By-Laws
of the
Co-operative Society Investment Fund Limited

(Herein referred to as "The Society")

INTERPRETATION

1. In these By-laws unless the context otherwise required, expressions defined in the Act or 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, Cap. 378A;

"Regulations" means the Co-operative Societies Regulations 2008; and

"By-laws" means the registered By-laws made by the Society in exercise of any power conferred by the Act, and include a registered amendment of the By-laws.

NAME AND ADDRESS

2. The name of the Society shall be **The Co-operative Society Investment Fund Ltd.**

3. The registered address of the Society shall be # 9, Thomas Daniel Building, Hincks Street, Bridgetown, St. Michael, Barbados. or at such other place as may be determined by the Society and notified to the Registrar within seven (7) days.

AREA OF OPERATIONS

4. The area of operations of the Society shall be the Island of Barbados and such jurisdiction outside of Barbados to the extent that the laws of Barbados and that jurisdiction permits.

OBJECTS

5. The objects of the Society shall be:-

(a) to promote the creation of wealth among its members by providing a means whereby investments can be made and shares in the Society can be acquired;

(b) to raise funds by issuing shares and contracting loans;

(c) to provide investment and saving facilities for members;

(d) to create out of the investments by members and otherwise, a source of funds to purchase, rent or lease property or equipment in order to increase the value of shares or investments in the co-operative;

(e) to arrange by purchase, lease or otherwise, sites for any necessary building, or the lease of such buildings and constructing such buildings and installing such plant in the building as the business of the Society may require;

(f) to purchase vehicles or animals, and arranging for their housing and maintenance;

(g) to dispose of such investments, property or equipment in a manner that would be beneficial to the Co-operative;

(h) to provide continuing education for members in the Co-operative Principles and values, as well as investments, financial analysis and the efficient management of its affairs, and

(i) to further the development of the co-operative movement.

POWERS

6. In pursuance of the foregoing objects, the Co-operative shall have the following powers:-

(a) to purchase, accept, take on lease, receive donations or otherwise acquire for the purpose of the Co-operative, any lands, buildings, easements, or other interest in immovable property and to sell, transport, let, lease or otherwise dispose of or grant rights over any movable property belonging to the Co-operative;

(b) to buy, sell, hire and generally deal in any plant, machinery, apparatus, tools, goods or things of any description, which in the opinion of the general meeting may be conveniently dealt with by the Co-operative in connection with any of the objects;

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(c) to draw, make, accept, endorse, discount, execute, issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments;

(d) to provide investment and saving facilities for members;

(e) to obtain grants or loans and accept investments from members in accordance with the Co-operative Societies Act, CAP 378A and accompanying Regulations;

(f) to provide training and other educational facilities for members in order that they may improve their knowledge and skills in the business of the Co-operative;

(g) to develop opportunities related to the business of the Co-operative;

(h) to hold funds by way of shares, investments, entrance fees, loans, savings, dividends, surplus, and reserve funds;

(i) to advance money to members on such terms and conditions as may be decided by the Board;

(j) to purchase or otherwise acquire all or any part of or any interest in the business, goodwill and assets of, and to assume the whole or any part of the liability of or to amalgamate with, take in shares or securities of or become a member of or enter partnership or any arrangement for sharing of surpluses with any other Co-operative Society, having objects or engage in objects of the Co-operative or any business capable of being conducted so as to directly or indirectly benefit the Co-operative;

(k) to invest or deal with the money of the Co-operative not immediately required, in such a manner as may be determined by the Board from time to time, subject to the provisions of the Act and the general meeting and

(l) to do all other things incidental or conducive to the attainment of the above objects or any of them.

CAPITAL AND FUNDS

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

(a) the savings of its members received as payments or subscriptions on shares;

(b) the investments of members;

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(c) loans from members or non-members;

(d) entrance and other fees and fines;

(e) interest on loans and investments;

(f) donations, grants, and

(g) money received from the sale or lease of property, investments or equipment and other contributions received from members and non-members.

