



**CANNING'S EMPLOYEES' CREDIT UNION
CO-OPERATIVE SOCIETY LIMITED**

**CANNING'S EMPLOYEES' CREDIT UNION
CO-OPERATIVE SOCIETY LIMITED**

BYE-LAWS

F E B R U A R Y 2 0 1 5

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(1) INTERPRETATION

In these Bye-Laws, unless the context otherwise requires:

- a. The "Commissioner" means the Commissioner for Co-operative Development;
- b. The words "he", "his" and "him" shall also mean "she", "hers" and "her";
- c. "The Board" means the Board of Directors;
- d. "Meeting of the Society" means any General Meeting or any meeting of the Board or of the Credit, Supervisory or Education Committee;
- e. "The Act" means the Co-operative Societies Act, Chapter 81:03 and any amendments thereto;
- f. "The Regulations" mean the Co-operative Societies Regulations 1971 and any amendments thereto;
- g. "The Rules" means the Rules as provided for in Bye-Law No. 25; and
- h. "The Society" means the Canning's Employees' Credit Union Co-operative Society Limited.
- i. 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.
- j. Wherever in these Bye-Laws a Special Majority is required and the computation of that majority results in a fraction of a person, that fraction shall be counted as a person.
- k. An "Inactive Member" can be defined as a member who did not purchase at least one (1) share for a period of twelve (12) months or do any other business with the credit union.
- l. A member in "Good Financial Standing" is a member who is neither delinquent nor inactive.
- m. A "Delinquent Member" is a member who is in default of payments of money when due.
- n. "Term" means:
 - i. For the Supervisory Committee see Bye-Law 33
 - ii. For the Credit Committee see Bye-Law 34
 - iii. 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.

These Bye-Laws 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 CANNING'S EMPLOYEES' CREDIT UNION CO-OPERATIVE SOCIETY LIMITED or CECU.
- b) The registered address of the Society shall be at 10 VICTORIA AVENUE PORT OF SPAIN IN THE ISLAND OF TRINIDAD or at such other place as from time to time is decided by the Board, in accordance with Bye Law 2.
- c) 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.
- d) The area of operations of the Society shall be TRINIDAD AND TOBAGO.

(3) OBJECTIVES

The objectives of the Society shall be:

- a) To encourage the spirit and practice of thrift, self help and co-operation among members

- b) To promote the social, economic, and cultural welfare of its members by:
 - i. Promoting thrift and savings among its members;
 - ii. Providing a source of credit in the form of loans to members for provident and/or productive purposes at legitimate rates of interest, subject to security provided by the member in the form of real property and/or personal assets including shares;
 - iii. Granting unsecured Character Loans;
- c) To promote the development of the Co-operative Idea by:
 - i. Educating members in Co-Operative Principles and Practice;
 - ii. Affiliation or collaboration with any other Co-Operative Society or Organization.
- d) To hold, purchase acquire any interest in and exercise all privileges of ownership over any freehold or leasehold land as may be necessary or suitable for the conduct and operation of its business or for the carrying out of any of its objectives and may, subject to the terms of the conveyance lease, alter, pull down or re-build buildings upon any such freehold or leasehold land.
- e) To rent and may, subject to the terms of the tenancy transfer, assign, sublet or build upon, or alter, pull down or re-build buildings upon any such land.
- f) To do all such lawful things incidental or conducive to the attainment of the objectives and exercise of the powers of the Society.
- b) Employees of Associated Companies approved by the Board of Directors.
- c) Members of the immediate family of an employee of any of the Companies mentioned in (a) and (b) above
- d) In this Rule "Immediate Family" means:-
 - i. father or mother;
 - ii. husband or wife(including common law as defined by the laws of Trinidad and Tobago)
 - iii. brother or sister;
 - iv. son or daughter;
 - v. adopted son or daughter.
- e) All persons who are advisers and consultants of this Credit Union and their employees.
- f) All bona fide pensioners of the companies listed above.
- g) Employees of the Society who are 18 years of age and over.
- h) Other registered Co-operative Societies in Trinidad and Tobago;
- i) Notwithstanding Bye Law 4.3, persons who were granted membership in the Society and no longer qualify for membership in accordance with Bye Law 4.1 may continue to be members at the proper discretion of the Board.

4.2 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 and presents suitable forms of ID.
- b) All applications shall be decided and approved by the Board.

