

**RULES OF THE
TRELAWNY
CO-OPERATIVE CREDIT
UNION**

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RULES OF
THE TRELAWNY CO-OPERATIVE CREDIT UNION LIMITED

These are the Rules of the Trelawny Co-operative Credit Union Limited (hereinafter referred to as "The Credit Union") and which outlines the purpose and scope of the management of the Credit Union in keeping with its registration under the Co-operative Societies Act. These Rules guide the formulation of the policies and procedures of the Credit Union.

INTERPRETATION

"The Act" means the Co-operative Societies Act and Regulations and any amendments thereto.

"The Society" or "the Credit Union" means Trelawny Co-operative Credit Union Limited.

"Audited Financial Statements" means the Statement of Financial Position and the Statement of Profit & Loss and Other Comprehensive Income in respect of all business transacted by the Credit Union in its last financial year and signed by the Treasurer and the President and/or their nominee.

"Board of Directors" or "Board" has the meaning assigned to "committee" in the Act and means the governing body of the Credit Union, to whom the management of its affairs is entrusted by the membership and which shall be constituted in accordance with the provisions of Article VIII.

"General Manager" shall mean the General Manager (GM), or such other employee of the Credit Union to whom the management and operations of the Credit Union may be entrusted by the Board of Directors

"Bonus" means a share of the surplus of the Credit Union divided among its members in proportion to the volume of business done with the Credit Union by them from which the surplus of the Credit Union were derived.

"Capital" means the total of:-

(a) Paid up capital being shares paid up in cash and invested as risk capital also referred to as Permanent Shares, and forming a permanent part of the capital of the Credit Union and which are redeemable only upon transfer to another member, or purchase by the Credit Union.

(b) Institutional Capital

(c) Deferred Shares

(d) The Reserve Fund

(e) The Retained Earnings Reserve

(f) Other eligible reserves as determined by the Supervisor;

Less any amount by which that total has become impaired by operating and other losses.

"Connected person" the following persons shall be treated as being connected with a given credit union and the credit union with them and shall be so treated notwithstanding that at the relevant time any of the persons in question (not being individuals) had not come into existence or had not yet come into existence or had ceased to exist:

(a) any society or other person which holds 20 per cent or more of the credit union's shares;

(b) a director or officer of the credit union or any business partner or immediate relative of such director or officer;

(c) any society over which the credit union has control, any society of which any of the persons referred to in paragraph (b) is a director, manager or has control

"Collateral" this is security pledged as a guarantee for the payment of a loan if the member fails to repay;

"Deferred Share" shall mean shares issued at no par value that shall be held by a member for a period of not less than five (5) years and are issued with such rights and restrictions as outlined in Rule 19.

"Delinquent loan" means any loan on which a borrower has defaulted on the contractual terms of repayment and for which no satisfactory repayment arrangement has been made.

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

(a) Under which the sum will be repaid, with or without interest or a premium, 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

(b) Which are not referable to the provision of property or services or to the giving of security, and for the purposes of this paragraph, money is paid on terms, which are referable to the provision of property or services or the giving of security if, and only 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;

or

(ii) it is repaid 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; PROVIDED that deposits shall be deemed to include withdrawable shares held by a member.

"Dividend" means a share of the surplus of the Credit Union divided among its members in proportion to the formula approved by the membership.

"Economic Activity" means the activity of making, providing, purchasing, or selling goods or services.

"Electronic" has the meaning assigned to it by Section 2 of the Electronic Transaction Act.

"Electronic Communication System" has the meaning assigned to it by Section 2 of the Electronic Transaction Act.

"Eligible Reserves" means the Reserve Fund, The Retained Earnings Reserve, and any other fund established by the Credit Union and approved by the Supervisor as being part of the Credit Union's capital.

"Executive Committee" means a member of the Board of Directors holding the position of President, Vice-President, Treasurer and Secretary and any other individual nominated by the Board.

"Family(ies)" includes children, stepchildren, adopted children, parents, spouses, brothers, sisters, uncles, nieces, nephews, grandparents and grandchildren of a member.

"Fit and Proper" means a person

(a) who, whether in Jamaica or elsewhere -

(i) has not been convicted of an offence involving dishonesty; or

(ii) is not an undischarged bankrupt;

(b) whose employment record does not give reasonable cause to believe that the

person carried out any act involving dishonesty or any act involving impropriety in the handling of financial and business affairs;

(c) who, is person of sound probity, is able to exercise diligence and sound judgment in fulfilling his responsibilities in relationship with the Credit Union; will not threaten the interests of the members; and, for this purpose, regard should be had of any evidence that a person has engaged in any business practices or financial dealings appearing to be deceitful, oppressive or improper which reflect discredit to his method of conducting business or financial dealings; and

(d) who has not contravened any provision of any enactment designed for the protection of the public against financial loss due to dishonesty, incompetence or malpractice by persons concerned in the provision of banking, insurance or other financial services, or in the management of companies or due to

bankruptcy.

"Hybrid Meeting" means a meeting held simultaneously as a virtual meeting as well as at a physical venue in which attendees whether virtual or in person simultaneously participates in the activities of the meeting in real time.

"In-person meeting" means a meeting in which all attendees:

- Are physically present together
- Participates in the business of the meeting and interacts with each other face to face

"Institutional Capital" means the aggregate of the Credit Union's:

- realised non-distributable reserves;
- special reserves including realised gains from the sale of assets;
- such other funds as may be received by way of non-refundable donations for no specified purpose and are not available for distribution.

"League" means the Jamaica Co-operative Credit Union League Limited.

"Liquid Assets" means assets maintained by the Credit Union to ensure that it can meet its commitments with respect to loans and withdrawal of deposits and may consist of :-

- (a) Notes and coins held by the Credit Union which are legal tender in Jamaica;
- (b) Money on call or short notice;
- (c) Treasury Bills of the Government of Jamaica;
- (d) Local Registered Stocks the maturity date of which will occur within a period

not exceeding nine months;

(e) Such other assets as the Supervisor may from time to time determine and

notify to the Credit Union in writing;

"Member" includes a person or registered society joining in the application for registration of the Credit Union and a person or registered society admitted to membership in accordance with these Rules.

"Trelawny" shall mean the Parish of Trelawny, in the county of Cornwall.

"Money at call or short notice" means money invested by the Credit Union (other than with a connected person) by way of loans to or deposits, repayable on demand or on not more than fourteen days' notice, with:

(a) any company licensed under the Financial Institutions Act or any bank

licensed under the Banking Act;

(b) any other institution in Jamaica approved for the purpose by the Minister with responsibility for Finance.

"Officer" includes the members of the Board of Directors, the Supervisory or Credit Committees or other person empowered under the Regulations or these Rules to give directions in regard to the business of the Credit Union in accordance with Section 2 of the Act.

"Permanent Shares" shall mean shares issued at no par value, paid up in cash and invested as risk capital, which form a permanent part of the capital of the Society, and are issued with such rights and restrictions as outlined in Rule 18.

"Registered Society" means a co-operative society registered under the Act.

"The Registrar" means the Registrar of Co-operative Societies appointed in accordance with the Act, and includes any person when exercising such powers of the Registrar as may have been conferred upon him under the Act.

"Regulations" means The Co-operative Societies Regulations, 1950 and any amendment or modification thereof and, where the context requires, shall include the Bank of Jamaica (Credit Unions) Regulations, 2004, made under the Bank of Jamaica Act, and the Credit Unions (Special Provisions) Act 2017.

"Retained Earnings Reserve" means a reserve which has been notified as such to the Supervisor and into which is paid such portion of the Credit Union's net surplus (including realised capital gains) as the Credit Union may determine.

"Savings" shall be inclusive of members Deposits and Voluntary Shares.

"Share Transfer Fund" means the Fund created and maintained by the Credit Union to facilitate the purchase of Permanent Shares from members who wish to terminate their membership, or facilitate the transfer of shares between members.

