

Rules of the JPS & Partners Co-operative Credit Union Ltd.

A Society (hereinafter referred to as "The Society") registered under the Co-operative Societies Law, Cap. 75 of the Revised Laws of Jamaica.

INTERPRETATION

"Board of Directors" shall mean the governing body of the Society to whom the management of its affairs is entrusted and which shall be constituted in accordance with the provisions of Rule 33 hereof.

"Capital" comprises the total of the following:-

- a) Permanent Shares
- b) Reserve Fund
- c) Institutional Capital
- d) Other eligible reserves as determined by the supervisor of credit unions or any relevant authority as determined by Law; less any amount by which that total has been impaired by operating and other losses.

"Deferred Shares" shall mean shares issued at par value that shall be held by a member for a period of not less than five (5) years and are issued with such rights and restrictions as outlined in Rule 18.

"Fit and Proper" means a person

- (i) Who, whether in Jamaica or elsewhere –
 - (a) Has not been convicted of an offence involving dishonesty; or
 - (b) Is not an undischarged bankrupt; and
- (ii) Whose employment record does not give reasonable cause to believe that the person carried out any act involving dishonesty or any act involving impropriety in the handling of financial and business affairs;
- (iii) Who, is a person of sound probity, is able to exercise diligence and sound judgement in fulfilling his responsibilities in relation to the Credit Union and whose relationship with the Credit Union will not threaten the interests of the members; and, for this purpose, regard should be had of any evidence that a person has engaged in any business practices or financial dealings appearing to be deceitful or oppressive or otherwise improper which reflect discredit to his method of conducting business or financial dealings; and





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

“Permanent Shares” shall mean shares issued at no par value, paid up in cash and invested as risk capital, which form a permanent part of the capital of the Society, and are issued with such rights and restrictions as outlined in Rule 16.

“Registered Society” means co-operative society registered under the Act.

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

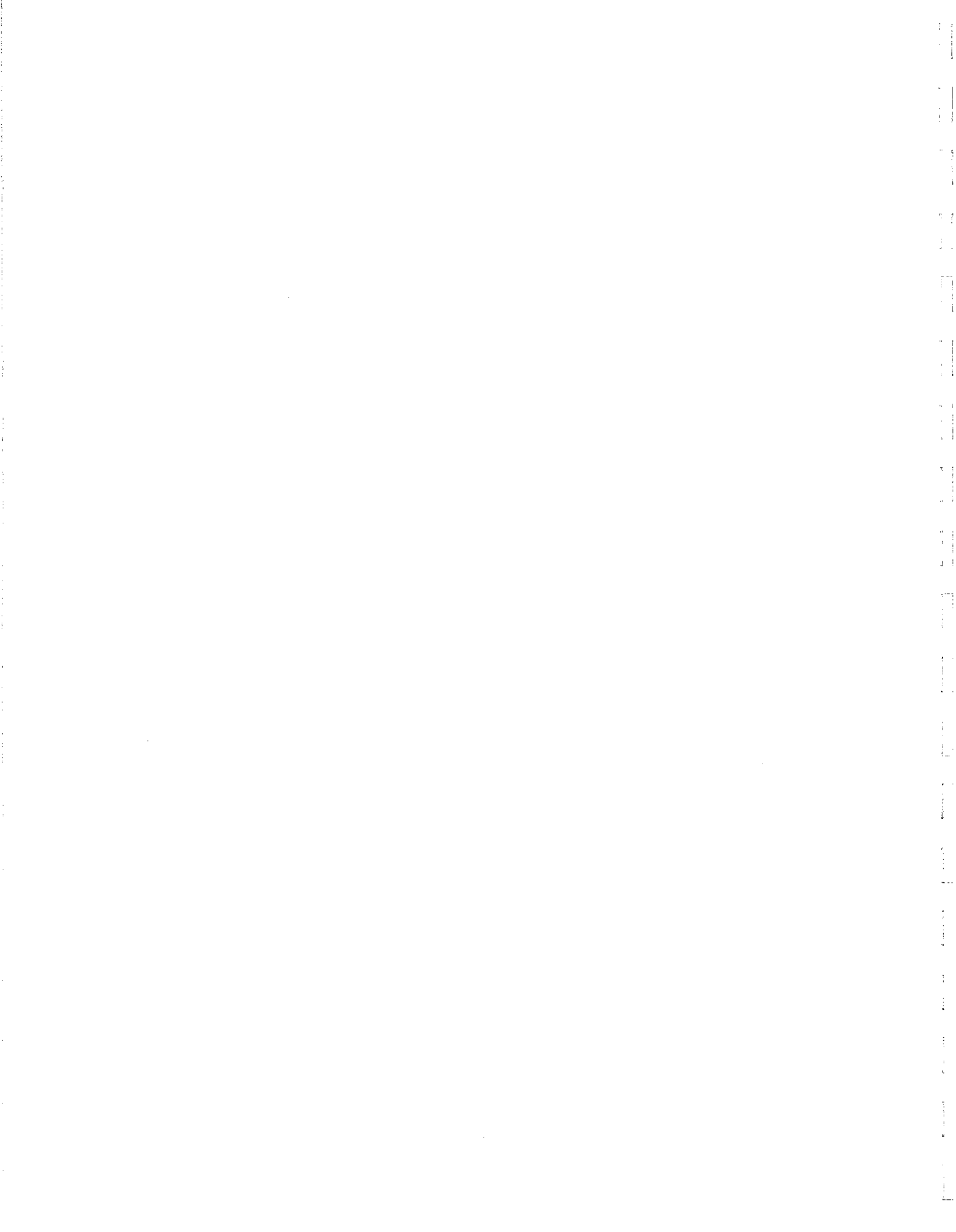
“Regulations” means the Co-operative Societies Regulations, 1950 and any amendments or modification thereof.