(4) MEMBERSHIP

4.1 QUALIFICATION

- a) All persons who are bona fide employees of companies approved by the Board of Directors.

- c) The negative votes of three (3) members of the Board shall disqualify any applicant from membership.
- d) Membership shall commence from the date of approval by the Board subject to payment of a non-refundable entrance fee of \$20.00(TT) and purchase of one (1) full share. All entrance fees shall be credited to the Reserve Fund.
- e) Contributions of Members to this Credit Union shall be in the form of weekly, fortnightly or monthly deposits and made by a duly authorized agency appointed by the Member for the purpose and approved by the Board of Directors
- f) 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.
- g) A Register shall be kept by the Secretary in which shall be recorded the full name, address, occupation, the date of entrance, number of each member, and the date on which the member ceased to be a member.

4.3 TERMINATION

- a) Membership shall be terminated by the death or insanity of a member, by written resignation by expulsion in accordance with these Bye-Laws or by loss of qualification 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.

4.4 EXPULSION

- a) 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.

- b) Within fifteen (15) days of a finding being made by the Board of Directors, a concise statement in writing of the grounds alleged for such expulsion must first have been served upon the member and the member 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.
- c) 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.
- d) 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.
- e) 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.
- f) Pending the determination of any appeal as aforesaid, an expelled member shall continue to enjoy all the rights of membership.
- g) 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.

- h) 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.
- i) 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.
- j) 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.
- k) 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

- a) If the whereabouts of any member are not known to the Society and no claim is made within five (5) years 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 shares account.
- b) Any sums remaining unclaimed in this account for five (5) years may be transferred to the Reserve Fund.

- c) 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

6.1 APPOINTMENT OF NOMINEE

- a) The liability of a past member for the debts of a Society as they existed at the time when he ceased to be a member shall continue for a period of two years from the date of his ceasing to be a member.
- b) the Estate of a deceased member is liable for a period of two years from the date of his deceased for the debts of a society as they existed at the time of his death.

(7) NOMINATION OF BENEFICIARY(IES)

7.1 APPOINTMENT OF NOMINEE

- a) 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.
- b) A member shall not be entitled to appoint more than one (1) nominee in respect of each share he holds.

7.2 CHANGE OF NOMINEE

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

7.3 FEES

- a) No fee shall be payable for the first nomination made by a member.
- b) For each subsequent revocation, nomination or variation, the nominator shall pay fee as prescribed by the Board of Directors from time to time, except in the case where the original predeceases the member.

7.4 PAYMENT TO NOMINEE

- a) 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 the existing laws of Trinidad and Tobago.
- b) Entry of such payment shall be made in the proper book and there upon the value so dealt with shall be extinguished.

7.5 LIMIT

- a) 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.

- b) All other monies due to the deceased member from the Society shall fall into his estate.

7.6 INTESTACY

- a) 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.
- b) 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:

- a) shares (an undetermined number of shares of the value of \$5.00 each);
- b) deposits from members;
- c) realized surpluses;
- d) loans, eg. Debentures, overdraft.

(9) SHARES

9.1 VALUE OF SHARES

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

9.2 TRANSFER OF SHARES

- a) 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 Twenty dollars (\$20.00TT) shall be paid for each transfer.
- b) No transfer of a share shall be valid and effective unless and until such transfer has been registered on the direction of the Board.
- c) 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.
- d) All share transactions shall be at par value.
- e) On the death of a member the Board may, subject to Bye-Law 6.1a 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.
- f) In the event of the devolution upon or the vesting in any person of the shares or deposits of a member by legal process, or in manner otherwise than above defined, the person legally entitled to same shall be paid the full value of the shares of such member or the money so on deposit, less any sum due to the Credit Union.

9.3 LIEN ON SHARES & DEPOSITS

- a) 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.
- b) 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 made by him in the payment of such money for thirty (30) days after service of such notice.

- c) 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.

9.4 WITHDRAWAL OF SHARES

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

(10) DEPOSITS

- a) In order that the share capital may be relatively permanent and subject to few withdrawals, a member may deposit money in sums of not less than one hundred dollars (\$100.00TT) at any one time
- b) A member may deposit money into his account in the Society subject to the terms and conditions specified by the Board.
- c) On the first day of January, April, July and October of each year interest shall accrue at the rate fixed by the Board on deposits of one dollar or more then in the society which have remained on deposits for the preceding three months. No interest shall be paid on fractional parts of one dollar.
- d) The board may require a member wanting to make a withdrawal of a fixed deposit to give a written notice not exceeding fourteen (14) days.

