



Registered 6th, October, 1970

BYE-LAWS

OF THE

**CHOISEUL
CO-OPERATIVE
CREDIT UNION
LIMITED**

MISSION STATEMENT

“To provide financial and other related services that are beneficial to all Choiseulians by pooling our savings and resources while at the same time borrowing and lending wisely for providential and productive purposes and encouraging prompt repayment.”

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**BYE-LAWS OF THE
CHOISEUL CO-OPERATIVE
CREDIT UNION LIMITED**

(hereinafter referred to as 'The Society')

I. INTERPRETATION

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.

In these Bye-Laws —

" Act" means the Co-operative Societies Act, No.28 of 1999;

"Regulations", means the Co-operative Societies Regulations 1999; No.90 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;

"Non Members" means persons or groups who do not hold shares in the society.

II. NAME

2. The name of the Society shall be CHOISEUL CO-OPERATIVE CREDIT UNION LIMITED.

III. REGISTERED ADDRESS

3. The registered address of the Society shall be No.3 J. E. M. Salmon Street, P. O. Box CH 4C, CHOISEUL, ST. LUCIA 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.

IV. GEOGRAPHICAL AREA OF OPERATIONS

4. The area of operations of the Society shall be in the District of Choiseul or as subsequently amended in writing by the Registrar on receipt of an application from the Society.

V. OBJECTS

5. The objects of the Society shall be —

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

VI. CAPITAL, FUNDS AND LIABILITY

6. 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) loans from members or non-members;
- (c) entrance fees other fees and charges, fines, revenue from the sale of merchandise and other contributions received from members and others.

7. Each share of the Society shall be of the par value of five dollars (\$5.00) 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 Bye-Laws.

8. Subject to the provisions of the Act, Regulations and Bye-Laws deposits may be received from members or non-members at such rates and on such terms and conditions as the Board may from time to time determine.

9. Subject to as hereinafter provided the Board may, without sanction of a general meeting, borrow or raise money from any source in any manner the Board thinks fit, provided that this sum does not exceed the maximum liability ceiling set by the previous Annual General Meeting.

10. The members 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 anyone time owe in respect of deposits and loans.

11. 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.

12. The liability of a member to make contributions to the assets of the Society in case of liquidation shall be limited to his shares.

VII. MEMBERSHIP (Age, Residence, Nationality and Common Bond)

13. Every member of the Society shall be —

- (a) not younger than sixteen (16) years of age and;
- (b) a Choiseulian by (i) birth, (ii) consanguinity ties (iii) geographical relocation by virtue of marriage, employment for a period as determined by the Board of Directors and or
- (c) property holder in the Choiseul District.

14. Any person who has the necessary qualifications and who is desirous of becoming a member shall apply in writing to the Secretary of the Board. His application shall state his residence and occupation and shall contain such other information as the Board may from time to time decide.

Joint Account

15. — (1) Persons who have the necessary qualifications for membership and are desirous of becoming joint members may apply in writing to the Secretary. The application shall state the residence and occupation of each person, whether the tenancy will be joint tenancy or a tenancy in common and shall contain such other information as the Board from time to time decide.

(2) An application of a joint membership to withdraw from the Society or to vary the composition of the joint membership must be signed by all the persons comprising the joint membership.

16. — (1) The approval of applicants for membership shall be undertaken by the Board of Directors.

(2) Every applicant for membership shall pay such entrance (membership) fee not exceeding five dollars (\$5.00) as the Board may from time to time fix.

(3) The applicant, upon acceptance and the payment of at least twenty (20) shares, or as may be fixed by the Board from time to time shall be enrolled as a member and shall be entitled to any of the rights or privileges of membership.

17. A person ceases to be a member of the Society —

- (a) on death;
- (b) if he applies for bankruptcy or is declared a bankrupt;
- (c) on ceasing to hold the minimum share requirement in the Society;
- (d) on the compulsory acquisition of his shares pursuant to Section 113 of the Act;
- (e) on expulsion from the Society as provided in Sections 28 and 29 of the Act; or
- (f) if, subject to as hereinafter provided, he ceases to be qualified in accordance with Bye-Law 13.

