



**U.W.I. (CAVE HILL)
CO-OPERATIVE CREDIT
UNION LIMITED**

BY-LAWS

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**BY-LAWS
OF THE
UNIVERSITY OF THE WEST INDIES (CAVE HILL)
CO-OPERATIVE CREDIT UNION LIMITED**

(Hereinafter referred to as "The Society")

**ARTICLE I
INTERPRETATION**

1. In these By-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 By-laws:-

"Act" means the Co-operative Societies Act 378A.

"Regulations" mean the Co-operative Societies Regulations, 2008.

"By-Laws" mean the registered By-Laws made by the Society in exercise of any power conferred by the Act and the Regulations, and includes any registered amendment of the By-Laws.

"Capital" means the qualifying shares and reserves of the Society.

"Delinquent loan" means a loan where a borrower has defaulted on the agreed terms of repayment.

"Deposit" means a sum of money paid on terms:-

under which the sum will be repaid, with or without interest, and either on demand or at a time or in circumstances agreed by or on behalf of the person making the payment and the person receiving it;

and for the purposes of this definition, money is paid on terms which are referable to the provision of property or services or the giving of security if:-

- i. it is paid by way of advance or part payment for the sale, hire or other provision of property or services of any kind and is repayable only in the

- event that the property or services is or are not in fact sold, hired or otherwise provided;
- ii. it is paid by way of security for payment for the provision of property or services of any kind provided or to be provided by the person by whom or on whose behalf the money is accepted; or
 - iii. it is paid by way of security for the delivery up or return of any property, whether in a particular state of repair or otherwise.

“Doubtful loan” means any outstanding loan in arrears for a period exceeding three (3) months.

“Guidelines” mean the guidelines made under section 192D of the Act.

“Registrar” means the Registrar of Co-operative Societies and includes a Deputy Registrar and any other person exercising such powers of the Registrar as may be conferred upon him under this Act.

ARTICLE II NAME

2. 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”.

ARTICLE III REGISTERED ADDRESS

3. The registered address of the Society shall be the University of the West Indies, P.O. Box 64, Cave Hill, 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.

ARTICLE IV GEOGRAPHICAL 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 within the island of Barbados and such other jurisdictions outside of Barbados as the laws of Barbados and those jurisdictions permit.

**ARTICLE V
OBJECTS**

5. 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.

**ARTICLE VI
CAPITAL, FUNDS AND LIABILITY**

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

- (a) the qualifying shares and other shares;
- (b) the deposits of members, other co-operative societies or with the approval of the Registrar, from bodies corporate, at such rates and on such terms and conditions as the Board may from time to time determine.
- (c) loans from members, other co-operative societies or with the approval of the Registrar from bodies corporate, that are not members of the Credit Union;
- (d) membership and other fees, fines, charges;
- (e) interest on loans and investments;
- (f) the sale of assets or securities held by the Society; and
- (g) other contributions received from members and others.

7. The number of qualifying shares which shall be held by each member will, subject to the provisions of the Act, the Regulations and the By-Laws, be ten (10).

8. Subject to as hereinafter provided, the Board may, without sanction of a general meeting, borrow or raise money from any source in any manner that the Board thinks fit, provided that this sum does not exceed the amount fixed by the members at the Annual General Meeting and approved by the Registrar.

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 authorized by the Act, Regulations and these By-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 member.

ARTICLE VII

MEMBERSHIP (Age, Residence, Nationality and Common Bond)

12. (1) Every member of the Society shall be:-

- (a) resident or in occupation of land within the Society's area of operations; or
- (b) an employee of the University of the West Indies; or
- (c) a past employee of the University of the West Indies; or
- (d) a spouse or relative of an employee or past employee of the University of the West Indies; or
- (e) a graduate or student of the University of the West Indies; or
- (f) a spouse or relative of a graduate or student of the University of the West Indies; or
- (g) an employee of the University of the West Indies Credit Union; or
- (h) a spouse or relative of an employee or past employee of the University of the West Indies Credit Union; or
- (i) an employee of a body or organisation affiliated to the University of the West Indies.

(2) An individual who has not yet attained the age of 16 years may be admitted as a member.

(3) Where a member referred to in paragraph (2) is required to execute any instrument or give any receipt, he may only do so by his parent or guardian.

