



The U.W.I. (Cave Hill) Co-operative Credit Union Limited



BYE-LAWS

NAME:

1. The name of the Society shall be:

The University of the West Indies (Cave Hill) Co-operative Credit Union Limited, hereinafter referred to as "The Society"

REGISTERED ADDRESS:

2. The registered address of the Society shall be:

The University of the West Indies, P.O. Box 64, Cave Hill, Bridgetown, St. Michael, or at such other place as may from time to time be determined by the Society, and notified to the Registrar within seven (7) days.

OBJECTS:

3. The objects of the Society shall be:

- (a) to promote thrift among its members by providing means whereby savings can be effected and shares in the Society can be acquired;
- (b) to educate its members in the Co-operative principles and methods and the efficient management of its affairs;
- (c) to create out of the savings of its members, and otherwise a source of credit available to its members on reasonable terms and conditions;
- (d) to do all other acts and things as are incidental or conducive to or consequential upon the attainment of the above objects.

AREA OF OPERATIONS:

4. The area of operations of the Society shall be the institutions and bodies which collectively fall under the jurisdiction of the University of the West Indies including such other bodies which are affiliated to it and other institutions as permitted by the Act.

CAPITAL AND FUNDS

5. The capital and funds of the Society shall be raised by means of: -

- (a) the savings of its members received as payments or subscriptions on shares;
- (b) the deposits of members or non-members;
- (c) loans from members or non-members;
- (d) entrance, other fees and fines;
- (e) interest on loans and investments;
- (f) sale of any assets or securities held by the society; and
- (g) other contributions received from members and others.

6. Each share of the Society shall be of the par value of \$ 10.00 and the maximum number of shares which may be held by each member shall be subject to the provisions of the Act, the Regulations and the by-laws.
7. Subject to the provisions of the Act, Regulations and Bye-Laws deposits may be received from members or non-members at such rate and on such terms and conditions as the Board may from time to time determine.
8. Subject as hereinafter provided the Board may, with the approval of the members in General Meeting borrow or raise money from any source in any manner the Society thinks fit.

9. The Society in general meeting shall, in accordance with the provisions of the Act and Regulations, from time to time fix the maximum amount which it may at any one time owe in respect of deposits and loans.
10. The funds of the Society may be applied to the following purposes only, namely:
 - (a) the expenses of Management;
 - (b) loans to its members for provident or productive purposes; and
 - (c) any other purpose authorised by the Act, Regulations and these Bye-Laws.
11. The liability of a member to make contributions to the assets of the Society in case of liquidation shall be limited to the shares held by the member.

MEMBERSHIP

12. Every member of the Society shall be:
 - (a) not younger than sixteen (16) years of age;
 - (b) resident or in occupation of land within the Society's area of operations;
 - (c) subject as hereinafter provided:
 - (i) an employee of the University; or
 - (ii) a past employee of the University; or
 - (iii) a spouse or child of an employee or past employee of the University;
 - (iv) a graduate of the University, or an undergraduate or a postgraduate student of the University;
 - (v) an employee of a body or organisation affiliated to the University; or
 - (vi) such other persons whose application for membership may be approved by the Board of Directors.
13. (1) Any person who has the necessary qualifications and who is desirous of becoming a member shall apply in writing to the secretary.
(2) An application for membership shall state the residence, the occupation of the applicant, and such other information as the Board may from time to time require.
14. (1) The Board of Directors shall approve or reject all applications for membership.
(2) Every applicant for membership shall pay an entrance (membership) fee of \$ 10.00 or such sum as fixed by the Annual General Meeting.
(3) Upon acceptance and the payment of at least one share, an applicant shall be enrolled as a member and shall be entitled to any of the rights or privileges of membership.

JOINT MEMBERSHIP

15. (1) Persons who have the necessary qualifications for membership and are desirous of becoming joint members may apply in writing to the secretary.
(2) An application for membership shall state the residence and occupation of each person, whether the tenancy will be a joint tenancy or a tenancy in common and shall contain such other information as the Board may from time to time decide.
(3) An application of a joint membership
 - (a) to withdraw from membership in a Society, or
 - (b) to vary the composition of the joint membership, must be signed by all the persons comprising the joint membership.
- (4) A joint membership shall consist of no more than two persons.

CESSATION AND TERMINATION OF MEMBERSHIP

16. A person ceases to be a member of the society:
 - (a) on death;
 - (b) on application to a court of competent jurisdiction for bankruptcy or on being declared a bankrupt by a court;
 - (c) on ceasing to hold at least one share in the Society;
 - (d) on the withdrawal or transfer of all shares;
 - (e) on the compulsory acquisition of the member's shares pursuant to Section 100 of the Act.
 - (f) on expulsion from the society as provided in sections 102 and 103 of the Act; or
 - (g) if, subject as hereinafter provided, ceases to be qualified in accordance with Bye-Law 12.
17. No member shall resign while the member is a borrower, an endorser or co-maker, or a guarantor on any loan due to the Society.
18. (1) Subject to Bye-Law 18(2), a member may have his/her membership terminated by two-thirds vote of the directors present at a meeting called for that purpose if the member:
 - (a) fails to pay any fine, fee or debt due to the Society; or
 - (b) is convicted of a criminal offence involving dishonesty; or
 - (c) in the opinion of the Board acts in any way detrimental to the interests of the Society.
- (2) Where the Board is considering the expulsion or termination of membership under Bye-Law 18(1), it shall advise the member of its intention in writing and invite the member to show cause, either orally or in writing, why his/her membership should not be terminated.
- (3) Notwithstanding Bye-Law 18(2), membership may be terminated by a vote of two-thirds of the members present at a general meeting by a charge communicated to the member in writing at least 10 days before the meeting.
19. A member whose membership has been terminated may appeal the termination pursuant to sections 102 and 105 of the Act.
20. Subject to Section 102 of the Act, after payment of any amount due to the society or of any contingent liability to the Society, all amounts held to the credit of members who withdraw or whose membership have been terminated, together with any interest accrued on those amounts, shall be paid to them in order of termination, but only as funds are available and within one year after withdrawal or termination.
21. The Society shall keep a Register of its members in accordance with Section 26 of the Act.