18.(a) No member shall resign while he is a borrower, an endorser (co-maker), or a guarantor on any loan due the Society;

(b) A co-maker, endorser, guarantor shall be a member of the society.

19. — (1) Any member who —

- (a) fails to pay any contribution or debt due to the Society;
- (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,

may have his membership terminated by at least two-thirds (2/3) vote of the directors present at a meeting called for the purpose. The member shall be given seven (7) days notice of the meeting together with the grounds for the termination and is given the opportunity to make answer.

(2) Notwithstanding the above, membership may be terminated by a vote of at least two-thirds (2/3) of the members present at a general meeting by a charge communicated to the member in writing at least ten (10) days before the meeting.

20. A member whose membership has been terminated may appeal the termination pursuant to Section 31 of the Act.

21. Subject to Section 31 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 has been terminated, shall be paid to them in order of termination, but only as funds are available and within one year after withdrawal or termination.

22. The Society shall keep a Register of its members in accordance with Section 25 of the Act.

VIII. SHARES

23. Subject to the provisions of Section 90 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 five dollars (\$5.00) be paid.

24. (a) Notwithstanding the provisions of Bye-Law 23, a member shall pay contributions to the value of at least twenty (20) shares within the first six (6) months of membership, and shall thereafter maintain a minimum share requirement;

(b) The member shall maintain a regular savings pattern.

25. — (1) Shares may be transferred in accordance with Sections 95-98 of the Act and by written instrument in such form as may be prescribed, but no transfer shall be registered until such transfer fee as the Board may from time to time fix, not exceeding twenty dollars (\$20.00) with a minimum of five dollars (\$5.00) per transfer, has been paid. Such transfer shall carry dividend credits with it.

(2) Subject to as hereinafter provided the amount on any share may be withdrawn on any day on which the Society is open for business provided that the Directors shall have the right at any time to require a member to give thirty (30) days notice in writing or in any given emergency such additional notice as the Directors may fix, of his intention to do so.

26. Except with the written approval of the Board, no member may withdraw any share if it will reduce his shareholding to less than his liability to the Society as borrower, co-maker or guarantor.

27. — (1) No share shall be withdrawable during the first twelve (12) months of membership nor 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, except with the permission of the Board.

(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 him 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 dividends and/or bonus is equal to or less than ten dollars (\$10.00), the amount shall be credited to the member's shares.

(4) For all dividends and or bonus in excess of ten dollars (\$10.00), at least 10% shall be credited to shares.

(5) A member failing to pay any installments on shares when due, may be required by the Board of Directors to pay a fine amounting to one dollar (\$1.00) per full week on each five dollars (\$5.00) or portion thereof, of the instalments in arrears, provided that no fines shall be charged for more than thirteen (13) consecutive weeks.

IX. DEPOSITS

28.— (1) Ordinary deposits of not more than ten thousand dollars (\$10,000) or an amount as may be determined by the Central Bank from time to time in anyone (1) transaction may be accepted from any member, without an accepted declaration of the source of funds.

(2) Not withstanding 28 (1) above the society reserves the right to request declaration of such funds upon the recurrence of such an amount.

29. 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 way or manner as the Board may determine.

30. 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. The receipt or acquittance of the minor shall be valid and sufficient release and discharge to the Society for the deposit or any part thereof.

31. Deposits will earn interest on the first 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.

32. — (1) Notwithstanding Bye-Law 28, term deposits may be accepted from a member or non-member for a term not exceeding five (5) years and upon such terms and conditions as are set out in Section 117 of the Act and Regulation 34.

(2) Deposits for a term exceeding five (5) years must be approved by the Registrar.

33. The rate of interest payable on ordinary or term deposits shall be fixed from time to time by the Board.

X. PASSBOOKS, RECEIPTS AND DISBURSEMENTS

34.— (1) Money paid in or out on account of shares, deposits, loans, interest, entrance fees, fines or transfer fees shall be evidenced by an appropriate voucher or receipt. Each voucher or receipt shall identify the person receiving or paying out, on behalf of the Society, the money represented thereby.

(2) When passbooks are used, the member's permanent official record for all transactions shall be the entries in the passbook. Every entry in the pass book shall be initialed by the person receiving or paying out the money represented thereby. When a statement of account plan 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.