- (4) In accordance with Section 82 (3) of the Act, a body corporate may be a member of the Society subject to the approval of the Registrar.
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) Persons who have the necessary qualifications for membership and who are desirous of becoming joint members, may apply in writing to the Secretary of the Board. The application shall state the residence and employment status of each person, whether the tenancy will be a joint tenancy or tenancy in common and shall contain such other information as the Board may 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 or to vary the composition of the membership must be signed by all persons comprising the joint membership.
15. (1) Applications for membership shall be approved by the Board of Directors.
- (2) Every applicant for membership shall pay such membership or entrance fee as the Board may fix from time to time and which shall be carried to the Statutory Reserve Fund.
- (3) The applicant, upon acceptance and the payment of ten (10) qualifying shares, shall be enrolled as a member and shall be entitled to all of the rights and privileges of membership.
16. A person ceases to be a member of the Society:-
- (a) on death;
 - (b) on his being found to be of unsound mind
 - (c) if he is declared bankrupt;
 - (d) on ceasing to hold the ten (10) qualifying shares in the Society;
 - (e) if he withdraws from the society by giving written notice to the Secretary of the Board of Directors;
 - (f) on the transfer of all of his qualifying shares;
 - (g) on the compulsory acquisition of all of his qualifying shares pursuant to Section 100 of the Act;
 - (h) on expulsion from the Society as provided for in Sections 102 and 103 of the Act; or

- (i) if subject to as hereinafter provided, he ceases to be qualified in accordance with By-Law 15.

17. A member is considered dormant or inactive, when that member has made no direct transactions on his shares or deposit account for a period of twelve (12) consecutive months.

18. 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.

19. (1) Any member who:-

- (a) fails to pay any contribution or debt due to the Society; or
- (b) is convicted of a criminal offence involving dishonesty or fraud; or
- (c) in the opinion of the Board acts in any way detrimental to the interest of the Society;

may have his membership terminated by at least a two-thirds vote of the Directors present at a meeting called for the purpose, in accordance with Section 102 of the Act.

- (2) Where the Board is considering the expulsion or termination of membership under By-law 19 (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 membership should not be terminated.
- (3) The Secretary of the Society shall, within ten (10) days from the date on which the order was made, notify the member of the Order.
- (4) The member may appeal from the Order to the next general meeting of members by giving written notice of his intention to appeal to the Secretary of the Society within thirty (30) days from the date he received notice of the Order, in accordance with Section 102 (2) (c) of the Act.
- (5) Where the member appeals pursuant to paragraph (4), membership may be terminated by a vote of at least two-thirds 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, in accordance with Section 102 (2) (d) of the Act.

20. A member whose membership is terminated other than for the failure to pay fees, assessments or to fulfill other financial obligations may appeal the termination to the Registrar in accordance with Section 105 of the Act.

21. 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.

22. The Society shall keep a Register of its members in accordance with Section 26 of the Act.

ARTICLE VIII SHARES

23. (1) There shall be at least one (1) class of shares held by the Society namely qualifying shares:-

- (a) issued at the par value of ten dollars (\$10.00);
- (b) held by all members;
- (c) considered as the capital of the Society;
- (d) not withdrawable on demand but transferable;
- (e) redeemable if the account is closed under policy in accordance with Section 101-103 of the Act;
- (f) eligible for dividend payment in the form of cash or bonus shares.

(2) In accordance with the provisions of Section 10 of the Act, a member shall pay and thereafter maintain contributions to the value of ten (10) qualifying shares.

(3) A member whose name was entered in the Society's Register of members prior to the enactment of this By-Law, shall within the first three (3) months of enactment of this By-Law, pay and thereafter maintain contributions to the value of a minimum of ten (10) qualifying shares.

24. Subject to the provisions of Section 30 of the Act, contributions to shares other than qualifying shares, shall be payable in such amounts as the member is able to on any day the Society is open for business, provided that in no case shall a contribution of not less than ten dollars (\$10.00) be paid.

25. Qualifying and other 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, but no transfer shall be registered until such transfer fee as the Board may from time to time fix, has been paid. Such transfer shall carry dividend or interest credits as the case may be.

26. Subject to By-laws 27 and 28, the amount of any share or the amount paid on any share may be withdrawn at any time, provided that the Board of Directors shall have the right at any time to require members to give thirty (30) days notice in writing, or in any given emergency such additional notice as the Board may fix, of the members' intention to do so.

27. (1) Subject to By-law 27 (2) no member who is a borrower, co-maker or guarantor may withdraw 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.

28. (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.

29. Except with the written approval of the Board, no member may transfer any Share while he is liable to the Society as borrower, co-maker or guarantor and until the transfer of a Share is registered, no right shall be acquired against the Society by the transferee, nor shall any claim of the Society upon the transferor be affected thereby.