"Show of hands" shall include a show of hands through or by electronic means

"Supervisor" means the Supervisor of banks and financial institutions appointed under the Bank of Jamaica Act or any other designated Supervisory Authority/ies acting either singly or together.

"Virtual Only Meeting" mean a meeting in which attendees participate from various physical locations inside and outside Jamaica. Through the facility of the internet and Intranet by use of integrated audio and video, chat and messaging tools and application sharing software and electronic means

"Voluntary Shares" shall mean shares that are issued at no par value and not a part of risk capital and are administered in accordance with Rule 20.

"Gender Bias" shall mean the practice of proposing candidates of one gender over candidates of the other gender.

Where the context of these Rules so permit, reference to persons shall include Registered Societies, where applicable, words denoting the singular shall include the plural and the masculine gender shall be deemed to include the feminine gender.

Where the context of these Rules so permit, reference to books, receipts, vouchers, records and statements shall include not only the printed format but also the electronic format.

ARTICLE I: NAME, REGISTERED OFFICE AND OBJECTS

- 1.** The name of the Society shall be Trelawny Co-operative Credit Union Limited.
- 2.** The registered office of the Society shall be Water Square, Falmouth, or such other place in Jamaica as may be determined from time to time by the Board of Directors and notified to the Registrar and/or the designated Supervisory Authority/ies.

3. The objects of which the Credit Union is established are:

(a) to promote thrift among its members by affording them an opportunity to accumulate their savings;

(b) to receive the savings of its members, either as payments on shares, or as deposits;

(c) to make loans to members for provident or productive purpose at a reasonable rate of interest in the manner hereinafter provided;

(d) to provide the opportunity for members to use and control their money for their mutual benefit:

(e) to invest in any security in which the Credit Union is authorized for the time by Law to do;

(f) to borrow money as provided by the Rules of the Credit Union , subject to the provisions of Act and Regulations;

(g) to draw, make, accept, endorse, discount, execute and issue Promissory Notes , Bills of Lading, Bills of Exchange, Bills of Sale, Warrants and other negotiable or transferable instruments;

(h) to do all the other acts and things as are incidental or conducive to or consequential upon the attainment of the above objects.

ARTICLE II: QUALIFICATIONS FOR MEMBERSHIP (BOND)

4. Membership in the Credit Union shall be limited to:

(i) residents and workers in the parish of Trelawny and their relatives, notwithstanding their place of abode; relatives are deemed to be mothers, spouses, fathers, brothers, sisters, children, grandchildren, aunts, uncles, nieces, nephews of members past or present, in these Rules;

(ii) all registered societies, their employees and their ex-employees;

Provided that, any person being admitted to membership shall have attained the age of sixteen (16) years.

ARTICLE III: APPLICATION FOR MEMBERSHIP

5. Applications for membership must be in writing and must be signed by the applicant on the form approved by the board.

The application:

- i) The member's account number
- ii) Registered name and address used
- iii) Correct permanent home address to include direction, and work address
- iv) TRN
- v) One or more valid ID's
- vi) Current photograph
- vii) Telephone number
- viii) Date and place of birth

- ix) Date of approval to membership
- x) Agreement to conform to the rules of the credit union
- xi) Agreement to subscribe to a minimum of \$1,100.00 in Permanent Shares and a minimum of \$500.00 in Voluntary Shares at a nominal value of one (1) Jamaican dollar each.
- xii) Payment of an entrance fee to be determined by the Board of Directors, Executive Committee or such authorized administrative personnel
- xiii) Whether the application was approved by the Board of Directors, Executive Committee or such authorized administrative personnel.
- xiv) Signature of the Secretary of the Board or such authorized personnel of the Credit Union
- xv) Nationality
- xvi) At least two referees
- xvii) Source of funds and source of wealth where applicable and appropriate
- xviii) Reason/purpose for opening an account

6. An applicant shall not be registered as a member until:

- (a) It is determined that he qualified for membership by paying an Entrance Fee as the Board of Directors may determine from time to time and subscribing to at least \$500.00

in Voluntary Shares and \$1,100.00 in Permanent Shares. If the application is rejected the Entrance Fee shall not be refunded.

(b) He agrees to subscribe to at least the minimum amount of shares in accordance with Rule 6(a).

(c) His application for membership shall have been considered approved having met all the requirements on the application form by the Board of Directors.

(d) A unique number shall be assigned to each member as a means of identifying his account/s with the Credit Union.

7. **(a)** Persons who have the necessary qualifications for membership and are desirous of holding joint accounts shall apply in writing to the Secretary. The application shall state the residence and occupation of each person whether joint tenancy or tenancy with right of survivorship and shall contain such other information as the Board and the Regulator of Credit Unions may from time to time decide.

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

(c) A member cannot assign no more than two joint holders.

(d) No non-member may hold or own a joint account.

8. Upon resignation, the following will apply:

(a) The Credit Union will provide the member with a statement of account checked and approved.

(b) The member is obliged to settle all outstanding balances whether as a borrower, an endorser or guarantor of any loan due to the Credit Union.

(c) All balances due to the member, including residual voluntary shareholding shall be promptly paid to the member. In addition all of his permanent shares must be disposed of in the approved manner.

(d) The person ceases to be a member.

9. No person who is engaged in any trade or profession opposed to the interests of the Society shall be eligible to become or continue as a member.

10. If a member acts in contravention of these Rules, or acts in any way detrimental to the interests of the Society, or makes any representation or falsification that adversely affects the Credit Union, such member may expelled by a vote of two-thirds of the members present at a General Meeting or Special General Meeting called for the purpose upon a charge communicated to him in writing by the Board of Directors not less than fourteen (14) days before the meeting. On expulsion, a member shall be entitled to repayment of the amount held by him as shown by Credit Union Books, subject to the provisions if these Rules.

11. Withdrawn or expelled members shall have no further rights in the Credit Union but are not by such withdrawal or expulsion released from any liability to the Credit Union existing at the date of such withdrawal or expulsion released from any liability to the Credit Union existing at the date of such withdrawal or expulsion. Such liability shall continue until the debt is settled in full.

12. The share account of a deceased member may continue until the close of the period in which his death occurs and shall be transferred to an account payable unless the account is with within thirty (30) days after the close of such dividend period.

13. A person ceases to be a member upon: -

(a) ceasing to hold at least the prescribed minimum number of permanent shares and voluntary shares;

(b) On withdrawal or transfer of all his shares;

(c) being certified to be of unsound mind

(d) expulsion from the Credit Union

(e) death

14. (i) The Credit Union shall keep a Register to be called the Register of Members, wherein shall be entered: -

(a) The name, address and occupation of each member and his book or account number;

(b) The date on which each member's name was entered in the Register;

(c) The date on which any member ceased to be a member;

(d) The nominee; if any.

(ii) The Credit Union shall have in place written policies and procedures sufficient to allow employees to adequately determine the true identity of each member, his economic

activities, the origins of his transactions, and whether transaction activity is appropriate and account activity is normal based on past account history and the member's economic activities.

(iii) For each single or multiple cash transaction (deposit, withdrawal, and exchange of currency) performed during one day involving the prescribed amount or a suspicious transaction carried out by any member or non-member with the Credit Union a report should be completed and remitted to the Designated Authority.

(iv) Where a credit union has branch offices, multiple cash transactions in any day made on a member's account at different branches, shall be aggregated and reported if the total amount is equal to or exceeds the amount applicable by law.

(v) The Credit Union shall establish and implement such programmes, policies, procedures and controls as may be necessary for the purpose of preventing or detecting money laundering and the financing of terrorism.

(vi) The credit Union shall designate a suitable credit union employee as the Compliance officer and that individual shall have day-to-day responsibility for monitoring and promoting compliance with the Anti-Money Laundering legislation, policies and procedures.