SHARES

22. Subject to the provisions of section 33 of the Act, contributions to shares shall be payable in such amounts as the member is able on any day in which the society is open for business provided that in no case shall a contribution of less than \$ 10.00 be paid.
23. (1) Notwithstanding the provisions of Bye-Law 22, a member shall pay contributions to the value of at least 6 shares within the first six months of membership or such time as may be extended by the Board.
- (2) Unless the time for the payment of the shares is extended by the Board of Directors, the defaulting member shall pay a fine of \$ 10.00 per month on each share or part thereof outstanding.
24. (1) (a) Shares may be transferred in accordance with Sections 48 and 49 of the Act and by written instrument in such form as may be prescribed by the Board of Directors.
- (b) No transfer of shares shall be registered until such transfer fee as the Board may from time to time fix, not

- exceeding \$30 per share with a minimum of \$ 3.00 per transfer has been paid.
- (c) A transfer of shares shall carry dividend credits with it.
- (2) Subject to Bye-Laws 25 and 26, the amount of any share or the amount paid on any share may be withdrawn at any time, provided that the Committee shall have the right at any time to require members to give 30 days notice in writing or in any given emergency such additional notice as the Committee may fix, of the members' intention to do so.
25. (1) Subject to Bye-Law 25(2) no member who is a borrower, co-maker or guarantor may with draw any portion of the shares held by the member in the society whilst the member's liability to the Society remains outstanding.
- (2) Where the liability of a borrower, co-maker or guarantor is in the opinion of the Board substantially less than the member's shareholding the Board, on the written application of the member, may on such terms and conditions as it thinks fit permit the member to withdraw a portion of the shareholding.
26. (1) Except with the permission of the Board no share shall be withdrawn:
- (a) during the first 12 months of membership; or
- (b) so long as there is any sum owing by the Society in respect of any money borrowed by the Society, or of any deposit, payment of which has been demanded,
- (2) The Society shall have a lien on the shares, deposits, dividend, bonus or any amount standing to the credit of a member for any sum due to the society from the said member or for any loan endorsed by the member and may apply any sum standing to the credit of the member towards payment of any such debt.
- (3) Where an amount to be paid to a member for dividend and/or bonus is equal to or less than \$10.00 the amount shall be credited to the member's shares.

DEPOSITS

27. On the approval of the Annual General Meeting, the Board of Directors may stipulate the amount to be deposited in ordinary deposits at any one time.
28. Deposits may be received in the name of a minor or in trust for a minor who is a child or ward of a member, in such ways or manners as the Board may determine.
29. (1) Deposits received in the name of a minor shall be held for the exclusive right and benefit of the minor and free from the control or lien of all other persons except creditors, and shall be paid together with interest thereon to the person in whose name the account shall have been issued.
- (2) The receipt or acquittance of the minor shall be valid and sufficient release and discharge to the society for the deposit or any part therefore.
30. Deposits will be placed on interest on the 1st of the month following such deposits, provided that amounts paid in on the first day of any month shall be placed on interest from that day.
31. (1) Notwithstanding Bye-Law 27, deposits may be accepted from a member or non-member in demand or fixed term accounts for a term not exceeding five years and upon such terms and conditions as are set out in Section 203 of the Act and Regulation 32.
- (2) Deposits for a term exceeding five years must be approved by the Registrar.
32. The rate of interest payable on ordinary or term deposits shall be fixed from time to time by the Board of Directors.

RECEIPTS AND DISBURSEMENTS

33. (1) (a) All monies paid into or out of to the Society shall be evidenced by an appropriate receipt or voucher.
(b) Each voucher or receipt shall identify the person receiving or paying out on behalf of the Credit Union, the money represented thereby.
- (2) Members may use their passbooks or statement of account to conduct business with the society.
- (3) (a) When passbooks are used, the member's permanent official record for all transactions shall be the entries in the passbook.
(b) Every entry in the passbook shall be initialled by the person receiving or paying out the money represented thereby
- (4) When a statement of account is used, the member's permanent official record for transactions shall be the statement of account which will itemise all transactions and which must be issued to each member at least quarterly.

MEETINGS OF MEMBERS

34. The supreme authority of the society shall be vested in the general meeting of members at which every member has a right to attend and vote on all questions.
35. (1) Meetings of members shall be convened and held in accordance with the provisions of the Act.
(2) At least ten (10) days notice of any General, Annual, or Special General Meeting shall be given before any such meetings are held.

ANNUAL GENERAL MEETING

36. (1) The Annual General Meeting of members shall be held within three (3) months after the end of the financial year unless authorised by the Registrar upon a written request by the Board to convene the meeting at a date no later than six (6) months after the end of the financial year.
- (2) The functions of the Annual General Meetings shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any intervening Special General Meeting;
 - (b) to consider the report of the Board of Directors on the immediate preceding year's work of the credit union;
 - (c) to consider the financial statements presented by the Board for the immediate preceding year, together with the financial statements of the previous year;
 - (d) to consider the report of the auditor;
 - (e) to approve the financial statements and the auditor's report or if accounts are not approved to cause the director or officer to forthwith notify the auditor of any error or misstatement;
 - (f) to receive and approve the reports of the Credit and Supervisory Committees,
 - (g) to allocate the surplus from the preceding year, subject to the Act, and the Regulations made thereunder;
 - (h) to approve the budget;
 - (i) where necessary to amend the Bye-Laws;
 - (j) to elect a Board of Directors, a Credit Committee and a Supervisory Committee for the ensuing year;
 - (k) to appoint auditors for the ensuing year;
 - (l) to hear and decide upon any complaints brought by members aggrieved by a decision of the Board, provided that notice of such complaint to be brought before the meeting has been given to the secretary in writing at least five (5) working days before the date of the Annual General Meeting;
 - (m) to consider and vote on the termination of membership pursuant to Bye-Law 18(2); and
 - (n) to transact any other general business of the society.