8. The Co-operative may, subject to By-Law 10 and the Regulations accept term investments from members at such rate of interest and on such terms and conditions as the Board may determine from time to time.

9. The members in a 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 investments 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; and

(c) any other purpose authorized by the Act, Regulations and these By-laws.

MEMBERSHIP

11. The membership shall consist of:-

(a) Individuals, and

(b) Incorporated entities,

as may from time to time be admitted in accordance with these By-laws.

12. Every member of the Co-operative shall be resident within the area of operation of the Co-operative. However an individual must:-

(a) have attained the age of eighteen years, and

(b) be of good character.

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13. Every applicant for admission to membership of the Co-operative shall submit an application to the secretary on the appropriate form.

14. The application shall be placed before a meeting of the Board who by a majority vote may admit or reject any application.

15. On admission to membership:-

(a) an individual shall pay an entrance fee of fifty dollars ($50.00) and must purchase five (5)qualifying shares. He must also purchase at least fifty(50) ordinary shares within one year, and must purchase at least ten (10) ordinary shares thereafter on an annual basis;

(b) a corporate body shall pay an entrance fee of one hundred dollars($100.00)and must purchase five (5) qualifying shares. It must also purchase at least fifty (50) ordinary shares within one (1)year, and must purchase at least twenty five(25)ordinary shares thereafter on an annual basis;

(c) a copy of these by-laws and a certificate of membership, shall be given to each member.

16. The Co-operative shall keep a register of its members in accordance with this Act.

JOINT MEMBERSHIP

17. (1) Persons who have the necessary qualifications for membership and are desirous of becoming joint members may apply in writing to the Secretary.

(2) An application for membership shall state the residence and occupation of each person whether the tenancy will be a joint tenancy or a tenancy in common and shall contain such other information as the Board may from time to time decide.

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

(4) A joint membership shall consist of not more than two (2) persons.

TERMINATION OF MEMBERSHIP

18. (1) A person or corporate body ceases to be a member of the Society:-

(a) on death of an individual or deregistration of a corporate body;

(b) on application to a court of competent jurisdiction, for bankruptcy or on being declared bankrupt by a court;

(c) on the withdrawal or transferral of all his shares;

(d) on the compulsory acquisition of his shares pursuant to section 100 of the Act;

(e) on termination from the Society as provided in section 102 and 103 of the Act;

(f) if, subject as hereinafter provided he withdraws or his membership is terminated; or

(g) if, subject as hereinafter provided, he ceases to qualify in accordance with By-law 12 and 15.

2. A member may withdraw after giving the Co-operative at least three (3) months' notice in writing, but the Board may under exceptional circumstances allow a member to withdraw giving shorter notice.

3. No member shall resign while he is indebted or has a contingent liability to the Co-operative.

19. (1) Subject to by-law 19(2) any member who:-

(a) fails to pay any contribution or debt due to the society within three(3) months;

(b) is convicted of a criminal offence involving dishonesty; or

(c) through any acts contrary to the interest, by-laws or stated objects of the society;

may have his membership terminated by a two-thirds (2/3) majority vote of the members present at a meeting called for the purpose.

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(2) When the Board is considering the 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) Notwithstanding by-law 19(2) membership may be terminated by a vote of two-third (2/3) of the members present at a meeting called to discuss the charge which was 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 sections 102 and 105 of the Act.

21. (1) Subject to Section 101 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 together with any interest accrued on those amounts, shall be paid to them in order of withdrawal but only as funds become available, but must be fully paid within five (5) years.

(2) 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 credit of members whose membership has been terminated, together with any interest accrued on those amounts, shall be paid to them in order of termination but only as funds become available, but must be fully paid within one (1) year.

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

SHARES

23. Not withstanding the provisions of by-law 15(a),(b) a member who fails to purchase at least fifty (50) shares within the first year of membership, unless such time is extended by the Board of Directors shall pay a fine of one percent (1%) per month on each share or part thereof outstanding. The Board cannot grant an extension beyond six (6)months.