ARTICLE IV: CAPITAL AND LIABILITY

15. The capital of the Credit Union shall be unlimited and shall be divided into two classes of shares and other reserves. The liability of each member, in case of liquidation, shall be limited to the nominal value of the Permanent shares held.

16. The maximum amount of shares which may be held by any one member shall not exceed twenty percent (20%) of the Credit Union's Capital.

17. The shares of the Credit Union shall be divided into two classes of shares designated as Permanent Shares and Deferred shares. Ordinary or Voluntary shares are treated as liabilities of the credit union and not capital.

18. The following rights and restrictions are attached to the following Permanent Shares:

(i) Permanent shares in the Credit Union may be transferred to any member or anyone eligible for membership with the consent of the Board of Directors and upon payment of a fee determined by the Directors time to time for each transfer, provided that no transfer of Permanent shares shall be effected if the member requesting such transfer is liable to the Credit Union as a borrower or co-maker. Such transfer will carry dividend credit with it. All applications for transfer of

(ii) permanent shares shall be made in the form prescribed by the Registrar of Co-operative Societies or the relevant Supervisory Authority.

(iii) Subject to the amount recorded in the Share Transfer Fund, the Board of Directors may accept Permanent Shares from a member for transfer to the Credit Union on written instrument in such form as the Registrar may prescribe and upon payment of a fee. For this purpose, the Board of Directors shall create a Share Transfer Fund and maintain a file of applications for such transfers, and such applications shall be dealt with in order of receipt provided that the Board of Directors shall have discretion to give priority to an application from a member where hardship or distress is shown to the satisfaction of the Board of Directors.

(iv) Permanent shares may be redeemable subject to the sale, transfer, or repurchase of such shares. Request for transfer may be made on any day the Credit Union is open for business, but the Board of Directors shall reserve the right at any time to require a member to give notice. Provided that no transfer can be effected if the member requesting such transfer is liable to the Credit Union as a borrower or co-maker. The board may make special bye-laws relating to the redemption of permanent and deferred shares.

(v) Permanent Shares are not guaranteed by funds administered by the Stabilization Fund operated by the League.

(vi) Dividends maybe paid on permanent shares subject to the profitability of the Credit Union on the recommendation of the Board of Directors to the membership at the Annual General Meeting.

19. The following rights and restrictions are attached to Deferred Shares:

(i) Deferred Shares form part of the Capital of the Society.

(ii) Deferred Shares are not guaranteed by the funds administered by the Stabilization Fund operated by the League.

(iii) A penalty shall be levied for the redemption of any amount of Deferred Shares prior to the expiration date at a rate and scale to be determined by the Board of Directors.

Interest shall be paid on Deferred Shares at a rate and conditions that shall be fixed from time to time by the Board of Directors.

20. The following rights and restrictions are attached to Voluntary Shares:

(i) Money paid into voluntary shares may be withdrawn in whole or in part on any day when the society is open for business, but the Board of Directors shall reserve the right at any time to require a member to give at least three (3) days; provided however that no member may withdraw any shareholding below the amount of his total liability to the Credit Union as a borrower or co-maker.

ii) Voluntary Shares shall be treated as liabilities of the Credit Union.

The rate of interest payable on Voluntary Shares shall be fixed from time to time by the Board of Directors.

The Credit Union shall have a lien on all shares and deposits of a member for, and to the extent of, any sum due to the Credit Union from the said member or any loan endorsed by him.

Permanent shares shall be used to offset indebtedness only in cases of cessation of membership and liquidation of the Credit Union.

ARTICLE V: DEPOSITS

21. (i) The Board of Directors may establish policies and conditions under which a member may deposit money in the Credit Union.

(ii) Deposits may be withdrawn by cheque or in cash on any day that the Credit Union is open for business, but the Board of Directors may at any time require the depositor to give up to three (3) days' notice of his intention to withdraw the whole or any part of his deposits.

(iii) Deposits may be received in the name of a minor or in trust for a minor who is a child, grandchild or ward of a member, in such way or manner as the Board of Directors may determine.

(iv) 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 or the guardian of the person. The receipt or acquaintance of the minor shall be valid and sufficient release and discharge to the Credit Union for the deposits or any part thereof.

(v) The rate of interest payable on deposits shall be fixed from time to time by the Board of Directors and credited to members' accounts.

(vi) No member shall hold more than twenty percent (20%) of the total deposits of the Credit Union.

ARTICLE VI: LOANS

22. Loans shall be made exclusively to a member for a provident or productive purpose, other credit unions and other Co-operative societies. A member may not borrow from the Credit Union when not in good standing.

23. All applications for loans shall be in the prescribed format determined by the Credit Union and shall set forth the purpose for which the loan is desired, the security, if any, and such other information as may be required by the Credit Policy and the Credit Committee. If the facts stated

in the application are found to be misrepresented, or the money used for some other purpose than that for which it was borrowed, the loan shall become immediately due and payable.

24. All applications for loans and the reports thereon by the Credit Committee and the In-house Loan Committee and any Loan Officer shall be filed as permanent records of the Credit Union and in any event not less than the requirements for limitation of statute

25. All loans granted shall be secured by the promissory note from the borrower and by such additional security, if any, as the Credit Policy and the Credit Committee and/or the in-house Committee may require.

26. Rates of interest shall be determined from time to time by the Board of Directors but in no event exceed fifty percent 50% per annum on the unpaid balance.

27. No Officer, member of the Board of Directors, or member of the Credit or Supervisory Committee, shall be allowed to borrow from the Credit Union a total amount in excess of his share holdings, and accumulated earnings, unless approved by the unanimous decision of a meeting at which is present at least one-half of the members of the Board of Directors, Credit Committee, and Supervisory Committee sitting together, provided this includes a quorum of the Credit Committee and at least one member each of the Board of Directors, and Supervisory Committee. The Borrowing member shall not be allowed to take part in the meeting.

28. Subject to the Loan and Credit Policy laid down by the Board of Directors from time to time, the amount of each loan, the period of repayment, the Credit Committee shall determine the form and value of the security. However, the Credit Committee shall have the right to refer any loan to the Board of Directors for a final decision only in respect of the amount of the loan, the period of repayment and the form and value of the security.

29. No special concessions or considerations shall be granted to Board of Directors and committee members on terms that are more favourable than those offered to other members.

30. 'A borrower may repay his loan prior to maturity, in whole or in part, on any day the Credit Union is open for business.

ARTICLE VI: BOARD OF DIRECTORS

31. (i) The business of the Credit Union shall be conducted by the Board of Directors, which shall be elected at the Annual General Meeting of the Credit Union and shall consist of not less than seven (7) nor more than eleven (11) members all of whom shall be members of the Credit Union, and must satisfy the Registrar and the Supervisory Authority that they are fit and proper persons to be Directors and to perform corporate management functions. The number of members comprising the Board of Directors Shall at all times be an uneven number. Each member shall hold office until his successor is elected, unless he demits office earlier or is expelled; provided that no Director shall serve for more than three (3) consecutive terms.

(ii) Election of the Board of Directors shall be held in such a manner that the term of office of not more than a 1/3 of the members shall expire at the same Annual General Meeting.

(iii) A bare majority of members shall constitute a quorum, but fewer than a quorum may adjourn from time to time, until a quorum is present.

(iv) The Board of Directors or any committee designated by the Board may hold virtual or hybrid meetings; provided that each person entitled to participate in the meeting consents to the meeting being held by such medium and that access is provided to the meeting in a manner or using a method by which each person participating in the meeting, but not physically present at the meeting by means of remote communication is sufficiently identified, and a record of any vote or other action taken. Participation in such meeting shall constitute presence in person at such meeting for the purpose of determining the presence of a quorum and for all other voting purposes.