SPECIAL GENERAL MEETING

37. (1) On receipt of a demand signed by at least 10 of the members or 10% of the membership whichever is less, the Board of Directors shall convene within twenty days of the receipt of the demand, a Special General Meeting.
- (2) (a) The Board of Directors shall state the purpose of the Special General Meeting in the notice for the meeting.
- (b) Only such business as described in the notice of the meeting shall be dealt with at such a meeting.
- (3) Notwithstanding Bye-law 37 (1) the Board of Directors shall, at the request of the Supervisory Committee and pursuant to section 215 (4) of the Act, convene a Special General Meeting of members.
- (4) If the Board fails to convene a meeting within the stipulated time from the receipt of a demand or a request in accordance with Bye-Law 37(l), the Supervisory Committee may, in accordance with section 87, of the Act, convene the meeting by notice within twenty (20) days after the expiry of the period specified in Bye-Law 37(l).
- (5) Where the Board fails to convene a meeting which is summoned by the Supervisory Committee under Bye-Law 37(3), the Supervisory Committee shall after the expiry of fourteen (14) days after the request, convene the meeting within seven (7) days.
- (6) (a) The notice of a meeting convened pursuant to Bye-Law 37(3) must contain the object of the proposed meeting and a statement to the effect that the meeting is convened on the failure of the Board to convene the meeting demanded.
- (b) Any cost incurred by the convening of the meeting shall be borne by the Society.

GENERAL MEETING

38. (a) Subject to Bye-Law 40 the Board of Directors or the Registrar may at any time call a General Meeting of the members of the society for the purpose of enabling members to secure any information regarding the affairs of the society that they are entitled to receive and to deal with any matters affecting the society.
- (b) General Meetings shall be held at a place and time determined by the Board.

NOTICE OF MEETINGS

39. (1) At least ten (10) days notice shall be given of any Meeting called pursuant to Bye-Laws 36, 37, and 38.
- (2) A notice under Bye-Law 39(l) shall be issued in one or more of the following ways:
- (a) by a notice published in not less than two (2) issues of a newspaper circulated in Barbados and by posting a notice in a place that is prominent and accessible to members or;
- (b) by a written notice handed to each member or posted to him at his address as it appears in the register of members;
- (3) The accidental omission to give notice to/or the non-receipt of a notice by any member shall not invalidate the meeting.

QUORUM

40. (1) (a) The quorum for the purpose of the Annual General Meeting, a Special General Meeting or a General Meeting summoned by the Board of Directors shall be 25% of the total members of the society or forty (40) members, whichever is less.
- (b) Where a meeting is summoned by the Registrar pursuant to Bye-Law 38 any **members** present at such meeting shall be deemed to form a quorum.
- (2) (a) If within one hour after the time fixed for any meeting other than a meeting convened by the Registrar, the members present are not sufficient to form a quorum, such meeting shall be considered as aborted and it shall stand adjourned to a date not more than **fourteen (14)** days thereafter and at a time and place to be determined by the Board.
- (b) A meeting which was aborted may be reconvened and at least seven (7) days notice shall be given of such a meeting.
- (c) Where a quorum is not present at the reconvened meeting the members present shall form a quorum.

ELECTIONS

41. (1) (a) At each Annual General Meeting the members may by resolution appoint a nominating committee of (3) persons of whom not more than one may be a member of the existing Board, to identify and recommend persons to the following Annual General Meeting for election to the Board.
- (b) The appointment of a Nominating Committee shall not preclude the right of every member to nominate a person of the member's choice on the day of election.
- (c) The returning officer shall first call for nominations from the Nominating Committee and then from the floor.
- (d) Where the number of nominees does not exceed the number of persons to be elected, the chairman of the meeting called to elect persons shall declare all the nominees elected.
- (2) All elections shall be by ballot and shall be determined by a majority vote except where there is no contest.
- (3) Where persons are to be elected for varying terms, the member receiving the highest number of votes cast is to be declared elected for the longest or longer term.
- (4) Where two (2) or more candidates receive an equal number of votes, the members present may by resolution provide that a second ballot be cast or where the meeting does not decide to hold a second ballot, the chairman of the meeting called to elect the candidates, shall draw lots and the candidate whose lot is drawn is to be declared elected and or elected for the longest or longer term.
- (5) Where candidates are elected unopposed the members present may by resolution provide that a ballot be cast to determine the term of office for each candidate or where the meeting does not decide the Chairman of the meeting shall draw lots to determine the tenure of office for each candidate.
- (6) No member may be elected to the Board, unless the member;
- (a) is in good financial standing,
- (b) is 18 years or over;
- (c) is a citizen or resident of Barbados;
- (d) holds (50) fully paid shares in the society; and
- (e) has been a member of the society for at least one (1) year.
- (7) No member may be elected to the Credit Committee or the Supervisory Committee unless the member
- (a) is in good financial standing;
- (b) is 18 years or over;
- (c) holds (50) fully paid shares in the society; and
- (d) has been a member of the society for at least one (1) year.

TENURE OF OFFICE

42. (1) Subject to Bye-Law 42(2), each member shall hold office until a successor is elected and shall be eligible for re-election.
- (2) Directors, members of the Credit Committee and the Supervisory Committee may hold office for two (2) consecutive terms of three (3) years before retiring for a minimum of one (1) year.
- (3) A joint member may be a director, provided however that only one joint member may be a director at any one time except where the joint member also holds membership in his own name.

