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1. Interpretation

- a. In these Bye-Laws, unless the context otherwise requires:
 - i. The "Comissioner" means the Commissioner for Co-operative Development;
 - ii. The words "he", "his" and "him" shall also mean "she", "hers" and "her";
 - iii. "The Board" means the Board of Directors;
 - iv. "Meeting of the Society" means any General Meeting or any meeting of the board or of the Credit, Supervisory or Education Committee;
 - v. "The Act" means the Co-operative Societies Act, Chapter 81:03 of the Laws of Trinidad and Tobago and any amendments thereto;
 - vi. "The Regulations" means the Co-operative Societies Regulations 1971 and any amendments thereto;
 - vii. "The Rules" means the Rules as provided for in Bye-Law No. _____;
 - viii. "The Society" means the PECU Credit Union Co-operative Society Limited;
 - ix. An "Officer" means the holder of an elected or appointed office on the Board, Supervisory Committee, Credit Committee or any other person so defined by the Board;
 - x. Wherever in these Byelaws a Special Majority is required and the computation of that Special Majority includes a fraction of a person, the fraction shall be considered a person;
 - xi. An "Inactive Member" is a member who did not purchase at least forty eight (48) share/s for a period of twenty four (24) months;
 - xii. A member in "Good Financial Standing" is a member who is neither delinquent nor inactive;
 - xiii. A "Delinquent Member" is a member who is in default of payments of money when due;
 - xiv. "Term" means

- a. For the Supervisory Committee one (1) year i.e. from one Annual General Meeting to another;
- b. For the Credit Committee one (1) year i.e. from one Annual General Meeting to another;
- c. For the Board of Directors three (3) years. Wherever a person is elected to serve for a portion of a term such portion shall be considered a term.

b. These Byelaws are supplementary to the provisions of the Act and the Regulations and the Society shall be guided by the Act, Regulations and the Bye-laws read together.

2. Name, Registered Address and Area of Operations

- a. The Society shall be called "PECU Credit Union Co-operative Society Limited". The registered address shall be at No. #50, Park Street, Port of Spain or at such other place as from time to time be decided by the Board, in accordance with Bye Law 45. In the event of any change of the registered address, notice of such change shall be given within thirty (30) days thereafter to the Commissioner.
- b. The area of operations of the Society shall be - The sovereign state of Trinidad and Tobago.

3. Objects

The objects of the Society shall be:

- a. To improve the economic and social condition of its members by:
 - i. Promoting thrift and saving among its members'
 - ii. Providing loans to members for provident and productive purposes
 - iii. Providing other services as approved by members in General Meetings
 - iv. Offering financial services of high quality at fair rates consistent with the co-operative philosophy
- b. To encourage the spirit and practice of self-help and co-operation and to promote the development of co-operative ideas by;

- i. Educating members in co-operative principles and practices;
 - ii. Affiliating and/or collaborating with any other co-operative societies or organizations in the interest of the membership
 - iii. Educating members in the practice of prudent financial management to improve their economic conditions;
- c. To do all such lawful things as are incidental or conducive to the attainment of the above objects including the holding and disposing of property;
- d. To protect, preserve and safeguard the assets of the members by;
- i. Applying effective control mechanisms to its financial operations;
 - ii. Exercising the prudence and diligence of ordinary men of business in undertaking financial ventures;
 - iii. Seeking appropriate professional advise where necessary;
 - iv. Appointing competent and trustworthy officials and staff;

4. Membership

a. Classification

Membership in the Society shall be classified as:

- i. Adult Membership: persons who have attained the age of eighteen (18) years;
- ii. Juvenile Membership: persons under the age of eighteen (18) years;
- iii. Employees of the Society who are eighteen (18) years of age and over;
- iv. Other registered Co-operative Societies in Trinidad and Tobago;
- v. Notwithstanding Byelaw 4(iii) persons who were granted membership in the Society and no longer qualify for membership in accordance to Byelaw 4(i) may continue to be

members at the discretion of the Board.

4.1 Admission

- a. Application for membership shall be made to the Secretary on the prescribed form and shall be entertained where the applicant is recommended by a member. All applications shall be decided by the Board. The negative votes of three (3) members of the Board shall disqualify any applicant from membership.
- b. Membership shall commence from the date of approval by the Board subject to payment of a non-refundable entrance fee of _____ dollars (\$) _____ and purchase of one (1) full share.
- c. All entrance fees shall be credited to the Reserve Fund.
- d. A first copy of these Bye-Laws shall be given free of charge to each person admitted to membership. Any additional copies required by the member will be supplied at a cost to be determined by the Board.

4.2 Termination

- a. Membership shall be terminated by death or insanity of a member, by written resignation, expulsion in accordance with these Bye-Laws or by loss of the qualifications required for membership;
- b. A member shall have the right to resign from the Society provided that he is not indebted to the Society directly or indirectly.

