

DRAFT COPY OF
BYE-LAWS OF THE
UNAAB STAFF COOPERATIVE
MULTIPURPOSE SOCIETY LIMITED
FEDERAL UNIVERSITY OF
AGRICULTURE, ABEOKUTA

AUGUST 2016

Bye-Laws of the UNAAB Staff Cooperative Multipurpose Society Limited

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PREAMBLE

The committee on the review of the Society Bye-laws which was constituted by the General Meeting at the last Pre-Annual General Meeting held on Wednesday, June 29th, 2016 to study the Society's Bye-Laws and make necessary reviews; met on the 20th July, 2016 at its inaugural meeting to take a critical study of the Bye-Laws as it is presently. The committee therefore; resolved as follows, that:

- a. the Bye-laws of the Society as it is currently, were not in any form structured in line with the current status of the Society;
- b. most of the contents are not applicable to what is presently obtainable in the operation of the Society and contrary to the modern days of running a viable Society like ours;
- c. as a cooperative Society operating in a reputable citadel of learning, a sustainable Bye-Laws needed to be in place to promote the unity and interest of members; and
- d. will allow for internal democracy and promote checks and balances within the Society.

As a result, the committee unanimously agreed to draft new befitting Bye-Laws that:

- 1. will stand the test of time;

2. will make every member of the Society have a sense of belonging;
- 3 is built on democratic tenets taking into consideration the Cooperative Societies Laws of Ogun State Cap.26 of the Law of Ogun State 2006 and as amended.;
4. will promote the spirit of cooperative movement;
5. will ensure the sustainability of the Society among other considerations.

Having arrived at the above conclusion, a fact finding survey was conducted to gather documents that will aid the draft from different primary cooperative societies and apexes [both salary earners cooperative societies and others similar in operation to ours in other higher institutions), consulted widely with professionals in cooperative field and received a large volume and varieties of Bye-Laws and constitutions.

During the Preliminary stage, innumerable informal meetings were held, and scheduled were giving to individuals and groups to gather the required information for the task.

The committee met four times, compiled its findings and report of its deliberations, taking the followings into considerations as guiding principles:

- a. The seven (7) principles of cooperative and values as it were conceived at ICA (International Cooperative Alliance) in 1995.
- b. The Cooperative Law of Ogun State, otherwise known and called “The Law”.
- c. The compilation of relevant sections and articles of other cooperative societies’ Bye-Laws and constitutions in other institutions of higher learning relevant to the operation of the Society.

It is hoped that the document would meet the requirements of the Society.

UNAAB Staff CMS Ltd. Bye-Laws Drafting Committee, August 2016

**BYE-LAWS OF THE UNAAB STAFF COOPERATIVE MULTIPURPOSE
SOCIETY LIMITED (UNAAB STAFF C.M.S LTD.),
FEDERAL UNIVERSITY OF AGRICULTURE, ABEOKUTA**

ARTICLE 1.0 GENERAL PROVISION

1.1 Citations and Commencement

1.1.1 These Bye-Laws shall be cited as UNAAB Staff Cooperative Multipurpose Society Ltd. Bye-laws governing the operation of the Society.

1.1.2 Commencement

The Bye-Laws shall be deemed to have come into effect on the day it is approved and registered by the Director of Cooperative Services

1.1.3 Supremacy of the Bye-Laws

These Bye-Laws shall be supreme to any other laws or pronouncements that pertain to the UNAAB Staff Cooperative Multipurpose Society Ltd except the Ogun State cap 26 Law and any other Bye-Laws made which is inconsistent to these Bye-Laws and the Cooperative Laws of Ogun State Cap 26 of the Law of Ogun State 2006 as amended from time to time shall remain null and void to the extent of its inconsistency.

1.1.4 Interpretation and Resolution

All words and expressions used in these Bye-Laws and defined in section 2 of Cooperative Societies Law (Cap 26 of the Laws of Ogun State, Nigeria 2006) shall have the meanings assigned to them in the above section. If there shall arise any doubt regarding the meaning or intention of any of these Bye-Laws, the matter shall be referred to Disciplinary and Dispute Resolution Committee duly constituted in accordance with the provisions of these Bye-Laws for interpretation and finally to the General Meeting (Congress). On appeal against the interpretations, such matters may be referred to the Director of Cooperative Services for ruling.

1.2 Definition

The following terms which appear in the Bye-laws shall have the following meanings:

Preamble: Words importing the singular or plural number respectively include the plural and singular number; words importing the masculine gender also include the feminine gender.

- (i) **Financial Year:** means the period of twelve calendar months beginning from 1st April and ending on the following 31st March.
- (ii) **Bye-Laws** mean the Bye-laws of UNAAB Staff Cooperative Multipurpose Society Limited.
- (iii) **The Law** means the Cooperative Societies Law (Cap 26 of the Law of Ogun State, Nigeria 2006) as amended from time to time.
- (iv) **The Director of Cooperative Services** means the Director of Cooperative Services of Ogun State.
- (v) **Executive Committee** means members of the Society elected to manage the affairs of the Society.
- (vi) **Member** means a registered member of UNAAB Staff Cooperative Multipurpose Society Limited.
- (vii) **The University** means the Federal University of Agriculture, Abeokuta.
- (viii) **The Society** means UNAAB Staff Cooperative Multipurpose Society Limited.
- (ix) **Nominee** means the next of kin of a financial member of the Society nominated by the member for the purpose of inheriting his shares/savings in case of any eventuality.
- (x) **Congress** means the General Body of Members of the Society, otherwise known as the General Meeting.

ARTICLE 2.0: NAME, ADDRESS AND AREA OF OPERATIONS

2.1 Name and Address

2.1.1 Name: The Society shall be called UNAAB Staff Cooperative Multipurpose Society Ltd. (UNAAB Staff C.M.S Ltd.)

2.1.2 Address: Its address shall be:

- (i) **Postal:** Federal University of Agriculture, Abeokuta, P.M.B. 2240, Alabata Road, Abeokuta.
- (ii) **Secretariat:** The Secretariat of the Society shall be situated at the Main Campus of the University.

2.2 Area of Operation

The area of operation shall be within the Federal University of Agriculture, Abeokuta with its duly constituent campuses.

ARTICLE 3.0 AIM AND OBJECTIVES OF THE SOCIETY

3.1 Aim: To promote the social and economic interest of its members.

3.2 Objectives

Subject to the Cooperative Laws of Ogun State, the Society is principally established to:

- (i) promote cooperative spirit among members, work for the improvement of their living standard and encourage the development of cooperative investment;
- (ii) encourage thrift, mutual help and self help among members and provide means whereby savings may be made without being removed from members control;
- (iii) create funds for the purpose of granting loans (at reasonable interest rate) to members for productive purpose;
- (iv) encourage members to acquire assets for the betterment of their living standards and conditions;
- (v) encourage members to invest for the future through savings and investment in productive ventures for financial security against their retirement/disengagement from active service of the University;
- (vi) raise capital and such other resources that is reasonable and necessary for the attainment of these objectives;
- (vii) engage in productive ventures for the promotion of the Society's objectives;
- (viii) make available to withdrawing/ retiring members accurate savings at the expiration, withdrawal of membership/ disengagement of service from the University;
- (ix) propagate the importance of welfare business through the arrangement of welfare packages/procurement for members at reasonable prices; and
- (x) ensure that all proposals on projects/investments of the Society funds are with the knowledge and approval of the Congress.

ARTICLE 4.0 MEMBERSHIP AND LIABILITY

4.1 Membership shall consist of person(s):

4.1.1 who joined through application for registration;

4.1.2 of good character;

4.1.3 of not less than eighteen (18) years of age at the time of registration; and

4.1.4 admitted in accordance with these Bye-Laws.

4.2 Qualification(s)

4.2.1 Every member of the Society shall be a member of staff of the University, with the exception of temporary and casual staff of the University.

4.2.2 The interested staff as defined in (4.2.1) above shall join with payment of a mandatory non-refundable fee of **Two Thousand (N2,000) Naira only** as may be reviewed from time to time by the Congress on the recommendation of the Executive Committee.

4.2.3 The payment shall be made to the Society's bank account with a copy of the teller presented to the Secretary who will in turn issue a receipt and eligibility form to the applicant.

4.3 Methods of application

Application for membership shall be in writing or in a prescribed form through the Secretary and approved by the Executive Committee who shall in case of refusal, state their reasons.