ROTATION OF DIRECTORS

43. (1) (a) At the Annual General Meeting of the Society subsequent to the issuance of the Certificate of Continuance, the entire Board of Directors, the Credit Committee and the Supervisory Committee shall be elected by the members.
- (b) At every subsequent Annual General Meeting following the issuance of the Certificate of Continuance,

one-third of the Directors, the Credit Committee, the Supervisory Committee or if their number is not three or a multiple of three then the whole number nearest the one-third shall retire from office provided however, that the smallest number of persons shall serve for one (1) year.

- (2) The Directors, members of the Credit Committee and the Supervisory Committee to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall be determined by lot.
- (3) A retiring Director will be eligible for re-election but shall not serve more than the term specified in Bye-Law 42(2).

TERMINATION OF AND REMOVAL FROM OFFICE

44. (1) Any member of the Board, Credit or Supervisory Committee shall be deemed to have vacated office if the member:
 - (a) resigns by giving notice, to the Board or Committee to which the member was elected or appointed;
 - (b) applies for bankruptcy or is declared bankrupt;
 - (c) becomes of unsound mind and has been so found by a court in Barbados;
 - (d) is convicted of any offence involving dishonesty;
 - (e) ceases to be in good financial standing; or
 - (f) is a member of a prescribed class.
- (2) The Board, the Credit Committee, the Supervisory Committee, or any member thereof may be removed from office for reasonable cause before the expiration of *the remaining* period of office by a resolution passed by a majority of at least three-fourths of the members present at a Special General Meeting at which at least ten (10) days notice specifying the intention to propose the resolution had been duly given.
- (3) Any such member or officer must be informed in writing of the charges against him at the time of the notice and at such meeting shall have reasonable opportunity to answer such charges.
- (4)
 - (a) Subject to Bye-Law 44 (4)(b) where the Board, the Credit Committee, the Supervisory Committee or any member thereof is removed pursuant to Bye-Law 44(2) and (3), the members of the society shall proceed to elect a replacement to fill the vacancies or vacancy occurring.
 - (b) A member who is elected to fill a vacancy in accordance with 44 (4)(a) shall be subject to retirement at the same time as if he had become a member of the Board, Credit Committee, or Supervisory Committee on the day in which the member in whose place he is appointed was last elected to the Board or the Committee.

BOARD OF DIRECTORS

45. (1) Subject to the provisions of the Act and the Regulations the general direction, control and management of the society shall be entrusted to a Board of Directors.
 - (2) The Board shall be elected at the Annual General Meeting and subject to Bye-Law 45(3) shall consist of (7) members.
 - (3) The number of members comprising the Board may be altered by the Annual General Meeting to the maximum stipulated by the Act provided that the number shall at all times be an uneven number.
 - (4) The Board shall arrange the deposit of all funds of the Society in its Bank Account no later than the day after they are collected, unless the collection takes place on a Saturday or any day preceding a holiday, in which case the deposit shall be made at no later than the next day that the bank is open for business.
 - (5) The Board shall be responsible for making adequate arrangements for the safe keeping of funds of the Society until they are deposited in the bank in accordance with Bye-Law 45(4) above.
46. (1)
 - (a) The Directors shall meet as often as the business of the society may require, but not less frequently than once per month.
 - (b) Notice of meetings shall be given to the other members by the Secretary.
 - (2) A simple majority of members shall constitute a quorum.

VACANCIES

47. (1) In addition to Bye-Law 42 any member of the Board of Directors who has failed to attend three (3) consecutive regular meetings of the Board without giving satisfactory explanation to the Board within seven (7) days of his absence from the third meeting shall be deemed to have vacated office.
- (2) Where there is a vacancy on the Board and there is a quorum of Directors, the remaining Directors may exercise all the powers of the Directors and shall, where no more than 3 vacancies exist, fill the vacancies until the next Annual General Meeting.
- (3) Where there is no quorum of Directors as a result of a vacancy or vacancies the remaining Directors shall call a General Meeting for the purpose of electing members to fill the vacancies within twentyone (21) days.
- (4) Where there are no Directors, 10 members may appoint in writing 4 persons as Directors for the purpose of calling a General Meeting to elect members to fill the vacancies.

DELEGATION OF POWERS

48. The Board of Directors may appoint from among its number any committee that it considers necessary to conduct the business of the Society and, subject to section 55(5) of the Act, shall delegate in writing to any such Committee such powers that it considers necessary for the efficient conduct of the affairs and business of the Society.
49. A Committee of Directors that has powers delegated to it, shall consist of at least three (3) Directors and shall exercise their powers in accordance with the provisions of the Act, the Regulations and these Bye-Laws.

CONFLICT OF INTEREST AND DISCLOSURES

50. A director or officer or employee of the Society who is a party to a contract or proposed contract with the Society shall disclose it in writing to the society or request to have entered in the minutes of Meetings of Directors, the nature and extent of his/her interest.
51. The disclosure required pursuant to bye-law 50, must be made in the case of a member who is a director:
 - (a) at the meeting at which the proposed contract is first considered;
 - (b) at the first meeting after the member becomes interested in the proposed contract;
 - (c) if the member becomes interested after the contract is made at the first meeting or,
 - (d) on becoming a director, at the first meeting after the member becomes a director.
52. The disclosure required pursuant to bye-law 50, must be made in the case of a person who is an officer or an employee but who is not a director:
 - (a) forthwith after the person becomes aware that the contract or proposed contract is to be considered or has been considered at a Meeting of Directors;
 - (b) if the person becomes interested after the contract is made, forthwith after becoming so interested; or
 - (c) immediately after the person becomes an officer or employee, and has an interest in a contract prior to becoming an officer or employee.
53. Subject to Section 75(6) of the Act, a director shall not take part in discussions to consider, or vote on a resolution to approve a contract in which that Director has a personal interest.
54. A contract, approved by the directors or members in which a director or officer disclosed a material interest, which is reasonable and fair to the society at the time it was approved is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to

determine the presence of a quorum at a Meeting of Directors or Committee of Directors that authorised the contract.