(v) Unless this Act, the Regulations or the by-laws require a meeting a resolution of the directors may be passed without a meeting where-

(a) All the directors consent to the resolution in writing: and

(b) The consent is filed with the minutes of the proceedings of the directors.

32. (i) At the first Annual General Meeting 1/3 of the members shall serve for 3 years, 1/3 for remainder for two years and the remainder for one year. Whenever the number of the Board of Directors increase, 1/3 of such additional members shall be elected for 3 years, 1/3 for two years and the remainder for one year. Thereafter the term of office for members shall be 3 years.

(ii) For the purpose of these Rules, the first meeting of members after Registration of the Credit Union shall be called the First Annual General Meeting.

(iii) At the first meeting of the not their election, the Board, which shall be held within ten (10) days of their election, the Board shall elect from their own number, a President,

one or more Vice President(s), a Treasurer and a Secretary. These Directors will form the Executive Committee of the Board.

- 33.** (i) Any Director or Officer of the Society may be removed at any time by resolution of the majority of the members present at any General Meeting called for that purpose; provided that such Director or Officer shall be informed in writing of the charges against him at least fourteen (14) days before such Meeting and at such Meeting shall have reasonable opportunity to answer such charges.
- (ii) Any Director who, without due excuse approved by the Board, fails to attend three (3) consecutive Meetings of the Board, shall be deemed to have vacated his office.
- (iii) Any vacancy on the Board of Directors shall be filled within thirty (30) days by vote of a majority of the remaining Directors but the member so elected shall hold office only until the next Annual General Meeting, at which Meeting a member shall be elected to complete the unexpired term, provided the term does not expire at the time of such meeting.
- (iv) Any member of the Board, who knowingly has one or more loans delinquent for a period in excess of thirty (30) days without excuse acceptable by the Board of Directors shall be deemed to have vacated his seat on the Board.
- 34.** (i) The Board of Directors shall meet as often as the business of the Credit Union may require, and in any case not less frequently than once per month. Meetings of the Board shall be summoned by the Secretary in writing. The Secretary shall also call a Meeting of the Board upon the written request of the President or in his absence the ranking Vice-President or any three (3) Directors.

(ii) Minutes of Meetings of the Board of Directors shall be recorded by the Secretary and shall be signed by the President or other presiding member, and by the Secretary and shall contain the following particulars: -

(a) The names of the Directors present and the date of the Meeting;

(b) The name of the President or other presiding Director; and

(c) A short statement of all matters discussed and decisions made, and a record as to whether each decision was made unanimously or by majority.

(iii) Every member of the Board of Directors, before taking part in any business brought before the Board in which the Director has a personal interest, shall be required to disclose any personal interest in or arising out of that business and after considering such disclosure it shall be for the Board of Directors to decide whether such Board member (the Director) has disclosed an interest.

35. The Board of Directors shall have the general direction and control of the affairs of the Credit Union and more particularly, shall act for the Credit Union and be responsible to it for the performance of the following duties:-

(a) To act upon the acceptance, exclusion or expulsion of members.

(b) Within the provisions of the Act and the Regulations determine from time to time, the interest rate on loans.

(c) To determine the maximum amount that may be loaned with and without security to any member, the maximum maturity and terms of payment or amortization of loans to members

(d) To fix from time to time, subject to the approval of the Registrar, the amount of fidelity guarantee bond which shall be required of all officers and employees handling money and shall authorize payment of the premium or premiums thereof by the Credit Union.

(e) To determine the interest rate this will be paid on deposit accounts and other accounts

(f) To fill vacancies on the Board of Directors and on the Credit Committee.

(g) To determine from time to time, subject to Section 28 of the Act, the maximum amount of shares that may be held by any member; and the maximum amount that any one member may have in the Deposit Account or other accounts

(h) To determine the investments of the Credit Union other than loans to members, except to the extent that the Board may have appointed an Executive Committee to act for it in the purchase and sale of securities or the making of loans to the other credit unions and other Co-operative Societies or both.

(i) To submit the accounts of the Credit Union for audit in pursuance of the provisions of the Act and Regulations

(j) To authorize borrowings and discounting operations on behalf of the Credit Union subject to the provisions contained in these Rules, and subject also to the Act and Regulations.

(k) To employ, fix and prescribe the duties of such employees as may, in the discretion of the Board be necessary and to remove such employees

(l) To supervise the collection of loans from members and authorize the charge off of uncollectable loans, subject to the Act and Regulations,

(m) To maintain, at all times, an active Programme of co-operative education and to maintain relations with other registered cooperative organizations aimed at promoting the best interest of the Credit Union and of the Co-operative Movement.

(n) To take all measures to Provide for the management of the affairs of the Credit Union not provided for in these Rules or in the Act or Regulations and to perform such other duties as the members in General Meeting may from time to time authorize not inconsistent with these Rules and the Act and Regulations.

(o) To keep a copy of the latest annual Financial Statements of the Credit Union together with the Auditor's Report, hung in a conspicuous place at the Registered Office of the Credit Union.

36. No Officer, Director or Committee member may be compensated for his services as such.

This shall not be construed to prevent reimbursement of Directors and Committee Members for expenses they may incur in carrying out their duties, or to pay an honorarium approved by members.

37. The Board of Directors shall be entitled to appoint the members of the Board of Directors of subsidiaries or any other entity in which the credit union may have an interest.

ARTICLE VIII: EXECUTIVE OFFICERS, EXECUTIVE COMMITTEE, TREASURER

AND THEIR DUTIES

38. The Executive Committee of the Credit Union shall be a President, one or more Vice-President(s), a Treasurer and a Secretary, all of whom shall be elected by the Board of Directors and the said Executive Committee shall hold office until their successor are elected. If more than one Vice-President is elected, the Board shall determine their rank, as First Vice-president and Second Vice-President. The offices of Treasurer and Secretary only may be held by the same person.

(i) **PRESIDENT:** The duties of the President shall be to preside at meetings of the members and of the Board of Directors. He shall perform such other duties as customarily appertain to the office of President or as he may be directed to perform by resolution of the Board of Directors, not inconsistent with the Law and these Rules, and in addition such duties as the Co-operative Societies Act and Regulations may require to be performed by the Chairman of the Committee of Management.

(ii) **VICE-PRESIDENT:** The ranking Vice-President shall, in the event of 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 to time prescribe.

(iii) **SECRETARY:** It shall be the duty of the Secretary to keep correct records of all meetings of members, the Board of Directors and the Executive Committee. He shall give notice of all meetings of the members in the manner prescribed by these Rules. And shall perform such duties as he may be directed to perform by resolution of the Board of Directors not inconsistent with the law, regulations and these rules. The secretary shall prepare and maintain at its registered office or such other places the Directors may designate, records containing.

The secretary shall prepare and maintain at its registered office or such other places the Directors may designate, records containing:

- (a) Minutes of meetings of members and resolutions of members
- (b) Minutes of meetings and resolution of Directors and Committees.
- (c) A register of its Directors.

(iv) **TREASURER:** The Treasurer shall have oversight of the financial affairs of the Credit Union and ensure the appropriate and timely reporting of the financial matters to the Board and members, Subject to such limitations and control as may be imposed by the Board of Directors, it shall be the duty of the Treasurer to:-

- (a) Ensure the safe custody of all funds, securities, valuable documents and other assets of the Credit Union.
- (b) Ensure that all cheques, agreements, drafts and other negotiable or transferable instruments drawn by the Credit Union, as required in the process of its business are signed by authorized employees.
- (c) Ensure the maintenance of a full and complete record of all the Assets and Liabilities of the Credit Union in accordance with the forms and procedures prescribed or approved by the Co-operative Department and/or Supervisor.
- (d) Ensure the preparation within ten (10) days after the close of each month and submission to the Board of Directors Financial Statements (in accordance with the established Accounting Principles and Standards) showing the condition of the Credit Union as of the end of the month, including a summary of delinquent

loans, and that a copy of such monthly Financial Statements is posted in a conspicuous place in the Office of the Credit Union, where it shall remain posted until replaced by the Financial Statements for the succeeding month.

e) If required by the Board of Directors, ensure the preparation within fifteen (15) days of the close of each half-year, a Statement of Profit & Loss and Other Comprehensive Income and the Statement of Financial Position, which Statement shall be certified by at least two members of the Supervisory Committee and shall be posted in a conspicuous place in the Office of the Credit Union.