4.4 Declaration of Obligations

4.4.1 Every member shall, on joining the Society render to the Executive Committee a true statement of indebtedness outside the Society.

4.4.2 Every member on joining the Society shall sign or thumbprint the membership and attendance Register.

4.4.3 Members shall be admitted after approval of application by the Executive Committee on payment of necessary fee.

4.4.4 The Executive Committee shall have the obligation to give each member of the Society a copy of these Bye-Laws containing the rules and regulations of the Society at a cost as approved by the Congress on the recommendation of the Executive Committee.

4.5 Member's Nominees

4.5.1 Every member shall nominate in writing or through a prescribed form person(s) to whom, in case of death or permanent disability, the Society shall pay the sum representing the deceased desirable member's share, savings and other sums due to him at the time of his death or permanent disability;

4.5.2 A member may at any time change his nominee(s); and

4.5.3 Where a deceased or a permanently disabled member have not appointed a nominee as at the time of death or permanent disability as the case may be, the society shall, after due evaluation, pay the aforementioned sum to the person (s) who appear(s) to be legally recognized representative(s) of the member with clear evidence.

4.6 Termination of Membership

Membership shall be terminated by:

- (i) death;
- (ii) permanent insanity;
- (iii) ceasing to be a member of staff of the University in accordance with the provision of these Bye-Laws in Article 4.0 (4.2.1).
- (iv) withdrawal after six (6) months' notice convey in writing to the Executive Committee through the Secretary provided that the member is neither indebted to the Society or stand as a surety for an unpaid debt; and
- (v) expulsion from the Society in accordance with the provision of these Bye-Laws in Article 4.0 (4.7).

Notes:

- (a). Should a member for any cause cease to be qualified for membership or withdrawal from the Society, his name shall be deleted from the membership and attendance register and shall be paid back within 6 months, the amount of shares/savings and other money due to him from the Society after deduction from any amount due from the member to the Society;
- (b) no member may withdraw unless for any reason seems to be acceptable by the Executive Committee provided he has been a member for at least two (2) years and indebtedness to the Society; and
- (c) the statement of account showing the transaction portfolio of the withdrawing member shall be released to him.

4.7 Expulsion

A member may be expelled for:

- (i) repeated failure to make savings as laid down by the resolution of the General Meeting;
- (ii) repeated failure to pay share installment of debt due to him to the Society;
- (iii) conviction of criminal offence involving dishonesty;
- (iv) repeated failure to pay loans borrowed from the Society; and

- (v) misconduct or other acts contrary to the stated objectives of the Society or to the interest of the Society or to the interest of cooperative movement. At least a $\frac{2}{3}$ majority of votes shall be required for expulsion of a member.

4.8 Liability of Members

- (i) In case of liquidation, a member's liability for the debts of the Society shall not exceed the total value of the share holdings of the Society.
- (ii) In case of individual, the limit of the liability shall be the sum total of individual shares plus the quantum of loan owed the Society.
- (iii) The extent of a **liability of a surety** shall be the loan owed by the surety, plus the amount insured with the Society, less the total sum of the guarantor's savings with the Society.

4.9 Dues to Members

Any money due to any account from the Society to a member, or a past member shall be set off in payment of any such which he owes the Society or for which he stands surety.

ARTICLE 5.0 CONSTITUTION AND DUTIES OF GENERAL MEETING

5.1 The supreme authority under these Bye-laws in all the affairs of the Society shall be the Congress (General Meeting) who shall meet **at least thrice in a year** to review and direct the Executive Committee on the activities of the Society. These meetings shall be tagged the **Annual General Meeting (AGM), Pre-Annual General Meeting (PRE-AGM), Ordinary General Meeting (OGM)**. Any other meeting shall be an **emergency one**.

All meetings shall be convened by the Secretary on the directive of the President or the Executive Committee, by notice to members who are entitled to attend such meeting stating the meeting date, place, time and if possible the business to be transacted. The notice shall reach the members at least 72 hours before the time of the meeting except for an emergency meeting which shall not be less than 24 hours to the time of the meeting. The notice for the **Annual General Meeting** and **Pre-Annual General Meeting** shall be at least **seven (7)** days.

5.2 Quorum

The presence of **at least one quarter ($\frac{1}{4}$)** of member' population shall be necessary for the disposal of any business at any general meeting provided that, where the total number of members **exceed five hundred (500); Onehundred (100)** members shall suffice.

5.3 The Annual General Meeting

The Annual General Meeting shall be held not later than three months from the close of book of Accounts, year ended March 31st. The Pre-Annual General Meeting shall be held not less than three (3) weeks to the Annual General Meeting.

5.4 Duties of the Annual General Meeting

The duties of Annual General Meeting shall be to:

- (i) receive from the Executive Committee a report on the activities of the Society with the statement of accounts; project goals and objective of the new year;
- (ii) decide upon the disposal of the surplus in accordance with the provision of these Bye-Laws;
- (iii) consider any communication received from the Director of Cooperative Services;
- (iv) ratify the election of the President, Vice President, Secretary, Treasurer, Internal Auditor and other Executive Committee members for the ensuing year and delegates.
- (v) fix the rate of interest to be charged on loan to members;
- (vi) suspend or remove any officer or member of the Executive Committee in accordance with the provisions of these Bye-Laws;
- (vii) amend or repeal any existing Bye-Law or enact a new Bye-Law in accordance with Bye-Law 16.0(16.6).
- (viii) confirm the admission or expulsion of a member;
- (ix) swear-in new Executive Committee; and
- (x) dispose of any other business duly brought before it.

Notes:

- (a) where the Society desires to obtain the advice of any person on a particular matter, the Society may co-opt such person who is not a member, for such period as it deems fit ,provided such a person co-opted, shall have neither voting right nor count towards making a quorum at the meeting;
- (b) the absence or non-attendance of any member at any meeting of the Society shall not invalidate the resolution(s) made at such meeting, provided a quorum is formed subject to the provision of these Bye-Laws; and
- (c) every decision reached at the Annual General Meeting of the Society for the purpose of these Bye-Laws shall be a special resolution. All resolutions at any General Meeting shall **be documented by the Secretary** for execution by the Executive Committee without delay.

5.5 Duties of Ordinary General Meeting

When necessary an Ordinary General Meeting shall:

- (i) fix the rate of interest to be charged on loan to members;
- (ii) suspend or remove any officer or member of the Executive Committee in accordance with the provisions of these Bye-Laws;
- (iii) amend or repeal any existing Bye-Law or enact a new Bye-Law in accordance with Bye-Law 16.0(16.).
- (iv) confirm the admission or expulsion of a member; and
- (v) dispose of any other business duly brought before it.

5.6 Emergency General Meeting

An extra-ordinary General Meeting may be called at any time by a majority of the Executive Committee or on request from the Director of Cooperative Services or from not less than **one-quarter (1/4)** of the members of Society if there are less than **five hundred** members or by **Onehundred (100)** members if there are more than **five hundred (500)** members. The Disciplinary and Dispute Resolution Committee (DDRC) shall have the power to convey an Emergency General Meeting **only** on the consideration of **removal** of any officer or member of the Executive Committee if there is a petition of gross misconduct by any member of the Society on the advice of the Director of Cooperative Services or his representative. In this case, due process shall be followed as stipulated by these Bye-Laws and the Law.

5.7 Attendance of members

It shall be the duty of every member to attend General Meetings. The Congress shall have power under these Bye-Laws to impose fines on members who without good reason, neglect to attend.

5.8 Voting

All questions shall be decided by a simple majority of votes of the members present. Each member shall have one vote only. At all meetings, the Chairman shall have a casting vote in addition to his ordinary vote.

ARTICLE 6.0 CONSITUTION OF EXECUTIVE COMMITTEE

6.1 Officers and Executive Committee Members

Subject to the provision of these Bye-Laws, there shall be an Executive Committee of not more than **seven (7)** members to include one (1) Ex-officio member who shall be the immediate past president of the Society. The Executive Committee shall consist of:

- (i) President;
- (ii) Vice President;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Internal Auditor;
- (vi) One (1) elected other member of the Executive Committee; and
- (vii) One (1) ex -officio member

6.1.1 Powers of the Executive Committee

Subject to these Bye-Laws and the resolution of General Meeting, the executive management of the Society shall be vested in an Executive Committee to be elected at Pre-Annual General Meeting in accordance with the provision of these Bye-Laws in Article 7.0 (7.2.4).