“Supervisory Authority” means the Department of Co-operative and Friendly Societies or any other Relevant Authority as approved by Law.

“The Act” means the Co-operative Societies Act and any amendments thereto.

“Voluntary Shares” shall mean shares that are issued at no par value and not a part of risk capital and are administered in accordance with Rule 17.

Where the context in these Rules to person shall include Registered Societies, where applicable permits, the singular shall include the plural and vice versa, and males shall include females and reference.



ARTICLE I

NAME AND OBJECTIVE

1. The name of the Society shall be JPS & Partners Co-operative Credit Union Limited.
2. Registered Office of the Society shall be 65 3/4 Half Way Tree Road Kingston 10 with branches or such other place in Jamaica as may from time to time be determined by the Board of Directors and notified to the public and the Registrar.
3. The objects for which the Society is established are:-
 - (i) to promote thrift among its members and to create thereby a source of credit for its members at legitimate rates of interest for provident and productive purposes;
 - (ii) to receive the savings of its members, either as payments on shares or as deposits as follows: Voluntary Shares, Permanent Shares, Deferred Shares or deposits;
 - (iii) to make loans to members exclusively for provident and productive purposes in the way and manner hereinafter provided;
 - (iv) to deposit in any Registered Society, and to any extent which shall not exceed twenty-five percent (25%) or other legally allowed limit of its share capital invest in the paid-up shares of any Registered Society;
 - (v) to invest in any security in which trustees are for the time being by law authorized to invest;
 - (vi) to borrow money as provided by the Rules of the Society subject to the provisions of the Law and Regulations;
 - (vii) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bill of lading, Bill of Exchange, Bill of Sale, Warrants or other negotiable or transferable instruments;
 - (viii) to do all other acts and things as are incidental or conducive to or consequential upon the attainment of the above objectives.

ARTICLE II

MEMBERSHIP AND SPHERE OF OPERATIONS

4. Membership in the Society shall be limited to:-
- (i) Individuals or individuals of corporate subscribers to Electricity Services;
 - (ii) Persons engaged in the provision of electricity services in Jamaica including contractors and sub-contractors of Jamaica Public Services Company Limited.
 - (iii) Employees of:
 - (a) Jamaica Public Service Company Limited or its successor company, any subsidiaries and associated companies of Jamaica Public Service Company Limited or their successors;
 - (b) This Society and other registered Societies;
 - (c) The Jamaica Private Power Company, the Rural Electrification Programme, the Jamaica Energy Partners, UC Rusal Alumina Jamaica Ltd, Digicel Jamaica Ltd, West Indies Alumina Company Ltd; and
 - (d) any company engaged in the provision of electricity services in Jamaica including contractors and sub-contractors of Jamaica Public Service Company Limited.
 - (iv) Ex-employees and Pensioners of:
 - (a) Jamaica Public Service Company Limited or its successor company, any subsidiaries and associated companies of Jamaica Public Service Company Limited or their successors;
 - (b) Rural Electrification Programme, Jamaica Private Power Company Limited, The Jamaica Energy Partners, and the Credit Union, UC Rusal Alumina Jamaica Ltd., Digicel Jamaica Ltd., West Indies Alumina Company; and
 - (c) Corporate bodies with which the Credit Union has formed alliances.
 - (v) The relatives (by birth, marriage or adoption) of members. Provided that any person admitted to membership has attained the age of sixteen (16) years.
5. Applications for membership shall be made in writing on approved forms, and shall bear the approval of the Board of Directors. No member of the Board of Directors shall present the name of a person whom he cannot recommend as being honest, industrious and of good habits.