(11) APPLICATION OF FUNDS

The funds of the Society shall be used exclusively for achieving the stated objects of the Society.

(12) INVESTMENTS

The Society may invest or deposit its funds:-

- a) In any bank approved by the Commissioner;
- b) In any securities issued or guaranteed by the Government of the Republic of Trinidad and Tobago.
- c) 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
- d) 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 in accordance with the recommendations of the Board :-

- a. An amount of not less than three percent (3%) may be credited to an Education Fund;
- b. A dividend on shares:
 - i.) The Board of Directors may in each year recommend a dividend *from the annual net surplus or accumulated net undivided surplus* remaining after statutory allocations have been set aside.
 - ii.) Such dividends shall be paid on all fully paid up shares at the end of the financial year, namely, to last day of December last past.

iii.) Shares which become fully paid up during the year shall be entitled to a proportionate part of the said dividend calculated from the first day of the month following such payment in full.

- c. A bonus proportionate to the total amount of business done by each member with the Society during the previous year.
 - i. The bonus due to members may be paid to them in cash or otherwise as the general meeting may decide;
 - ii. 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;
 - iii. The bonus due to non-members, eligible in terms of these Bye-Laws for member ship 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.
- d. A percentage rebate of interest in proportion to the amount paid by each member; such a bonus shall be deducted from the loan principal on the day the bonus is declared if at the time the member has not repaid his loan in the society.
- e. An honorarium to any non-salaried officer subject to approval by the Annual General Meeting.
- f. The balance of the net surplus may be used at the discretion of the general meeting for the constitution of a:
 - i. A Share Transfer Fund,
 - ii. A Dividend Equalization Fund,
 - iii. A Building Fund,
 - iv. A Special Reserve Fund,
 - v. A Common Good Fund,
 - vi. A Capital Reserve Fund,
 - vii. A Pension Fund
- g. 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:

- a. Set aside a sum not exceeding 10% of its net surplus; and
- b. At any time utilize that sum in contributing to any public, co-operative or charitable purpose

(15) INTERIM BONUS

- a) A bonus or rebate may be paid to members before the end of a financial year only with the approval of the Commissioner.
- b) 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

- a) The Reserve Fund shall be indivisible and no member shall be entitled to any specific share thereof.
- b) The Reserve Fund may, subject to the approval of the Commissioner, be used in the business of the Society or may be invested in accordance with the provisions of the Act.
- c) 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

- a) 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.
- b) The Education Fund shall be administered by the Education Committee under the directives of the Board.

(18) GENERAL MEETINGS

- a) 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.
- b) The Annual General Meeting shall be convened by the Board:
 - i. Not later than one (1) month after the report on the audit of the accounts of the Society is received by the Board.
 - ii. At least fourteen (14) days notice shall be given to all members.
 - iii. The notice shall state the date, time and venue of the meeting and the business to be transacted thereat.
- c) 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 100 members, stating the purpose of the meeting.
 - i. A Special General Meeting shall be held within thirty (30) days of the receipt of the request or demand

- d) The quorum for any Annual General Meeting or Special General Meeting shall be forty (40) members of the total membership.
- e) 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

- a) All members shall be given at least fourteen (14) days notice of any General or Special General Meeting.
- b) 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.
- c) 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 a 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 or Special General Meeting.

(20) ADJOURNMENT/ DISSOLUTION OF GENERAL MEETINGS

- a) If after sixty (60) 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.