(f) Ensure the preparation and submission to the Co-operative Department and the Supervisor such Financial and other Reports as the Co-operative Department and Supervisor may require.

(g) Ensure that all moneys paid into the Credit Union are receipted and within forty- eight (48) hours after receipt, deposited in the Bank or Banks prescribed by the Board of Directors.

(h) Ensure that all promissory notes, drafts, or any negotiable instruments drawn in favour of the Credit Union, are properly Prepared and executed.

(i) Do all other such duties as Pertain to the office of Treasurer.

i) The Board of Directors may appoint one or more Assistant Treasurers and authorize them to perform any of the duties devolving on the Treasurer during the absence or disability of Treasurer or his refusal to act.

ii) The Board of Directors shall employ a General Manager and authorize him under the direction of the Board to manage the affairs of the Credit Union, subject to any limitations and control as may be imposed by the Board of Directors from time to time, and subject to the Law, Rules and Regulations

iii) The Board may appoint the Executive Committee to do all acts authorized by the Board of Directors, in accordance with the Act and Regulations and subject to the following:

(a) Every decision of the Executive Committee must be submitted for ratification, to the Board of Directors, in writing no later than the first meeting of the Board after the action is taken.

(b) All matters coming before the Executive Committee shall be dealt with at a meeting at which a majority of Committee members is present.

iv) During the absence or disability of any Officer or his refusal to act, the Board of Directors may appoint another member to act temporarily in his stead.

v) A meeting of the Board of Directors, Credit and Supervisory Committee shall be held at least once quarterly. The Secretary of the Credit Union shall be responsible for the calling of this meeting.

ARTICLE IX: CREDIT COMMITTEE

39. (i) The Credit Committee shall be elected at the Annual General Meeting of the Credit Union and shall consist of a minimum of three (3) to a maximum of seven (7) members, all of whom shall be members of the Credit Union and must satisfy the Registrar and the Supervisory Authority that they are fit and proper persons to perform corporate management functions. Each member shall hold office until the Annual General Meeting at which his successor is elected, unless he demits office earlier, has been expelled or becomes delinquent in his obligations to the Credit Union, at which time he shall be deemed to have vacated his seat. **No member shall serve for more than three (3) consecutive terms.**

(ii) Election to the Committee shall be held in such a manner that the term of office of not more than a bare majority of the members shall expire at the same Annual General Meeting.

(iii) Subject to the provisions of these Rule, at the first Annual General Meeting a bare majority of the members constituting the Committee shall be elected for a term of two (2) years, and the others for a term of one (1) year. Whenever the number of members of the Committee is increased, one-half of such additional members shall be elected for two (2) years and one-half for one (1) year. Thereafter, the term of office for Committee Members shall be for two (2) years.

40. (i) Any member of the Committee who without due excuse approved by the Committee fails to attend three (3) consecutive regular meetings of the Committee, shall be deemed to have vacated his office.

(ii) Any vacancy on the Credit Committee shall be filled by the Board of Directors, but the member filling such vacancy shall hold office only until the next Annual General

Meeting, at which Meeting a member shall be elected to complete the unexpired term provided the term does not expire at the time of such meeting.

(iii) Any member of the Credit Committee who has one or more loans delinquent for a period in excess of thirty (30) days without excuse and accepted by the Board of Directors shall be deemed to have vacated his seat on the Committee.

41. (i) The Credit Committee shall choose from their number, a Chairman and a Secretary, which Offices may not be held by the same person.

(ii) The Secretary of the Committee shall prepare and maintain full and correct records of all action taken by the Committee and shall notify all remaining Officers, members of the Board of Directors and members of the Credit and Supervisory Committees, whenever an Officer, member of the Board of Directors, member of the Credit or Supervisory Committee or a member of staff applies for a loan in excess of his combined shareholding and deposits.

42. (i) The Credit Committee shall hold such meetings as the business of the Credit Union may require, and not less frequently than once per month. Due notice of such meetings shall be given to the other members of the Committee by the Secretary of the Credit Committee. A simple majority of the members of the Committee shall form a quorum for the transaction of business.

(ii) Any meeting of the Credit Committee may be held by telephone conference call or other communications equipment including video conferencing technology. Each person entitled to participate in the meetings must consent to the meeting being held by means of that system. The system so employed must provide access to the meeting in a manner by

which each person attending can be properly identified. The system must facilitate the recording of any vote or other action taken at the meeting.

(iii) For the purpose of determining the quorum and for all other voting purposes, attendance at such meetings shall constitute presence in person at the meeting. For the purposes of this rule, the laws of Jamaica shall apply to any meeting of the Credit Committee and the meeting is deemed to take place in Jamaica.

43. (i) Loan officers shall have the power to approve loans within the limits specified in the Loan Policy.

(ii) Each loan officer shall furnish to the Credit Committee a record of each loan approved or not approved by him within seven (7) days of the date of the filing of such application and such records shall become a part of the records of the Committee; provided that the Committee may review any and all loans approved subject to the Loan Policy

(iii) All loans not approved by a loan officer shall be acted upon by the Credit Committee.

(iv) No individual shall have authority to disburse funds of the Credit Union for any loan which has been approved by him in his capacity as a loan officer.

44. (i) Subject to policy the Credit Committee or a Loan Officer shall determine the security, if any, which shall be required for each loan and the terms upon which it shall be repaid. When there are more loans pending than can be granted with the funds available, preference shall be given in all cases to the applications for smaller loans if the need and credit factor are nearly equal.

(ii) No loan, except as hereinafter provided, shall be made if any member of the Credit Committee shall disapprove thereof nor unless such loan has received the unanimous approval of the members of the Committee who were present when it was considered, and who at least must be a majority of the Committee except for loans approved by a duly authorized In-house Loans Committee.

(iii) The Credit Committee or a Loans Officer shall enquire into the character and financial position of each applicant for a loan and his sureties, if any, to ascertain his ability to repay fully and promptly the obligations incurred by him and to determine whether the loan sought is for a provident or productive purpose, and will be of probable benefit to the borrower. The Committee shall diligently endeavour to assist applicants in solving their financial problems.

45. The Credit Committee shall send a report of its activities to the Board of Directors within fifteen (15) days of each month end.

ARTICLE X: SUPERVISORY COMMITTEE

46. The Supervisory Committee shall consist of a minimum of three (3) to a maximum of seven (7) members, none of whom shall be members of the Board of Directors or Credit Committee or Loan Officer or employee and all of whom shall be members of the Credit Union and must satisfy the Registrar and the Supervisory Authority that they are fit and proper persons to perform corporate management functions.

47. Members of the Committee shall be elected for one year only at each Annual General Meeting. Each member shall hold office until the Annual General Meeting at which his successor is elected, unless he demits office earlier, has been expelled or becomes delinquent in

his obligations to the Credit Union, at which time he shall be deemed to have vacated his seat; provided that if he has completed his third consecutive term in office, he shall not be so eligible for re-election.

48. (i) In the event of a vacancy in the membership of the Committee the remaining members of the Committee shall fill such vacancy by appointing a member who shall hold office only until the next Annual General Meeting.

(ii) Any member of the Supervisory Committee with one or more loans delinquent for a period in excess of thirty (30) days without due excuse accepted by the Board of Directors shall be deemed to have vacated his seat on the Committee.