6. Every applicant for membership shall pay an entrance fee to be determined by the Directors from time to time and subscribe to a minimum of One Thousand dollars (\$1,000.00) in permanent shares and One Thousand Dollars (\$1,000.00) in voluntary shares. If the application is rejected, the entrance fee shall not be refunded.
7. No person who is engaged in any trade or profession opposed to the interest of the Society shall be eligible to become or continue as a member.
8. No member may resign while a borrower, an endorser or a guarantor on any loan due to the Society. A member who withdraws all his share holdings thereby ceases to be a member.
9. If a member acts in contravention to these rules, or acts in any way detrimental to the interest of the Society, such member maybe expelled by a vote of two-thirds (2/3) of members present at a General Meeting or a Special General Meeting upon a charge communicated to him in writing by the Board of Directors not less than seven (7) days before the meeting. On expulsion a member shall be entitled to repayment of the amount held by him as shown by the Society's books, subject to the provisions of Article 4 Rule 18.
10. Withdrawn or expelled members shall have no further rights in the Society but are not by such withdrawal or expulsion released from any liability of the Society existing at the date of such withdrawal or expulsion. Such liability shall continue for a period of two (2) years reckoned from the date of withdrawal or expulsion, or such other period determined from time to time by other statute
11. A person ceases to be a member:
 - (i) on death;
 - (ii) on ceasing to hold One Thousand Dollars (\$1,000.00) in Permanent Shares and One Thousand Dollars (\$1,000.00) in Voluntary shares;
 - (iii) on being found to be of unsound mind;
 - (iv) on expulsion from the Society; and
 - (v) on withdrawal or transfer of his/her shares
12. The Society shall keep a Register to be called the Register of Members. Wherein shall be entered:-
 - (i) the name, address, and occupation of each member and a statement of the shares held by him
 - (ii) the date on which each member's name was entered in the Register;
 - (iii) the date on which any member ceased to be a member.
 - (iv) the Nominee if any appointed under Article XXI Rule 73

ARTICLE III

CAPITAL AND LIABILITY

13. The capital of the Society shall be unlimited.
14. The liability of each member, in case of liquidation, shall be limited to the nominal value of the Permanent shares held.

ARTICLE IV

SHARES

15. The shares of the Society maybe divided into three (3) classes of shares designated as Permanent Shares, Deferred Shares and Voluntary Shares.
16. The following rights and restrictions are attached to Permanent Shares:
 - (i) Permanent Shares are equity shares and form part of the Capital of the Society.
 - (ii) Permanent Shares in the Society may be transferred to any member or anyone eligible for membership with the consent of the Board of Directors and upon payment of a fee to be determined by the Board from time to time for each transfer; provided that no transfer of Permanent shares shall be effected if the member requesting such transfer is liable to the Credit Union as a borrower or co-maker. Such transfer shall carry dividend credit with it. All applications for transfer of permanent shares shall be made in the form prescribed by the Registrar of Co-operative Societies.
 - (iii) Subject to the amount recorded in the Share Transfer Fund, the Board of Directors may accept Permanent Shares from a member for transfer to the Society. For this purpose, the Board of Directors shall create a Share Transfer Fund and maintain a file of applications for such transfers, and such applications shall be dealt with in order of receipt provided that the Board of Directors shall have discretion to give priority to an application from a member where hardship or distress is shown to the satisfaction of the Board of Directors.
 - (iv) Permanent shares may be redeemable subject to the sale, transfer, or repurchase of such shares. Request for transfer may be made on any day the Society is open for business, but the Board of Directors shall reserve the right at any time to require a member to give notice not exceeding six (6) months. Provided that no transfer can be effected if the member requesting such transfer is liable to the Credit Union as a borrower or co-maker. The board may make special bye-laws relating to the redemption of Permanent and Deferred shares.

