



ANGUILLA

REVISED REGULATIONS OF ANGUILLA

under

CO-OPERATIVE SOCIETIES ACT
R.S.A. c. C115

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Revised Regulations of Anguilla: c. C115-1

CO-OPERATIVE SOCIETIES ACT (R.S.A. c. C115)

CO-OPERATIVE SOCIETIES RULES

Note: These Regulations are enabled under section 50 of the Co-operative Societies Act, R.S.A. c. C115.

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CO-OPERATIVE SOCIETIES RULES

Interpretation

1. In these Rules—

“Act” means the Co-operative Societies Act;

“Committee” means the governing body of a registered society to whom the management of its affairs is entrusted;

“Registrar” means the Registrar of Co-operative Societies appointed under section 2 of the Act and includes any person when exercising such powers of the Registrar as may have been conferred upon him under that section.

Register of Societies

2. (1) The Registrar shall keep or cause to be kept in his office a register to be called the “Register of Societies” wherein shall be entered particulars relating to the registration of societies and their by-laws.

(2) All original entries in the Register of Societies shall be made by, or under the direction of, the Registrar and shall be signed by him.

(3) Every alteration, interlineation or erasure in the Register of Societies shall be initialled by the Registrar.

(4) The Register of Societies shall be open to inspection by the public at all reasonable times.

Application for registration of societies

3. (1) Every application for the registration of a society shall be submitted to the Registrar in the form prescribed by him.

(2) Three copies of the by-laws which the society proposes to adopt shall be submitted together with the application.

Registration

4. (1) Where the Registrar decides to register a proposed society, the society and its by-laws shall be registered in the Register of Societies.

(2) Upon the registration of a society, the Registrar shall forward to the society, free of charge—

- (a) a Certificate of Registration;
- (b) a copy of the by-laws of the society as approved by him; and
- (c) a copy of the Act and the Rules.

(3) When the Registrar refuses to register a society or its by-laws, he shall record in writing his reasons for doing so.

Register of members and books and accounts

5. (1) Every registered society 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 a statement of the shares, if any, held by him;
- (b) the dates on which each member’s name was entered in the register;
- (c) the date on which any member ceased to be a member; and
- (d) the nominee, if any, appointed under section 7.

(2) Every registered society shall keep such accounts and shall use such books and shall submit such returns as may from time to time be prescribed by the Registrar.

Membership

6. (1) The election and admission of members to a registered society, other than original members, shall be in such manner and on such conditions as the by-laws shall prescribe.

(2) A member may withdraw from a registered society by giving written notice to the secretary, but such withdrawal shall be without prejudice to section 28 of the Act.

(3) If a member acts in contravention of the Rules or by-laws or acts in any way detrimental to the interests of the society, such member may be expelled by a vote of two-thirds of the members present at a general meeting upon a charge communicated to him in writing by the committee not less than one week before the meeting. Such expulsion shall, however, be without prejudice to section 28 of the Act.

(4) Any member who loses any of the qualifications for membership prescribed by the Act or the rules or the by-laws shall cease to be a member of the registered society and the committee shall cause his name to be struck off the Register of Members without prejudice to any liabilities of such person under section 28 of the Act.

(5) No registered society shall fix any limit to the number of its members.

Nominees

7. (1) Every appointment of a nominee by any member of a registered society for the purposes of section 16 of the Act shall be made in writing signed by the member in the presence of 2 attesting witnesses.

(2) No member of a registered society with share capital shall be entitled to appoint more than one nominee unless that member holds more than one share.

(3) In any case, where more than one nominee is appointed by any member, the number of shares to be transferred or the exact proportion of the amount available that is to be transferred to each of these nominees shall be specified at the time of the appointment.

(4) Every appointment of a nominee shall be recorded in the Register of Members.

(5) For the purpose of a transfer to a nominee, the value of any share or interest shall be represented by the sum actually paid for that share or interest by the member holding it.

(6) Where any money is paid to a nominee who is a minor, a receipt given either by the minor or by his guardian shall be sufficient discharge to the registered society.

Dividend and bonus

8. (1) No dividend or payment on account of profits shall be made by a society registered with unlimited liability until the reserve fund has reached a proportion of not less than one-tenth of the society's total liabilities.