24. The capital of the Society shall consist of an undetermined number of shares at a par value of ten dollars ($10.00) each.

25. (1) Shares may be transferred in accordance with Section 48 and 49 of the Act and by written instrument in such

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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-five cents ($0.25) per share with a minimum of five dollars ($5.00) per transfer has been paid. Such transfer shall carry dividend credits with it.

(2) Subject 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 anytime 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.

INVESTMENTS

26. The Society may accept from or issue to members:-

(a) special deposits; or

(b) investment certificates designed for specific purposes.

27. Interest will be placed on investments on the first of the month following such investment, provided that amounts paid in on the first day of any month shall be placed on interest from that day.

28. The rate of interest payable on ordinary or special investments shall be fixed from time to time by the Board of Directors.

RECEIPTS AND DISBURSEMENTS

29. (1) Money paid in or out on account of shares, investments, dividends, interest, entrance fees, fines, application fees 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 and the money represented thereby.

(2) When a statement of account plan is used, the member's permanent official record for transactions shall be the statement of account which will itemize all transactions and which must be issued to each member at least quarterly.

LIABILITY OF MEMBERS

30. The liability of a member for the debts of the Society shall be limited to the nominal value of his shares and the liability shall apply up to one (1) year after expulsion.

LIEN

31. Any money due in any account from the society to a member or to a past member or person claiming through him may be set off in payment of any sum which he owes or for which he shall have stood surety.

MEETINGS OF MEMBERS

32. 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.

33. (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 meeting shall be given before any such meetings are held.

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

ANNUAL GENERAL MEETING

34. (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 Society;

(c) to consider the financial statements presented by

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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 Directors to forthwith notify the auditor of any error or mis-statement;

(f) to receive and approve the report of the Supervisory Committee;

(g) to allocate the surplus from the preceding year, subject to the Act, and the Regulations made thereunder;

(h) where necessary to amend the By-laws;

(i) to elect Directors and a Supervisory Committee for the ensuing year;

(j) to appoint auditors for the ensuing year;

(k) 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 three (3) days from the date the notice of the decision was received; and

(l) to transact any other general business of the Society.

SPECIAL GENERAL MEETING

35. (1) (a) A special general meeting of members may be convened at any time by the Board; and

(b) Shall on receipt of a demand, signed by at least ten (10) members or fifty percent (50%) of the membership whichever is less, be convened within twenty (20) days of the receipt of the demand.

(2) The Board shall state the purpose of the special general meeting in the notice of the meeting and only such business as is described in the notice of the meeting shall be discussed.

(3) If the Board fails to call a meeting within the stipulated time from the receipt of the demand or a request in accordance with By-law 35(1)(a)&(b), 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 87 of the Act where the meeting is demanded by the members; and

(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 by-law 35(3).

(4) (a) The notice of a meeting convened pursuant to by-law 36(4)(a) must contain the object of the proposed meeting and a statement to the effect that the meeting is convened on the failure of the Board to convene the meeting demanded;

(b) Any cost incurred by the convening of the meeting shall be borne by the Society.

(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.

QUORUM :-

36. (1) Where the Society consists of not more than forty (40) members, one-half (1/2) of the number of the members, or ten (10) members, whichever is the less shall form a quorum for the purposes of the annual, general or special general meeting, and where the Society consists of more than forty (40) members, one-fourth (1/4) of the total number of the members of the Society or fifteen (15) whichever is the less, shall form a quorum for the purpose of the annual, general or special general meetings:-

provided that when any meeting is summoned by the Registrar, any members present at such meetings 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 meetings 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.

37. At least ten (10) days notice of any general meeting shall be given in any of the following ways:-

(a) by notice published in not less than two issues of a newspaper circulated in Barbados and by posting the notice in a place that is prominent and easily accessible to members; or

(b) by written notice handed to each member or posted to him at his last known address.

VOTING:-

38. (1) Subject to the Act and these By-laws, a majority of the members present who cast votes at a meeting, shall decide all questions.