4.3 EXPULSION

- i. If any member violates these Bye Laws or otherwise acts in a manner prejudicial or inimical to the good repute or interest of the Society, the Board may, by a two thirds (2/3) majority vote of its members present at a meeting convened for the purpose, expel the member from the Society. A concise statement in writing of the grounds alleged for such expulsion must first have been served upon the member and he must also have been given a reasonable opportunity of being heard in his own defense. The member shall also be entitled to be represented

- at any hearing by a person of his choice;
- ii An appeal from the findings of the Board may be made by an expelled member by letter in writing addressed to the Secretary to reach him within fifteen (15) days of the date of service of the Order of Expulsion upon him;
 - iii Where an expelled member lodges an appeal against his expulsion with the Secretary, the Board shall convene a Special General Meeting within thirty (30) days of the receipt of the notice of the appeal. The special general meeting shall review the facts and issues involved and shall have power by a vote of a majority of members present to confirm or disallow the expulsion of the appellant;
 - iv Where the Board fails to hold a Special General Meeting within the thirty (30) days allowed under this Bye Law, the expulsion of the appellant shall automatically be rescinded;
 - v Pending the determination of any appeal as aforesaid, an expelled member shall continue to enjoy all the rights of membership;
 - vi An expelled member shall be entitled to receive any dividends, patronage refunds or other interest payable to members up to date on which he ceased to be a member by virtue of his expulsion;
 - vii If any person who is a witness in any proceedings under this Bye Law or has any direct or indirect interest therein shall sit in the position of Chairman at any board or Special General Meeting held under this Bye Law or be present when any charge or appeal is being determined, the whole of such proceedings shall be null and void and of no effect;
 - viii At the hearing of any appeal under this Bye Law, the appellant shall be at liberty to call witnesses in his defense and to be represented by a person of his choice;
 - ix A member shall have the right to appeal to the Commissioner against the findings of the Board or the special general meeting on the grounds that he was denied the right to a fair hearing or that the

procedures for the hearing and determination of the charge or appeal were contrary to the laws of natural justice or that the penalty imposed on him was harsh or oppressive or not warranted at all.

- x Upon such an appeal being lodged with the Commissioner within fourteen (14) days of the service of the Order of Expulsion or the findings of the special general meeting upon the member, the Commissioner or a person nominated by him shall hear and determine the appeal.

5. Unclaimed Shares/Dividends/Bonus

- i If the whereabouts of any member are not known to the Society and no claim is made within two (2) year/s from the date of his last transaction with the Society, the Board may transfer his shares and/or interest, after deducting any sum due to the Society, to an unclaimed share account. Any sums remaining unclaimed in this account for three (3) year/s may be transferred to the Reserve Fund;
- ii The Board may entertain claims made in respect of any sums transferred to the Unclaimed Shares Account or Reserve Fund upon the production of such proof, as it may deem satisfactory.

6. Liability

- i The liability of a member for the debts of the Society shall be limited to the value of shares held by him;
- ii The liability of a past member for the debts of the Society as they existed at the time when he ceased to be a member, shall continue for a period of two (2) years from the date of his ceasing to be a member;
- iii The estate of a deceased member shall be liable for a period of two (2) years from the date of his decease for the debts of the Society as they existed at the time of his death.

7 Nomination of Beneficiary/ies

- i **Appointment of Nominee**

Every member of the society shall in writing under his hand and attested by two (2) witnesses and delivered to the office of the Society during his life time, nominate any person or persons to whom or to whose credit the shares or interest or the value of such shares or interest held to his account with the Society, may in the event of his death be paid or transferred. A member shall not be entitled to appoint more than one (1) nominee in respect of each share he holds;

ii **Change of Nominee**

A member from time to time may revoke or change such nomination in writing under his hand similarly attested and delivered. All such nominations, revocations or variations shall be recorded in a Register of Members. No revocation or variation of a nomination shall be valid unless done in the manner prescribed above;

iii **Fees**

No fee shall be payable for the first nomination made by a member. For each subsequent revocation, nomination or variation, the nominator shall pay a fee of ten dollars (\$10.00);

iv **Payment to Nominee**

On receiving satisfactory proof of the death of the nominator, the Board shall pay to the nominee/s, in the manner directed by the nomination, the sum representing the full value of the shares and interest of the deceased member less any sum due to the Society, subject to Bye Law 7v;

v **Limit**

Provided further, the Society shall, unless prevented by order of a Court of competent jurisdiction, pay to such nominee or nominees or legal personal representative as the case may be a sum not exceeding the amount prescribed in the Act due to the deceased member from the Society. All other monies due to the deceased member from the Society shall fall into his estate.

vi **Intestacy**

If a member dies interstate, without having made any nomination, the board may without a grant of Letters of Administration pay a

sum not exceeding the amount prescribed in the Act to such person or persons as may appear to it, on sufficient evidence, to be entitled to receive the same within one (1) year. If such member is not survived by mother, spouse or lawful issue or any person who under the provisions of the Matrimonial and Property Act 1972 is entitled to the said sum the Board shall deal with it as the Administrator General may direct.

8 Capital

The capital of the Society shall include the following:

- i Shares subscribed by members
- ii Deposits from members only
- iii Loans from both members and non-members
- iv Any sums capitalized from the annual surplus of the Society with the authority of the general meeting
- v Dues payable by members
- vi Grants and Donations from National and International Agencies
- vii Funds - Mobilized through special projects

9 Shares

a. Value

- i Shares shall be valued at five dollars (\$5.00) each and may be purchased outright or by installments;
- ii No member may hold at any time for than one fifth (1/5) of the total paid-up share capital of the Society;

b. Transfer

- i Shares may be transferred in writing from one (1) member to another. All transfers shall be in the form prescribed by the Board. A fee of ten dollars (\$10.00) shall be paid for each transfer;
- ii No transfer of a share shall be valid and effective unless and until such transfer has been registered on the direction of the Board;
- iii No transfer of shares shall be registered if the request is made

by a member who is indebted to the Society without special order of the Board.