(3) If a pass book is lost or stolen, immediate notice must be given to the Manager or Treasurer or Board of Directors, and written application made for the issue of a duplicate book which must be paid for at the members' expense. The Board of Directors may require the filling of an adequate bond to indemnify the Society against any loss or losses resulting from the issue of such duplicate Pass Book.

XI. MEETINGS OF MEMBERS

35. 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 subject to 41 (e) of the Bye-Laws.

36.— (1) Meetings of members shall be convened and held in accordance with Sections 35-47 of the Act.

(2) At least ten (10) days notice of any general, annual, or special meeting shall be given before any such meetings are held.

(3) General Meetings shall be held from time to time at the discretion of and at a place determined by the Board.

37. — (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 Meeting 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 the immediate preceding year's work of the society;
- (c) to consider the financial statements presented by the Board for the preceding year, together with comparative statements for the year preceding it;
- (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 directors to forthwith notify the auditor of any error or mis-statement;
- (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 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 within thirty (30) days from the date the notice of the decision was received; and
 - (m) to transact any other general business of the Society.
- (3) Order of Business at Annual General Meetings shall be —
- (a) ascertainment that a quorum is present;
 - (b) taking apologies for absence;
 - (c) reading and approval of the Minutes of the Last Annual Meeting, and of any intervening Special General Meeting and discussion of matters arising therefrom.
 - (d) Reports of —
 - (i) Board of Directors;
 - (ii) Treasurer and Auditor;
 - (iii) Credit Committee;
 - (iv) Supervisory Committee;
 - (v) Any sub-committee;
 - (e) Unfinished business
 - (f) Elections to —
 - (i) Board of Directors;
 - (ii) Credit Committee;
 - (iii) Supervisory Committee;
 - (g) Appointment of Auditors for the ensuing year;
 - (h) New business;
 - (i) Adjournment

38.—(1) A Special General Meeting of members maybe convened at any time by the Board, and on receipt of a demand stating the object of the proposed meeting, signed by at least twenty-five (25) of the members or fifteen percent (15%) whichever is the less, it shall be the duty of the Board to convene such meeting within twenty (20) days of the receipt of the request. The purpose of the Special General Meeting shall be set forth in the notice and only such business as is described in the notice shall be dealt with at such meeting.

(2) Notwithstanding Bye-Law 38(1) the Board shall at the request of the Supervisory Committee and pursuant to Section 40(1-3) of the Act, convene a Special General Meeting of members.

(3) If the Board fails to convene a meeting within the stipulated time from the receipt of a demand or a request as aforesaid, the Supervisory Committee will have the right to convene the meeting by notice within —

- (a) twenty (20) days after the expiry of the period of twenty (20) days, in accordance with Section 40(3) and 63 of the Act and Regulations 16(f) and 16(g) where, the meeting is demanded by members; or
- (b) seven (7) days after the expiry of the period of fourteen (14) days where the meeting is requested by the Supervisory Committee.

(4) The notice 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. Any cost incurred by the convening of the meeting shall be borne by the Society.

(5) The Registrar may at any time call a special meeting 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.

39.—(1) At least ten (10) days notice of any General Meeting shall be given in any of the following ways namely —

- (a) by a notice published in not less than two (2) issues of a newspaper circulated in St. Lucia and by posting the notice in a place that is prominent and accessible to members; or
- (b) by a written notice delivered to each member in person or mailed to each member at his address as the same appears in the records of the Society.

(2) The accidental omission to give notice to/or the non-receipt of a notice by any member shall not invalidate the meeting.

XII. QUORUM

40.—(1) The quorum for the purposes of the Annual General, or Special General Meeting shall be at least fifty (50) members —

Provided that when any meeting is summoned by the Registrar, any members present at such meeting shall be deemed to form a quorum.

(2) If within one (1) 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 dissolved if convened on the demand of members; in all other cases, it shall stand adjourned to a date not more than thirty (30) days thereafter and at a time and place to be determined by the Board. For reconvening an aborted meeting at least three (3) days notice shall be given. If at the adjourned meeting a quorum is not present at the time appointed for the meeting, the members present shall form a quorum.