30. Where a member or person claiming through the Society has become of unsound mind or incapable of managing his affairs and no receiver or guardian has been appointed, the Society may subject to Sections 48 and 49 of the Act and these By-Laws, transfer the shares or other interest of such member to any person nominated by such member or may pay to the person nominated, a sum representing the value of the shares or interest of such member.

**ARTICLE IX
DEPOSITS**

31. Ordinary deposits may be accepted from any member, a co-operative society, or with the approval of the Registrar from a body corporate, in accordance with Section 203 of the Act, Regulation 30 (1), these By-Laws, Anti-Money Laundering and Anti-Terrorism Regulations and such other legislation or guidelines as may be prescribed and on such terms and conditions as are determined by the Board from time to time.
32. 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.
33. (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.
34. Subject to By-Law 31, term deposits may be accepted from any member, a co-operative society or with the approval of the Registrar from a body corporate, in accordance with Section 203 of the Act, Regulation 30 (3) and upon such terms and conditions as are determined by the Board from time to time.
35. The rate of interest payable on ordinary or term deposits shall be fixed from time to time by the Board of Directors.
36. (1) Deposits may be withdrawn according to the terms and conditions specified, 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.
- (2) Except with the written approval of the Board, no member may withdraw any deposits if it will reduce his holdings to an amount below his liability to the Society as a borrower, co-maker or guarantor.

**ARTICLE X
PASSBOOKS, RECEIPTS AND DISBURSEMENTS**

37. (1) (a) All monies paid into or out of 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 entries in the passbook.
- (b) Every entry in the passbook shall be initialed by the person receiving or paying out of 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 itemise all transactions and which must be issued to each member a least quarterly.

ARTICLE XI MEETINGS OF MEMBERS

38. 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.
39. (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.
40. (1) The Annual General Meeting of members shall be held within three (3) months after the end of the financial year unless authorized 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 By-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 By-law 18(2); and
- (n) to transact any other general business of the Society.

41. (1) A Special General Meeting of members may be convened at any time by the Board on receipt of a demand stating the objects of the proposed meeting, signed by at least forty (40) members. 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 paragraph (1), the Board shall at the request of the Supervisory Committee and pursuant to Section 215 (4) of the Act, convene a Special General Meeting of members.
- (3) If the Board fails to call a meeting within the stipulated time from the receipt of a demand or a request as aforesaid, the Supervisory Committee shall have the right to call the meeting by notice within:-
- (a) seven (7) days after the expiry of the period of twenty (20) days in accordance with Section 87 (3) of the Act, 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 in accordance with Section 215 (4) of the Act.

- (4) The notice must contain the object of the proposed meeting and a statement to the effect that the meeting is called on the failure of the Board to call 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 of the Society in accordance with Section 87 (4) of the Act.
42. (a) Subject to By-law 44 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.
43. (1) Where a body corporate, partnership, firm or association is a member of the Society, the Society shall recognise any individual authorised by a resolution of the directors or governing body of the body corporate, partnership, firm or association to represent it at meetings of the Society.
- (2) Any individual authorised pursuant to paragraph one (1) above, may exercise, on behalf of the body corporate, partnership, firm or association he represents, all the powers the body corporate, partnership, firm or association could exercise if it were an individual member.

ARTICLE XII QUORUM

44. (1) (a) The quorum for the purpose of the Annual General, a Special General Meeting or a General Meeting summoned by the Board of Directors shall be one-fourth (1/4) of the total members of the Society or forty (40) members, whichever is less.
- (b) Where a meeting is summoned by the Registrar, any number of 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 the members present are not sufficient to form a quorum, such meeting shall be dissolved if convened on the demand of members. It shall be 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.
- (3) If at the reconvened meeting a quorum is not present at the time appointed for the meeting, the members present shall form a quorum.

**ARTICLE XIII
ELECTIONS**

45. (1) The following shall apply to the conduct of elections in keeping with Sections 56, 57, 205 and 211 of the Act and paragraph 13 of the Regulations:-
- (a) not less than thirty (30) days prior to an Annual General Meeting, the Board of Directors may appoint a Nominating Committee of at least three (3) persons, of which not more than one (1) may be a member of the existing Board, and who are not nominees for any vacancy.
 - (b) the Nominating Committee shall:-
 - i. nominate one (1) member for each vacancy for which elections are to be held;
 - ii. ensure that all nominees are qualified pursuant to Section 57 of the Act, the Regulations and these By-Laws;
 - iii. ensure that all nominees have consented to the nomination.
 - (c) the appointment of a Nominating Committee shall not preclude the right of every member to nominate a person of his choice at the time of the election .
 - (d)
 - i. the Nominating Committee shall present all valid nominations at the Annual General Meeting, for the vacancies for which elections are to be held;
 - ii. in the absence of the candidate the nomination must be accompanied by a letter of consent signed by that member confirming his willingness to be nominated as a candidate for the Board of Directors, the Credit Committee or Supervisory Committee.
 - (e) after the nominees have been placed before the members, the Chairman of the meeting called to elect persons shall call for nominations from the floor.
 - (f) all elections shall be by ballot and shall be determined by a majority vote except where there is no contest.
- (2) 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.
- (3) No member may be elected to the Board of Directors, the Credit Committee or the Supervisory Committee, unless that member:-