- iv All share transaction shall be at par value;
- v On the death of a member the Board may, subject to Bye Law 7iii transfer his shares to the person nominated by him if qualified to be a member or to the heir or legal representative if so qualified;

c. Lien on Shares and Deposits

The Society shall have a lien on the shares, deposits and dividends or bonus of a member for any sum due to the Society by such member or for any loan endorsed by him. For the purpose of enforcing the lien, the Board may transfer to a member, or to a person having the necessary qualifications for membership, the shares, deposits and dividends or bonus, the subject of such lien in such manner as it thinks fit, but no such transfer shall be made until notice in writing of the intention to transfer shall have been served on such member and default shall have been a made by him in the payment of such money for one hundred and eighty (180) days after service of such notice. The proceeds of such sale shall be applied in or towards the payments of such monies and the residue, if any, applied to the defaulting member;

d. Withdrawal of Shares

- i Notwithstanding anything to the contrary contained in these Bye Laws, a member may withdraw any portion of his shares capital not pledged to the Society in respect to loans received or endorsed by him or in respect of any other indebtedness to the Society;
- ii The Board may require a member to give notice not exceeding three (3) months of his intention to withdraw the whole or any part of his shares;

10 Deposits

- i A member may deposit money into his account in the Society subject to the terms and conditions

specified by the Board;

- ii The Board may require a member wanting to make a withdrawal to give written notice not exceeding five (5) days.

11 Application of Funds

- i The funds of the Society shall be used exclusively for achieving the stated objects of the Society;
- ii The Society may also use its funds to hold, purchase, take on lease in its own name any freehold or leasehold lands, and may sell, exchange, mortgage, lease or build upon the same, with power to alter and pull down building and again rebuild;

12 Investments

The Society may invest or deposit its funds:

- i In any bank approved by the Commissioner;
- ii In any securities issued or guaranteed by the Government of the Republic of Trinidad and Tobago;
- iii IN the shares or on the security of any other Society, provided that no such investment shall be made in the shares of any other Society other than one with limited liability; or
- iv In any other manner permitted by the Commissioner;

13 Distribution of Surplus

Out of the annual net surplus of the Society, at least ten percent (10%) shall be credited to the Reserve Fund. From the remaining net surplus, the General Meeting shall have power to order the following payments/allocations: -

- i An amount of not less than ten percent (10%) may be credited to an Education Fund;
- ii A dividend on shares. Dividends may be paid to members in cash or other wise as the general meeting may decide;
- iii A bonus proportionate to the total amount of business don by each member with the Society during the previous year. The bonus due to members may be paid to them

in cash or other wise as the general meeting may decide. The bonus due to non-members who are not eligible to become or do not wish to become members shall be carried to a Common Good Fund; the bonus due to non-members, eligible in terms of these Bye Laws for membership may be credited to them as shares within twelve (12) months of the declaration of the said bonus, if such non-members are admitted into the Society;

- iv A percentage rebate of interest in proportion to the amount paid by each member;
- v an honorarium to any non-salaried officer;
- vi The balance of the net surplus may be used at the discretion of the general meeting for the constitution of a share Transfer Fund, Dividend Equalization Fund, Building Fund, Special Reserve Fund, a Common Good Fund, a Capital Reserve Fund, a Pension Fund or part may be carried forward to the succeeding year.

14 Provision for Public, Co-operative or Charitable Purpose

With the approval of the Commissioner, the general meeting shall have power after making the prescribed payment to the Reserve Fund to: -

- i. Set aside a sum not exceed fifty percent (50%) of its net surplus; and
- ii. At any time utilize that sum in contributing to any public, co-operative or charitable purpose.

15 Interim Bonus

- i. A bonus or rebate may be paid to members before the end of a financial year only with the approval of the Commissioner;
- ii. It is hereby expressly declared that on no account shall any dividends be paid to members except after the end of a financial year as authorized by the general meeting.

16 Reserve Fund

- i The Reserve Fund shall be

indivisible and no member shall be entitled to any specific share thereof;

- ii The Reserve Fund may, with the approval of the Commissioner, be applied to meet bad debts or losses sustained through extraordinary circumstances over which the Society has no control.

17 Education Fund

- i The Education Fund shall be used for the education and training of the members and staff of the Society or any other organizations or person/s who qualify under the Society's education policy;
- ii The Education Fund shall be administered by the Education Committee under the directives of the Board.

18 General Meetings

- i The supreme authority of the Society shall be vested in properly constituted General Meetings of members at which every member has the right to attend and vote on all questions;
- ii The Annual General Meeting shall be convened by the Board not later than one (1) month after the report on the audit of the accounts of the Society is received by the Board. At least forty-five (45) days notice shall be given to all members. The notice shall state the date, time and venue of the meeting and the business to be transacted thereat;
- iii A Special General Meeting shall be convened by the Secretary on the request of the President, the Board, the Supervisory Committee, the Commissioner or his representative or on receipt by the Secretary of a written demand signed by not less than fifty (50) members, stating the purpose of the meeting;
- iv A Special General Meeting shall be held within thirty (30) days of the receipt of the request or demand;
- v The quorum of any Annual General Meeting or Special General Meeting shall be fifty (50) member, or ten percent (10%) of

the total membership, whichever is the lesser.