XIII. ELECTIONS

41.—(1) The following procedures shall apply to the conduct of elections in keeping with Sections 33-37 and 50 of the Act and Section 12 of the Regulations —

- (a) not less than thirty (30) days prior to each Annual General Meeting, the Board may appoint a Nominating Committee of three (3) persons of which not more than one (1) may be a member of the existing Board.
- (b) the Nominating Committee shall nominate at the annual General Meeting, one member for each vacancy for which elections are to be held.
- (c) After the nominations have been placed before the members, the Chairman shall call for nominations from the floor.
- (d) All elections shall be by ballot or by show of hands with the consent of those present, and shall be determined by a majority vote except where there is no contest.
- (e) No member who is delinquent for ninety (90) days or more in respect to debts owed to the Society shall be allowed to vote.

- (f) where the number of nominees does not exceed the number of persons to be elected, the Chairman shall declare all the nominees elected.

(2) No member may be elected to the Board, the Credit Committee or the Supervisory Committee unless he —

- (a) is eighteen (18) years or over;
- (b) is a citizen or resident of the CHOISEUL District;
- (c) holds the minimum fully paid share requirement;
- (d) has been a member of the Society for at least one (1) year; and
- (e) has saved regularly, at least sixty dollars (\$60.00) per quarter in the past year;
- (f) is not a delinquent borrower and is otherwise in good financial standing.

XIV. TENURE OF OFFICE

42.— (1) Each member shall hold office until his successor is elected and may be eligible for re-election.

(2) Directors, may hold office for two (2) consecutive terms of three (3) years before retiring for a minimum of one (1) year.

(3) Where persons are to be elected for varying terms, the member receiving the highest or higher 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 shall draw lots and the candidate whose lot is drawn is to be declared 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 shall draw lots to determine the tenure of office for each candidate.

43. At the first 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 and at the Annual General Meeting in every subsequent year, one-third (1/3) of the directors or if their number is not three (3) or a multiple of three (3), then the whole number nearest the one-third (1/3) shall retire from office provided, however, that the smallest number of persons shall serve for one (1) year.

XV. TERMINATION OF OFFICE

44.— (1) Any member of the Board, Supervisory Committee or Credit Committee shall be deemed to have vacated his office if he —

- (a) resigns by giving notice to the Board, or, if a member of the other committees, to the respective Committee;
- (b) applies for bankruptcy or is declared bankrupt;
- (c) becomes of unsound mind and has been so found by a court in ST. LUCIA;
- (d) is convicted of any offence involving dishonesty; or
- (e) 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 before the expiration of their or his period of office by a three-fourths (3/4) majority of the members present at a Special General Meeting at which at least the 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. At such a meeting, the members shall proceed to the election of a new Board, Credit Committee or Supervisory Committee or to fill the vacancy occurring. Any member so appointed 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.

XVI. 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 (herein referred to as "The Board")

(2) The Board shall be elected at the Annual General Meeting and shall consist of seven (7) members, in keeping with Section 50(2) of the Act.

(3) 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.

46.— (1) The directors shall meet as often as the business of the Society may require, but not less frequently than once per month. Due notice of such meetings shall be given to the other members by the Secretary.

(2) A simple majority of members shall constitute a quorum.

(3) Any member of the Board shall in addition to Bye-Law 43 be deemed to have vacated his office if he fails to attend three (3) consecutive regular meetings of the Board without giving satisfactory explanation in writing to the Board within seven (7) days of his absence from the third meeting.

47.— (1) Where there are vacancies on the Board and there is a quorum of directors, the remaining directors may exercise all the powers of the directors or fill the vacancies until the next Annual General Meeting.

(2) Where there is not a quorum of directors the remaining directors shall call a General Meeting for the purpose of electing members to fill the vacancies.

(3) Where there are no directors, twenty-five (25) members, one-fifth (1/5), whichever is less, may appoint in writing at least five (5) persons as directors for the purpose of calling a General Meeting to elect members to fill the vacancies.

48.— (1) The Board may appoint from among its number any Committee that it considers necessary and may by resolution delegate to any such Committee such powers that it considers necessary for the efficient conduct of the affairs and business of the Society, subject to Section 53 of the Act.

(2) The Board shall appoint an Education Committee of not less than three persons, headed by the Vice-President, with responsibility to undertake activities to promote the Credit Union and educate its members in the cooperative principles, philosophy values and practices.