- (a) is a citizen or resident of Barbados;
- (b) holds the ten (10) qualifying shares in the Society in accordance with By-Law 23;
- (c) holds in addition to qualifying Shares, at least fifty (50) fully paid up shares in the Society;
- (d) has been a member for at least one (1) year;
- (e) is not otherwise in breach of Section 57 of the Act.

ARTICLE XIV TENURE OF OFFICE

46. (1) Each member shall hold office until his successor is elected or appointed.
- (2) Directors, members of the Credit Committee and the Supervisory Committee may hold office for two (2) consecutive terms of three (3) years each, before retiring for a minimum of one (1) year.
 - (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 officers 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 member or where the meeting does not decide, the Chairman shall draw lots to determine the tenure of office for each candidate.

ARTICLE XV ROTATION OF OFFICE

47. (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 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 By-law 46 (2).

ARTICLE XVI TERMINATION OF OFFICE

48. (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 By-law 48 (4) (b) where the Board, the Credit Committee, the Supervisory Committee or any member thereof is removed pursuant to By-law 48 (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 48 (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.

**ARTICLE XVII
MANAGEMENT**

49. (1) A person who:-

- (a) has been sentenced by a Court of Law in any country for an offence involving fraud or dishonesty and has not received a free pardon for that offence;
- (b) is not in good financial standing with the Society or any other registered society
- (c) has made an arrangement with his creditors;
- (d) was a director of a failed credit union at the time of failure;
- (e) has been convicted on indictment of an offence in connection with the promotion, formation or management of a body corporate;
- (f) has been convicted of an offence under this Act;
- (g) is of unsound mind and has been so found by a Court of Law in Barbados;
- (h) is or becomes bankrupt;
- (i) is under the age of eighteen (18) years;
- (j) is an employee of the Society, or of the Financial Services Commission, or is a partner or employee of the Society's auditor or of the Barbados Co-operative and Credit Union League;
- (k) is already part of the management of another credit union;

may not constitute part of the management of the Society, until his disability is removed but he shall retain his membership in the Society during the period of such disability.

- (2) Employees of the Society or the immediate relatives of employees are not eligible to serve as Directors, or members of the Credit and Supervisory Committees.

**ARTICLE XVIII
BOARD OF DIRECTORS**

50. (1) Subject to the provisions of the Act, the Regulations and the By-Laws the general direction, control and management of the Society shall be entrusted to a Board of Directors (hereinafter referred to as "The Board").

(2) The Board shall:-

- (a) exercise the powers of the Society, directly, or indirectly through the employees and agents of the Society;
- (b) ensure the good governance and direct the management of the business and affairs of the Society.

- (c) formulate and implement the policies of the Society including policies on loans and investments.
 - (3) The Board shall be elected at the Annual General Meeting and shall consist of at least seven (7) members, in keeping with Section 56 (1) of the Act, provided that the number of members comprising the Board shall at all times be an odd number.
 - (4) A joint member may be a director, provided however that only one (1) joint member may be a director at any one time, except where the joint member also holds membership in his own name.
 - (5) Subject to the provisions of the Act, the Board shall be responsible for making adequate arrangements for the safe keeping of the funds of the Society until deposited in the bank.
51. (1) The Board shall meet as often as the business of the Society may require and in any case not less frequent than once per month.
- (2) Meetings of the Board shall be called by the President in accordance with Section 66 (2) of the Act and due notice of such meetings shall be given to other members by the Secretary.
 - (3) A simple majority of the Board shall constitute a quorum.
 - (4) Minutes of the meetings of Directors shall be recorded by the Secretary of the Society and shall be signed by the Chairman or the presiding member and shall contain the following particulars:-
 - (a) names of members present and the date of the meeting;
 - (b) the name of the Chairman or the Presiding Officer;
 - (c) a short statement of matters discussed and decisions made and a record as to whether each decision was made unanimously or by majority.
52. (1) 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 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.

(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.

(4) Where there are no Directors, twenty (20) members may appoint in writing at least four (4) persons as Directors solely for the purpose of calling a General Meeting to elect members to fill the vacancies.