- (v) Permanent Shares are not guaranteed by funds administered by the Savings Guarantee Programme operated by the League.
- (vi) Dividends maybe paid on permanent shares subject to the profitability of the Society.

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

- (i) Money paid into Voluntary Shares may be withdrawn in whole or in part on any day when the Society is open for business, but the Board of Directors shall reserve the right at any time to require a member to give notice not exceeding three (3) months; provided however that no member may withdraw any shareholding below the amount of his total liability to the Credit Union as a borrower or co-maker.
- (ii) Voluntary Shares shall be treated as liabilities of the Society.
- (iii) The rate of interest payable on Voluntary Shares shall be fixed from time to time by the Board of Directors.

18. The following rights and restrictions are attached to Deferred Shares

- (i) Deferred Shares form part of the Capital of the Society.
- (ii) Deferred Shares are not guaranteed by the funds administered by the Savings Guarantee Programme operated by the League.
- (iii) A penalty shall be levied for the redemption of any amount of Deferred Shares prior to the expiration of five (5) years at a rate and scale to be determined by the Board of Directors.
- (iv) Interest shall be paid on Deferred Shares at a rate and conditions that shall be fixed from time to time by the Board of Directors.

19. The Society shall have a lien on all shares and deposits of a member for, and to the extent of, any sum due to the Society from the said member or any loan endorsed by him. Permanent shares shall be used to offset indebtedness only in cases of cessation of membership and liquidation of the Society.

ARTICLE V

DEPOSITS

20. (i) The Board of Directors may establish rules and conditions under which members may deposit money in the Society. A member may deposit money in sums of not less than One Hundred dollars (\$100).
- (ii) Deposits may be withdrawn on any day that the Society is open for business, but the Board of Directors may at any time require the depositor to give up to five (5) days notice of his intention to withdraw the whole or any part of his deposits.
- (iii) Interest on deposits shall be computed on a daily basis and applied monthly.
- (iv) The annual rate of interest payable on deposits shall be fixed from time to time by the Board of Directors subject to a maximum rate of thirty percent (30%) per annum.
- (v) Deposits may be received from members only.
- (vi) No member shall hold more than twenty percent (20%) of the total deposits of the Society.

ARTICLE VI

STATEMENTS

- 21 (i) Money paid in on account of Shares, Instalments of Shares, Deposits, Repayment on Loans, Interest or Fines, and money paid out on account of loans made, or shares or deposits withdrawn in whole or in part shall be recorded on the Credit Union's accounting system or member information system. Requests for withdrawals can be made via fax, email or other available technological method. Withdrawals can be made at the office, through Automated Banking Machine (ABM) or other available technological method, notified to members from time to time.
- (ii) If an ABM Card is lost or stolen, immediate notice must be given to the General Manager, Operations Manager or Branch Manager/Supervisor or any other authorised officer and written application made for the issue of a replacement card which must be paid for at the member's expense. The Board of Directors may require the filing of an adequate bond to indemnify the Society against any loss or losses resulting from the issue of such replacement ABM Card.
- (iii) Statements will be provided on a quarterly basis or such other period determined by the Board from time to time or at members' request.

22. All receipts and disbursements shall be supported by the proper vouchers and all disbursements shall be made by cheque or cash.

ARTICLE VII

LOANS

23. Every loan shall be made exclusively to a member and for a provident or productive purpose. A member may not borrow from the Society when not in good standing.
24. All applications for loans shall be submitted via a printed form or electronic application system provided by the Credit Union, and shall set forth the purpose for which the loan is desired, the security if any offered, and such other information as may be required by the Credit Committee. The loan application shall be completed in its entirety before being submitted to the Credit Officer for processing. If the facts stated on the application are found to be misrepresented, or the money used for some other purpose than that for which it was borrowed the loan shall become immediately due and payable.
25. All applications for loans and the reports of the Credit Committee thereon shall be filed as permanent records of the Society.
26. All loans granted shall be secured by the promissory note of the borrower, and by such additional security, if any, as the Credit Committee may require.
27. The rate of interest to be charged on loans shall be fixed from time to time by the Board of Directors but shall in no event exceed three percent (3%) per month on the unpaid balances or such other rate stipulated by law.
28. No Officer, Director or Member of the Credit or Supervisory Committee shall be allowed to borrow from the Society a total amount in excess of his voluntary shares and/or deposits and accumulated earnings, unless approved by the unanimous decision of a meeting at which is present at least a quorum of the Credit Committee, and also two Directors and two members of the Supervisory Committee; sitting together. The borrowing member shall not be allowed to take part in the meeting.
29. Subject to the Credit Policy laid down by the Board of Directors from time to time, the Credit Committee or a duly appointed Loan Officer within the limits of the authority delegated to him shall determine the amount of each loan, the time for which it is granted, the terms of its repayment and the form and value of the Security, if any. However, the Credit Committee shall have the right to refer any loan to the Board of Directors for a final decision. Other conditions being equal preference shall always be given to the smaller loans.
30. A borrower may repay his loan to maturity, in whole or in part, on any business day.