- vi No matters other than those stated on the Agenda shall be discussed at any Special General Meeting even though a majority of the members present vote otherwise.

19 Notice of Meetings

- i All members shall be given at least twenty-one (21) days notice of any General or Special General Meeting;
- ii Notices of all General Meetings may be given or served to the addresses of members as recorded in the books of the Society. Members who fail to supply their addresses or any change therein or who are out of the country shall not be entitled to receive notices of any meeting;
- iii Notice of the Annual General Meeting or any Special General Meeting shall be deemed to have been given or served upon every member of the Society if a notification thereof be struck up in conspicuous place at the registered office or place of business of the Society for at least fourteen (14) days previous to such meeting and in addition, if notice thereof be published once a week in two (2) daily newspapers circulating in the territory during at least fourteen (14) days prior to such Annual General Meeting;

20 Adjournment / Dissolution of General Meeting

- i If after forty five (45) minutes of the time fixed for any Annual General or Special General Meeting other than a Special General Meeting convened at the request of the Commissioner, the members present are not sufficient to form a quorum, such meeting shall stand adjourned to a date not less than fourteen (14) days thereafter and members shall be notified accordingly at least seven (7) days before the date thereof; such notification to be made in the same manner as for a General Meeting. The decisions of the adjourned meeting shall be final, conclusive and binding on all members irrespective of the number of members present not constituting a quorum'

- ii In the case of a meeting called on the demand of the required number of members, such meeting shall be dissolved if after forty five (45) minutes of the time fixed for the said meeting the members present are not sufficient to form a quorum;

- iii If the Secretary fails to call a Special General Meeting within thirty (30) days from the receipt of a demand by the required number of members, the members applying for such a meeting shall have the right to convene and hold the meeting by notice which must contain the objectives of the proposed meeting and a statement to the effect that the meeting has been convened on the failure of the Secretary to convene the meeting demanded;

- iv Notwithstanding anything to the contrary in these Bye Laws, any number of members present at an Annual General or Special General Meeting called by or on the demand of the Commissioner shall be deemed to constitute a quorum and all decisions at any such meeting shall be final, conclusive and binding on all members of the Society.

21 Voting

- i Save as is otherwise provided in these Bye Laws or as is requested by members, decisions at any meeting of the Society shall be made by a majority of the votes cast by members present;

- ii Each member who has attained the age of fourteen (14) years shall have but a single vote irrespective of his share holding and there shall be no voting by proxy;

- iii A member being a Society shall cast a single vote through a duly delegated agent;

- iv The Chairman of any meeting of the Society shall, in the event of an equality of votes, have a casting vote in addition to his original vote;

- v No person may be present or vote at any meeting of the Society when any matter is being decided in which he has a direct or indirect interest;

- vi In respect of every resolution put to the vote the Chairman shall declare:-
 - Whether it has been carried or last;
 - Whether the voting was by show of hands or by ballot; and
 - Whether the decision was unanimous or by a particular majority, and in respect of all such declarations the minutes shall be conclusive evidence thereof.

22 Powers and Duties of Annual General Meeting

The powers and duties of the Annual General Meeting shall be:-

- i To consider the accounts and reports presented by the Board and Committees for the preceding year together with any comments thereon made by the Auditor and/or the Commissioner;
- ii to discuss and recommend changes in the budget for the current financial year;
- iii To allocate surplus from the previous year subject to the Act, Regulations made thereunder and these Bye Laws;
- iv To approve payment of a dividend subject to the maximum recommended by the Board;
- v To approve and/or amend any Rules made by the Board under Bye Law;
- vi To elect a Board of Directors, a Credit Committee and a Supervisory Committee. Such elections shall be by secret ballot only by resolution of a majority of the members present and voting;
- vii To elect two (2) substitutes each for the Board and the Credit and Supervisory committees for a term of one (1) year. The substitutes shall take office on the Board or any Committee in respect of vacancies arising during the year;
- viii To consider and decide upon proposals for amendments to the Bye Laws;
- ix To approve the maximum liability of the Society;
- x To approve or vary the quantum of

honorarium recommended by the Board for any unsalaried officer;

- xi To appoint an Auditor for the ensuing term from the list of Auditors approved by the Commissioner;
- xii To deal with any other business duly brought forward.