49. (i) The Supervisory Committee shall choose from their number a Chairman and a Secretary which offices may not be held by the same person.

(ii) The Secretary of the Committee shall maintain and have custody of full and correct records of all action taken by the Committee.

50. (i) The Supervisory Committee shall -

(a) at frequent intervals inspect the securities, cash, accounts and financial records, including electronic records, of the Credit Union;

(b) make an examination of the affairs of the Credit Union at least quarterly including an audit of its books of accounts;

(c) by unanimous vote, if it deems such action necessary to the proper conduct of the Credit Union, suspend any Officer, member of the Board of Directors or Credit Committee and within fourteen (14) days thereafter call a Special General Meeting of the members to take such action relative to the suspension as the members may determine;

(d) receive and investigate any complaint made by any member affecting the proper running of the Credit Union;

(e) by a majority vote of its members, call a Special General Meeting of the members to consider any violation of these Rules or any practice of the Credit Union, which, in the opinion of the Committee is unsafe and unauthorized;

(f) at least once a year cause the accounts of all members to be verified with the records of the Credit Union including those records on the Management Information System. The Committee shall maintain a record of such verification.

(ii) In the process of its examinations and audits, the Committee shall examine all applications for loans made during the period under examination and satisfy itself that for each loan made, an application is on file and that each application states the purpose for which the loan is made, the description of the security if any offered, and that it bears the approval of the Credit Committee or a Loans Officer, and proper procedures have been followed in keeping with the Act, Regulations including those of the Bank of Jamaica and these Rules

(iii) Within thirty 30 days of the end of the half year the Treasurer shall submit for attestation by at least two (2) members of the Supervisory Committee, the statement for that half year.

(iv) The Supervisory Committee may request the Board to provide compensation for any clerical and auditing assistance which the committee deems necessary to carry out its responsibilities, and this request should be granted by the Board as long as funds will permit.

(v) The Supervisory Committee shall hold meetings as the business of the society may require, and not less frequently than once per month. Due notice of such meetings shall be given to the other members of the Committee by the Secretary. A simple majority of the members of the Committee shall form a quorum for the transaction of business.

(vi) Any meeting of the Supervisory Committee may be held by telephone conference call or other communications equipment including video conferencing technology. Each person entitled to participate in the meetings must consent to the meeting being held by means of that system. The system so employed must provide access to the meeting in a manner by which each person attending can be properly identified. The system must facilitate the recording of any vote or other action taken at the meeting.

(vii) For the purpose of determining the quorum and for all other voting purposes, attendance at such meetings shall constitute presence in person at the meeting. For the purposes of this rule, the laws of Jamaica shall apply to any meeting of the Supervisory Committee and the meeting is deemed to take place in Jamaica.

51. The Supervisory Committee shall send a report of its activities and findings to the Board of Directors within fifteen (15) days of the close of each month.

ARTICLE XI: MEETINGS OF MEMBERS

52. (i) The supreme authority in the Credit Union is vested in the General Meeting of members at which every member has a right to attend and vote on all resolutions.

(ii) The first General Meeting of members after registration of the Credit Union shall be called the first Annual General Meeting.

(iii) References to a "meeting" shall mean a meeting convened and held in a physical location only or via virtual-only and/or in a hybrid manner through a combination of both a physical and electronic communication system. Members shall be deemed to be present at that meeting for all purposes of the Rules, applicable laws, and the Cooperative Societies (Amendments) Regulations 2021 and said attendance shall be construed to allow the members present in any one of these fora to attend and fully participate in any such meetings.

(iv) A member's participation in the business of a general meeting shall include without limitation the right to communicate, to vote, and to have access in hard copy or electronic form all documents which are required to participate in the business of a general meeting; and participation in such a meeting shall constitute presence in person at such meeting and shall count towards the quorum and for all other voting processes.

(v) References to "electronic communication system" shall include, without limitation, webcast, video or any form of conference call systems (telephone, video, web or otherwise) and other communication of any sound, document, and or other data.

(vi) If a separate meeting place is linked to the main place of a general meeting by an electronic communication system, such member present at the separate meeting place shall be taken to be present at the general meeting and entitled to exercise all rights as if the member was present at the main physical location.

(vii) All general meetings (including a Special or Annual General Meeting, any adjourned meeting or postponed meeting) may be held as a physical, virtual-only or hybrid- meeting

(viii) A virtual-only or hybrid-meeting may be held in Jamaica and any part of the world and at one or more locations as may be determined by the Board of Directors in its absolute discretion; however, the principal place and time of such meeting shall be construed to be held in the jurisdiction of Jamaica.

(ix) Votes (whether by a show of hands or ballot or by way of a poll) may be cast through or by electronic means or otherwise, in keeping with the Cooperative Societies (Amendment) Regulations 2021.

(x) If voting is to take place at the meeting, there must be reasonable measures in place to verify that every person voting at the meeting by means of electronic communication system is sufficiently identified, and the Secretary shall keep a record of any vote or action taken.

(xi) The failure or inability of a member to attend or remain in an Annual or Special General Meeting held in a hybrid or virtual-only meeting, as a result of a mistake or events beyond the control of Trelawny Co-operative Credit Union Limited shall not constitute a defect in the calling of the Annual or Special General Meeting and shall not

invalidate any decisions, resolutions passed, or proceedings taken at that Annual General Meeting.

(xii) The provision of these rules shall apply, with any necessary modification, to hybrid-meetings and virtual-only meetings

53. (i) Each member shall have one vote only and there shall be no voting by proxy; provided that in the case of an equality of votes the President shall have a second or casting vote.

(ii) Any resolution submitted for the decision of the members present at a meeting shall be decided by a majority vote.

(iii) At any meeting a resolution put to the vote shall be decided by a show of hands unless voting by ballot is demanded by at least five (5) of the members present before declaration of the result by the show of hands, and in such case, voting by ballot shall be taken.

54. The Annual General Meeting of Members shall be convened by the Board of Directors not later than sixty days after the report on the audit of the accounts of the Credit Union for the past financial year by the Registrar or person authorized by him, is received by the Board of Directors.

56. The Annual General Meeting of members has both the right and responsibility -

(a) to consider the report of the Board of Directors on the previous year's working of the Credit Union together with the financial statements and Auditor's Report and to sanction the appropriation and distribution of any surplus;

(b) to hear and approve the reports of the Credit and Supervisory Committees;

(c) to elect members of the Board of Directors, and the Credit and Supervisory Committees, and to remove them from office in accordance with these Rules;

(d) to determine what amendments shall be made to the Rules;

(e) to exercise its final authority in all other matters vitally affecting the Credit Union as a co-operative fraternal body, and as a business organization.

(f) The order of business at the Annual General Meeting shall be -

- Ascertainment that a quorum is present;
- Taking apologies for absence;
- Reading and approval of the Minutes of the last Annual General Meeting, and of any intervening Special General Meeting and discussion of matters arising there from;
- Reports of -
 - (1) Board of Directors
 - (2) Treasurer and Auditor
 - (3) Credit Committee
 - (4) Supervisory Committee
 - (5) Nominating Committee
- Distribution of Surplus (if any)
- Fixing of Maximum Liability Limit
- Resolutions
- Elections to

- (1) Board of Directors
- (2) Credit Committee
- (3) Supervisory Committee
- (4) Delegates.

- New business
- Termination.

56. Special General Meetings may be called by the Board of Directors upon their own initiative, shall be called by them at the request of the Supervisory Committee, or upon the written petition of not less than fifteen (15%) percent of the members or one hundred (100) members, whichever is less. The purpose of the Special General Meeting shall be set forth in the notice and only such business as is described in the notice may be dealt with at such meetings.

57. If the Board of Directors fails to convene a meeting within fourteen (14) days from the receipt of demand as aforesaid, the Supervisory Committee or the members applying for such a meeting will have the right to convene the meeting by notice which 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 of Directors to convene the meeting demanded.