53. 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.

54. (1) Committees appointed under Section 55 of the Act shall hold office for a period not exceeding one (1) year.

(2) A member of a committee appointed under Section 55 of the Act may be removed by resolution of the Board, or if he ceases to be a member of the Board.

(3) The removal of a member of a committee who is a Director shall not affect his office as a Director.

(4) A committee shall:-

(a) fix its quorum at not less than a majority of its members;

(b) keep minutes of its proceedings; and

(c) submit to the Board, at each meeting of the Board, the minutes of the committee's proceedings during the period since the most recent meeting of the Board.

55. 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 By-laws.

ARTICLE XIX CONFLICT OF INTEREST AND DISCLOSURES

56. A director or officer or employee of the Society who is a party to a 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.

57. The disclosure required pursuant to By-law 56, 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 a 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.

58. The disclosure required pursuant to By-law 56, 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.

59. 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.

60. 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.

61. Subject to By-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.

ARTICLE XX DUTIES OF OFFICERS

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

PRESIDENT

(2) The duties of the President shall be:-

- (a) to preside at meeting 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 By-Laws; and
- (d) such other duties as the Act, the Regulations and the By-Laws, 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 prescribe from time to time.

SECRETARY

- (4) The Secretary of the Society shall:-

- (a) attend all meetings of the Board and the Society;
- (b) keep minutes of any meeting of the Board or the Society;
- (c) deal with 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 Act, the Regulations and these By-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 By-Laws or as directed by a resolution of the Board that are not inconsistent with the Act, the Regulations and these By-Laws.

- (5) Subject to Regulation 15 (3) the Secretary shall not hold office for more than three (3) consecutive years.

ASSISTANT SECRETARY

- (6) The Assistant Secretary where elected, shall in the absence or disability of the Secretary or his refusal to act, perform the duties of the Secretary and/or such other duties as the Board may prescribe from time to time.

TREASURER

- (7) The Treasurer of the Society shall be responsible for:-

- (a) receiving all moneys due and payable to the Society and issuing receipts for those moneys.
 - (b) depositing all moneys received in the name of the Society in such bank or depository as specified by the Board;
 - (c) all documents relating to the finances of the Society;
 - (d) recording all transactions effected by the Society in the books provided for the purpose;
 - (e) keeping charge of all documents, books and vouchers for all payments made and receipts issued on behalf of the Society;
 - (f) preparing the annual statement of account, balance sheet, monthly financial statements and other statements as the Board may request;
 - (g) keeping separate all moneys belonging to the Society;
 - (h) producing a current statement of the Society's moneys on demand;
 - (i) making payments as authorised by the Board and obtaining receipts for those payments.
 - (j) preparing and forwarding to the Registrar such financial and other returns as may be required;
 - (k) ensuring that all promissory notes, drafts and negotiable instruments drawn in favour of the Society are properly prepared; and
 - (l) doing such other duties as pertain to the office of Treasurer.
- (8) Subject to Regulation 15 (3) the Treasurer shall not hold office for more than three (3) consecutive years.

ASSISTANT TREASURER

- (9) The Assistant Treasurer where elected, shall in the absence or disability of the Treasurer, or his refusal to act, perform the duties of the Treasurer and/or such other duties as the Board may prescribe from time to time.
63. (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 By-law 62 (1), 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.

64. (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.

ARTICLE XXI CREDIT COMMITTEE

65. 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.

66. In addition to By-law 48 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.

67. 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.

68. 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.

69. (1) Subject to Section 206 of the Act, the Credit Committee shall:-

- (a) consider all applications for loans upon such terms and conditions as specified by the Board in its Loan Policy and Procedures which are not considered pursuant to Section 208(2) of the Act;
- (b) provide prudent oversight of the loans portfolio;
- (c) make recommendations to the Board in respect of the Loan Policy and Procedures to be followed in the granting of loans;
- (d) monitor through reports from the Society's auditor and other officers, loan procedures used by the Society;
- (e) consider reports that are submitted to it from Loans Officers pursuant to Section 208 (2) of the Act; and
- (f) perform such duties as are prescribed under the Act, the Regulations and these By-Laws.

- (2) The Credit Committee may, by resolution, delegate the Treasurer, Manager, or other employee the authority to approve loans to members upon such terms and conditions as the Board specifies. A person so delegated shall be referred to as a Loans Officer.
- (3) The responsibilities and duties of any person authorized to approve loans under paragraph (1) are concurrent with the responsibilities and duties of the Credit Committee.
- (4) Any person authorized under paragraph (1) to approve loans, shall submit a report to the Credit Committee stating:
 - (a) the number of applications received;
 - (b) the number and amount of loans granted;
 - (c) the security, if any obtained for such loans and any risks associated with those loans; and
 - (d) the number of loans denied.