49. A Committee of directors that has powers delegated to it, must consist of at least three (3) directors and shall exercise these powers subject to the provisions of the Act, the Regulations and these Bye-Laws.

50. A director or officer of the Society who is a party to a contract or proposed contract with the Society shall disclose in writing to the Society or request to have entered in the minutes of meetings of directors, the nature and extent of his interest.

51. The disclosure required by Bye-Law 50, must be made in case of a director in keeping with Section 78(2) of the Act.

52. The disclosure required by Bye-Law 50, must be made in the case of an officer who is not a director; in keeping with Section 78(3) of the Act.

53. Subject to Section 78(5) of the Act, a director shall not take part in discussions to consider, or vote on a resolution to approve a contract in which he 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 the 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 a committee of directors that authorised the contract.

55. Subject to Bye-Law 9, the Board 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 the aggregate or four (4) times the retained earnings and reserves of the Society and is within the maximum liability limit which was fixed by a resolution of members at a general meeting, and approved by the Registrar.

56. — (1) At the meeting of the Board which shall be held within ten (10) days of their election, the Board shall elect from their own number a President, a Vice President, a Secretary, and a Treasurer.

President

(2) The duties of the President shall be —

- (a) to preside at meetings of the members and of the Board;
- (b) to 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, not inconsistent with the Act, the Regulations and these Bye-Laws; and
- (d) such other duties as the Act and Regulations may require to be performed by the Chairman of the Board.

Vice President

(3) The Vice President shall, in the absence or disability of the President or his refusal to act, perform the duties of the President and/or such other duties as the Board may from time to time prescribe.

Secretary

- (4) It shall be the duty of the Secretary to —
- (a) attend all 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.

Treasurer

(5) Subject to such limitations and control as may be imposed by the Board, it shall be the duty of the Treasurer to —

- (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 forward to the Registrar such financial and other reports as may be required;
- (h) keep separate accounts of all monies belonging to the Society;
- (i) produce a current statement of the Society's monies held on demand;
- (j) make payments as authorised by the Board and obtain receipts for the same;
- (k) ensure that all promissory notes, drafts, negotiable instruments drawn in favour of the Society are properly prepared; and
- (l) do such other duties as pertain to the office of Treasurer.

57. The Board may employ a Manager and may authorise him or another senior employee to perform any of the duties of the Treasurer, including the signing of cheques.

58. A meeting of officers, members of the Board, Credit and Supervisory Committees shall be held no less than once per quarter. The Secretary of the Credit Union shall be responsible for the calling of this meeting.

XVII. CREDIT COMMITTEE

59. (a) 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, or the Supervisory Committee or an officer of the Society, except that the Secretary or Treasurer may be an ex-officio member of the Committee.

(b) As provided for in 56 (8) of the Act members of the Credit Committee shall be elected in rotation. No person may serve on

the Credit Committee for more than two consecutive terms or an aggregate of six successive years.

60. Any member of the Credit Committee shall in addition to Bye-Law 44 be deemed to have vacated his office if —

- (a) he fails to attend three (3) consecutive regular meetings of the Committee without, in the opinion of the Board, having a reasonable cause; or
- (b) he fails to perform any of the duties allotted to him 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 pursuant to Section 59 of the Act.

62. Any vacancy on the Committee may be filled by the Board, 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 choose from their number, a Chairman and a Secretary. These offices shall not be held by the same person.

(2) 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 of every meeting to the Board pursuant to Section 59(c) of the Act. The report 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) applications denied;
- (e) the number and amount of delinquent loans;
- (f) the loan recovery rate; and
- (g) the actions taken to follow-up delinquent loans.

64. The Credit Committee shall hold such meetings as the business of the credit union may require, but not less frequently than once per month.

Due notice of such meetings shall be given to the other members of the Committee by the Secretary.

65. A majority of the Credit Committee, not including the ex-officio members referred to in Bye-Law 59, constitutes a quorum.

66. The Credit Committee shall consider all applications for loans, make recommendations to the Board in respect of the applications and shall, subject to the authorisation of the Board, approve loans to members upon such terms and conditions as specified by the Board.