58. (i) At least seven (7) days before the date of any Annual or Special General Meeting, the Secretary shall issue a written notice of the meeting to be delivered by electronic means and printed in one daily newspaper.

(ii) Where Annual or Special General Meeting is either virtual-only or hybrid-meeting, the Secretary shall cause the notice of the meeting to provide instructions for attendance

and participation, including voting by member, electronically, and an electronic link for attendees.

(iii) Where the meeting is held as a hybrid-meeting or virtual only meeting and during the meeting a number of members participating, virtually, cease to be able to participate in the meeting, at any time and for any period during the meeting, in such numbers that the quorum requirement for that meeting is not met, all business transacted at that meeting, including matters put to the vote and any resolution passed, shall be void.

59. (i) A quorum at Annual or Special General Meetings shall be 100 members when the Credit Union consists of more than one thousand (1,000) members.

(ii) If at the expiration of a reasonable period after the time fixed for any Annual or Special General meeting, the members present are not sufficient to form a quorum, such Meeting shall be considered as dissolved if convened on the demand of members; in all other cases an adjournment may be taken to a date not fewer than fourteen (14) days thereafter. The same notice shall be given for the Adjourned Meeting.

(iii) The failure or inability of members to attend or remain in an Annual or Special General Meeting held as a hybrid or virtual-only meeting, as a result of a mistake or events beyond the control of the Credit Union shall not constitute a defect in the calling of the Annual or Special General Meeting and shall not invalidate any decisions, resolutions passed or proceedings taken at that Annual or Special General Meeting"

60. The President of the Board of Directors, or in his absence, the ranking Vice-President, or in their absence, any other member of the Board elected by a majority of those present shall preside at the Annual or Special General Meeting

61. Minutes of the meeting shall be entered in the Minute Book signed by the President and Secretary, and shall contain:-

(i) the number and names of the members present at the meeting and the name of the President or of the person who presided at the meeting;

(ii) the time fixed for the meeting and the time the meeting commenced.

(iii) the total number of members on the date on which the meeting was held; and

(iv) all resolutions passed or decisions made at the meeting;

62. No political, sectarian or racial discussion shall be raised, or resolution proposed, either at any Committee, Board, or General Meeting of the Credit Union.

ARTICLE XII: ELECTIONS

Nominating Committee

63. A Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to the Annual General Meeting and shall consist of three (3) members of which not more than one may be a serving member of the Board of Directors, who is not up of election.

64. Not less than seventy five (75) days prior to the Annual General Meeting the Nominating Committee shall meet. The Committee shall:

(i) Advertise among the membership in writing at least sixty (60) days before the Annual Meeting the vacancies for the Board, Credit and Supervisory Committees. Nominations may be made by petition and must be signed by twenty five (25) members. The

committee may use electronic mail to notify members who have opted to receive notices or statements electronically.

(ii) The written notice must state the closing date for receiving nominations by petition.

In all cases, the period for receiving nominations by petition must extend at least fourteen (14) days from the date the petition requirement are mailed to all members.

(iii) The written notice must indicate that that there will be no nominations from the floor.

(iv) Interview and recommend one (1) member for each vacancy

(v) File the nominations with the Secretary of the Credit Union at least thirty (30) days before the Annual Meeting.

65. Each nominee by petition must include statement of qualifications and biographical data with the petition. To be effective, nominations by petition must be accompanied by a signed certificate from the nominee or nominees stating that they are agreeable for nomination and will serve if elected to Office.

66. Members of the Nominating Committee shall not be eligible for nominations.

67. The Nominating Committee must act in accordance to the Terms of Reference Policy of the Credit Union in its selection of each nominee.

68. A member seeking nomination to hold office shall be disqualified if he:

(i) fails to satisfy the Registrar and/ or the Supervisor that he is a fit and proper person to perform corporate management functions.

(ii) has a dormant or inactive account for six (6) months and over.

(iii) is a new member within the new six (6) month period of application for membership

(iv) member who is delinquent at the time of the Nominating Committee's deliberations shall not be nominated for any vacancy of the Board, Credit and Supervisory

Committees

69. The Secretary will notify the members in writing or by way of electronic mail the nominations submitted by the nominating committee within ten (10) days of the Annual Meeting. The notice should also be posted in a conspicuous place in the Credit Union office.

70. A brief statement of qualifications and biographical data in a form approved by the Board of Directors will be included for each nominee submitted by the Nominating Committee. The final selections with the terms are then presented at the AGM by the Nominating Committee.

71. After the nominations of the Nominating Committee have been placed before the members, the returning officer will preside over the elections. If sufficient nominations are made by the nominating committee or by petition to provide at least as many nominees as positions to be filled, the election will not be conducted by ballot, and the returning officer shall declare each nominee elected by general consent or acclamation at the annual meeting. In the event there are more nominations made by the Nominating Committee than the number of vacancies available there will be voting by ballot. The returning office will appoint tellers, ballots are distributed, the vote is taken and tallied, and the results are announced.

72. Elections shall be in the following order:

(i) Elections for members of the Board of Directors;

(ii) Elections for members of the Credit Committee;

(iji) Elections for members of the Supervisory Committee;

(iv) Delegates and Alternate Delegates to the League shall be determined by the Board of Directors.

73. Within 10 days after their election, the members of the Board of Directors, Credit and Supervisory Committees shall meet and elect from their number the respective officers, as follows:-

(i) Board of Directors:

President, one or more Vice-Presidents, Treasurer and Secretary

The Board may also appoint an Executive Committee and sub-committees.

(ii) Credit and Supervisory Committees:

Chairman and Secretary

74. Immediately after these elections, the names and addresses of all the members of the Board, Credit Committee, Supervisory Committee, Executive Committee and Sub-Committees shall be forwarded to the Registrar of Co-operative Societies and/or any designated authority/ies, and to any Registered Society of which the Credit Union is a member. Within ten (10) days of any change in the Directors, Credit or Supervisory Committee members, the Registrar of Co-operative Societies and/or any designated authority/ies, and any Registered Society of which the Credit Union is a member, shall be notified in writing of such change.

ARTICLE XIII: RESERVE FUND

75. A reserve fund shall be created by the Credit Union.

(i) The Board of Directors shall set aside to Statutory Reserves all entrance fees and transfer fees and at the end of each financial year, before the declaration of dividend, at least 20% of the net surplus.

(ii) The Statutory Reserves shall be the indivisible property of the Credit Union and may be applied with the sanction of the Registrar and in accordance with accounting principles and regulatory guidelines to meet bad debts or losses on loans to members and to other credit unions and such other losses as are authorized in accordance with the Act and Regulations.

(iii) The Statutory Reserves shall be kept liquid and intact and not otherwise disturbed except in liquidation.

76. In addition to the Reserve Fund, the Board of Directors may also authorize the establishment of any additional fund which it deems necessary to protect the interest of members.

ARTICLE XIV: DISPOSAL OF SURPLUS AND DIVIDENDS

77. The net surplus of the Credit Union as ascertained by the audit shall be applied as follows -

(i) at least twenty (20) per cent shall be carried to the Statutory Reserves

(ii) the remainder shall be utilized as the Annual General Meeting may decide in any one or more of the following ways:-

(a) to pay to members a dividend on Permanent Shares;

(b) to pay a bonus to members in proportion to the amount of interest on loans paid by them to the Credit Union; provided that the dividend and bonus due to any member shall be placed to the credit of his Voluntary Shares or deposit account.

(c) to promote co-operative education among members; and for any social, charitable or cultural purposes, subject to section 3 6of the Act.

(d) to create any Special Reserve;

(e) to offer honoraria

(f) to create and build a Share Transfer Fund to be used as prescribed in Rule 16 and the bye-laws.