(2) There shall be no voting by proxy.

(3) Voting shall be by secret ballot, or where any member entitled to vote at a meeting so demands, by a show of hands or any other acceptable means.

(4) The chairman of the meeting has the right to vote, and in the event of a tie, he is entitled to a second or casting vote.

(5) Corporate entities shall be entitled to one vote.

ELECTIONS:-

39. (1) 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.

(2) The nominating committee shall nominate at the annual general meeting, one (1) member for each vacancy for which elections are to be held.

(3) After the nominations have been placed before the members, the chairman shall call for nominations from the floor.

(4) All elections shall be by ballot and shall be determined by a majority vote except where there is no contest.

(5) 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 or the Supervisory Committee unless:-

(a) he is eighteen (18) years or over;

(b) he is a citizen or resident of Barbados;

(c) he holds the required number of shares in the Society;

(d) he has been a member of the Society for at least one (1) year; and

(e) he is in good financial standing.

TENURE OF OFFICE:-

40. (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 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 of the meeting called to elect the candidates, 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 be resolution provide that a ballot be cast to determine the term of office for each candidate or where the meeting does not decide, the Chairman of the meeting shall draw lots to determine the tenure of office for each candidate.

41. At the Annual General Meeting of the Society subsequent to the issuance of the Certificate of Continuance, the entire Board of Directors 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.

TERMINATION OF OFFICE:-

42. (1) Any member of the Board or Supervisory Committee shall be deemed to have vacated his office if:-

(a) he resigns by giving notice to the Board of Directors or if a member of the Supervisory Committee to the Supervisory Committee;

(b) he applies for bankruptcy or is declared bankrupt;

(c) he becomes of unsound mind and has been so found by a court in Barbados;

(d) he is convicted of any offence involving dishonesty.

(2) The Board, the Supervisory Committee or any member thereof may be removed from office before the expiration of their majority by at least three-fourths (3/4) 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. At such a meeting, the members shall proceed to the election of a new Board or

Supervisory Committee or to fill the vacancy occurring.

(4) Any member so appointed shall be subject to retirement at the same time as if he had become a member of the Board or Supervisory Committee on the day in which the member in whose place he is appointed was last elected to the Board or the Supervisory Committee.

BOARD OF DIRECTORS

43. (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 five (5) members.

(3) The Board shall arrange the deposit of all funds of the Society in its bank account at latest the day after they are collected, unless the collection takes place on a Saturday or any day preceding a holiday.

(4) The Board shall be responsible for making adequate arrangements for the safe keeping of funds of the Society until they are deposited in the bank in accordance with By-law 43(3).

44. (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 joint member may be a director, provided however, that only one joint member may be a Director at any one time, except where the joint member also holds membership in his own name.

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

(4) Any member of the Board shall in addition to By-law 42 be deemed to have vacated his office if he fails 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.

45. (1) Where there is a vacancy on the Board and there is a quorum of Directors, the remaining Directors may exercise all the powers of the Directors or fill the vacancy 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, five (5) members may appoint in writing three (3) persons as Directors for the purpose of calling a general meeting to elect members to fill the vacancies.

46. The Board of Directors may appoint from among its number any committee that it considers necessary and may by resolution delegate to any such committee such powers as it considers necessary for the efficient conduct of the affairs and business of the Society, subject to Section 55(5) of the Act.

47. 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 provision of the Act, the Regulations and these By-laws.

48. 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.

49. The disclosure required By-law 48, must be made in case of a Director:-

(a) at the meeting at which the proposed contract is first considered;

(b) at the first meeting after he becomes interested in the proposed contract;

(c) if he becomes interested after the contract is made at the first meeting after he becomes so interested; or

(d) on becoming a Director, at the first meeting after he becomes a Director.

50. The disclosure required By-law 48, must be made in the case of an officer who is not a Director:-

(a) forthwith after he becomes aware that the contract or proposed contract is to be considered or has been considered at a meeting of Directors;

(b) if the officer becomes interested after the contract is made, forthwith after be becomes so interested; or

(c) immediately after he becomes an officer, where he has interest in a contract prior to his becoming an Officer.