55. Subject to Bye-Law 8, the Board of Directors may borrow from any source and on such security and terms of repayment as it considers fit provided that the total amount borrowed does not exceed seventy-five (75) percent of the Society's Capital and Reserve fund and is within the maximum liability limit which was fixed by a resolution of members at a general meeting.

DUTIES OF OFFICERS

56. (1) At the first meeting of the Board of Directors which shall be held within 7 days of their election, the Board shall elect from their own number a President, a Vice-President, a Secretary, and a Treasurer.

THE PRESIDENT

(2) The President shall:

- (a) preside at meetings of the members and of the Board of Directors;
- (b) sign and execute jointly with the Secretary, all deeds and conveyances of real or personal property and such other documents as the Board may specify;
- (c) perform such other duties as customarily appertain to the office of the President or as he may be directed to perform by resolution of the Board of Directors, not inconsistent with the Act, the Regulations and these Bye-Laws;
- (d) such other duties as the Co-operative Societies Act and Regulations may require to be performed by the Chairman of the Board.

- (3) (a) Where the President is unable or refuses to act or has refused to attend to the business of the Society, the remaining members of the Board of Directors may authorise the Vice President to act on its behalf.
- (b) Where the Board of Directors has acted under paragraph (a) it shall report and explain its action to the next meeting of the members of the Society.

VICE PRESIDENT

(4) The Vice President shall:

- (a) in the absence or disability of the President, perform the duties of the President; and
- (b) such other duties as the Board of Directors may from time to time prescribe.

SECRETARY

(5) The Secretary shall:

- (a) attend meetings of the Board and the Society;
- (b) keep minutes of any meeting of the Board or the Society;
- (c) conduct any correspondence on behalf of the Society;
- (d) keep charge of all records, books, papers and other documents of the Society;
- (e) issue notices for all meetings of the Board and general membership of the Society, in accordance with the Regulations and Bye-Laws;
- (f) sign and execute jointly with the President, all deeds and conveyances of real or personal property and such other documents as the Board may specify; and
- (g) perform such other duties as are prescribed by the Bye-Laws or as directed by a resolution of the Board that are not inconsistent with the Act and these Bye-Laws.

THE TREASURER

- (6) Subject to such written limitations and control as may be imposed by the Board of Directors, the Treasurer shall:
- (a) receive all monies due and payable to the Society and issue receipts for the same;
 - (b) deposit all monies received in the name of the society in such bank or depository as specified by the Board;
 - (c) sign all cheques, notes, bills of exchange and other documents necessary to effect the business of the Society;
 - (d) record all transactions effected by the Society in the books provided for the purpose;
 - (e) keep charge of all documents, books and vouchers for all payments made, and receipts issued on behalf of the Society;
 - (f) prepare the annual statement of account, balance sheet; monthly financial statements and other statements as the Board may request;
 - (g) prepare and for-ward such financial and other reports as the Registrar may require;
 - (h) *keep separate* all monies belonging to the society,
 - (i) produce a current statement of the Society's monies on demand;
 - (j) make payments as authorised by the Board and obtain receipts for the same;
 - (k) see all promissory notes, drafts, negotiable instruments drawn in favour of the Society are properly prepared; and
- (7) do all other such duties as pertain to the office of Treasurer.
57. (1) The Board may employ a General Manager and may authorise him or another senior employee to perform any of the duties of the Treasurer, including the signing of cheques.
- (2) Where the Board does not appoint a General Manager under Bye- Law 57(l), the Treasurer shall perform the duties of the General Manager of the Society under the control and direction of the Board of Directors,
- (3) Except where the Treasurer performs the duties of General Manager, the General Manager shall be responsible to the Board through the Treasurer for the performance of the duties stipulated by the Board.
58. (1) A meeting of officers, members of the Board of Directors, Credit and Supervisory Committees shall be held at least once every six months
- (2) Meetings of officers, the Board of Directors, Credit and Supervisory Committees shall be summoned by the Secretary.

CREDIT COMMITTEE

59. The Credit Committee shall be elected at the Annual General Meeting and shall consist of five (5) 'members, none of whom shall be a member of the Board of Directors, or the Supervisory Committee or an officer of the Society, except that the Secretary of the Board or Treasurer may be an ex-officio member of the committee.
60. In addition to Bye-Law 44 any member of the Credit Committee shall be deemed to have vacated office if the member:
- (a) fails to attend three (3) consecutive regular meetings of the committee without, in the opinion of the Board having a reasonable cause; or
 - (b) fails to perform any of the duties allotted as a member of the committee.
61. The Committee may be removed from office by a special resolution made in a Special General Meeting called for that purpose if it fails to submit a report to the Board of Directors pursuant to section 209 (1) (c) of the Act.