ARTICLE XV: BANK ACCOUNT-DISBURSEMENT OF FUNDS-INVESTMENTS

78. The funds of the Credit Union shall be deposited in legally chartered financial institutions operating in accordance with the laws of Jamaica (including but not limited to the Omnibus Act, The Banking Act, the Financial Institutions Act, and the Building Societies Act), and in "central-type" Credit Union organizations. Funds not loaned to members may be invested as

follows-

(i) in capital shares, obligations or preferred stock, issues of any agency or association, organized either as a Mutual Association or Membership Corporation, provided the

membership or stock holdings, as the case may be, of such agency or association, are confined or restricted to Credit Unions or organizations of Credit Unions, and provided the purposes for which such agency or association is organized are designed to service or otherwise assist Credit Union operation;

(ii) in investments in which the Board of Directors is for the time being by law authorized to invest;

(iii) in shares of a Co-operative Society registered under the Co-operative Societies Act in the total amount not exceeding twenty (20%) percent of the appropriated surplus and the excess net capital of the Credit Union.

(iv) in loans to or shares of other Credit Unions, but not to exceed twenty (20%) percent of the Credit Union's total assets.

(v) In shares of any company or undertaking approved by the Board of Directors but not to exceed 20% of the Credit Union's total assets.

79. The Board of Directors, by resolution, may establish a cash fund for the purpose of making change.

80. All funds of the Credit Union, except for cash change funds shall be deposited not later than the second banking day after their receipt.

ARTICLE XVI: POWER TO BORROW

81. The Board of Directors may incur a liability in voluntary shares, deposits and /or loans from any source on such terms of payment and /or security, provided that the total liability shall not exceed a ratio of sixteen (16) times the Credit Union's Capital and provided that the members in Annual General Meeting by resolution have fixed the maximum liability for loans that the Board of Directors may borrow.

ARTICLE XVII: FINANCIAL YEAR

82. The Financial Year of the Credit Union shall start on January 1, and end on December 31 of each calendar year.

ARTICLE XVIII: SEAL

- 83.**
- (i) The Board of Directors shall adopt for the use of the Credit Union a distinctive Seal having the name of the Credit Union inscribed thereon.
 - (ii) The Seal of the Credit Union shall at all times remain in the custody of the Secretariat at the registered office of the Credit Union.
 - (iii) The Seal of the Credit Union shall not be affixed to any document except by the authority of a resolution of the Board of Directors by at least two members of the Board of Directors and the Secretary
 - (iv) The Board of Directors may, by resolution, authorize any two members of the Board and the Secretary to sign under the Seal of the Credit Union and the two (2) members of the Board of Directors and the Secretary shall sign every document to which the Seal of

the Credit Union is affixed in their presence. All such signing and sealing must be ratified at the next meeting of the Board.

ARTICLE XIX: POWER OF NOMINATION

84. A member of the Credit Union may by writing under his hand, signed by such member in the presence of two attesting witnesses, delivered at or sent to the Registered Office of the Credit Union during the lifetime of such member, nominate any person or persons other than officer or servant of the Credit Union (unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew, or niece of the nominator) to or among whom his property in the Credit Union whether in shares, loans, or deposits or so much thereof as is specified in such nomination if the nomination does not comprise the whole, shall be transferred at his death.

85. A nomination so made may be revoked or varied by any similar document under the hand of the nominator delivered or sent as aforesaid.

86. Every appointment of a nominee shall be made in the form prescribed by the Registrar.

87. A notice of the right of nomination shall be sent by the Treasurer to every individual member who has not exercised this right with the notice convening the Annual General Meeting in each year, and shall be otherwise given as the Board of Directors may direct.

88. On receiving satisfactory proof of death of a nominator the Board of Directors shall proceed in the manner laid down in the Section 19 of the Act and Regulations 14.

ARTICLE XX: UNSOUND OR LUNATIC MEMBERS

89. (i) Where a member of the Credit Union has become of unsound mind, incapable of managing himself or his affairs, and no committee of his estate or trustees of his property has been appointed, the Credit Union may, subject to the provisions of Regulation 36 and of Section 25 of the Administrator General's Act.

(ii) transfer the share or interest of such member to the Administrator General for Jamaica in trust for such member; or

(iii) pay a sum representing the value of the member's share or interest to the Administrator General; provided that, if the value of such share or interest does not exceed such amount as may be fixed by applicable law from time to time, the Board of Directors may, subject to any conditions they think fit, pay the whole or any portion of such sum to the person who appears to them to have the care of such member or the management of his affairs.

90. All transfers and payments made by the Credit Union in accordance with the provisions of these Rules shall be valid and effectual against any demand made upon the Credit Union by any other person.

ARTICLE XXI: DISPUTES

91. (i) Any dispute touching the business of the Credit Union which may arise

(a) among members, past members, and persons claiming through members, past members and deceased members; or

(b) between a member, past member, or person claiming through a member, past member or deceased member of the Credit Union, its Board of Directors or any Officer of the Credit Union, or

c) between the Credit Union or its Board of Directors and any officer of the Credit Union; or

(d) between the Credit Union and any other Registered Credit Union shall be referred to the Registrar as provided in Section 50 of the Act and Regulation 43.

(ii) A claim by the Credit Union for any debt or demand due to it from a member, past member or the nominee, heir or legal representative of a deceased member, shall be deemed to be a dispute touching the business of the Credit Union.

ARTICLE XXII: AMENDMENTS OF THESE RULES

92. These Rules may be amended by a resolution of the members at the Annual General Meeting or Special General Meeting called in accordance with Article XI for the purpose by three- fourth votes of those present either Physically, Virtual-Only or Hybrid-meeting and entitled to vote, provided a copy of the proposed amendments together with a written notice of the meeting shall have been sent to each member by electronic means and printed in one daily newspaper at least seven (7) days before the said meeting. No amendment shall become operative until it has been approved by the Registrar in accordance with the Act.

ARTICLE XXIII: SPECIAL BY-LAWS

93. (i) The Board of Directors shall have power to make Special By-Laws consistent with the provisions of the Act, Regulations, and these Rules, for the proper conduct of the

business of the Credit Union as from time to time may seem necessary to them. No such by-laws shall, however, be valid until they are approved by the Registrar.

(ii) The Credit Union shall keep a book containing all such by-laws to be kept open at all times for inspection by members, or any person authorized by the Registrar or designated authority.

ARTICLE XXIV: VOLUNTARY DISSOLUTION

94. The Credit Union may be dissolved by the consent of three-fourths of its members, but only in the manner provided by the Act.

Moved by: **Paula Samuels-Forrest**

Seconded by: **Deena Bernard**

Date: **December 11, 2021**

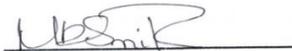
There were **100** persons present at the time of voting

Voted for **75**

Against: **NIL**

Abstained: **25**

Signed **PRESIDENT**



SECRETARY



SEAL OF CREDIT UNION



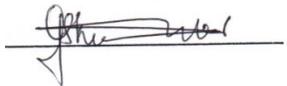
CERTIFICATE

We hereby certify that the special resolution in accordance with the Co-operative Societies Act and Regulations the rescission of the current Rules of Trelawny Co-operative Credit Union dated January 11, 1968 and the replacement of a modernized Rules was passed at the Special General Meeting which was held on December 11, 2021, at the William Knibb Memorial High School, Trelawny.

President: Maxine Smith.



Secretary: Janice Skeen-Miller



Dated this 11th day of December, 2021

SEAL OF CREDIT UNION



CERTIFICATE

I hereby certify that the rescission of the Rules and the replacement of a modernized Rules of Trelawny Co-operative Credit Union Limited, Registration No. 329 on the 11th day of January 1968 have been registered by me.

Dated this 28th day of January 2022



**Errol Gallimore
Registrar of Co-operative Societies
And Friendly Societies**

JAMAICA