- b) In the case of a meeting called on the demand of the required number of members, such meeting shall be dissolved if after thirty (30) minutes of the time fixed for the said meeting the members present are not sufficient to form a quorum.
- c) 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.
- d) 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

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

- c) A member being a Society shall cast a single vote through a duly delegated agent.
- d) 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.
- e) 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.
- f) In respect of every resolution put to the vote the Chairman shall declare:-
 - i. Whether it has been carried or lost;
 - ii. Whether the voting was by show of hand or by ballot; and
 - iii. 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

- (a) To approve payment of a dividend subject to the maximum recommended by the Board.
- b) 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;
- c) To discuss and recommend changes in the budget for the current financial year;
- d) To allocate surplus from the previous year subject to the Act, Regulations made thereunder and these Bye Laws;
- e) To approve and/or amend any Rules made by the Board under Bye Law 26

- f) 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.
- g) To elect two (2) substitutes each for the Board 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.
- h) To consider and decide upon proposals for amendments to the Bye Laws
- i) To approve the maximum liability of the Society.
- j) To approve or vary the quantum of honorarium recommended by the Board for any unsalaried officer.
- k) To appoint an Auditor for the ensuing term from the list of Auditors approved by the Commissioner.
- l) To deal with any other business duly brought forward.

Order of Business at General Meeting

The order of business at all general meetings shall include the following:

1. Invocation
2. Report of the Credential Committee
3. President's Welcome
4. Nominations Committee Report
5. Elections of New Officers
6. Reading and confirmation of Minutes
7. Reports:
 - a. Board of Directors
 - b. Auditors
 - c. Budget
 - d. Credit Committee
 - e. Supervisory Committee
8. Resolutions
9. Any Other Business

ALL ELECTIONS SHALL BE BY BALLOT

(23) GENERAL RULES FOR THE BOARD AND COMMITTEES

a) DEFINITION (Board of Directors)

There shall be a Board of Directors, which shall be entrusted with the general management of the affairs of the Society.

b) COMPOSITION (BOD)

- i. The Board shall consist of twelve (12) members to serve for a term of three (3) years and to be elected at an 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 to be held within fourteen working (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 or 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 make decisions on applications for membership.
- iii. To contract loans and authorize expenditure; and to appoint agents to act for and on behalf of the society.
- iv. 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.
- v. 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.
- vi. To deal with complaints.
- vii. 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.
- viii. To expel members in accordance with these Bye Laws.
- ix. To prescribe the security to be given by any employee or officer of the Society.
- x. To review annually the Bye Laws and if necessary, propose amendments to the Annual General Meeting.
- xi. To determine the rate of interest on savings and deposits accounts.
- xii. To determine the rate of interest on loans to members.

- xiii. 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 an/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.
- xiv. To recommend the rate of dividends, bonuses, patronage or rebate of interest to be paid to members.
- xv. To formulate rules and policies for the Society.
- xvi. To have charge of investments and all property of the Society.
- xvii. To keep all property of the Society insured against loss.
- xviii. To appoint an Education committee.
- xix. To authorize the initiation, compromise or abandonment of legal or arbitration proceedings.
- xx. To designate the bank or banks in which funds of the Society shall be deposited.
- xxi. To appoint such sub committees as may be necessary and to determine their terms of reference.
- xxii. To delegate such authority as may from time to time be found necessary for the efficient operation of the Society.

- xxiii. 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 a 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-or any criminal offense;
 - 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.
- iv. 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.
- v. 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.
- vi. At least seven (7) days notice shall be given to members of any Board Meeting. Together with the notice, a copy of the Agenda and various documentation necessary shall be sent to Board meetings.
- vii. 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

- The order of business at the monthly meeting of the Board of Directors shall include the following:-
- i. Meeting called to order by the Chairman.
 - ii. Roll Call.
 - iii. Reading and confirmation of Minutes.

- iv. Matters Arising out of the Minutes.
- v. Treasurer/manager Report:
- vi. Financial
- vii. Delinquent loans and discussion of action to be taken on each one
- viii. Acceptance of new members.
- ix. Correspondence.
- x. Other reports (by the President if present, or by Treasurer).
- xi. Report of Credit Committee.
- xii. Report of Supervisory Committee.
- xiii. Report of Education Committee.
- xiv. Any other business.

i) CONFLICT OF INTEREST

No Member shall be permitted to hold office in Canning's Employees' Credit Union Co Operative Society Limited while holding office in another Credit Union Co Operative Society.

j) 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.

k) RESPONSIBILITY

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

(24) BORROWING POWERS

- a) 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.
- b) 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 objectives.

(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

- a) 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.
- b) A book containing all such rules shall be kept open at all times for inspection by members or any persons authorized by the Commissioner.
- c) 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) NOMINATING COMMITTEE

- a) 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 Committees by the Annual General Meeting.
- b) If the required number of nominations is not obtained by the Nominations Committee then the floor will be opened for nominations at the Annual General Meeting.