23 General Rules for the Board of Directors

- a. Definition
 - i There shall be a Board of Directors which shall be entrusted with the general management of the affairs of the Society;
- b. Composition
 - i The Board shall consist of twelve (12) members, four of whom shall be re-elected or replaced at each Annual General Meeting;
 - ii Provided that at the first general meeting to be held within one (1) month after approval of these Bye Laws one third (1/3) of the members of the Board shall be elected to serve until the first Annual General Meeting, one third (1/3) of the members to serve until the second Annual General Meeting, and one third (1/3) of the members to serve until the third Annual General Meeting.
 - iii The Board shall at its first meeting be held within fourteen (14) days after the date of each Annual General Meeting elect from its own members a President and a Vice President. The Board may also appoint a Secretary, Assistant Secretary, Treasurer and such other officers as may be determined, any or all of whom may not be a member of the Board.
- c. Eligibility
 - Any member who has attained the age of eighteen (18) years shall be eligible to hold office.
- d. Powers and Duties of the Board
 - The Board shall exercise all the powers of the Society except those reserved to the General Meeting of the members and in particular shall have the following powers and duties:
 - i To appoint, suspend or dismiss the Manager of the Society, to

- determine his duties and powers and to fix the salaries and emoluments of all paid staff;
- ii To appoint, suspend or dismiss other paid employees of the Society. The Board may delegate this power to the Manager subject to such conditions as it may impose;
 - iii To make decisions on applications for membership;
 - iv To contract loans and authorize expenditure; and to appoint agents to act for and on behalf of the Society;
 - v To see that the accounts are accurately kept, to prepare or cause to be prepared, not later than one (1) month after the close of the financial year, statements of accounts and a balance sheet and submit these to be audited;
 - vi To decide on a plan of operation together with a budget before the end of each financial year; to ensure at each Board meeting that the plans and budget are followed or revised according to actual operation;
 - vii To deal with complaints;
 - viii To appoint Board members to represent the Society and vote on its behalf at any meeting of any other Society of which it is a member;
 - ix To expel members in accordance with these Bye Laws;
 - x To prescribe the security to be given by any employee or officer of the Society;
 - xi To review annually the Bye Laws and if necessary, propose amendments to the Annual General Meeting;
 - xii To enter into contracts on behalf of the Society. Such contracts shall bear on behalf of the Society the signatures of the President and the Secretary. Any contracts so signed and/or executed shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such President or Secretary or that they or any of them were disqualified, be as valid and binding on the meeting and the members thereof as if every such person had been duly appointed and was duly qualified;
 - xiii To determine the rate of interest on savings and deposits accounts;
 - xiv To determine the rate of interest on loans to members;
 - xv To recommend the rate of dividends, bonuses, patronage or rebate of interest to be paid to members;
 - xvi To formulate rules and policies for the Society;
 - xvii To have charge of investments and all property of the Society;
 - xviii To keep all property of the Society insured against loss;
 - xix To appoint an Education Committee;
 - xx To authorize the initiation, compromise or abandonment of legal or arbitration proceeding;
 - xxi To delegate the bank or banks in which funds of the Society shall be deposited;
 - xxii To appoint such sub committees as may be necessary and to determine their terms of reference;
 - xxiii To delegate such authority as may from time to time be found necessary for the efficient operation of the Society;
 - xxiv To take all such practical and expedient measures for the good management, supervision and administration of the affairs of the Society for which no provisions have been made in these Bye Laws.
- e. Limitations
- i No person may be a member of the Board and salaried employee of the Society at the same time. A member of the Board who takes up paid employment with the Society shall automatically relinquish his seat on the Board;
 - ii Any person who is in the paid employment of the Society shall not be eligible for election to the Board;
 - iii Any member who is in the paid

- employment of the Society may be nominated for election to the Board and, if contesting, that member shall resign his post officially before the vote is taken;
- iv The Payment of an honorarium to an officer as approved by the Annual General Meeting or of any allowances for the performance of specific tasks assigned to him by the Board shall not be deemed to be a salary paid to the officer.
- f Disqualification
A Board or Committee member shall cease to hold office if he: -
- i Ceases to be a member of the Society;
 - ii Applies for bankruptcy or is declared bankrupt;
 - iii Becomes of unsound mind;
 - iv Is employed by the Board and is in receipt of a salary or wage;
 - v Is convicted of any offence involving dishonesty;
 - vi Fails to attend three (3) consecutive meetings without tendering a valid and proper excuse thereof;
 - vii Contravenes Bye Law **23k**.
- g Meetings
- i The Board shall meet as often as the business of the Society may require but not less than once each month. At all meetings of the Board seven (7) members shall constitute a quorum;
 - ii A meeting of the board shall be convened by the Secretary on the direction of the President or at the request of a majority of the Board members;
 - iii The Secretary of the Society shall on the request in writing of the Commissioner or his representative summon a Special meeting of the Board at which the Commissioner or his representative shall be at liberty to attend and discuss any matter touching the affairs of the Society. Any number of members present at a meeting of the Board convened on the request of the Commissioner shall be deemed to constitute a quorum;
- iv The Commissioner or his representative shall at all times be entitled to a seat at meetings of the Society and to take part in the deliberations thereof but shall not vote;
 - v At least seven (7) days notice shall be given to member of any Board Meeting. Together with the notice, a copy of the Agenda and various documentation necessary shall be sent to Board Meetings;
 - vi If after half an hour of the time fixed for any meeting of the Board, a quorum is not present, the meeting shall be adjourned to the same day in the following week and members shall be notified accordingly at least five (5) days in advance. The number of members present at the adjourned meeting shall be deemed to constitute a quorum.
- h. Procedure at Board Meetings
- i Registration/Invocation
 - ii Opening remarks by Chairman
 - iii Consideration of Minutes
 - iv Business arising from minutes
 - v Financial Reports
 - vi Other Reports
 - vii Other relevant business
- i Leave of Absence
A Board or Committee member may take leave of absence if he: -
- i Is charged of any offence involving dishonesty or criminal activity;
 - ii Is required to be away from the Society (or country) for not more than 12 months.
- j Conflict of Interest
No Board or Committee Member shall be present when any matter is being decided in which he has a direct or indirect interest.
- k Confidentiality
All Transactions of the Society with its members and all information regarding their personal affairs shall be held in the strictest confidence by all the members of the Board and Committees and Employees of the Society.
- l Responsibility
In their conduct of the affairs of the Society the members of the Board and Committees shall at all times observe the Act, the Regulations and the Bye Laws and shall exercise the prudence and diligence of ordinary men of

business and shall be responsible for any loss sustained through negligence or act contrary to the Act, the Regulations, the Bye Laws or Rules made thereunder. They shall report truthfully and faithfully to the membership.