62. Any vacancy on the Committee may be filled by the Board of Directors, but such member shall hold office only until the next Annual General Meeting, at which a member shall be elected to fill the vacancy for the unexpired term.
- 63 (1) The Credit Committee shall consider all applications for loans and make recommendations to the Board in respect of the applications.
(2) Subject to the written authorisation of the Board, the Credit Committee may approve loans to members upon such terms and conditions as specified by the Board.
- 64 (1) The Credit Committee shall hold such meetings at such time and place as the business of the Credit Union may require, but not less frequently than once per month.
(2) Notice of such meetings shall be given to the other members of the Committee by the Secretary of the Credit Committee.
65. A majority of the Credit Committee, not including the ex officio members as referred to in Bye-Law 59, constitutes a quorum.
66. (1) The Credit Committee shall choose from their number, a Chairman and a Secretary.
(2) The offices of Chairman and Secretary shall not be held by the same person.
(3) The Secretary of the Committee shall prepare and maintain full and correct records of all action taken by the Committee and shall submit a report to the Board of Directors pursuant to section 209 (1) (c) of the Act.
(4) The report referred to in Bye-Law 66 (3) shall state:
(a) the number of loan applications received;
(b) the number and category of loans granted;
(c) the security obtained, if any, for such loans;
(d) the number of applications denied; and
(e) the number and amount of delinquent loans.
67. (1) (a) Subject to such terms and conditions as the Board specifies, the Credit Committee may, in writing, delegate to the Manager or any other employee the power to approve loans to members upon such terms and conditions as the Board specifies.
(b) Loans shall be considered and approved on such terms and conditions as the Board specifies.
(c) A person to whom, the power to approve loans is delegated shall be referred to as a Loan officer.
(2) Any person authorised by the Credit Committee to approve loans shall submit a written monthly report to the Credit Committee stating:
(a) the number of applications received,
(b) the number of loans granted and the security obtained, if any, for each loan; and
(c) the number of loans denied.
(3) A report prepared pursuant to Bye-Law 67(2) shall become part of the records of the Credit Committee.
(4) A loan not approved by the loan officer shall be subject to a review by the Credit Committee.
(5) No individual shall have authority to disburse funds of the society for any loan which has been approved by the individual by virtue of being a loans officer.
68. (1) The Credit Committee or Loan Officers shall enquire carefully into:
(a) the character and financial condition of each applicant for a loan,
(b) his sureties to determine their ability to repay fully and promptly any obligation incurred by him;
(c) whether the loan sought is for a provident or productive purpose; and
(d) whether the loan shall be of a profitable benefit to the applicant.

- (2) The Credit Committee may, if it thinks it fit, interview a loan applicant prior to its deliberation on the approval of a loan.
- (3) The Credit Committee and or the Loans Officer shall endeavour diligently to assist applicants in solving their financial problems.
- (4) Where the applicant for a loan is a relative of a member of the Credit Committee or of a Loans Officer, the application shall be processed and forwarded to the Board for approval.

EXTRAORDINARY CREDIT COMMITTEE

- 69. (1) A meeting of the Extraordinary Credit Committee shall be convened if an Officer, Director, Credit Committee member, Supervisory Committee member or employee requires a loan in excess of his total holdings in shares, deposits and accumulated earnings, or if a loan is referred to it by the Credit Committee.
- (2) An extraordinary Credit Committee shall comprise the members of the Board, the Credit Committee and the Supervisory Committee.
- (3) Subject to Bye-Law 69(4), a quorum of the extraordinary Credit Committee shall be *the majority* of the Board, the Credit Committee and the Supervisory Committee sitting together.
- (4) A meeting of the Committee is not properly constituted unless a quorum of the members of the Credit Committee is present.
- (5) At a meeting of the Committee, loans shall be approved by a vote of two-thirds of the members present.

APPROVAL OF LOANS FOR OFFICERS

- 70. (1) Subject to Bye-Law 70(2) no member of the Society, the Credit Committee, the Board, the Supervisory Committee or any Loan Officer or other employee of the Society:
 - (a) who has applied for a loan shall be present at the discussion of the approval of the loan for which the member has applied;
 - (b) shall approve a loan to himself /herself,
 - (c) shall approve a loan to a person for whom the member is proposed as surety; or
 - (d) shall approve a loan for any other person with whom the member has a fiduciary relationship.

EMERGENCY LOANS

- 71. When there are more loan applications than can be granted within the funds available, preference shall be given in all cases to applications for emergencies and for smaller loans, provided that the need and credit factors are nearly equal.

SUPERVISORY COMMITTEE

- 72. The Supervisory Committee shall be elected at the Annual General Meeting and shall consist of *three (3)* members none of whom shall be a member of the Board of Directors, the Credit Committee-, or an officer of the Society
- 73. In addition to the provision of Bye-Law 44 any member of the Supervisory Committee shall be deemed to have vacated office, if:
 - (a) the member fails to attend three (3) consecutive meetings of the committee and in the opinion of the other members without having a reasonable cause;or
 - (b) the member refuses or fails to perform any of the duties allotted to the member by virtue of membership to the committee.

74. Any vacancy on the Committee may be filled by the remaining members of the Conourdttee who may appoint a qualified member until the next Annual General Meeting at which a member shall be elected to fill the unexpired term.
75. (1) The Supervisory Committee shall choose from their number a Chairman and a Secretary.
- (2) The offices of Chairman and Secretary of the Supervisory Committee shall not be held by the same person.
- (3) The Supervisory Committee shall meet at least quarterly to:
- (a) examine the books of the Society;
 - (b) appraise the policies and operating procedures to make recommendations to the Board and the Credit Committee,
 - (c) confirm the cash instruments, property and securities of the Society,
 - (d) confirm the shares, deposits and other balances or holdings of members;
 - (e) monitor the management of the Society;
 - (f) verify the assets of the Society and monitor whether the assets are properly protected; and
 - (g) receive and investigate any complaints made by any members affecting the proper management of the Society.
- (4) The Supervisory Committee shall cause, at least once a year, the pass books and accounts of members to be verified with the records of the Society.
- (5) (a) Notice of meetings of the Committee shall be given to the members by the Secretary of the Supervisory Committee.
- (b) A majority of the members of the committee shall constitute a quorum.
- (6) In the process of their examination conducted pursuant to Bye-Law 75(3) the Committee shall examine applications for loans made during the period and satisfy themselves that for each loan made:
- (a) an application is on file;
 - (b) that each application states the purpose for which the loan was made;
 - (c) the description of the security, if any offered;
 - (d) that the loan if approved, bears the approval of the Credit or extra-ordinary Credit Committee;
 - (e) that loan bonds exist for each loan and that each bond is properly filled out and signed by the borrower.
- (7) Within 10 days of the end of each month the Treasurer shall submit for attestation by at least two (2) members of the Supervisory Committee the statement for that month as required by Section 127 (2) of the Act.
76. The Supervisory Committee shall:
- (a) keep minutes of its meetings;
 - (b) within seven days (7) of each meeting report the results thereof to the Board of Directors; and
 - (c) submit a written report of its business to the Annual General Meeting.
77. (1) If in the opinion of the Supervisory Committee the Board of Directors, the Credit Committee or any member thereof or any officer or employee of the Society is guilty of a flagrant violation of the provisions of the Act, Regulations or these By-Laws or of any misconduct or malpractice or has misappropriated or misdirected the funds, securities or other property of the Society or engaged in any other conduct prejudicial to the affairs of the society, the Supervisory Committee shall forthwith inform the Registrar in writing.
- (2) In the event of a misappropriation or misdirection of funds, or malpractice, or other conduct prejudicial to the affairs of the society, the Supervisory Committee may suspend such person and shall *forthwith request* the Board to summon a General Meeting of members to be held within fourteen (14) days after the suspension for the purpose of dealing with the charge.