67.— (1) The Board may, by resolution, delegate the Manager or other employee to approve loans to members upon such terms and conditions as the Board specifies. A person so delegated shall be referred to as a Loan Officer.

(2) Any person authorised by the Board to approve loans shall submit a written monthly report to the Credit Committee stating the number of applications received, the number of loans granted and the security obtained, if any, and the number of loans denied. Such report shall become a part of the records of the Credit Committee.

(3) A loan not approved by the Loan Officer shall be subject to a review by the Credit Committee.

(4) No individual shall have authority to disburse funds of the credit union for any loans which has been approved by him in his capacity as a Loan Officer.

68. The Credit Committee and Loan Officer shall enquire carefully into the character and financial condition of each applicant for a loan and his sureties to ascertain their ability to repay fully and promptly any obligation incurred by them, and to determine whether the loan sought is for a provident or productive purpose and will be of profitable benefit to the applicant. They shall endeavour diligently to assist applicants in solving their financial problems.

69. — (1) No loan shall be made unless approved by the entire Credit Committee, if all the members are present or by the Extraordinary Credit Committee according to Bye-Law 69(2).

(2) An Extraordinary Credit Committee shall comprise the members of the board, the Credit Committee and the Supervisory Committee and 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.

(3) A quorum of the Extraordinary Credit Committee shall be a simple majority of the Board, the Credit Committee and the Supervisory Committee sitting together. A meeting of the Committee is not properly constituted unless a quorum of the members of the Credit Committee is present. At such meetings loans shall be approved by a vote of two-thirds (2/3) of the members present.

(4) No member of the Credit Committee, the Board, the Supervisory Committee or any Loan Officer shall be present at the discussion of the approval of or approve a loan to himself, to a person for whom he is proposed as surety or any other person with whom he has a fiduciary relationship.

70. When more loan applications are pending than can be granted within the funds available, preference shall be given in all cases to applications for smaller loans if the need and credit factors are nearly equal.

XVIII. SUPERVISORY COMMITTEE

71. (a) The Supervisory Committee shall be elected at the Annual General Meeting and shall consist of a minimum of three (3) members none of whom shall be a member of the Board, the Credit Committee, or an officer of the Society.

(b) Pursuant to section 62 (8) of the Act, members of the Supervisory Committee shall be elected in rotation. No person may serve on the Supervisory Committee for more than two consecutive terms or an aggregate of six successive years.

72. Any member of the Supervisory Committee shall be deemed in addition to the provisions of Bye-Law 44, to have vacated his office, if —

(a) he fails to attend three (3) consecutive meetings of the Committee without in the opinion of the other members having a reasonable cause therefor; or

(b) he fails to perform any of the duties allotted to him as a member of the Committee.

73. Any vacancy on the Committee may be filled by the remaining members of the Committee who may appoint a qualified member until the next Annual General Meeting at which a member shall be elected to fill the unexpired term.

74. — (1) The Supervisory Committee shall choose from their number a Chairman and a Secretary. These officers shall not be held by the same person.

(2) The Supervisory Committee shall meet at least once (1) a month 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;
- (g) receive and investigate any complaints made by any members affecting the proper management of the Society;
- (h) at least once a year cause the pass books and accounts of members to be verified with the records of the Society; and
- (i) ensure that all advances, loans, deposits and other transactions involving directors, committee members and employees are in keeping with the Act, Regulations, Bye-Laws and Policies of the Society.

(3) Due notice of such meetings shall be given to the other members of the Committee by the Secretary. A majority of the members of the Committee shall constitute a quorum.

(4) In the process of their examination the Committee shall examine —

- (a) applications for loans made during the period and satisfy themselves that for each loan made, an application is on file and that

each application states the purpose for which the loan was made, the description of the security offered, if any, and that it bears the signatures of approval of the Credit or Extraordinary Credit Committee; and

- (b) loan bonds for each loan and satisfy themselves that each bond is properly filled out and signed by the borrower.

(5) within fourteen (14) days of the end of each month the Treasurer shall submit for attestation by the Supervisory Committee the statement for that month as required by Section 67(1) of the Act.

75. The Supervisory Committee shall keep minutes of its meetings and shall, in keeping with Section 67(2) of the Act —

- (a) within seven days (7) of each meeting report the results thereof to the Board; and
- (b) submit a written report to the Annual General Meeting.