6.1.2 Ex-Officio Member

6.1.2.1The immediate past President **may** be appointed by the Congress as Ex-Officio member of the Executive Committee, subject to good performance while in office.

6.1.2.2 The functions of the Ex-Officio member shall be:

- (i) restricted to advisory role only;
- (ii) shall have the right to take part in all the business of the Executive Committee meetings;
- (iii) shall be entitled to all privileges enjoyed by the other members of the Committee such as receiving honorarium and other entitlements enjoined by the other members of the Committee.

6.1.3 Condition for Admission of Immediate Past President as Ex-Officio Member

The immediate past president shall forfeit this privilege if at the time of leaving office as the President he was accused of; and found guilty by the Disciplinary and Dispute Resolution Committee (DDRC), Director of Cooperative Services or any other recognized authority subject to the Provision of these Bye-laws:

- (i) embezzlement or misappropriation of fund;

- (ii) removal from office as a result of impeachment, termination or expulsion in accordance with the provision of these Bye-laws; and
- (iii) other misconduct prejudice to the interest of the Society.

Note: A **retiring** immediate past president or immediate past president **who has withdrawn as a member of the Society** shall not be qualified to be appointed as ex officio member of the Society.

6.1.4 Subject to the provision of these Bye-Laws, if any member of the Executive Committee is incapacitated by illness, long absence or any other general failure in the performance of his official duties, a member of the Executive Committee may be temporarily appointed by the Committee (subject to approval by the Congress) and while the appointment subsists, he may exercise all the function of the office.

6.1.5 Tenure of the Executive Committee

6.1.5.1 The President, Vice President, Secretary, Treasurer, Internal Auditor and Other elected Members of the Executive Committee shall hold office for a term of **two (2) years** subject to re-election for a **second and final** term of **two (2) years and no more**.

6.1.5.2(i) A member of the Executive Committee shall not be eligible for re-election for the same post again after the expiration of his maximum term of office as stipulated in Article 6.1.5.1 of these Bye-Laws until after **ten(10)** years.

(ii) A member of Executive Committee who previously has not held any of the officer cadre of the Committee may aspire to or stand in for election into officer cadre of the Executive Committee in accordance with the provision of these Bye-Laws.

(iii) If an officer after the expiration of his maximum term as stipulated in Article 6.1.5.1 may aspire to stand in for election into any other post or office different from his previous office held.

Note: Officer Cadre in this sense means President, Vice president, Secretary, Treasurer and Internal Auditor.

6.1.6. The Executive Committee shall be responsible to the Congress and shall be held accountable for all monies and disbursements of the Society fund.

6.1.7. Tenure of the ex-officio member

The ex-officio member shall vacate his position at the end of the tenure of the last occupier of the office of the President. In an event of non-qualification of an immediate past President, the former president shall continue in office as the ex officio member till the end of the tenure of Incumbent President.

6.1.8 Qualification(s) of Members of Executive Committee for Election

6.1.8.1 Candidates seeking election into any Executive post of the Society:

- (i) must have been a financial member of the Society in accordance with the provision of these Bye-Laws;
 - (ii) must have at least 70% of attendance at the all general meetings of the Society of the minimum years required of the candidate to be qualified to stand in for election.
 - (iii) must be a person of unquestionable integrity;
 - (iv) must not be less than forty (40) years of age; and
- (iv) in addition to the fulfillment of above criteria; the candidates must have fulfilled the following requirements:

(a) The President

- (i) Must have been a financial member for **at least three (3) years** (36 calendar months); and
- (ii) must have personal savings/shares of not less than **Six Hundred and Fifty Thousand (N650,000) Naira only** with the Society. The savings/shares must have been spread for at least 18 calendar months before election, subject to review from time to time by the Congress.

(b) The Vice President

- (i) must have been a financial member for **at least two(2) years** (24 calendar months); and
- (ii) must have personal savings/shares of not less than **Five Hundred Thousand Naira (N500,000) only** with the Society. The savings/shares must have been spread for at least 15 calendar months before election subject to review from time to time by the Congress.

(c) The Secretary

- (i) must have been a financial member of the Society for **at least 2 years** (24 calendar months); and
- (ii) must have personal savings/shares of not less than **Five Hundred Thousand (N500,000) Naira only** with the Society. The savings/shares must have been spread for at least 15 calendar months before election, subject to review from time to time by the Congress.

(d) The Treasurer

- (i) must have been a financial member of the Society for **at least 2years** (24 calendar months);and
- (ii) must have at least personal savings/shares of not less than **Five Hundred Thousand (N500,000) Naira only** with the Society. The savings/shares must have been spread for at least15 calendar months before election, subject to review from time to time by the Congress.

(e) The Internal Auditor

- (i) must have been a financial member of the Society for **at least 2years** (24 calendar months); and
- (ii) must have at least personal savings/shares of not less than **Five Hundred Thousand (N500,000) Naira only** with the Society. The savings/shares must have been spread for at least 15 calendar months before election, subject to review from time to time by the Congress.

(f) The Other members of the Executive Committee

- (i) must have been a financial member of the Society for **at least 2 years** (24 calendar months);and
- (ii) must have personal savings/shares of not less than **Two Hundred and Fifty Thousand(N250,000) Naira only** with the Society. The savings/shares must have been spread for at least 15 calendar months before election, subject to review from time to time by the Congress.

6.1.8.2 The above Article 6.1.8 (6.1.8.1) is subject to review from time to time by the Congress at any General Meeting of the Society.

6.1.8.3 Waiver

Waiver may be given to any candidate whom the Congress considered to fall short of the above criteria in the best interest of the Society, in which case the position where the waiver is to be considered shall not be officer cadre of the Society. The candidate must have met at least membership criteria and must also have the minimum shares/savings of the Society in accordance with the provisions of these Bye-Laws in Article 12.0(12.3); the savings/shares must have been spread for at least 12 calendar months before election. But such waiver shall not be valid unless approve by **simple majority** of the Congress at that General Meeting.

6.1.9 Disqualification(s) of Members of Executive Committee for Election

- (i) Without prejudice to their membership of other cooperative societies/unions/associations (or by whichever name it is known and addressed) operating at Federal University of Agriculture, Abeokuta, a member of UNAAB Staff C.M.S Ltd. Shall be ineligible to contest for or hold the executive post of the Society, if he currently holds an elective or executive position in any of the other cooperative societies/unions/associations in the University.
- (ii) Where such a member is desirous of contesting or holding the executive post of the Society. He shall be required to formally resign his executive position in the other society/union/association at least two months to the election.
- (iii) The combined occupation of the elective/executive position along with executive position of any other cooperative society/union/association operating in the University is hereby prohibited and contrary to these Bye-laws.
- (iv) A member of any standing committees of the Society such as Internal Audit Committee, Disciplinary and Dispute Resolution Committee (DDRC), Kasolayo Committee (Retirement Savings) and other **standing** committees that may be constituted by the provisions of these Bye-Laws shall be ineligible to contest for an executive (Executive Committee) post of the Society unless such member resign from his position at least two months to the election.

6.1.10 Meeting

6.1.10.1 Meetings of the Executive Committee shall be held when necessary and at least once in a month. The President, in consultation with the Secretary or any other five members of the Executive Committee, on behalf of the Executive, has the power to call for a meeting

6.1.10.2 Quorum: The attendance of **at least five (5) members** of the Executive Committee shall be required for disposal of any business of the Committee. The ex-officio members shall be taken into consideration in terms of constituting a quorum of the Executive Committee.

6.1.11 Validity of Resolution(s) of the Executive Committee

Any decision made by the Executive Committee without fulfilling Article 6.1(6.1.10.2) above shall be referred to as **NULL** and **VOID**, and any decision taken in such meeting including loan approval shall not stand.

6.2 Duties of the Executive Committee

The duties of the Committee shall include; to:

- (i) hold the Society's fund in trust for the members, and administer the fund on behalf of the members;
- (ii) ensure that the Society Bye-Laws is executed within the principles of fairness, transparency and accountability;
- (iii) take charge of the Society preparation and provision of all logistics for the General Meeting, special meetings, emergency meetings and shall be accountable to congress through the Annual General Meeting;
- (iv) admit new members, subject to ratification by the Congress;
- (v) recommend terms on, and the period for which loans are been given, to approve or reject the security offered by borrowers, to encourage recovery of loans and interest and to sanction renewal when necessary;
- (vi) decide upon the nature of investment the Society shall ventured into after due consideration and report back to the General Meeting for ratification taking into consideration its profitability and risk assessment;
- (vii) decide the terms of purchase and sale of any goods or stock which the Society may require for its members and to arrange for the safe custody of such assets while in stock;
- (viii) recommend the appointment or dismissal of any of the staff of the Society to Congress for approval;
- (ix) consider the inspection of notes of Government on cooperative staff and take necessary action; and
- (xi) set an example of keenness and standard for other members.