(28) MINUTES OF MEETINGS

- a) 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.
- b) The Minutes should also contain:-
 - i. The names of the officers and the number of members present at the meeting.
 - ii. The time fixed for the meeting and the time the meeting commenced;
 - iii. The membership of the Society on the date of the meeting; and
 - iv. The resolutions passed or decisions made at the meeting.

(29) MOTIONS

The Chairman of any meeting of the Society may propose any motion without previous notice provided that:

- a) The majority of the members present agree thereto, and provided further, that he shall propose any motion when requested by the Commissioner.
- b) 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.
- c) Notwithstanding the provisions of (a) and (b) above, a motion of 'no confidence' may only be moved at a Special General 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:

- a) The President shall summon and preside at General and Board meetings of the Society and shall in the case of an equality of votes, have a casting vote.

- b) He shall together with other officers specified in these Bye Laws sign all cheques, instruments and other documents on behalf of the Society in accordance with approved operating policy.
- c) He shall sign the Minute Book and shall perform such other duties as pertain to his office.

VICE-PRESIDENT:

- a) 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:

The duties of the Secretary shall be:-

- a) To summon all Board and general meetings in consultation with the President;
- b) To attend to the Society's correspondence;
- c) To attend to the Society's correspondence;
- d) To have charge of documents and other papers of the Society;
- e) To keep all books or registers to kept under these Bye Laws and or the Act.
- f) To have custody of the Seal of the Society; and
- g) To do all other acts and things as may be required of him by these Bye Laws or as the Board may direct.

Assistant Secretary:

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.

(32) DUTIES OF MANAGER

- a) 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.
- b) 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.
- c) 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 operations of the Society for consideration of the Board.
- d) He shall prepare for the consideration of the Board such budgets and financial or other statements as the Board may require.
- e) He shall be responsible for the proper and punctual keeping of all books, accounts, registers and other documents of the Society under his control.
- f) He shall sign cheques and other documents of the Society if necessary together with one (1) or more Board Members in accordance with approved operating policies.
- g) 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.
- h) He shall perform such other duties as may be assigned to him by the Board.
- i) He shall be responsible for all statutory and regulatory requirements.

(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.

(34) SUPERVISORY COMMITTEE

- a) The Supervisory Committee shall consist of five (5) members and two (2) alternates to be elected at each Annual General Meeting none of whom shall be eligible for service on the Board or the Credit Committee.
- b) No member shall serve for more than three (3) consecutive terms. *At the first Annual General Meeting, after the coming into force of this bye law, the three members who shall have been elected to the Committee with the most votes shall serve for a period of two years while the other two members shall serve for a period of one year; thereafter, all members elected shall serve for a period of two years unless a members is elected to serve the unexpired term of a member.*
- c) 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.
- d) Three (3) members shall constitute a quorum.
- e) Any vacancies occurring in the interim between Annual Meetings shall be filled by substitutes elected at the Annual General Meeting.

- f) The Supervisory Committee shall:
 - i) 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.
 - ii) Make an annual report of its audit and submit same to the Annual General Meeting of the members.
 - iii) 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.
 - iv) The members present at that meeting may, by majority vote, sustain such suspension and remove such member or reinstate such member.
 - v) If it 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.
 - vi) Attest (at least one (1) member) the monthly financial statement prepared by the Treasurer or Manager of the Society.
- g) 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.
- h) 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.
- i) They shall also ensure that each loan application approved bears the signatures of at least three (3) members of the Credit Committee.

- j) At least one (1) member of this Committee shall attest the balance sheet required to be submitted to the Commissioner.

(35) CREDIT COMMITTEE

- a) The Credit Committee shall be responsible for the approval and general supervision of all loans to members.
- b) The Committee shall consist of five (5) members and two (2) alternatives elected by the members at each Annual General Meeting. *At the first Annual General Meeting, after the coming into force of this bye law, the three members who shall have been elected to the Committee with the most votes shall serve for a period of two years while the other two members shall serve for a period of one year; thereafter, all members elected shall serve for a period of two years unless a member is elected to serve the unexpired term of a member.*
- c) 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.
- d) The (3) members shall constitute a quorum.
- e) The Committee shall meet not less than once a week and act in accordance with loan policy set down by the Board. Additional meetings shall be held from time to time as business may require.
- f) 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 repaid.