51. Subject to Section 75(6) of the Act, a Director shall not be present or take part in discussions to consider, or vote on a resolution to approve a contract in which he has a personal interest.

52. 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 authorized the contract.

53. Subject to by-law 7, 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 the maximum liability limit which was fixed by a resolution of members at a general meeting and approved by the Registrar.

54. (1) At the first meeting of the Board of Directors 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, and a Treasurer.

President

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

(a) to preside at meetings of the members and of the Board of Directors;

(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 of Directors, not inconsistent with the Act, the Regulations and these By-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 of Directors may from 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 except those referred to in By-law 54(5)(e);

(e) issue notices for all meetings of the Board and general membership of the Society, in accordance with the Act, Regulations and 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 and these By-laws.

Treasurer

(5) Subject to such limitations and controls as may be imposed by the Board of Directors, 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 the Registrar may require;

(h) keep separate all monies belonging to the society;

(i) produce a current statement of the Society's monies held on demand;

(j) make payments as authorized by the Board and obtain receipts for the same;

(k) see all promissory notes, drafts, negotiable instruments drawn in favour of the Society are properly prepared; and

(l) do all other such duties as pertain to the office of the Treasurer.

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

SUPERVISORY COMMITTEE

56. 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 or an officer of the Society.

57. Any member of the Supervisory Committee shall be deemed in addition to the provisions of By-law 42, 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 therefore; or

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

58. 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.

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

(2) 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;

(c) confirm the cash instruments, property and securities of the Society;

(d) confirm the shares, investments 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; and

(h) at least once a year cause the pass books and accounts of members to be verified with the records 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 Board; and

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

(5) Within twenty (20) 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.

60. The Supervisory Committee shall keep minutes of its meetings and shall:-

(a) within seven (7) days of each meeting report the results thereof to the Board of Directors; and

(b) submit a written report to the Annual General Meeting.

61. (1) If in the opinion of the Supervisory Committee, the Board or any member thereof or any officer or employee of the Society is guilty of a flagrant violation of the provisions of the Act, Regulations or these By-laws or any misconduct or malpractice or misappropriation or misdirection of the funds, securities or other property of the Society, the Supervisory Committee shall forthwith inform the Registrar in writing.

(2) The Supervisory Committee shall if necessary, appoint an auditor or some other body to assist it in determining whether any of the funds, securities or other property of the Society have been misappropriated or misdirected and the remuneration of the auditor or body shall be determined by the Supervisory Committee and paid by the Society.

(3) In the event of a misappropriation or misdirection, or suspected misappropriation or misdirection the Supervisory Committee may suspend any member of the Board of Directors.

(4) The Supervisory Committee 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.
(5) At such general meeting such person may be removed as provided in By-laws 42(1)and(2).

62. A meeting of officers, members of the Board and Supervisory Committee shall be held at least once per quarter. The Secretary of the Society shall be responsible for the calling of this meeting.

LOANS

63. 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 Board has approved.

64. The terms and conditions on which loans may be made to members shall be fixed from time to time by the Board.

65. 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.

66. No loan shall be made to a member who is not in good standing, that is to say, an individual who is not the holder of at least fifty (50) fully paid shares in the Society, or a corporate body which is not the holder of at least one hundred (100) fully paid shares in the society, or is in arrears in the payment of a current loan or installment thereon or is otherwise a defaulter.

67. (1) A member who wishes to obtain a loan shall submit an application on the form 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) (a) The Board shall consider at a meeting every application for a loan, and if the Board 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 approve the loan.

(b) No person other than members of the Board, or the Registrar and his staff shall be present at any meeting of the Board when an application for a loan is under consideration.

(c) The proceedings with regard to loans at Board meetings shall be kept secret, and any member of the Board or officer of the Society infringing this by-law shall be liable to immediate expulsion or dismissal.