Note: the decision(s) of the Executive Committee within their powers shall not be in conflict with the duties of the Congress (General Meeting) on the operation of the Society. The decision(s) of the Executive Committee within their powers at any point in time shall be binding on all members of the Society;

6.3 Responsibility of the Executive Committee

In their conduct of affairs of the Society, the Executive Committee shall exercise the prudence and diligence of ordinary men of business; and shall be responsible for any loss sustained through acts or omission contrary to these Bye-Laws.

6.4 Duties of Officers

6.4.1 President

The President shall:

- (i) summon any meeting of the Society after consulting with the Secretary;

- (ii) supervise and coordinate all the Society activities;
- (iii) preside over all or any of the meetings of the Society **except** where the issue of **impeachment** is being considered;
- (iv) present management reports, budgets and other returns in conjunction with other members of the Executive Committee to the Congress at Annual General Meeting;
- (v) have a casting vote in case of a tie during any vote at any meeting;
- (vi) represent or serve as a delegate of the Society in any conference or meeting outside the Society;
- (vii) be the principal signatory to the Society's accounts;
- (viii) sign the proceedings of any meeting in conjunction with the Secretary; and
- (ix) in the absence of the President, the Vice President shall be chairman at meetings. In the absence of the President and Vice President, a member of the Executive Committee **who is not an officer or ex officio member** may be appointed to preside at all General Meetings and Executive Committee meetings in acting capacity.

6.4.2 Vice President

- (i) The vice president shall act in capacity of the President in absentia or during any temporary incapacitation by illness and in so acting shall exercise the entire functions of the President;
- (ii) shall be spoke person of the Society during social engagements; and
- (iii) shall perform other duties as may be assigned to him/her by the President or the Executive Committee.

6.4.3 Secretary

The Secretary shall:

- (i) coordinate the Society's secretariat, and keep its assets and records in safe custody;
- (ii) be in charge of the supervision of the Society staff (employee);
- (iii) keep records and minutes of all meetings of the Society and the Executive Committee meetings;
- (iv) convene all meetings and Executive Committee meetings of the Society after consulting with the President and prepare the agendas with the approval of the President subject to provisions of the relevant section of these Bye-Laws;
- (v) receive, deal with and keep all correspondence of the Society within and outside the Society;

- (vi) compile an annual report and statistics and submit same to Executive Committee for approval before presentation to the Society during the Annual General Meeting;
- (vii) hold in custody the seal of the Society on behalf of the trustees of the Society;
- (viii) maintain correctly and up-to date the prescribed books and registers of the Society;
- (ix) prepare all receipts, vouchers and documents required by these Bye-Laws and Cooperative Law of Ogun State (2006) as amended from time to time;
- (x) record the proceedings of such meetings, and sign the proceedings of meetings in conjunction with the President;
- (xi) prepare and submit to the Executive Committee after it has been duly authenticated by the Internal Audit Committee the statements of Account in conjunction with the Treasurer;
- (xii) prepare other documents required by the Internal Audit committee (IAC) for the performance of their functions;
- (xiii) procure from members borrowers the due execution of bonds with the Society;
- (xiv) be one of the signatories to the Society's accounts
- (xv) represent or serve as a delegate of the Society in any conference or meeting outside the Society; and
- (xvi) perform any other functions as may be assigned by the Executive Committee.

6.4.4 Treasurer

The Treasurer shall:

- (i) pay all approved expenses of the Society; and take charge of all cash/teller, cheque/draft receive in by the Society;
- (ii) lodge all monies belonging to the Society into the Bank Accounts of the Society within 6 hours of receipt of same except where there is an intervening public holiday/weekend, in which case such money shall be lodged at the earliest possible opportunity;
- (iii) be in custody of the Society's cheque books or passbook as the case may be;
- (iv) be one of the three signatories to the Society's account;
- (v) sign the cash book in token of its correctness and produce the cash balance whenever called upon to do so by the Executive Committee or Internal Audit Committee; and
- (vi) perform any other functions as may be assigned by the Executive Committee.

6.6.5 Internal Auditor

The Internal Auditor shall:

- (i) Prepare and submit to the Executive Committee detailed audit programme that cover all the records of the Society;
- (ii) Carry out annual stock taking and examination of the income and expenditure of the Society;
- (iii) Cross check all payments on the appropriate statutory books being transacted on behalf of the Society;
- (iv) Serve as secretary to the Internal Audit Committee; and
- (v) Perform other functions as may be assigned to him by the Executive Committee or Internal Audit Committee.

6.5 Termination of Membership

6.5.1 Any member of the Executive committee may:

- (i) resign his seat, after giving at least three (3) months written notice; and
- (ii) after notice referred to in (a) above shall in the case of the President be given to the Secretary and in the case of any other member of the Committee to the President who shall notify the Congress.

6.5.2 Filling of Vacancy

- (i) In case of vacancy by resignation or impeachment or any unforeseen event that leads to vacancy in the office of the President, the Vice President shall step-in in acting capacity (not exceeding three months) pending the ratification by the Congress, and if so confirmed by the Congress, the Vice President shall automatically become the President who shall complete the remaining term of the President or the un expiring term of the President; and one member of the Executive Committee (not officer cadre and not ex officio member) shall be appointed by the Congress on the recommendation of the Executive Committee to serve as Vice President for the remaining term;
- (ii) in this case, the vacancy as a result of appointment of one member of Executive Committee to fill a vacancy of an officer, an election shall be conducted by the Congress to replace such member of the Executive Committee for the remaining term; and
- (iii) where there is no deputy or in the event of evoking (b above) a bye election may be organized within thirty (30) days to fill the vacant position if such position is a member of the Executive Committee.

6.5.3 If for any unavoidable reason the Annual General Meeting cannot be held at the appropriate time within the year, an existing committee shall continue in office till the

election of a new committee. In such cases, the existing committee cannot remain in office more than six (6) months of the expiration of the term of their office.

6.5.4 The expiration of the term of office, resignation or removal of a member of the Executive Committee shall not absolve him from liabilities on irregularities committed by member during his term of office.

6.6 Disqualification of Members of the Committee from Holding Office

A member of the committee shall cease to hold office if he:

- (i) ceases to be a member of the Society in accordance with the provision of the relevant article of these Bye-Laws
- (ii) becomes of unsound mind;
- (iii) becomes financially bankrupt;
- (iv) disburse fund unilaterally on his own account without the approval of the Executive Committee;
- (v) becomes a paid servant of the Society; and
- (vi) acts in a manner prejudicial to the interest of the Society.

ARTICLE 7.0 ELECTIONS OF EXECUTIVE COMMITTEE MEMBERS/OFFICERS

7.1 Constitution of Electoral Committee

7.1.1 (i) A five-man Electoral Committee shall be constituted by the Congress in a General Meeting at least one (1) month to the expiration of the term of office of the incumbent executives. The quorum of the committee shall be **three (3)** including the Chairman. The committee shall be responsible to the Congress.

(ii) The Electoral Committee shall be financial members of the Society who must have spent at least one (1) year in the Society with at least the minimum shares/savings of the Society as stipulated in Article (12.0)12.3 of these Bye-Laws, and fulfill 70% attendance at meetings of the Society and must not be less than **thirty-five (35)** years of age.

7.1.2 There shall be a Chairman /Returning officer who shall be duly appointed at **any General Meeting** of the Society and other members of the committee. A Secretary is to be appointed among the members of the Electoral Committee at its inaugural meeting.

7.1.3 The Electoral Committee shall be funded by the Society. Any member of the Society who aspires to be a candidate for the election shall not be qualified to be a member of Electoral Committee.

7.2 Functions of the Electoral Committee

7.2.1 The Electoral Committee shall declare the Executive Committee positions vacant, advertise and invite prospective applicants to obtain necessary application/nomination forms for the election. A nonrefundable fee as stipulated below, subject to review from time to time by the General Meeting shall be paid.