(2) No registered society shall pay a dividend on share capital exceeding 6% per annum on the capital actually paid up.

(3) A bonus on wages or on the value of the products of a member, or a bonus or rebate on patronage calculated in proportion to the amount of the business done by each member with the registered society may be distributed periodically to the members from surplus funds after the deduction of all expenditure and after making provision for bad and doubtful debts and making allocation to the reserve fund.

Maximum liability

9. (1) Every registered society shall, from time to time, fix at a general meeting the maximum liability it may incur in loans or deposits.

(2) The maximum so fixed shall be subject to the sanction of the Registrar, who may at any time reduce it. No registered society shall receive loans or deposits which will make its liability exceed the limit sanctioned by the Registrar.

General meeting

10. (1) The supreme authority in a registered society shall be vested in the general meeting of members at which every member has a right to attend and vote on all questions. Subject to the provisions of sections 23 and 24 of the Act, each member shall have one vote only which shall be exercised in person and not by proxy.

(2) The first meeting of members shall have the same powers as are given to the annual general meeting, and shall be held immediately or not later than one month after the receipt of the certificate of registration of the society.

Annual general meeting

11. The annual general meeting of members shall be convened by the committee as soon as the report on the audit of the accounts of the registered society by the Registrar or person authorised by him is received by the committee. At least 7 days notice shall be given before any such general meeting is held.

Special general meeting

12. A special general meeting of members may be convened at any time by the committee and on receipt of a demand stating the object of the proposed meeting signed by the requisite number of members as provided in the by-laws of the registered society.

Quorum at general meeting

13. When a registered society consists of not more than 40 members, one-half of the number of members or 10 members, whichever is the less, shall form a quorum for the purposes of the annual or a special general meeting and, when a registered society consists of more than 40 members, one-fourth of the total number of the members of such society shall form a quorum for the purpose of the annual or a special general meeting, but in a registered society of which other registered societies are members the quorum shall be as provided in the by-laws of that society.

Chairman of general meetings

14. (1) The chairman of the committee or in his absence the vice-chairman or in the absence of both any other person elected by a majority of those present shall preside at the annual or special general meeting.

(2) The chairman may, by the decision of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any meeting so adjourned other than the business left unfinished at the meeting from which the adjournment took place.

(3) The chairman shall have the right to order the closure of a discussion and put the matter to the vote.

Decisions by majority

15. Any question submitted to the decision of the members present at a meeting shall be decided by a majority of votes.

Voting

16. (1) At any meeting, a resolution put to the vote shall be decided on a show of hands unless voting by call of names or a ballot is demanded by at least 5 of the members present before the declaration of the result of the show of hands, and in such case voting by call of names or a ballot shall be taken, as the case may be.

(2) The chairman shall have an ordinary vote and in case of an equality of votes shall be entitled to a casting vote.

(3) In respect of every resolution put to the vote, the chairman shall declare whether it has been carried or lost, and whether on a show of hands or unanimously or by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of anything therein contained.

Minutes

17. Minutes of the meeting shall be entered in the minute book as soon as possible after the end of the meeting and signed by the chairman and secretary and shall contain—

- (a) the number and names of the members present at the meeting and the name of the chairman or of the person who presided over the meeting;
- (b) the time fixed for the meeting and the time the meeting commenced;
- (c) the total number of members on the date on which the meeting was held; and
- (d) all resolutions passed or decisions made at the meeting.

Election of committee

18. The committee shall be elected at the annual general meeting of the registered society in accordance with the by-laws of the society. The members shall hold office until their successors are elected, and shall be eligible for re-election.

Duties of committee

19. (1) The committee shall represent the registered society before all competent public authorities and in all dealings and transactions with third persons, with power to institute or defend suits brought in the name of or against the society, and in general it shall carry out such duties in the management of the affairs of the registered society as have not been specially assigned by the rules or the by-laws to general meetings, or to any other officer of the society.

(2) The committee shall always keep a copy of the latest annual balance sheet of the registered society together with the report referred to in section 11, hung in a conspicuous place at the registered office of the society.

Meeting of committee

20. The committee shall meet as often as the business of the registered society may require and in any case not less frequently than once a month. Meetings of the committee shall be summoned by the secretary in writing.