Such report shall become a part of the records of the Credit Committee.

- (5) A loan not approved by the Loans Officer may be subject to review by the Credit Committee.
 - (6) No individual shall have authority to disburse funds of the Society for any loan which has been approved by him in his capacity as a Loans Officer.
70. (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 or in his/her absence by the Assistant Secretary.
71. The proceedings with regard to loans at Credit Committee meetings shall be kept secret, and any member of the Committee or officer of the Society infringing this By-law shall be liable to immediate expulsion or dismissal.
72. A majority of the Credit Committee, not including the ex officio members as referred to in By-Law 65, constitutes a quorum.
73. (1) The Credit Committee shall choose from their number, a Chairman, a Vice Chairman, a Secretary and an Assistant Secretary.

- (2) No two offices shall be held by the same person.
- (3) The Secretary of the Committee shall prepare and maintain full and correct records of all actions 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 By-Law 73 (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.

74. (1) The Credit Committee or Loan Officer 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.

75. (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 By-law 75 (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.

76. No member of the Credit Committee, the Board, the Supervisory Committee, any Loans Officer or other employee of the Society:

(1) who has applied for a loan shall be present at the discussion of the approval of the loan for which the member has applied;

(2) shall approve a loan to himself;

(3) shall approve a loan to a person for whom the member is proposed as surety;

(4) shall approve a loan for any other person with whom the member has a fiduciary relationship.

For the purpose of paragraph (4), "Fiduciary relationship" means a relationship where a person is legally appointed and authorised to hold in trust for another person.

77. 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.

ARTICLE XXII SUPERVISORY COMMITTEE

78. 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.

79. In addition to the provision of By-Law 48 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.

80. 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.

81. (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 members affecting the proper management of the Society.

(4) The Supervisory Committee shall cause, at least once a year, the passbooks 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 By-Law 81 (3) the Committee shall examine application 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.

82. 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.

83. (1) If in the opinion of the Supervisory Committee, the funds, securities or other property of the Society have been misappropriated or misdirected, or in the event that the By-Laws of the Society, the Act or the Regulations have been contravened by the Board of Directors, the Credit Committee or a member thereof or an officer or employee engaged by the Board, the Supervisory Committee shall act in accordance with Sections 215 of the Act.

(2) Additionally where any violation, misconduct, malpractice, misappropriation or misdirection involves an employee of the Society, the Supervisory Committee shall forthwith inform the Board in writing and the Board shall take action as appropriate.

ARTICLE XXIII LOANS TO MEMBERS

84. (1) Loans shall be made to members only and for provident and productive services.

(2) All loans made shall be applied by the borrowing members to such purpose as the Credit Committee or Loans Officer has approved.

85. (1) Subject to By-Law 85 (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 ten percent of the aggregate of the registered Society's capital; the members' deposits and reserves; or such lesser percentage as is specified in the By-Laws.
- (b) approve a loan the total sum of which is greater than that stipulated at any meeting of the members.

(3) The rate of interest on loans shall be fixed by the Board from time to time and the interest payable on loans shall be assessed on the monthly unpaid balance.

86. No loan shall be made to a member who is not in good standing, or is in arrears in the payment of a current loan or installment thereon or is otherwise in default.

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

88. (1) A member failing to pay an instalment of a loan at the time fixed in the instrument provided for in By-Law 89 (8) shall, unless the time has been extended, pay such fines as the Board may from time to time fix. Such fines shall not exceed one percent (1%) per month on the amount in arrears with a minimum payment of ten dollars (\$10.00).

(2) If a member fails to pay an instalment of a loan within three (3) months after the time fixed for payment in the instrument provided for in By-Law 89 (8) and no extension of time has been granted, the whole balance of the loan then owing shall immediately become due.

(3) Where a member:

- (a) is in default of a loan or an instalment of a loan; and
- (b) does not satisfy the Board that such default is due to a good cause;

such member shall not be entitled to receive another loan from the Society until his obligations have been fully discharged.