- (i) President -**Five Thousand (N5,000) Naira only**
- (ii) Vice President, Secretary, Treasurer and Internal Auditor - **Three Thousand (N3,000) Naira only**
- (iii) other members of the Executive Committee – **Two Thousand(N2,000) Naira only**

7.2.2 The Electoral Committee shall be fair, firm, friendly and be free from all encumbrances, prejudices and biases in all its dealings with all the aspirants and the electorates.

7.2.3 The Electoral Committee shall have the powers to **screen** and **disqualify** any aspirant that fails to abide by the rule governing the election or who falls short of the eligibility criteria as stipulated by these Bye-Laws and as reviewed from time to time.

7.2.4 The Electoral Committee chairman shall preside over, supervise and conduct a free and fair election of aspirants into vacant Executive posts of the Society, on a date that falls within the **Pre-Annual General Meeting** of the Society which must be well publicized to the members **at least seven (7) days** to the meeting. The Pre-Annual General Meeting shall hold **at least 3 weeks** to the Annual General Meeting to allow for the settlement of all electoral disputes before the swearing- in at the Annual General Meeting.

Note:it shall be the duty of the Executive Committee to duly communicate the Director of Cooperative Services on the date of the election that he may send his representative to observe and monitor the elections.

7.2.5 The Electoral Committee shall immediately after close of ballot, openly count the votes in the presence of the candidate's nominated agent(s) and Electoral Committee Chairman shall announce the result of the election immediately at the General Meeting where the election was held.

7.2.6 The Electoral Committee reserves the right to void any vote cast that is adjudges to be improper, double entry or invalid.

7.2.7 The election of candidate shall be by **casting of votes** and the Electoral Committee also has the power to formulate any other regulations for the smooth conduct of elections.

7.2.8 Every financial member of the Society shall be qualified to vote at the election after due accreditations by the Electoral Committee.

7.2.9 Dissolution of Electoral Committee: The Committee shall stand dissolved at the expiration of its assignment and all electoral appeal matters disposed of.

7.3 Electoral Appeal

7.3.1 Petitions on electoral appeal shall be handled by **Disciplinary and Dispute Resolution Committee (DDRC)**.

7.3.2 Functions of the Committee on Electoral Appeal

7.3.2.1 The Committee shall have the final power to pronounce, declare, uphold, award or announce disputed election results as it deems fit when a letter of protest is written through the Secretary of the committee to the Chairman of the committee.

7.3.2.2 The committee after thorough investigation into the allegation of electoral fraud shall communicate each party involved for defense and in their own judgment, if the committee establishes unfair conduct during the election shall have the power to invoke any of the 7.3.2.1 above in the interest of fairness, equity and justice.

7.3.3 A new date for the election shall be announced by the **Electoral Committee** which shall be well publicized and all involved shall be notified.

7.3.4 All the electoral appeal matters shall be disposed off before the Annual General Meeting.

7.4 Handing over to the Executive Committee Member-Elect/Officer-Elect

The formal handing over/Swearing in ceremony of the elected executives shall be at the Annual General Meeting of the Society. The swearing in/oath of the office of the newly elected executives shall be administered by the Director of Cooperative Services or his representative.

7.5 The swearing-in/oath of office of Executive Committee member-elect/officer-elect shall signify the commencement of the tenure of the Executive Committee.

NOTE: the conduct of elections into the vacant posts of the Society shall be under the supervision of Director of Cooperative Services or his representative.

ARTICLE 8.0 CONSTITUTION OF INTERNAL AUDIT COMMITTEE (IAC)

8.1 There shall be an Internal Audit Committee for the Society which shall be appointed by the Congress through the resolution of the General Meeting at the Annual General Meeting of the Society.

8.2 The committee shall consist of five (5) members including the Chairman and the Secretary over the age of **thirty five (35)** years and must be financial members of the Society subject to the provision of these Bye-Laws.

The **quorum** shall be **3 members** including the Chairman. In the absence of the chairman, a member shall be appointed to chair the committee. The committee shall meet **once in six (6) months** to review the level of compliance by the Executive Committee with the financial provisions of the Society as laid down in these Bye-Laws and the Law.

8.3 Tenure of the Committee Members

The Committee members shall serve for a period of one (1) year in the first instance; and be eligible for another and final term of one (1) year and **no more until after five (5) years** subject to good performance. The appointment of the committee chairman shall be made by the Congress while the Secretary shall be the Internal Auditor of the Society.

8.4 Powers and Qualification(s) of the Internal Audit Committee

8.4.1 The Internal Audit Committee shall be responsible to the Congress (General Meeting) in performance of their functions, serves as the Internal Financial Control Team of the Society and link between the Society and Ogun State Cooperative Federation who is **statutorily** empowered for the external auditing of cooperative societies and unions in Ogun State.

8.4.2 The committee members shall be persons of tested integrity and financial members of the Society with at least 70% attendance at general meetings of the Society in accordance with provision of these Bye-Laws for at least two (2) years.

8.4.3 The committee members must have at least **One Hundred Thousand (₦100,000) Naira** shares/savings with the Society, subject to review from time to time by the Congress.

8.4.4 One of the members of the committee shall be **knowledgeable in accounting or related field.**

8.4.5 The committee shall endorse any payment, and fund that is above **Twenty Million Naira (₦20,000,000)**. The endorsement may be performed by the Chairman and Secretary of the committee if the payment is urgent and report back to the committee for approval or at least 3 of other members of the committee if the meeting of the committee could not hold for the Auditing for any cogent reason. The absence of the chairman shall not invalidate any auditing provided the required quorum is reached, but the chairman shall be duly informed later.

8.4.6 Any member of the Committee who may aspire to contest for an Executive Committee post of the Society shall resign at least **two (2) months** to the Election and his position shall be immediately filled by the Congress at any general meeting.

8.5 Functions of Internal Audit Committee

The Internal Audit Committee shall:

- (i) be responsible for the internal auditing and preparation of detailed audit programme that cover all the records of the Society and submit to the Executive Committee;
- (ii) serve as a link between the Society, Ogun State Cooperative Federation and Director of Cooperative Services as related to the external auditing of the Society's accounts;
- (iii) be responsible for the **internal** inspections of the Annual statement of accounts and statistics as prepared and presented by the Executive Committee before presentation to Ogun State Cooperative Federation for auditing or Director of Cooperative Services;
- (iv) carry out annual stock-taking and examination of the income and expenditure accounts of the Society;
- (v) prepare special reports on the Society's activities when necessary, especially where a feasibility appraisal/risk assessment is considered necessary before a capital investment/project is embarked upon as propose by the Executive Committee and report back to the Congress for approval;
- (vi) sign the draft copy of the Annual statement of accounts through the Committee chairman and Secretary before presentation to the Congress at the Annual General Meeting;
- (vii) present a brief report of its activities to the Congress at the Annual General Meeting of the Society; and
 - (vii) perform any other function(s) as may be assigned to it by the General Meeting for the promotion of the objectives of the Society and cooperative movement in general.

ARTICLE 9.0 CONSTITUTION OF DISCIPLINARY AND DISPUTE

RESOLUTIONCOMMITTEE (DDRC)

9.1 There shall be a Disciplinary and Dispute Resolution Committee to be constituted by the Congress through the resolution of the General Meeting at any General Meeting of the Society. The Committee shall be responsible to the Congress.

9.2 The committee shall consist of five (5) members including the Chairman and the Secretary over the age of 40 years and must be financial members of the Society for **at least one (1) year**, subject to the provision of these Bye-laws.

The quorum shall be 3 members to include the Chairman. The committee shall meet as when necessary to review the level of compliance (by the Executive Committee and members of the Society) with the rules and regulations of the Society as laid down in these Bye-laws and the Law.

9.3 Tenure of the Committee Members

The Committee members shall serve for a period of two (2) years in the first instance; and be eligible for another and final term of two (2) years and no more subject to good performance. The appointment of the committee chairman shall be made by the Congress while the Secretary shall be appointed by the committee at its inaugural Meeting.

9.4 Powers and Qualification(s) of Disciplinary and Dispute Resolution Committee

9.4.1 Powers of the Committee

The committee shall have the powers as related to **internal** disciplinary actions of the Society, and serve as a watchdog for the due interpretation of the rules and regulations of the Society, and ensure that the Bye-Laws are strictly adhered to by members of the Society and the Executive Committee members/officers. The powers conferred on Disciplinary and Dispute Resolution Committee by these Bye-Laws **shall not** jeopardize the statutory duties of the **Director of Cooperative Services** who has the final ruling as related to disciplinary actions of cooperative societies and unions.