24 Borrowing Powers

- i The Board may borrow money on behalf of the Society to an amount not exceeding the Maximum Liability fixed by the members in General Meeting and approved by the Commissioner;
- ii The Society may borrow money from persons who are not members for the purpose of meeting any of its obligations or discharging any of its functions or objects.

25 Security for Financial Officers

An officer or employee whose duties involve the handling of the funds of the Society shall give security in such amount as may be determined by the Board and approved by the Commissioner.

26 Rules

- i The Board shall have power to make such rules for the conduct of the affairs of the society as to it from time to time may seem necessary, and as would not be repugnant or contradictory to the Bye Laws of the Society, the Act or the Regulations;
- ii A book containing all such rules shall be kept open at all times for inspection by members or any person authorized by the Commissioner;
- iii No such rules shall be valid until ratified by the members in general meeting and approved by the Commissioner for which purpose three (3) copies shall be forwarded to him.

27 Nomination Committee

- i The Board may appoint a Nominating Committee comprising of not more than five (5) members of the Society whose duty shall be the selection of qualified members who are willing to be considered for election to the Board, Supervisory or Credit Committee by the Annual General Meeting;
- ii Notwithstanding the

recommendations of the Nominating Committee, any member shall have the right to nominate other members for election to the Board, Supervisory or Credit Committee at the Annual General Meeting.

28 Minutes of Meetings

- i All resolutions passed or decisions made at any meeting of the Society shall be recorded in the Minutes which shall be signed by the Secretary or other person recording same and countersigned and dated by the Chairman of the meeting at which the minutes were confirmed;
- ii The minutes shall also contain: -
 - The names of the officers and the number of members present at the meeting;
 - The time fixed for the meeting and the time the meeting started;
 - The membership of the Society on the date of the meeting; and
 - The resolutions passed or decisions made at the meeting.

29 Motions

- i The Chairman of any meeting of the Society may propose any motion without previous notice provided that the majority of the members present agree thereto, and provided further, that he shall propose any motion when requested by the Commissioner;
- ii Seven (7) clear days notice shall otherwise be given to the Secretary in writing of any matter other than those on the Agenda at any such meeting, and no member shall be entitled to ask any question or initiate discussion on any matter of which such notice has not been given except with the consent of the Chairman;
- iii Notwithstanding the provisions of (i) and (ii) above, a motion of 'no confidence' may only be moved at a meeting specially convened for the purpose.

30 Age Qualification of Officers

An individual who has not attained the age of eighteen (18) years shall not be an Officer of the Society but may be an employee of the Society.

31 Duties of Officers

President

- i The President shall summon and

preside at General, Executive Committee and Board Meetings of the Society and shall in the case of an equality of votes, have a casting vote;

- ii He shall together with other officers specified in these Bye Laws sign all cheques, instruments and other documents on behalf of the Society;
- iii He shall sign the Minute Book and shall perform such other duties as appertain to his office.

Vice President

- i The Vice President shall perform the duties of the President in the absence or disability of that officer and such other duties as may be assigned to him by the Board.

Secretary

- i The Secretary shall keep correct records of the meetings of the members and of the Board of Directors. He shall give due notice of all meetings in the manner prescribed by the rules, and shall perform all other duties incidental to his office and such other duties as may be assigned to him by the Board of Directors. In the performance of his duties, he shall be assisted by the Assistant Secretary.

Assistant Secretary

- i The Assistant Secretary shall assist the Secretary in the performance of his duties and carry out such other duties as may be assigned to him by the Board.

The Treasurer

- i He shall ensure that the financial policy of the Society as directed by the Board or Annual General Meeting be effectively pursued by the Society's Administration and act as the Board's financial adviser;
- ii He shall have prepared for the consideration of the Board such budgets and statements as they may require;
- iii He shall be a signatory to instruments of the Society, together with other person or persons as the Board may direct from time to time.

32 Duties of Manager

- i The Manager shall be responsible

for conducting the day-to-day affairs of the Society and shall in all cases act in the discharge of his duties under the direction and control of the Board;

- ii He shall be responsible for all cash coming into the Society and shall deposit within forty-eight (48) hours after receipt, all funds in his possession in the bank or banks prescribed except such sums as authorized to be kept in hand by the Board. All banking accounts shall be in the name of the Society;
- iii He shall render a proper account of all monies received and paid by him at the end of each month or at such other times as the Board may require and shall submit a monthly report on the accounts of the Society for consideration of the Board;
- iv He shall prepare for the consideration of the Board such budgets and financial or other statements as the Board may require;
- v He shall be responsible for the proper and punctual keeping of all books, accounts, registers and other documents of the Society under his control;
- vi He shall be the Secretary to the Executive Committee;
- vii He shall sign cheques and other documents of the Society if necessary together with one (1) or more Executive Officers;
- viii He shall attend Board and General Meetings when requested so to do by the President and provide such information as may be requested of him;
- ix He shall perform such other duties as may be assigned to him by the Board;
- x He shall have charge of documents and other papers of the Society;
- xi He shall have custody of the Seal of the Society.