76. If in the opinion of the Supervisory Committee, the Board, 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 Bye-Laws or any mis-conduct or malpractice or misappropriation or mis-direction of the funds, securities or other property of the society, the Supervisory Committee shall forthwith inform the Registrar in writing and may in the event of a mis-appropriation or mis-direction, 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.

At such General Meeting such person may be removed as provided in Bye-Laws 44(2) and 44(3).

XIX. LOANS TO MEMBERS

77. Loans shall be made to members only and for provident and productive purposes. All loans made shall be applied by the borrowing members to such purpose as the Credit Committee has approved.

78. The terms and conditions on which loans may be made to members shall be fixed from time to time by the Board, and contained in a Loan Policy, provided always that in no case shall a sum be lent to any member greater than the lesser of —

- (a) ten percent (10%) of the aggregate of the registered Society's share capital, retained earnings and reserve; and
- (b) the aggregate of the members' ordinary deposits and the Society's reserves.

79. 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.

- 80. (a) No loan shall be made to a member who is not in good standing, that is to say, is not the holder of at least twenty (20) fully paid shares in the Society, or is in arrears in the payment of a current loan or instalment thereon or is otherwise a defaulter.
- (b) No officer, director, Credit Committee Member, Supervisory Committee Member, or employee of the society may be granted a loan in excess of the value of his holdings therein, shares, deposits and accumulated earnings, unless adequately provided for by way of security, in conformity with the loan policy.
- (c) Such loans shall be approved by a vote of 2/3 majority of a duly constituted Extraordinary Credit Committee as in Bye-Law 69(3)

Loan Processing

81. — (1) A member who wishes to obtain a loan shall submit an application on the forms provided by the Society and shall state the amount and the purpose for which the loan is required, the term for which it is asked, whether it is desired to repay it by instalment and the name of any proposed sureties or any other security, if any, to be offered and such other information as may be required.

(2) All Meeting of the Credit Committee shall be conducted as follows—

- (a) the Credit Committee shall consider at a meeting every application for a loan, and if the committee is satisfied with the trustworthiness of the applicant, the sufficiency of the security offered and 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;

- (b) no person other than members of the Credit Committee, the Secretary, the Treasurer, the Loan Officer and his technical staff or the Registrar and his staff shall be present at any meeting of the Committee when an application for a loan is under consideration;
- (c) further to Section 77 of the Act 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.

(3) When a loan is approved by the Committee or Loan Officer, upon notification, the borrower and his sureties shall execute an instrument in writing setting out the terms of repayment of the loan and containing such other terms and conditions as the Committee may consider necessary.

(4) A member may repay his loan prior to maturity in whole or in part on any business day of the Society.

82. — (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 may from time to time fix. Such fines shall not exceed one point five percent (1.5%) per month on the amount in arrears with a minimum of five dollars (\$5.00).

(2) 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 balance of the loan then owing shall immediately become due.

(3) When a 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, such a member shall not be entitled to receive another loan from the Society.

(4) If by reason of sickness, disaster or some other cause a member finds that he will be unable to discharge his 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.

(5) 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 81(1), the Board may, by notice in writing to the debtor, demand payment of the loan before the agreed date of payment.

(6) Where —

- (a) a loan or an instalment of a loan has not been paid on the date on which it became due;
- (b) no extension for the payment thereof has been given to the debtor by the Board, under Bye-Law 82(4); and

The Board shall take steps for the recovery of the same 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 187(1) of the Act;
- (iii) exercising any rights arising by law pursuant to Sections 106 and 187(6) of the Act; or
- (iv) any other action which the society deems necessary.

83. For purposes of Bye-Law 82(6) interest shall be deemed to be an instalment of a loan, but unless it is otherwise provided in the instrument required under Bye-Law 81 (3) an instalment shall not be deemed to be due unless it is one (I) month in arrears.

XX. DOUBTFUL LOANS

84. The Board shall cause a list of all 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.

XXI. RESERVE FUND, LIQUIDITY RESERVE AND DEVELOPMENT FUND

85.— (1) The Society shall create a Reserve fund in pursuance of the provisions of Section 119(2) of the Act, in which not less than twenty-five

percent (25%) of the net surplus before dividends shall be carried. All entrance, transfer, and other fees and fines shall also be carried to such fund.