Vacation of office

21. Any member of the committee who, without due excuse approved by the committee, fails to attend at 3 consecutive meetings of the committee shall be deemed to have vacated his office which shall thereupon be filled as provided by section 22.

Filling of vacancies

22. Vacancies occurring on the committee shall be filled within 14 days by the election of substitutes elected by the remaining members of the committee.

Borrowing powers

23. The committee may borrow money on behalf of the registered society to an amount not exceeding such total amount as may have been fixed in accordance with section 9.

Officers

24. (1) In a registered Co-operative Society, other than a Co-operative Credit Union, the committee shall appoint a secretary whose duties shall be prescribed by the by-laws.

(2) In a registered Co-operative Credit Union the committee shall appoint a treasurer and prescribe his duties.

(3) The committee may appoint such other clerks and employees as it considers necessary.

Security to be given

25. The treasurer, or where the secretary is carrying out the duties of the treasurer, the secretary shall be required to give security in such amount as the committee may determine and the Registrar shall approve.

Write off of debts

26. The committee may, with the approval of the Registrar, cause bad debts to be written off the books of the registered society in such manner and at such times as the Registrar may deem fit.

Accounts and report

27. The committee shall in every year and as soon as conveniently possible within such time as the Registrar may direct—

- (a) cause the secretary to prepare and send to the Registrar the yearly balance sheet closed on the last day of the registered society's financial year together with a detailed statement of the profit and loss account; and
- (b) prepare a report on the year's working of the registered society to be presented to the annual general meeting.

Application for a loan

28. Members who desire to obtain a loan shall submit an application to the committee stating 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 instalments, and the names of the proposed sureties or any other security which is offered.

Sanction of loan

29. (1) The committee responsible for granting of loans shall consider at a meeting every application for a loan and if it 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 sanction the loan.

(2) Unless specifically provided for in the by-laws, no person other than members of the committee responsible for the granting of loans, and the secretary or in the case of Credit Unions, the Treasurer, and the Registrar and his staff shall be present at any meeting of the committee when an application for a loan is under consideration. A member of the committee who applies for a loan or who is proposed as surety for a loan must withdraw while the relevant application is being discussed. If there is a difference of opinion concerning the granting of a loan, the voting shall be taken by ballot. The proceedings with regard to loans at committee meetings shall be kept secret, and any member of the committee or officer of the registered society infringing this section shall be liable to immediate expulsion or dismissal.

Security for loans

30. Loans, when approved by the committee, shall be granted to members who are able to obtain 2 sureties approved by the committee, or who can give other security to the satisfaction of the committee.

Documents relating to loans

31. When a loan is sanctioned in the committee 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 committee may consider necessary.

Restriction on loans to defaulters

32. Where a member—

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

such member shall not be entitled to receive another loan from the registered society.

Extension of loans

33. If, by reason of sickness or some other cause, a member finds that he will be unable to discharge his obligations to the registered society and notifies the secretary in writing before a loan is due, the committee may extend the time fixed for payment on such conditions as it thinks fit.

Misapplication of loan

34. Where the committee is satisfied that a member of the registered society who has obtained a loan has applied the proceeds thereof to a purpose other than the purpose which is stated in the application therefor under section 28, the committee may, by notice in writing to the debtor, demand payment of the loan before the agreed date of payment.

Recovery of loans

35. Where—

- (a) a loan or an instalment 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 committee under section 33;

the committee shall take steps for the recovery of the same by referring the matter to the Registrar as prescribed in section 48 of the Act.

Marketing

36. (1) Every member of the society shall deliver to the society at such place as the committee shall direct such amount of articles produced or obtained by him as may be prescribed in the by-laws or in the relevant contract, to be disposed of by the society.

(2) Any member who is proved or adjudged in accordance with the provisions of section 48 of the Act to be guilty of a breach of the by-laws or the relevant contract, as the case may be, shall pay to the society as liquidated damages such sum as may be specifically assessed or ascertained in manner prescribed by the by-laws or by the relevant contract and such sum shall be deemed to be a debt due to the society.