33 Contracts of Employment

Every employee of the Society shall enter into a contract of employment which shall contain such terms and

conditions of service as may be mutually agreed upon between the Board and the Employee.

member) the monthly financial statement prepared by the Treasurer or Manager of the Society;

34 Supervisory Committee

- i The Supervisory Committee shall consist of three (3) members to be elected at each Annual General Meeting none of whom shall be eligible for service on the Board or the Credit Committee;
- ii No member shall serve for more than three (3) consecutive terms.
- iii A Chairman and a Secretary shall be chosen by and from the members of the Committee at their first meeting after each Annual General Meeting;
- iv Two (2) members shall constitute a quorum;
- v Any vacancies occurring in the interim between Annual Meetings shall be filled by substitutes elected at the Annual General Meeting;
- vi The Supervisory Committee shall:
 - Make an examination of the affairs of the society, including an audit of its books at least semi-annually, and, if necessary convene a Special General Meeting and submit its report at each such meeting;
 - Make an annual report of its audit and submit same to the Annual General Meeting of the members;
 - By the unanimous vote of all its members if it deems such action to be necessary to the proper conduct of the affairs of the Society, suspend any Board or Committee member and convene a Special General Meeting within thirty (30) days to act on such suspension. The members present at that meeting may, by majority vote, sustain such suspension and remove such member or reinstate such member;
 - If is deems such action necessary, have a Special General Meeting convened of the members to consider any matter which the Committee will submit to the meeting;
 - Attest (at least one (1)

- vii The members of the Supervisory Committee shall keep themselves fully informed as to the financial condition of the Society by examining, at least every six (6) months, the share and deposit accounts and loan balances, the securities, cash and accounts and all applications for loans made during the period under examination. They shall also satisfy themselves that for each loan, proper documents are on file, that each application embodies the purpose for which the relative loan was made and that the security offered is adequate. They shall also ensure that each loan application approved bears the signatures of at least three (3) members of the Credit Committee. At least one (1) member of this Committee shall attest the balance sheet required to be submitted to the Commissioner.

35 Credit Committee

- i The Credit Committee shall be responsible for the approval and general supervision of all loans to members;
- ii The Committee shall consist of five (5) members elected by the members at each Annual General Meeting. A Chairman and a Secretary shall be chosen by and from the members of the Committee at their first meeting after each Annual General Meeting. The Secretary shall prepare and keep a full and correct record of all decisions taken by the Committee;
- iii Three (3) members shall constitute a quorum;
- iv The Committee shall meet not less than once a week and act in accordance with the loan policy set down by the Board. Additional meetings shall be held from time to time as business may require;
- v The Committee shall enquire carefully into the financial position of borrowing members and their endorsers so as to ascertain their ability to repay fully and promptly the obligations assumed by them,

and ascertain whether the loan promises to be of benefit to the borrower. The Committee shall determine the terms upon which the loan shall be paid;

- vi When there are pending more loan applications than can be granted with the funds available, preference shall be given to applications for smaller loans if the credit factors are nearly equal;\
- vii The Committee shall submit a quarterly report of its activities of the Board.

36 Loans to Members

Credit Unions

- i The Society shall make loans exclusively to its own members and solely for a provident or productive purpose. Interest on such loans shall be fixed by the Board;
- ii An application for a loan shall be made on the prescribed form signed by the member desiring the loan, showing name of applicant, date, amount required, time and method of repayment, the purpose for which the loan is required, the security offered (if any), and any other relevant information required by the Credit Committee;
- iii No loan shall be made unless approved by a majority of the members of the Credit Committee who are present at the meeting at which the application is considered. If there is a difference of opinion concerning the granting of a loan the decision shall be arrived at by ballot;
- iv No loan shall be made to a member who is indebted to the Society which results in the member remaining indebted to the Society on two (2) separate loans, neither of which is secured by a mortgage or charge on property owned by the member;
- v No loan to an officer of this Society shall exceed the amount of his holdings in the Society as represented by shares, deposits and accumulated dividends and interest thereon; nor may any officer endorse for borrowers loan (or endorsement) in excess of such holdings may be made (or accepted) if approved by the vote of a two-third (2/3) majority of all

the other members of the Board, Credit and Supervisory Committees sitting together or with the consent in writing of all the said members other than the borrowing officer;

- vi The procedure to be followed in the granting of loans will be set out in a Loan Policy for guidance of members and the Credit Committee. The Board may from time to time revise the Loan Policy.