9.4.2 The committee members shall be persons of tested integrity and financial members of the Society with at least 70% attendance at general meetings of the Society in accordance with the provision of these Bye-Laws.

9.4.3 The committee members must have at least the minimum shares/savings of the Society.

9.5 Functions of the Committee

The Committee shall:

- (i) consider any disciplinary case referred to the committee based on these Bye-Laws;
- (ii) examine and report to the Congress on any disciplinary case referred to the committee;
- (iii) submit its report and decision to the Congress after thorough investigation;

- (iv) call the Executive Committee to order and any member of the Society on any observation noticed for failure to follow the Society rules and regulations, the Bye-Laws and the Law for the attainment of the Society objectives;
- (v) ensure that the Society objectives are strictly pursued to protect members' interest in the Society;
- (vi) serve as a link between the Society, the University and Director of Cooperatives on all Disciplinary cases of the Society;
- (vii) have the power to warn erring member of the Society or Executive Committee member/officers through formal writing for Compliance; and
- (viii) have the power to recommend sanctions in accordance with the provisions of these Bye-Laws to the Congress for failure to comply with these Bye-Laws and the Law by Executive Committee and any member of the Society.

Note: The committee main objective is to maintain checks and balances within the Society.

ARTICLE 10.0 PROCEDURES FOR REMOVAL OF EXECUTIVE COMMITTEE MEMBERS/OFFICERS FROM OFFICE

- i** Where there is a petition of a gross misconduct or dereliction of duties against an elected officer or Executive Committee member, the Disciplinary and Dispute Resolution Committee:
- ii** shall cause a copy of same to such officer or Executive Committee member for his response within three (3) days;
- iii** Such an elected executive shall within seven (7) days of the receipt of the petition respond to the Disciplinary and Dispute Resolution Committee in writing;
- iv** the Disciplinary and Dispute Resolution Committee shall consider her findings, and make copies of its report available to other members of the Society and thereafter convey an emergency meeting to consider the report within seventy two (72) hours;
- v** if **two third (2/3) majority** of the members of the Congress at the general Meeting conveyed for that purpose voted for the impeachment of the officer/member of the Executive Committee, he shall stand impeached, and all other recommendations of the Disciplinary and Dispute Resolution Committee shall apply; and
- vi** the Disciplinary and Dispute Resolution Committee chairman shall preside at the General Meeting where the issue of impeachment of any officer /Executive Committee member is

being considered but the Director of Cooperative Service or his representative shall be duly informed or represented.

ARTICLE 11.0 FINANCIAL PROVISIONS

11.1 Creation of Funds

11.1.1 The fund of the Society shall be derived from:

- (i) entrance fee as recommended by the Executive Committee and approved by the Congress;
- (ii) savings and fixed deposits of members as defined by these Bye-Laws;
- (iii) shares;
- (iv) development levies;
- (v) surplus arising from the business transaction of the Society;
- (vi) miscellaneous sources as approved by the Congress and other sources as may be stipulated by these Bye-Laws.

11.1.2 Entrance Fee

The entrance fee for members shall be **Two Thousand Naira (N2,000.00)only** and subject to review from time to time by the Congress at the Annual General Meeting. This amount shall **exclude** the cost of other items required to be recognized as *bona-fide* member of the Society (such as ID cards, members' passbook, the Bye-Laws etc.).

11.1.3 Financial Subscription to the Society

Regular Thrift Savings and Shares (Regular Savings)

- (i) the minimum monthly savings allowed by each member shall be **Two Thousand Naira (N2,000.00)only** while the minimum deductions shall be **One Thousand Naira (N1000) Only** subject to review from time to time by the Congress. This amount shall be credited to the Regular Thrift Savings and Shares account of each member;
- (ii) the minimum period of notice for an increase or reduction in member's monthly subscription to the Society shall be one month notice in writing to the President through the Secretary or through a prescribed form as the case may be;
- (iii) savings shall be governed by the rules to be established by the Congress subject to the approval of the Director of Cooperative Services;
- (iv) the rate of interest paid on regular savings shall be determined after surplus has been ascertained and necessary reserve created; and

- (vi) the Executive committee may exempt a member from the obligation to make Regular Thrift Savings for any period during which his circumstance do not permit for such savings, but shall not exceed three (3) months within a particular year.

11.1.4 Share Holding

Every member must hold at least **Five Thousand Naira only (N5, 000.00)** full shares which shall not be transferable.

11.1.5 Withdrawal of Shares

Shares are not withdraw-able; but at the end of the financial year if the Society's financial situation is favorable, the Executive committee shall repay to any member whose membership had been terminated during the year, a sum not exceeding the amount paid by him on account of shares provided that not more than five percent (5%) of the total paid up share capital shall be paid out in any one year without the permission of the Director of Cooperative Services.

11.1.6 Payment of Shares

Shares shall be paid up in monthly installments. Any member may pay up the full value in advance at any time.

11.1.7 Limit on Share Holding

No member shall hold more than 10% of the number of shares actually paid up to the Society. If any member possesses more than the maximum holding permitted, the Executive Committee may sell the excess or buy them on behalf of and for disposal by the Society.

11.1.8 Deposits and Loans from Non-Members

The Society shall not incur any liability towards non-members. The Society may borrow from a cooperative central financing organization of which the Society is affiliated.

11.2 Members' Savings and Deposit

The Society shall operate the following **saving schemes** in addition to the Regular Thrift Savings stipulated in Article 11.0 (11.1.3) of these Bye-Laws to promote the objectives of the Society.

11.2.1 Kasolayo Saving Scheme (KSS) - Retirement Savings

The Kasolayo Saving Scheme is a special savings designed for the members of the Society towards retirement or disengagement from the service of the University. The scheme is open to all members.

11.2.1.1 Registration for and Deductions to the Scheme

Members shall decide the amount to be deducted through a prescribed form obtainable from the Society's Secretary. Members are at liberty to review the amount at any time but shall obtain a review form and submit same not less than a month that the member wishes to review their contributions. The Executive Committee shall decide the minimum amount to be deducted and report back to the Congress for approval.

11.2.1.2 Kasolayo Committee

There shall be a special committee to be charged with the administration of Kasolayo fund. The Chairman and other members of the committee shall be appointed by the Congress, but shall be responsible to the Executive Committee through the President. There shall be five (5) members of the committee. The quorum of the committee shall be **three (3)** and shall meet at least once in three months to review the scheme performance and also perform the following functions.

11.2.1.3 Functions of Kasolayo Committee

The committee:

- (i) shall receive from the Executive committee the detailed statement of account of the scheme monthly;
- (ii) shall have records of the personal ledger of each member of the scheme;
- (iii) shall determine the interest and dividends to be paid at the end of the year on the fund and receive the appropriated bonus set aside (appropriated welfare package from yearly surplus) to be distributed on the fund of the scheme as approved by the Executive Committee;
- (iv) shall give reports of its activities twice a year on the scheme to the Executive committee ;
- (v) shall give a brief of its activities at the Annual General Meeting of the Society after the approval of the Executive Committee;
- (vi) shall have power to request for the bank statement of account as the need arises from the Executive Committee; and
- (vii) shall submit to the Internal Audit Committee the detailed statement of account of the scheme for endorsement.

Note: The Congress shall take the following into consideration when making the appointment of the Committee members:

- (a) the persons to be appointed must be honest, tested hands and persons of integrity who shall administer the fund on behalf of the Society; and

- (b) all members of the committee shall be financial members of the Society who have been in the Society for **at least one(1) year** and have at least the required minimum shares/savings of the Society.

11.2.1.4 Withdrawal of Fund from the Scheme

The withdrawal of funds from the savings shall not be entertained or considered, as this shall expressly negate the objectives of the scheme:

- (i) The fund of the scheme shall be invested in accordance with the provisions of these Bye-Laws and resolutions of the General Meeting on behalf of the members of the scheme and shall attract a reasonable interest to be paid on the members' subscription annually.
- (ii) The fund is withdraw-able only on retirement or disengagement from the service of the University.
- (iii) The fund shall be a special savings and shall not form part of the Regular Thrift Savings. It **shall not** be recognized for **the purpose of obtaining loan facilities from the Society**;
- (iv) The Society shall operate a special Bank Account for this scheme as soon as it is feasible subject to the approval of the Congress; and
- (v) a retiring or disengaging member shall notify the Executive Committee at least three months to the time of his disengagement from service.