- g) 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.
- h) The Committee shall submit a quarterly report of its activities of the Board.

(36) LOANS TO MEMBERS

CREDIT UNION MEMBERS

- a) 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.
- b) 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.
- c) 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.
- d) 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 and be under the jurisdiction of the Board.
- e) 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.

- f) 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 beyond the amount of his holdings as aforesaid: provided however, that a loan (or endorsement) in excess of such holdings may be made (or accepted) if approved by the vote of a two-thirds (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.
- g) 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.

(37) EDUCATION COMMITTEE

- a) 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.
- b) This Committee shall be in charge of publicity and education.
 - i. The Committee will arrange for the purchase of books and magazines and for the maintenance of a library for the use of members.
 - ii. The Committee shall arrange for educational publications for circulation among members, for the exhibition of films and the holding of seminars and conferences.

- c) The Chairman must be a member of the Executive Board of Directors and a 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.
- d) The Committee shall, within 6 weeks of its first meeting submit to the Board for its approval, a budget to cover the programme of activities for the year.
- e) The members of the Committee shall meet at least once a month and shall continue to serve until replaced.
- f) The Committee shall submit a quarterly report on its activities to the Board.
- g) The Committee shall in the months of January and July in each year make arrangements for lectures and discussions during the ensuing half year and generally stimulate the interest in the cultural activities of the Society.
- h) The Committee shall also make every effort to bring co-operation between this and all other co-operative societies.
- i) The Committee shall submit an Annual Report of its activities to the Board for presentation to the Annual General Meeting.

(38) FINANCIAL

The financial year of the Society shall end on the last day of December of each year in each year.

(39) THE CREDIT UNION SEAL

- a) The Seal of the Society shall bear legibly engraved on its at length the registered Name of the Society.
- b) It shall be affixed to any instrument except by the authority of the Board and in the presence of the President and the Secretary or such other person as the Board may appoint for the purpose, and the President and 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

- a) The Society shall keep and maintain such books and registers as approved by the Commissioner.
- b) Any member of the Credit Union may inspect all the books of account of the Credit Union at all reasonable times, but not so far as to interfere with the conduct of the Credit Union's business, nor may he inspect the account of any other member without his written consent.

(41) PASS BOOKS / STATEMENTS

- a) 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 contained therein.

- b) Money paid in on account of shares, installment of shares, repayment of loans or interest shall be evidence by a quarterly statement which shall make provision in separate columns for payments to be entered on any of these accounts, loans taken, withdrawal of shares or deposits.
- c) Every member shall be provided with such a statement in which all his financial transactions with the Credit Union during that quarter shall be recorded.

(42) AUDIT OF ACCOUNTS

- a) The accounts shall be audited within two (2) months of the end of the financial year.
- b) Audit
 - i. Every year an auditor shall be appointed in accordance with the provisions of the Section 49 of Co-operative Society Act or any amendments thereto for the time being in force.
 - ii. The Auditor shall examine the books and accounts in accordance with the provisions of the Act, and shall report to the members at the Annual General Meeting at which the accounts are presented on his examination of the books and accounts.
- c) Annual Return
 - i. Every year not later than one month after the annual audit the Board of Directors shall cause the Secretary to send to the Commissioner the Annual Return as required by Regulation
 - ii. The receipts and expenditure, funds and effects of the Credit Union, up to the last day of December then last past (inclusive) including the Balance sheet, as audited, showing separately the expenditure in respect of the several objects of the Credit Union,

together with a copy of the Auditor's Report. There shall also be a list of the Officers of the Credit Union with full names and addresses, as the case may be; together with a statement showing the number of the members of the Credit Union on the last day of December last past and the shares and deposits.

- iii. It shall be the duty of the Board of Directors to keep always in a conspicuous place at the registered office of the Credit Union a copy of the last audited accounts, including the Balance Sheet, together with the report of the Auditor and the comments of the commissioner if any.

(43) AGREEMENTS

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

(44) DISPUTES

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

(45) AMENDMENTS

- a) 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 of the members present at the general meeting at which the resolution was proposed.
- b) If a resolution referred to in (a) 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
- c) A copy of every resolution passed under (a) and (b) above, shall be forwarded to the Commissioner together with three (3) copies of the amendment.
- d) 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.