Other Co-operatives

- i The Board shall be responsible for the approval and general supervision of all loans to members;
- ii The Secretary shall prepare and keep a full and correct record of all decisions taken by the Board;
- iii The Board shall consider application for loans at least once a month and Act in accordance with the loan policy set down by the Board. Additional meetings shall be held from time to time as business may require;
- iv The Board shall enquire carefully into the financial position of borrowing members and their endorsers so as to ascertain their ability to repay fully and promptly the obligations assumed by them and ascertain whether the loan promises to be a benefit t the borrower. The Board shall determine the terms upon which the loan shall be repaid;
- v When there are pending more loan applications than can be granted from the funds available preference shall be given to application for small loans if the credit factors are nearly equal.

Procedure

- i The Society shall make loans exclusively to its own members and solely for a provident or productive purpose. Interest on such loans shall be fixed by the Board;
- ii An application for a loan shall be made on the prescribed form signed by the member desiring the loan, showing name of applicant, date, amount required, time and method of repayment, the purpose for which the loan is required, the security (if any), and any other

relevant information required by the Board;

- iii No loan shall be made unless approved by a majority of the members of the Board who are present at the meeting at which the application is considered. If there is a difference of opinion concerning the granting of a loan the decision shall be arrived at by ballot;
- iv The Board may appoint Loan Officers and specify the limits of their authority. Loans to officers of the Society shall be outside of the jurisdiction of such Loan Officers.
- v No loan shall be made to a member who is indebted to the Society which results in the member remaining indebted to the Society on two (2) separate loans, neither of which is secured by a mortgage or charge on property owned by the member.

37 Education Committee

- i The Board shall at its first meeting after the Annual General Meeting appoint a Committee of five (5) persons, who may also be members of the Board or any other Committee, to be known as the Education Committee;
- ii The Committee shall be in charge of publicity and education. The Committee will arrange for the purchase of books and magazines and for the maintenance of a library for the use of members. The Committee shall arrange for educational publications for circulation among members, for the exhibition of films and the holding of seminars and conferences;
- iii The Chairman and Secretary shall be chosen by and from among the members of the Committee at its first meeting after its appointment. The Committee shall be empowered to co-opt persons to be members who shall take part in all discussions but shall not have the right to vote;
- iv The Committee shall, within six (6) weeks of its first meeting submit to the Board for approval, a budget to cover the programme of activities for the year;

- v The members of the Committee shall meet at least once a month and shall continue to serve until replaced;
- vi The Committee shall submit a quarterly report on its activities to the Board;
- vii The Committee shall submit an Annual Report of its activities to the Board for presentation to the Annual General Meeting.

38 Financial Year

The financial year of the Society shall end on March 31 each year.

39 Seal

The Seal of the Society shall bear legibly engraved on it at length the registered Name of the Society. It shall be affixed to any instrument except by the authority of the Board and in the presence of the President and Secretary or such other person as the Board may appoint for the purpose, and the President or Secretary or other persons as aforesaid shall sign and date every instrument to which the Seal of the Society is so affixed in their presence.

40 Books and Registers to be Maintained

The Society shall keep and maintain such books and registers as approved by the Commissioner.

41 Pass Books/Statements

- i Every member or depositor shall be issued with a Pass Book in which shall be recorded all monies paid to the Society towards shares, deposits, repayment of loans, interest and fines in separate columns. Loans paid out and shares or deposits withdrawn shall also be recorded therein. Every entry in the Pass Book shall be initialed by the person receiving, paying or entering the money represented thereby;
- ii No money shall be received from or paid to a member or depositor in respect to these accounts unless his Pass Book is presented for the proper entry to be made therein;
- iii In the event of the Society's accounts being computerized or

mechanized the Pass Book shall be replaced by the issue to each member of at least a quarterly statement containing all his financial transactions with the Society including the balances on each account containing therein;

42 Audit of Accounts

The accounts shall be audited within two (2) months of the end of the said financial year.

43 Agreements

- i Members are principally committed to do all relevant business transactions with the Society;
- ii The Board of Directors has the powers to formulate agreements between the Society and its individual members;
- iii Agreements under (ii) above shall specify such fines to be imposed on members who fail to keep such agreements.

44 Disputes

Any dispute touching the affairs of the Society shall be referred to the Commissioner for decision in accordance with Section 67 of the Act and No. 53 of the Regulations.

45 Amendments

- i A Resolution to amend the Bye Laws of this Society in accordance with Section 21 of the Act shall not be valid unless it was passed by a majority of not less than three-fourths (3/4) of the members present at the General Meeting at which the resolution was proposed.
- ii If a resolution referred to in (i) above is not passed by the required majority the same resolution may, unaltered, be proposed at another General Meeting convened for the purpose, not earlier than one (1) month nor later than two (2) months after the General Meeting at which it was first proposed and it is then passed by a majority of members the resolution shall be valid for the purpose of Section 21 of the Act;

- iii A copy of every resolution passed under (i) and (ii) above, shall be forwarded to the Commissioner together with three (3) copies of the amendment;

- iv No amendment shall be valid or effective until approved and registered by the Commissioner.

46 Interpretation

Any doubts arising in respect of the meaning or interpretation of any of the provisions of these Bye Laws shall be referred to the Commissioner for clarification.

Executive Committee

The Executive of the Board shall be the President, Vice President, Secretary, Assistant Secretary and the Treasurer. The Manager may be approved as Secretary to the Committee.

Role and Function

- i As an intermediary body to make decisions and or recommendations and have same rectified by the Board;
- ii Shall meet as often as possible. One of it's meetings will be to prepare for the Statutory Board Meeting.

COMMENTS