- (3) The General Meeting may remove a person found guilty of misconduct, malpractice, misappropriation or other conduct prejudicial to the Society as provided in Bye-Law 44 (2) and (3).

LOANS TO MEMBERS

- 78 (1) Loans shall be made to members only and for provident and productive purposes.
(2) All approved loans shall be applied by the borrowing members to such purpose as the committee has approved.
79. (1) Subject to Bye-Law 79(2) the Board shall from time to time fix the terms and *conditions on* which loans may be made to members
(2) The Board shall not:
- (a) lend to any member an amount exceeding
 - (i) ten percent of the aggregate of the registered society's capital;
 - (ii) the members' ordinary deposits and reserves; or
 - (iii) such lesser percentage as is specified in the bye-laws.
 - (b) approve a loan the total sum of which is greater than that stipulated at any meeting of the members.
80. The rates of interest on loans shall be fixed from time to time by the Board and the interest payable on loans shall be assessed on the monthly unpaid balance.
81. No loan shall be made to a member who is:
- (a) not the holder of at least six fully paid shares in *the* Society; or
 - (b) in arrears in the payment of a current loan or installment thereon; or
 - (c) is otherwise a defaulter.
82. A member who wishes to obtain a loan shall submit an application on the forms provided by the Society and state thereon
- (a) the amount and the purpose for which the loan is required;
 - (b) the term for which it is asked;
 - (c) *the name* of any proposed sureties or any other security; if any, to be offered; and
 - (d) such *other information* as may be required.

APPROVAL OF LOANS

83. (1) The Credit Committee shall consider at a meeting every application for a loan, and if the Committee is satisfied with:
- (a) the trustworthiness of the applicant,
 - (b) the sufficiency of the security offered; and
 - (c) the prospects of advantage to the borrower in the way of increased production or economy or otherwise, it may, if authorised by the Board, approve the loan or shall, if not authorised, recommend the sanction of the loan to the Board.
- (2) (a) No person other than members of the Credit Committee, the Secretary, the Treasurer, the Registrar and the designated members of staff shall be present at any meeting of the Committee when an application for a loan is under consideration.
(b) If there is a difference of opinion concerning the granting of a loan, the voting shall be taken by ballot.
(c) The proceedings with regard to loans at Committee meetings shall be kept secret, and any member of the

Committee or officer of the Society infringing this Bye-Law shall be liable to immediate expulsion or dismissal by the members in General Meeting.

84. (1) Loans when approved by the Committee, shall be granted to members who are able to obtain two (2) sureties approved by the Committee, or who provide other security to the satisfaction of the Committee, or Loan officer.
- (2) When a loan is approved, a notice shall be sent to the borrower to that effect and confirming the approval.
- (3) Before an approved loan is advanced, the borrower and the designated sureties shall execute an instrument in writing setting out the terms of repayment of the loan and such other terms and conditions as the Committee may consider stipulate.
- (4) A member may repay a loan prior to maturity in whole or in part on any business day of the Society

DEFAULTED LOANS

85. (1) A member failing to pay any instalment of a loan at the time fixed shall, unless the time has been extended, pay such fine as the Board of Directors may from time to time fix.
 - (2) A fine which is imposed under Bye-Law 85(1) shall not exceed one percent per month on the amount in arrears, or such other amount that may be specified at the Annual General Meeting.
 - (3) If a member fails to pay an instalment of a loan within three (3) months after the time fixed for payment and no extension of time has been granted, the whole or the balance of the loan then owing shall immediately become due.
 - (4) A member shall not be entitled to receive another loan from the society if the member:
 - (a) is in default in the payment of a loan or of an instalment of a loan; and
 - (b) does not satisfy the Board that such default is due to a good cause.
 - (5) If by reason of sickness or some other cause a member finds that he/she will be unable to discharge his/her obligations to the Society, and notifies the Secretary in writing before a loan is due, the Board may extend the time fixed for payment on such conditions as it thinks fit.
 - (6) Where the Board is satisfied that a member of the Society who has obtained a loan has applied the proceeds thereof to a purpose other than the purpose which is stated in the application thereof under Bye-law 82, the Board may, by notice in writing to the debtor, demand payment of the loan before the agreed date of payment.
86. (a) The Board shall take steps for the recovery of a loan or installment :
 - (i) where a loan or an instalment of a loan has not been paid on the date on which it became due; and
 - (ii) no extension for the payment thereof has been given to the debtor by the Board, under ByeLaw 85 (5).
 - (b) The Board shall take any of the following steps for the recovery of a loan or installment referred to in paragraph (a) by:
 - (i) applying any monies standing to the credit of members towards the payment of the debt;
 - (ii) referring the matter to the Registrar pursuant to Section 171 (1) of the Act;
 - (iii) exercising any legal rights arising pursuant to Section 171 (8) of the Act; or
 - (iv) taking any other action which the Board deems necessary
87. For purposes of Bye-Law 86 interest shall be deemed to be an instalment of a loan, but unless it is otherwise provided in the instrument required under Bye-law 84 (3) an instalment shall not be deemed to be delinquent unless it is three (3) months in arrears.