(3) Loans when approved by the Board, shall be granted to members who are able to obtain two (2) sureties approved by the Board, or who can give other security to the satisfaction of the Board.

(4) When a loan is sanctioned by the Board a notice shall be sent 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 Board may consider necessary.

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

68. (1) A member failing to pay any installment of a loan at the time fixed 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 of fifty dollars ($50).

(2) If a member fails to pay an installment of a loan within three (3) months after the time fixed for payment and no extension of time has been granted, the whole or the balance of the loan then owing shall immediately become due.

(3) When a member:-

(a) is in default in the payment of a loan or of an installment 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 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 By-law 67(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 installment of a loan has not been paid on the date on which it became due; and

(b) no extension for the payment thereof has been given to the debtor by the Board, under By-law 68(4);

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 171(1) of the Act;

(iii) exercising any rights arising By law pursuant to Section 171(8) of the Act; or

(iv) any other action which the Society deems necessary.

69. For purposes of By-law 68 (6) interest shall be deemed to be an instalment of a loan, but unless it is otherwise provided in the instrument required under By-law 67 (4) an instalment shall not be deemed to be due unless it is one (1) month in arrears.

DOUBTFUL LOANS

70. 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 Supervisory Committee and the auditor and shall send a copy of that list to the Registrar.

RESERVE FUND

71. (1) The Society shall create a Reserve Fund in pursuance of the provisions of Section 197(2) of the Act, in which twenty five percent (25%) of the net surplus before

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dividend shall be carried. All fines, entrance, transfer, nomination and other fees shall also be carried to such fund.

(2) The Reserve Fund shall be kept liquid and intact and shall not be used or applied, except as provided in Regulation 27.

DIVIDEND AND BONUS

72. (1) The Society 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.

(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 ten dollars ($10) 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 4 percent (4%) has been recommended.

(4) The remaining net surplus of the Society may be distributed among the members who have done business with the Society during the accounting year in proportion to the levy 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.

INVESTMENT OF FUNDS

73. The Society shall invest its funds as provided by Section 34A of the Act and under the advice of an Investment Committee comprised of three persons qualified in the area who will be selected by the Board.

ANNUAL ACCOUNTS AND REPORTS AND AUDITS

74. 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 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.

75. The financial year of the Society shall end on the 31st day of December of each year.

SEAL AND EXECUTION OF DOCUMENTS

76. (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 one (1) member of the Board 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 one (1) member of the Board and the Secretary or Treasurer.

(3) Cheques shall be signed as provided in Regulation 33.

BOOKS AND FORMS

77. The Society shall keep the following books and forms:-

(a) a register of members;

(b) a personal ledger for each member;

(c) a stock of pass books;

(d) a cash receipt journal;

(e) deposit slips;

(f) a cash disbursement journal;

(g) a general ledger;

(h) a register of loans;

(i) loan application forms;

(j) loan agreement forms;

(k) payment vouchers;

(l) a file containing the Act, Regulations and these By-laws;

(m) separate minute books for meetings of the Board, the Supervisory Committee, investment committee and any sub-committee appointed by the Board and meetings of members.

INSPECTION OF RECORDS

78. 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. No person other than the member himself, his agent or legal representative, a member of the Board or the Supervisory Committee or Employee or the Auditor, the Registrar, his staff or anyone 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.

DISPUTES

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

AMENDMENT TO THE BY-LAWS

80. These By-laws may be amended in accordance with the provisions of section 10A of the Act

DISSOLUTION

81. (i) The Society may be dissolved by a resolution of three fourths (3/4) of the members, but only in the manner provided for in the Act.

(ii) The funds of the Society shall be distributed in accordance with Section 159 of the Act.

REGISTERED

3 1 AUG 2018

I hereby certify that I have registered the foregoing by-laws numbered 1-81 of the Co-operative Society Investment Fund Limited. registered as number 201.

Dated this 31st day of August 2018

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Sharon Drayton (Ms)
Registrar of Co-operative Societies

REGISTERED

31 AUG 2018