(4) If by reason of sickness or 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 or instalment 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 stated in the application thereof, in contravention of By-Law 84, the Board may by notice in writing to the borrower, 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 in accordance with By-Law 88 (2); and

- (b) no extension of time for the payment thereof has been given to the debtor by the Board under By-Law 88 (4); or
- (c) a loan has been made to a Director, committee member or employee of the Society in contravention of Section 198 (2) of the Act and Regulation 23;
- the Board shall take immediate steps for the recovery of the same by:-
- i. applying any monies standing to the credit of the member towards the payment of the debt;
 - ii. referring the matter to the Registrar pursuant to Section 171 (1) of the Act;
 - iii. exercising any rights arising by law pursuant to Section 171 (8) of the Act; or
 - iv. instituting any other action the Society deems necessary.
- (7) For the purpose of By-Law 88 (6), interest shall be deemed to be an instalment of a loan but unless it is otherwise provided for in the instrument required under By-Law 89(8), an instalment shall not be deemed to be delinquent unless it is one (1) month in arrears.

ARTICLE XXIV LOANS PROCESSING

89. (1) A member who wishes to obtain a loan shall submit an application on the form provided by the Society and shall state thereon:
- (a) the amount and purpose for which the loan is required;
 - (b) the term for which it is desired;
 - (c) the manner of repayment;
 - (d) the names of any proposed sureties or any other security if any, to be offered;
and
 - (e) such other information as may be required.
- (2) Where Loans Officers have been employed, all applications for loans should be reviewed by an Officer prior to submission to the Credit Committee.
- (3) The Credit Committee or Loans Officer if satisfied with the trustworthiness of the applicant; that the conditions of the loan policy have been complied with; and that the loan will be of economic advantage to the borrower, may approve the loan.
- (4) Loan applications that are outside of the authorities granted to the Committee shall be considered by the Committee and referred to the Board for sanction.

- (5) No person other than members of the Credit Committee, the Secretary, Treasurer, Manager, Loans Officer, or the Registrar and his staff, shall be present at any meeting of the Committee when an application for a loan is under consideration.
- (6) The proceedings with regards to loans shall be kept secret and any member of the Committee or Loans Officer of the Society infringing this By-Law, shall be liable to immediate expulsion or dismissal.
- (7) Loans when approved shall be granted to members who are able to meet the conditions for security and other pre-requirements to the satisfaction of the Society.
- (8) When a loan is approved by the Loans Officer or the Committee, notice shall be given to the borrower to that effect and before the amount is advanced, 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 Loans Officer or Committee may consider necessary.
- (9) Any person who knowingly approves or grants a loan in contravention of the Act, the Regulations or these By-laws, shall be held liable for any losses resulting to the Credit Union in connection with that loan.

ARTICLE XXV DOUBTFUL LOANS

90. (1) The Board of Directors 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 a copy of the list shall be sent to the Registrar.
- (2) The Board shall make an allowance for doubtful loans in accordance with Section 197 (1) of the Act.

ARTICLE XXVI STATUTORY RESERVE FUND AND LIQUIDITY RESERVES

91. (1) The Society shall maintain a Reserve Fund in accordance with Section 197.
- (2) All entrance fees shall also be carried to such Fund.

- (3) The Reserve fund shall not be used or applied, except as provided for in the Regulations.
- (4) The Statutory Reserves shall constitute part of the Capital of the Society.
- (5) The Society shall maintain a Liquidity Reserve in accordance with Regulation 21.

ARTICLE XXVII DIVIDENDS AND BONUS

92. (1) Pursuant to Sections 34 and 35 of the Act, the Society in Annual General Meeting may declare a dividend out of the net surplus after setting aside the prescribed reserves and retiring all or any part of a deficit it has previously incurred.
- (2) A dividend shall be payable only on qualified shares fully paid up before and during the dividend period.
 - (3) For the purpose of determining members entitled to a dividend or bonus, the date of record shall be established in accordance with Section 89 (4) of the Act.
 - (4) Where a dividend or/and a bonus payable to a member in any financial year, is less than or equal to ten (10) dollars, the Society shall credit the amount directly to the member's account.
 - (5) A distribution out of the net surplus of the Society may also be made to members who have borrowed from the Society during the accounting year in proportion to the interest paid by them during such year.
 - (6) The Society may make contributions to any charitable purpose or common good fund, if a dividend of not less than five percent (5%) has been recommended.
 - (7) The remaining net surplus of the Society may be kept as retained earnings.

ARTICLE XXVIII INVESTMENT OF FUNDS

93. (1) The Society shall invest its funds in accordance with Section 34A of the Act and the Regulations.
- (2) The Society may invest in real property but only as permitted in Section 196A of the Act.

**ARTICLE XXIX
BANK ACCOUNT**

94. The Board of Directors shall select a financial institution registered under the Financial Institutions Act of Barbados, in which the bank account of the Society shall be kept. All cheques shall be signed and endorsed on behalf of the Society in accordance with Regulation 33 (2) of the Co-operative Societies Regulations 2008.