BAD AND DOUBTFUL LOANS

88. The Board of Directors shall cause a list of all bad and doubtful loans to be made available at the registered office of the Society for any examination required by the Credit Committee, the Supervisory Committee and the auditor and shall send a copy of that list to the Registrar.

RESERVE FUND

89. (1) (a) The Society shall create a Reserve Fund in pursuance of the provisions of Section 197 (2) of the Act, in which twenty five (25) percent of the net surplus before dividend shall be carried.
(b) All entrance, transfer, and other fees and fines shall be paid into the reserve fund.
- (2) The Reserve Fund shall be kept liquid and intact and shall not be used or applied, except as provided in Regulations 22(6) and 29(l) and any amendments thereto.

DIVIDENDS AND BONUS

90. (1) After setting aside the prescribed reserves and retiring all or any part of a deficit it has previously incurred the Annual General Meeting may declare dividends out of the net surplus.
- (2) No dividend payable shall be greater than two percent above the savings rate set by the Central Bank of Barbados.
- (3) A dividend shall be paid only on shares fully paid up before and during the dividend period and shall be calculated on the minimum quarterly balance provided always that a member shall be deemed to have one fully paid share for each ten dollars (\$10.00) paid in before the said date in respect of several shares and that a proportional part of dividend shall be paid on shares which become fully paid up.
- (4) The Society may make contributions to any charitable purpose or to a common good fund, if a dividend of not less than 5 percent has been recommended for that particular year.
- (5) The remaining net surplus of the Society may be distributed among the members who have borrowed from the Society during the accounting year in proportion to the interest paid by them during such year.
- (6) Where the dividend and/or bonus payable to a member in any financial year is less than or equal to ten dollars (\$10.00) that amount shall not be paid in cash, but shall be credited directly to the member's account.

INVESTMENT OF FUNDS

91. The Society shall invest its funds as provided by Section 145(9) of the Act.

ANNUAL ACCOUNTS AND REPORTS AND AUDITS

92. The Board of Directors shall comply with the provisions of the Act and shall:
- (a) cause the books of the Society to be audited annually;
 - (b) approve the financial statements of the Society and place the comparative financial statements before the members at every Annual General Meeting of members; and
 - (c) furnish the Registrar with a copy of the financial statements placed before the members within thirty (30) days of the Annual General meeting.

FINANCIAL YEAR

93. (a) The financial year of the Society shall commence on January 1st and end on December 31.
(b) Subject to sections 94 and 95 of the Act, the Annual General Meeting of the society may alter the dates of the financial year.
(c) An alteration to the dates of the financial year shall be reported to the Registrar within fourteen (14) days of the Annual General Meeting.

SEAL AND EXECUTION OF DOCUMENTS

94. (1) The Board shall adopt for the use of the Society a distinctive seal having the name of the Society inscribed thereon.
- (2) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one member of the Board and the Secretary or Treasurer.
- (3) Any instrument required to be signed on behalf of the Society shall be duly executed if signed by at least one (1) member of the Board and the Secretary or Treasurer.
- (4) Cheques shall be signed as provided in Regulation 34.

BOOKS AND FORMS

95. The Society shall keep the following books and forms:

- (a) a Register of members;
- (b) a Personal Ledger for each member;
- (c) a Cash Receipt journal;
- (d) deposit Slips;
- (e) a Cash Disbursement and Journal;
- (f) a General Ledger;
- (g) a Register of loans;
- (h) Loan Application Forms;
- (i) Loan Agreement Forms;
- (j) Payment Vouchers;
- (k) a file containing the Act, Regulations and these Bye-Laws;
- (l) separate Minute Books for meetings of the Board, the Credit Committee, the Supervisory Committee, and any sub-committee appointed by the Board and meetings of members.
- (m) any other books or records as may be prescribed by the Board of Directors.

INSPECTION OF RECORDS

- 96 (1) The corporate records of the Society, as stated in Section 26 (1) of the Act, shall be open to the inspection of any member having an interest in the funds of the Society.
- (2) No person other than the member, his/her agent or legal representative, a member of the Board, the Credit Committee or the Supervisory Committee or the Auditor, Registrar or any person appointed or authorised by him shall be allowed to see the Personal Account, Loan Agreement or Pass Book or the register or papers relating to the loan of any member without the consent of such member in writing.

DISPUTES

97. All disputes shall be determined in accordance with the provisions of Sections 171 and 172 of the Act.

LEGAL REPRESENTATION

98. The Board of Directors may retain an Attorney-at-Law or a legal firm to represent the society on such terms and conditions as it thinks fit.

AMENDMENT TO THE BYE-LAWS

99. These Bye-Laws may be amended in accordance with the provisions of Sections 94 and 95 of the Act and Regulation 19.

DISSOLUTION

100. (1) The Society may be dissolved in the manner provided for in Section 145 of the Act.

(2) On the dissolution of the Society the funds, including the reserve fund, shall be applied as follows:

- (a) firstly, to the costs of the dissolution;
- (b) secondly, to the discharge of the liabilities of the Society;
- (c) thirdly, to the payment of share capital, and
- (d) fourthly, to the payment of a dividend at a rate not exceeding ten percent per annum for any period during which no distribution of profits has been made.

INTERPRETATION

101.(1) In these Bye-Laws, unless the context otherwise requires, expressions defined in the Act or the Regulations shall have the meaning so defined, and words importing the singular shall include the plural and vice-versa, and words importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate.

(2) In these Bye-Laws:

"Act" means the Co-operative Societies Act, 1990-23;

"Regulations" means the Co-operative Societies Regulations 1993; and

"Bye-Laws" means the registered Bye-Laws made by the Society in exercise of any power conferred by the Act, and includes a registered amendment of the Bye-Laws.

"Board" means the Board of Directors of the Society,

Registered June 15, 1994.