11.2.2 Special/Target Savings

These shall include:

- (i) Education Savings;
- (ii) End of the Year Savings; and
- (iii) Christmas/Sallah/Easter Savings.

The fund shall attract interest as the condition permits for such and approved by the Executive committee as reviewed from time to time by the Congress.

Any member who wishes to partake in the special/target savings scheme shall obtain form at no cost from the Secretary and indicate the amount to be deducted monthly. The Executive Committee has the power to review the condition governing special/target savings of the Society taking into consideration the reality on ground.

- 11.2.3** Notwithstanding the conditions stated in Article 11.2 (11.2.1-11.2.2) of these Bye-Laws, savings schemes in Article 11.2 of these Bye-laws shall not jeopardize the Regular Thrift Savings in Article 11.1 (11.1.3). The Executive Committee shall have the power to make

savings, loan deductions and other debt due to the Society from any member before taking into consideration any other type of saving schemes operated by the Society.

11.3 Use of Fund

11.3.1 Internal Fund

The fund of the Society may be held in form of:

- (i) a reserve fund;
- (ii) a depreciation fund;
- (iii) an insurance fund;
- (iv) development fund;
- (v) education fund;
- (vi) special / target savings fund; and
- (vii) other funds as may be approved by the General Meeting and the Director of Cooperatives Services.

The fund of the Society shall be applied only to the furtherance of its objectives in accordance with the provisions of these Bye-Laws.

11.3.2 Investments

The fund of the Society that is not required for current use may be invested in such manner as may be approved by the Congress and as may be permitted by these Bye-Laws and the Cooperative Law of Ogun State 2006 as amended from time to time. The Executive Committee shall be empowered to invest on any profitable ventures/projects, subject to the approval of the Congress at the Annual General Meeting.

11.4 Capital Expenditure

Share payments, member savings and fixed deposits, loan interest and excess current revenue shall be available for use as capital expenditure or for making loans to members.

11.5 Production of Cash Balance

The cash balance as shown in the cash book shall be produced by the Executive Committee at all the Annual General Meeting and Executive Committee meetings and on request by the Internal Audit Committee or any other person/organization the Internal Audit Committee may authorized to do so.

11.6 Operation of Bank Account

Four separate accounts as soon as it is practicable by the Society to be known as:

- (i) Loans Account; (ii) Investment Account; (iii) Special/Target Savings Account; and
- (iv) Kasolayo Account shall be opened at agreed banks within the jurisdiction of the

Society as may be recommended by the Executive Committee, subject to approval of the Congress at any General meeting.

11.7 Approval Limit of the Executive Committee

The maximum approval limit of the Executive Committee on any project/ventures shall not be more than **Twenty Million Naira (₦20,000,000.00) Only** subject to review by the Congress from time to time. Any fund above the approval limit of the Executive Committee shall be forwarded to Internal Audit Committee who shall authenticate the payment and draw up the comprehensive feasibilities of such project/ventures and present to the Congress for ratification. In the same vein, any fund above **Fifty million Naira only (₦50,000,000.00)** must be brought to the Congress before such an investment could be embarked upon.

11.8 Splitting of project above its approval limit by Executive Committee i.e the issuance of more than one document/cheque/ mandate for any payment in respect of projects or splitting of payments due on any given project at any period is equally prohibited.

11.9 Signatories

(i) The president (A), Treasurer (B1) and Secretary (B2) shall be the signatories to the Society Accounts. In this case, the approval of the Executive Committee shall be required and endorsed by the Internal Auditor which must be attached to any payment to be paid by any Bank. The original document for the approval shall be required for any payment. Two of the signatories to include that of the President shall be required at any time for payment.

(ii) **Mandate:** The mandate shall be either of A/ (B1/B2)

11.10 The Society Bank Account(s) shall be 'Trustee Account(s). Before money is withdrawn from the account, the cheque/withdrawalslip or any payment document shall be signed by the President and at least one (1) of the other signatories or as stated in Article 11.9. The payment voucher must also be approved by the President and endorsed by the Internal Auditor as prepared by the concerned Officer/Executive Committee member or staff of the Society through a memo (a memorandum for the request must be approved by the President).

ARTICLE 12.0 LOAN FACILITIES

12.1 Loan may be granted to members only for the purpose which in the opinion of the Executive Committee are productive or necessary and in the best interest of the borrowers whenever the Society's liquidity could accommodate such.

12.2 Condition Governing Loans

No loan shall be granted to:

- (i) any individual **other than a member** of the Society;
- (ii) any member whose installments of savings has not reached minimum shares/savings on his Regular Thrift Savings in accordance with the provision of these Bye-Laws in Article 12.0(12.3) or any member who has not made Regular Thrift Savings under these Bye-Laws;
- (iii) any member whose membership is not up to six (6) months in accordance with the provision of these Bye-Laws; and
- (iv) no loan shall be granted to any member unless the loan is approved by **2/3 majority** of members of the Executive Committee at their monthly committee meetings at which the applications for loans is being considered.

12.3 Member's Minimum Shares/Savings

The minimum Shares/Savings required for **Regular Thrift Savings** by members before a member can access Normal loan of the Society shall be **Fifteen Thousand Naira (N15,000) only**. Before the loan shall be granted, the member must have been a member for **at least six (6) months** in addition to the fulfillment of minimum Shares/Savings' requirement above. The above amount is subject to review by the Congress from time to time. The minimum Shares/Savings required for other categories of loans other than Normal Loan shall be in accordance with Bye-Law 12(12.9) of these Bye-Laws as amended from time to time.

12.4 Interest on Loan to Members

Interest on **Normal Loan** to members shall not exceed **8% annually** which is subject to review by the congress. In case of default, a penal interest shall be charged as twice the normal interest.

12.5 Application for Loans

12.5.1 The application for loans shall be made through the Secretary to the President and approved by the Executive Committee at their monthly committee meetings at which applications for loan is being considered. Approval of loan or any fund by any officer of

the Society or member of the Executive Committee without the consent of the Executive Committee shall be **NULL** and **VOID**.

12.5.2 Approval for loans by the Executive Committee at their meetings shall be on monthly basis on the principle of **first come, first serve**, and **availability of fund**. The application of members applying for loans must have reached the Secretary not later than 20th of the month in which the application is to be processed. Any application received later than the above date may not be considered for that month which shall be forwarded to the following month.

12.5.3 Application Fees

Application fees shall be charged which shall accompany the application form for such loan. The amount shall be fixed by the Executive Committee depending on the type of the loan to be granted subject to ratification by the Congress at Annual General Meeting. The pay slip of the applicant shall be required in addition to the following:

- (i) the applicant shall produce two sureties who are financial members of the Society and have been a member for at least six (6) months. The sureties must have at least 50% of the amount the borrower wanted to borrow for Normal loan and 18 months loan and the minimum shares/savings required for other category of loans in accordance with the provision of these Bye-Laws in Article 12.0 (12.9) on his Regular Thrift Savings as part of the condition for standing as a surety as defined by these Bye-Laws;
- (ii) at the time of the loan, the sureties must be within the credit limit as it may be indicated on his pay slip; and
- (iii) no extension to the period of repayment shall be granted without the consent of the sureties.

12.5.4 Duties of Surety

A surety shall write personally to the President through the Secretary, guarantees his willingness to stand as a surety for the borrower with one (1) additional witness to the sureties' commitment to repay the loan. A surety shall not when taken together with his own existing borrowing, exceed his credit limit.

12.6 Repayment of Normal Loan

Both loan and interest for **Normal Loans** are repayable not later than **twelve calendar (12) months** after the receipt of the loans.

12.7 Maximum Credit Limit

The maximum credit limit of each applicant for a loan shall be fixed by the Executive Committee taking into consideration the Net balance on the applicant's pay slip, the availability of funds, the principle of making credit available to as many members that are qualified under these Bye-Laws and the security offered.

12.8 Recall of Loans

All loans shall be issued subject to the right of the Society to call for immediate repayment if:

- (i) the borrowers gives an indication of resignation from the service of the University; and
- (ii) the borrowers gives an indication of resignation from the Society.