(2) The Reserve Fund shall be kept intact and shall not be used or applied, except as provided in Section 34(2) of the Act, and Regulation 31(1) and (2).

(3) In keeping with Section 119(3) of the Act, the Society shall create a Liquidity Reserve in which fifteen percent (15%) of all members' shares and deposits taken is kept.

(4) At no time shall the Reserve Fund and Statutory Reserve be less than ten percent (10%) of the total liabilities owed by the Society.

(5) In keeping with Section 120 of the Act, the Society shall establish and maintain a Development Fund by contributing an amount not exceeding 10% of the Society's realised surplus to the National League. That amount will be determined and agreed by the Society and the National League.

XXII. DIVIDEND AND BONUS

86. — (1) The members in Annual General Meeting may declare dividends out of the net surplus after setting aside the prescribed reserves, and retiring all or any part of a deficit it has previously incurred. No dividend payable shall be greater than two percent (2%) above the savings rate set by the Eastern Caribbean Central Bank.

(2) 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 five dollars (\$5.00) paid in before the said date.

(3) The Society may make contributions to any charitable purpose or to a common good fund, if a dividend of not less than three percent (3%) has been recommended.

(4) The remaining net surplus of the society may, at the discretion of the Board, 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.

(5) 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 share account.

(6) For a member to qualify for dividends, interest or other benefits, he should have at least twenty (20) shares.

XXIII. INVESTMENT OF FUNDS

87. The Society shall invest its funds as provided by Section 114 of the Act.

XXIV. BANKING ACCOUNT

88. The Board of Directors shall select one or more reputable financial institutions in which the Bank Account of the Society shall be kept. All cheques shall be signed and endorsed on behalf of the Society as the Board decides.

XXV. ANNUAL ACCOUNTS, REPORTS AND AUDITS

89. The Board 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 meeting of members; and
- (c) within thirty (30) days of the Annual General Meeting furnish the Registrar with a copy of the financial statements to be placed before the members.

XXVI. FINANCIAL YEAR

90. The financial year of the Society shall end on December 31st.

XXVII. SEAL AND EXECUTION OF DOCUMENTS

91.— (1) The Board shall adopt for the use of the Society a distinctive seal having the name of the Society inscribed thereon. 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 the President and the Secretary or Treasurer.

(2) Any instrument required to be signed on behalf of the Society shall be duly executed if signed by at least the President and Secretary or Treasurer.

XXVIII. RECORDS AND FORMS

92. The Society shall keep the following records and forms —

- (a) a register of members;
- (b) a personal ledger for each member;
- (c) a stock of members' passbooks;
- (d) a cash receipt journal;
- (e) deposit and withdrawal slips;
- (f) a cash disbursement journal;
- (g) a general ledger;
- (h) a register of loans;
- (i) loan application forms;
- (g) loan agreement forms;
- (k) payment and transfer vouchers;
- (l) a file containing the Act, Regulations and these Bye-Laws; and
- (m) 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.
- (n) a schedule of current fees and charges.

XXIX. INSPECTION OF RECORDS

93. The corporate records of the Society, as stated in Section 19(2) and (3) of the Act, shall be open to the inspection of any member having an interest in the funds of the Society. No person other than the member himself, his agent or legal representative, a member of the Board, the Credit Committee or the Supervisory Committee, the Auditor or the Registrar, his staff or anyone appointed 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.

XXX. DISPUTES

94. All disputes shall be determined in accordance with the provisions of Sections 187-190 of the Act.

XXXI. AMENDMENT TO THE BYE-LAWS

95. These Bye-Laws maybe amended in accordance with the provisions of Sections 48 and 49 of the Act and Regulation 19.

XXXII. DISSOLUTION

96.— (1) The Society may be dissolved by a resolution of three-fourths (3/4) of the members, but only in a manner provided for in Sections 158-179 of the Act.

(2) The funds of the Society shall be distributed in accordance with Section 172 of the Act, in the event of dissolution.

AUGUSTIN CHARLES,
President.

JOHN MATHURIN,
Secretary President.