Transfer of shares

37. (1) Any share may be transferred with the approval of the committee to any other member at the option of the transferor but if the transferee is not a member, he must be approved of as a member by the committee, or the general meeting according to the by-laws relating to the admission of members before the transfer can be registered; and if the by-laws require a member to hold more than one share, the transferee must acquire by the transfer, or by the transfer and allotment, the number so required to be held before the transfer can be registered.

(2) Special transfer forms as prescribed by the Registrar shall be used.

(3) No transfer of a share shall be valid and effective unless and until such transfer has been registered by the secretary or in the case of Credit Unions, the treasurer on the direction of the committee.

(4) No transfer of a share shall be registered if made by a member indebted to the registered society without special order to the committee and until the transfer of a share is registered no right shall be acquired against the registered society by the transferee, nor shall any claim of the registered society upon the transfer be affected thereby.

Reserve fund

38. (1) The reserve fund of a registered society, created in pursuance of the provisions of section 33(1) of the Act shall be indivisible property of the registered society and may—

- (a) be utilised in the business of the registered society; or
 - (b) be applied with the sanction of the Registrar to meet bad debts or losses sustained through extraordinary circumstances over which the society has no control.
- (2) The reserve fund shall not otherwise be disturbed except in liquidation.

Audit

39. In pursuance of the provisions of section 34 of the Act, the accounts of every registered society shall be audited at least once in every year by some person authorised by the Registrar. Such person shall have access to all the books and accounts of the registered society and shall examine every balance sheet and annual return of the receipts and expenditure, funds and effects of the registered society, and shall verify the same with the accounts and vouchers relating thereto, and shall either sign the same as found by him to be correct, duly vouched and in accordance with the Act, and shall report to the Registrar accordingly, or shall specially report to the Registrar in what respect he finds the same incorrect, unvouched or not in accordance with the Act. The Registrar shall thereupon forward the report of such person to the Committee.

Audit and supervision fund

40. (1) There shall be constituted a fund to be known as the Audit and Supervision Fund and every registered society shall, when called upon to do so by the Registrar, make annually a contribution to such fund.

(2) Until such time as a society has been established and registered for the purposes of supervision and audit, such contributions shall be held by the Registrar and administered by him on behalf of the contributing registered societies.

(3) So long as the Registrar administers the fund on behalf of the contributing registered societies, he shall report in every year to the Government in respect of the income derived from contributions, the expenditure he has sanctioned from the fund and the balance in his hands.

(4) As soon as a society for supervision and audit has been established and registered, the fund shall be credited to such society and shall be utilised by such society in accordance with its objects and by-laws.

(5) Until a society for supervision and audit has been established and registered, the Registrar shall fix the amount of the annual contribution to the fund of every registered society called upon to contribute to the fund. The amount of every such annual contribution shall be subject to a maximum of 10% of the net annual profits of the working capital of the registered society but shall not in any case be less than \$2.

By-laws

- 41.** (1) The by-laws of a proposed society shall contain provision in respect of the following matters—
- (a) the name of the society;
 - (b) the registered address of the society;
 - (c) the objects for which the society was established;
 - (d) the purposes to which the funds may be applied;
 - (e) the qualifications for membership, the terms of admission of members, and the mode of election;
 - (f) the nature and extent of the liability of members;

- (g) the manner of raising funds, including the maximum rate of interest on deposits;
- (h) the procedure at general meetings and at the meetings of the committee;
- (i) the duties of the secretary, treasurer and other officers;
- (j) the manner of the investment of the funds of the society.

(2) If the objects of the proposed society include the creation of funds to be lent to the members, the proposed by-laws shall, in addition, contain provision in respect of the following matters—

- (a) the conditions on which loans may be made to members including the rates of interest;
- (b) the consequences, if any, of default in the payment of any sum due on account of shares.

(3) A proposed society in which name the words “Credit Union” appear shall provide for the following conditions in its rules—

- (a) the liability of the members shall be limited by shares;
- (b) a member may withdraw any portion of his share capital not otherwise pledged to the society on demand but the committee or other governing body of the society may require notice for a period not exceeding 6 months;
- (c) deposits may be received from members only;
- (d) the rate of interest on loans shall not exceed 12% per annum.

Amendment of by-laws

42. (1) Where, in pursuance of the provisions of section 9 of the Act, a registered society amends its by-laws, such amendment shall be made by a resolution of the members of the registered society at a general meeting.

