change of directors, change of registered office, change of secretary, allotment of shares, execution of unanimous shareholders agreements, and declaration of beneficial ownership, are promptly filed with the relevant agencies so as to avoid penalty and/or interest charges.

19) Implement and maintain statutory registers and other company records as required by law.

20) Liaise with external entities such as the Office of the Procurement Regulator, the Registrar General's Department, and the T&T Securities and Exchange Commission as is necessary to ensure the Company's compliance with the relevant legislation and regulations.

All of the above are on an as needed basis.

Other Work

21) Schedule appointments for the Board of Directors to meet officials of the Tobago House of Assembly, Central Government, investee companies, and other stakeholders.

22) Perform other related duties as assigned.

23) If other work is identified as scope of work but not listed explicitly in the section titled "Terms of Reference", and it is a requirement to complete the duties of the titled position, then assume that scope falls within your responsibility. Any work identified as such must be listed and described separately in the "Request for Proposals" response along with detailed estimate of the associated fees.

DURATION

The work is short-term for a period of four to six (4 – 6) months in the first instance. However, this can be adjusted to any other period as may be subsequently agreed to in writing by the parties involved.

7. MINIMUM KNOWLEDGE, SKILLS, ABILITIES & EXPERIENCE

- i. Bachelor's Degree in Law (LL. B)
- ii. LEC / Master of Laws Qualification
- iii. Admission to practice as an Attorney at Law in Trinidad and Tobago (valid Practicing Certificate)
- iv. Experience in corporate and commercial law

- vi. Associate of the Institute of Chartered Secretaries and Administrators
- vii. At least 8 years' experience as a corporate secretary that is evidenced by practical knowledge of board operations and corporate governance principles.
- viii. At least 5 years' experience in a management/leadership role.
- ix. Ability to communicate effectively both orally and in writing.
- x. Ability to work under pressure and strict deadlines.

8. **APPLICATION INSTRUCTIONS**

8.1 The Closing Date for proposal submissions is **Monday 25th August 2025** no later than **4:00pm**.

8.2 Proposals must be submitted either:

- i. via email to Tamara.Cowie@gov.tt and copied (cc'd) to tobagoventurecapital@gmail.com with the subject **Corporate Secretary Proposal**, or
- ii. delivered to the VCEFL Office in a sealed envelope marked **"Corporate Secretary Proposal"** addressed to:

*Tamara Cowie
General Manager
THA Venture Capital Equity Fund Co. Ltd.
Victor E. Bruce Financial Complex
6-10 Post Office Street
Scarborough 900212, Tobago*

8.3 The proposal of services and financial considerations must include:

- i. A signed cover letter - A brief detailing the professional qualifications relevant for the position of the individual performing the services, and any recent experience in an assignment of a similar nature to the stated services requested.
- ii. A resume / curriculum vitae.
- iii. A minimum of two (2) references/brief testimonials no older than 24 months. To include name, contact number and email address for each reference.
- iv. Any proposed staff to assist in the assignment (if relevant).
- v. The financial section of the proposal should present:
 - o Total Fees
 - o Summary of costs quoted in fees per day or month
 - o Breakdown of fees per activity e.g.
 - services to the Board of Directors
 - services to the Investment Committee
 - services to committees other than the Investment Committee
 - services for Annual General Meetings
 - for any other additional meetings

This should clearly give explanation of the basis for the resulting fees i.e. the daily or hourly rates and the time durations used.

- Assurance that the fee proposals will remain valid for a minimum period of ninety (90) days from the closing date of submissions.
- Terms of Payment

8.4 Requests for clarification must be raised no later than five (5) days prior to the closing date for submission of the proposals. The VCEFL will respond to inquiries circulating the reply to all bidders (without identifying the source of inquiry). Any request for clarification must be submitted via email to the addresses listed in the "Submission Procedures" section.

9. GENERAL CONDITIONS

9.1 Individuals and firms/businesses are eligible to propose services.

9.2 The successful bidder will be considered an independent consultant/contractor and not a direct employee of VCEFL.

9.3 After the VCEFL formal evaluation and approval process, and any negotiations between parties, the successful bidder will receive a formal letter of award.

9.4 After award both parties will be required to sign a contract.

9.5 **Acceptance of Proposals** The VCEFL does not bind itself to accept the lowest price or any other proposal. The cost of preparing the proposal and negotiating the contract including any visit to the VCEFL are not reimbursable as a direct cost of the assignment. VCEFL will assume no expense related to preparation and submission of this proposal.

9.6 **Right to Alter** The VCEFL reserves the right to reject any and all proposals, in whole or in part, to request new proposals; and to cancel or amend this request at any time prior to the execution of the written contract or agreement.

9.7 . The VCEFL will make best efforts to complete negotiations within the sixty (60) day validity period of the fee proposal.

9.8 **Confidentiality** Upon award of the contract the Corporate Secretary will treat all information and documents produced and circulated with the strictest of confidence during and subsequent to the life of the engagement.