**ARTICLE XXX
ANNUAL ACCOUNTS, REPORTS AND AUDITS**

95. (1) The Board shall comply with the provisions of Sections 109 and 110 of the Act and shall:-

- (a) cause the books of the Society to be audited annually;
- (b) approve the financial statements and place the comparative financial statements before the members at every Annual General Meeting; 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.

(2) Only individuals who qualify in accordance with Section 112 (2) of the Act are eligible to be appointed as auditors of the Society.

(3) Subject to Section 113 (1) to (6), an individual may not be appointed as auditor unless he is exempted in accordance with subsection (7).

**ARTICLE XXXI
FINANCIAL YEAR**

96. (a) The financial year of the Society shall commence on January 1 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.

**ARTICLE XXXII
SEAL AND EXECUTION OF DOCUMENTS**

97. (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.

ARTICLE XXXIII RECORDS AND FORMS

98. 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 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 By-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.

ARTICLE XXXIV INSPECTION OF RECORDS

99. (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 authorized 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.

ARTICLE XXXV DISPUTES

100. All disputes shall be determined in accordance with the provisions of Section 171 and 172 of the Act.
101. 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.

ARTICLE XXXVI AMENDMENT OF BY-LAWS

102. (1) These By-Laws may be amended in accordance with the provisions of Section 10A of the Act by a special resolution passed at an annual general meeting or a special meeting called for that purpose, by three-fourths (3/4) majority of the members present and voting at the meeting.
- (2) A copy of every resolution passed under paragraph (1), above shall be forwarded to the Registrar together with three (3) copies of the amendment certified to be true by the Secretary and President.

ARTICLE XXXVII VOLUNTARY DISSOLUTION

103. (1) The Society may be dissolved by a special resolution of members but only in a manner provided for in Sections 145 of the Act.
- (2) In the event of dissolution, the funds of the Society shall be distributed in accordance with Section 159 of the Act.

Updated March 1st 2012

APPENDIX
LISTING OF AMENDED AND RENUMBERED BY-LAWS

<u>Old By-Law #</u>	<u>New By-Law #</u>	<u>Comments</u>
1	2	no change
2	3	no change
3	5	no change
4	4	amended
5	6	amended
6	7	amended
7	6	amended
8	8	amended
9	9	no change
10	10	no change
11	11	no change
12	12	amended
13	13	no change
14	15	amended
15	14	amended
16	16	amended
	17	new
17	18	no change
18	19	amended
19	20	amended
20	21	no change
21	22	no change
22	24	amended
23	23	amended
24 (1)	25	amended
24 (2)	26	amended
25	27	By-Law # changed in (1)
26	28	no change
	29	new
	30	new
	31	new
27		deleted
28	32	no change
29	33	no change
30		deleted
31	34	new

<u>Old By-Law #</u>	<u>New By-Law #</u>	<u>Comments</u>
32	35	no change
	36	new
33	37	no change
34	38	no change
35	39	no change
36	40	no change
37	41	amended
38	42	By-Law # changed in (a) deleted (contained in section 88 of the Act)
39		
	43	new
40	44	amended
41	45	amended
42	46	amended
43	47	By-Law # changed in (3)
44	48	By-Law # changed in (4) (a) & (b)
	49	new
45	50	amended
46	51	amended
47	52	amended
48	53	no change
	54	new
49	55	no change
50	56	no change
51	57	By-Law # changed
52	58	By-Law # changed
53	59	no change
54	60	no change
55	61	no change
56	62	amended
57	63	By-Law # changed
58	64	no change
59	65	no change
60	66	By-Law # changed
61	67	no change
62	68	no change
63	69	amended
64	70	no change
	71	new

<u>Old By-Law #</u>	<u>New By-Law #</u>	<u>Comments</u>
65	72	By-Law # changed
66	73	By-Law # changed in (4)
67	69	amended
68	74	no change
69	75	By-Law # changed in (3)
70	76	amended
71	77	no change
72	78	no change
73	79	By-Law # changed
74	80	no change
75	81	By-Law # changed in (6)
76	82	no change
77	83	amended
78	84	amended
79	85	amended
80	85	amended
81	86	amended
	87	new
82	89	amended
83	89	amended
84	89	amended
85	88	amended
86	88	amended
87	88	amended
88	90	amended
89	91	amended
90	92	amended
91	93	amended
	94	new
92	95	amended
93	96	no change
94	97	no change
95	98	no change
96	99	no change
97	100	no change
98	101	no change
99	102	amended
100	103	amended
101	1	amended



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