(2) Every resolution under subsection (1) shall not be valid and effective unless it was taken by a majority of not less than three-fourths of the members present at the general meeting at which the resolution was proposed.

(3) A copy of a resolution under subsection (1) shall be forwarded to the Registrar together with 2 copies of the amendment.

Proof of entries in books

43. For the purposes of section 19 of the Act, a copy of an entry in the book of a society may be certified by a certificate written at the foot of such copy, declaring that it is a true copy of such entry and that the book containing the entry is still in the custody of the society. Such certificate shall be dated and signed by the secretary and one member of the committee.

Reference of disputes to Registrar

44. (1) Reference of a dispute to the Registrar for decision under the provisions of section 48(1) of the Act may be made—

- (a) by the committee;
- (b) by the registered society in pursuance of a resolution in that behalf taken in general meeting;

- (c) by any party to the dispute; or
- (d) where the dispute concerns a member of the committee and the registered society, by any member of the registered society.

(2) Every reference under this section shall be made by a statement in writing addressed to the Registrar. Such statement shall—

- (a) be dated;
- (b) specify the dispute;
- (c) set out full particulars of the dispute; and
- (d) be signed by the party making it.

Reference to arbitration

45. (1) Where in pursuance of the provisions of section 48(2)(b) of the Act, the Registrar decides to refer a dispute to arbitration, such decision shall be embodied in an order of reference under his hand.

(2) Every order of reference under this section shall—

- (a) specify the name, surname, place of abode and occupation of the arbitrator or arbitrators;
- (b) set out the dispute and full particulars thereof; and
- (c) limit the time within which the award shall be forwarded by the arbitrator to the Registrar, but, on good cause shown to his satisfaction, the Registrar may by a further order enlarge the time whether before or after the time limited by the order of reference has expired.

(3) Where the Registrar decides to refer a dispute to more than one arbitrator, such reference shall be to 3 arbitrators, of whom one shall be nominated by each of the parties to the dispute and the third shall be nominated by the Registrar and shall act as chairman.

(4) Where under subsection (3) reference is made to 3 arbitrators, the following provisions shall have effect—

- (a) if any party of the dispute fails to nominate an arbitrator within such time as the Registrar may specify, the Registrar may make the nomination himself;
- (b) if an arbitrator nominated by one of the parties to the dispute dies, or refuses or neglects to act, or by absence or otherwise becomes incapable of acting, the Registrar shall call upon the party concerned to nominate a new arbitrator within such time as the Registrar may specify, and, if no new arbitrator is nominated accordingly, the Registrar may nominate one himself;
- (c) if the arbitrator who dies, or refuses or neglects to act, or becomes incapable of acting was nominated by the Registrar, a new arbitrator shall be nominated in his place by the Registrar;
- (d) the opinion of the majority of the arbitrators shall prevail.

Procedure on arbitration

46. (1) The proceedings before the arbitrator or arbitrators shall, as nearly as possible, be conducted in the same way as proceedings before a court of law, and in particular the following provisions shall have effect in respect thereof—

- (a) 10 days notice of the time and place at which the proceedings are to be held shall be given to the parties to the dispute;
- (b) a record of the evidence adduced before the arbitrator or arbitrators shall be made, dated and signed by the arbitrator or arbitrators;
- (c) documents produced as exhibits before the arbitrator or arbitrators shall be marked, dated and initialed by the arbitrator or arbitrators and shall be attached to the file of the proceedings;
- (d) in the absence of any party duly notified to attend, the dispute may be decided by the arbitrator or arbitrators *ex parte*.

(2) The award of the arbitrator or arbitrators shall—

- (a) be in writing;
- (b) be dated and signed by the arbitrator or arbitrators; and
- (c) state the amount of the costs and expenses of the arbitration, if any, and by which party or parties to the dispute the same are to be paid.

(3) Upon the completion of the proceedings, the arbitrator or arbitrators shall forward to the Registrar—

- (a) the file of the proceedings; and
- (b) the award.

Returns to Registrar

47. Every registered society shall submit to the Registrar, such returns, at such time, and in such form, as may from time to time be prescribed by the Registrar.

Citation

48. These Regulations may be cited as the Co-operative Societies Rules, Revised Regulations of Anguilla C115-1.