12.9 Other Types of Loans

Other than the Normal Loan enumerated in the above Article of these Bye-Laws, the other categories of loans to be operated by the Society shall be:

- (i) 18 months repayable period with **11%** interest rate, the member must have at least **50% savings/shares** of the amount he wants to borrow from the Society ;
- (ii) 24 months repayable period with **14%** interest rate, the member must have at least **35% saving/shares** of the amount he wants to borrow from the Society;
- (iii) 36 months repayable period with **18%** interest rate, the member must have at least **25% saving/shares** of the amount he wants to borrow from the Society;
- (iv) 48 months repayable period with **20% interest rate**, the member must have at least **20% saving/shares** of the amount he wants to borrow from the Society; and
- (v) other types of loans as may be approved by the resolution of the Congress at the Annual General Meeting on the recommendation of the Executive Committee.

12.10 The **Normal Loan** shall take **priority** over any other type of loans and the commencement of other categories of loans shall be the decision of the Executive Committee taking into consideration the availability of funds. Each category of loan shall be charged to a **particular portfolio** for loan to be circulated to all members

12.11 Security of the Employee

Due to the sensitive nature of the positions of the Society's Employee and their exposure to handling of the Society's fund, the Employee/staff of the Society shall produce at least three (3) Guarantors of which two (2) must be senior staff of the university of not less

than CONTISS 13 or its equivalent and the other guarantor which must be a senior staff Employee of Government, occupying the position of not less than an Assistant Director, renewable every three (3) years. The Disciplinary and Dispute Resolution Committee must be duly carried along and must be copied with copies of the guarantors' documents.

ARTICLE 13.0 DISPOSAL OF SURPLUS/APPROPRIATION ACCOUNT

13.1 At the close of each financial year, the Society's expenses, including the interest payable on deposits and loans, audit and supervision fees, due, shall be deducted from the Society's income. The net surplus shall be appropriated as follows:

- (i) 25% - Reserve Fund; which shall be employed as prescribed by regulation and in accordance with these Bye-Laws;
- (ii) 10% - Education Fund;
- (iii) at most 2% - Honorarium which shall be shared between the Executive and other Committee members at a rate agreed to by the Executive Committee;
- (iv) 5% - Payment of bonus to members as a refund of a percentage of interest paid on loan during the year;
- (v) at least 50% for payment of dividend on shares/savings, subject to the approval of the Congress;
- (vii) at least 5% appropriated to the retirement fund (Kasolayo); and
- (vii) balance -General Reserve Fund.

13.2 The appropriation of the net surplus shall be subject to the approval of the Congress and the Director of Cooperative Services.

13.3 Reserve Fund

The reserve fund is indivisible and no member is entitled to claim a specified share in it. Except as otherwise decided by the General Meeting, it shall be utilized in the business of the Society, but may be deposited or invested in accordance with section 35 of the Law.

13.4 Trading Losses: Any loss on the year's working shall if possible be made good from non-statutory reserve, but if that is insufficient may, with the written permission of the Director of Cooperative Services and by the resolution of the General Meeting be made from the Reserve Fund in which case the withdrawn amount shall be restored as soon as any surplus is earned.

13.4 Audit and Supervision Fees

Supervision fees at an approved rate shall be paid annually to the Ogun State Cooperative Federation.

ARTICLE 14.0 BOOKS AND ACCOUNT

14.1The following Accounts and Records shall be maintained by the Society:

- (i) a minute book recording the proceedings of General and Executive Committee meetings;
- (ii) membership and attendance registers showing the particulars and reference of every member of the Society;
- (iii) sales books;
- (iii) ledger;
- (iv) loan register;
- (vi) register of share payments and bonus payment;
- (vii) personal ledger;
- (viii) stationery;
- (ix) asset register;
- (x) cash receipt book;
- (xi) job register ;
- (xii) files for loan bond and correspondence;
- (xiii) payment voucher and LPO book; and
- (xiv) cash book.

14.2 Pass Book

Each member shall purchase from the Society a passbook showing particulars of his personal account with the Society which shall be updated monthly by the Executive Committee through the Secretary.

14.3 Unofficial Book

No books or accounts shall be kept except those recognized by the Law and these Bye-Laws.

14.4 Receipts

- (i) It is the duty of every member to insist upon obtaining from the Secretary or Treasurer, separate printed receipt from proper receipt book of the Society for every sum of money paid in cash by him to the Society; and

- (ii) to sign or thumb print in the proper book, in token of receipt whenever any sum of money is paid or repaid to him by the Society.

ARTICLE 15.0 DISSOLUTION AND DIVISION OF THE SOCIETY

15.1 Splitting up of the Society: if at any time the Congress resolve to split into more than one society(ies), on the written request of **not less than one quarter (1/4)** of the members or when the membership **exceed five hundred (500)**, on the written request of **at least 100 members**, the Director of Cooperative Services may authorize such members to form themselves into separate society(ies) of the same type and to the society(ies) shall be transferred the share capital of those members and a proportionate amount of the original society's fund and assets.

15.2 Liquidation: The Society shall not be liquidated except in accordance with section 39 to 47 of the Law.

15.3 Disposal of Fund

On the dissolution of the Society, the reserve and other funds of the Society shall be applied to:

- (i) discharge the liabilities of the Society; and
- (ii) the repayment of the share capital paid up.

The remainder shall be placed by the Director of Cooperative Services in the Bank until a new cooperative multipurpose society is registered, in this event the fund shall be credited to the reserve fund of the new society.

ARTICLE 16.0 MISCELLANEOUS PROVISIONS

16.1 Dispute: In case of any dispute arising in or concerning the Society and its members, internal mechanism for conflict resolution shall be utilized through the Disciplinary and Dispute Resolution Committee of the Society (DDRC). If not resolved, it shall be referred finally to the University Management. If such could not be settled, the matter shall be referred to the Director of Cooperative Services for settlement by arbitration under the provision of section 51 of the Law.

16.2 Seal: The Secretary shall hold in safe custody the seal of the Society on behalf of the trustees. Documents shall be sealed by at least two of the trustees of whom one (1) shall be the Secretary.

16.3 The General Meeting of the Society may impose fines on members not exceeding **Five Hundred Naira (N500) Only** for absence from or lateness to meetings without excuse and disorderliness at meeting respectively.

16.4 Asset of the Society: The Secretary shall have all the record of assets of the Society and the safe keeping of the records and the assets.

16.5 Payment of Honorarium: under these Bye-laws, statutory committees recognized for the payment of honorarium shall be the **Executive Committee, Internal Audit Committee, Disciplinary and Dispute Resolution Committee and the Kasolayo Committee based strictly on attendance at Committee meetings.** All other Ad-hoc Committees of the Society are to serve on part-time basis and may be remunerated as decided by the Executive Committee.

16.6 Amendments of the Bye-Laws

16.6.1 Any amendment of or addition to these Bye-Laws shall be made by the Congress whenever the need arises. The initiation for the amendment shall be through:

- (i) resolution of the Congress at any General Meeting;
- (ii) the recommendation of the Executive Committee to the Congress; and
through a written request of **at least one quarter (1/4)** of the members of the Society or when the membership **exceed five hundred (500)**, on the written request of **at least 100 members** to the Congress through the Executive Committee, a copy of the request shall be given to the Disciplinary and Dispute Resolution Committee through the secretary of the committee.

16.6.2 The Congress shall constitute an ad-hoc committee of **at least five (5) members** to include the chairman and the Secretary. The appointment of the committee chairman shall be made by the Congress while the Secretary shall be appointed by the committee at its inaugural Meeting. The quorum shall be **Three (3)** members of the committee.

The committee shall be responsible to the Congress. After the completion of the assignment by the committee, it shall submit its report **directly** to the Congress through the President of the Society. The report will be formally presented to the congress by the chairman of the committee for consideration and adoption. A notice of **at least seven (7) days** shall be given to members of the Society for the consideration of the report of the committee. All members of the Society shall have access to the draft copy of the amendment for their contributions before the final consideration. At least two third (2/3) majority of the members of the Congress shall be required for the amendment(s) to stand.

MEMBERS OF THE BYE-LAWS DRAFTING COMMITTEE

1. Prof. E. S. A . Ajisegiri Chairperson.....
2. Prof. (Mrs.) H.A. Bodunde Member
3. Dr. (Mrs.) R. N. Ugbaja Member.....
4. Engr. Abdullahi B. Tahir Member.....
5. Mr. John Atteh Secretary.....