31. (i) If by reason of sickness or some other cause, a member finds that he will be unable to discharge his obligations to the Society and notifies the General Manager in writing before the loan is due, the Board of Directors may extend the time fixed for payment on such conditions as it thinks fit, provided however, that unless excused there-from by the Board of Directors the member shall pay a fine determined by the Board of Directors from time to time.
- (ii) Provided that where it is shown to the satisfaction of the Board of Directors that a member, for reasons beyond his control, was unable to give notice as required in Section 31 (i) prior to default on loan the Board of Directors may in their discretion proceed as if the requisite notice had been received.
- (iii) No fines imposed under Section (i) of this Rule shall be charged for more than thirteen (13) consecutive weeks.
32. 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 Board of Directors under Rule 30, Board of Directors shall take steps for the recovery of the same by referring the matter to the Registrar in accordance with section 50 of the Act.

ARTICLE VIII

BOARD OF DIRECTORS

33. (i) The Board of Directors shall be elected at the Annual General Meeting of the Society and shall consist of not less than five (5) members nor more than fifteen (15) members, all of whom shall be members of the Society, and must satisfy the Supervisory Authority that they are fit and proper persons to be Directors or to perform corporate management functions. The number of members comprising the Board of Directors shall at all times be an uneven number. Each member shall hold office for no more than three (3) consecutive terms and, thereafter shall not be eligible for re-election unless he ceases to hold office for a period of:
- (a) one (1) year from the date on which he demits office: or
- (b) the period between the date on which he demits office and the following Annual General Meeting. Notwithstanding the foregoing, each member shall hold office until his successor is elected.

- (ii) Election to the Board of Directors shall be held in such a manner that the terms of office of not more than a bare majority of the members shall expire at the same Annual General Meeting.
 - (iii) A bare majority of members shall constitute a quorum, but fewer than a quorum may adjourn from time to time until a quorum is present. Decisions shall require a simple majority at a duly constituted meeting and the President or in the absence of the President the chairperson for the meeting, shall have a casting vote.
34. (i) At the first Annual General Meeting a bare majority (one half plus one) of the members constituting the Board of Directors shall be elected for a term of two (2) years and the others for a term of one (1) year. Whenever the number of members of the Board of Directors is increased, one-half of such additional members shall be elected for two (2) years and one-half for one (1) year. Thereafter the term of office for members shall be for two (2) years.
- (ii) For the purpose of these rules, the first meeting of members after registration of the Society shall be called the First Annual General Meeting.
35. (i) The Officers of the Society shall be a President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, all of all of whom shall be appointed by the Board of Directors in accordance with Article X111, at the first meeting which shall be held within ten (10) days of their election in each year, and the said Officers shall hold office until their successors are elected. Those Officers, namely, President, Secretary and Treasurer shall be designated as Desk Officers.
- (ii) Terms of Desk Officers of the Board of Directors: These Officers may serve in these Offices for a maximum of four (4) years consecutively with a minimum rest period of one (1) year thereafter, before such retiring Officers may serve in any other positions or on any Subsidiary Company or Entity where the Credit Union has majority ownership.
36. (i) Any Director or Officer of the Society may be removed at any time by resolution of the majority of the members present at any General Meeting called for that purpose; provided that such Director or Officer shall be informed in writing of the charges against him at least ten (10) days before such meeting and at such meeting shall have reasonable opportunity to answer such charges.
- (ii) Any Director shall be deemed to have vacated his office if he:
 - (a) Fails to attend three (3) consecutive meetings of the Board which shall include all meetings duly called whether regular, special or extraordinary without due excuse approved by the Board.



- (b) is delinquent for three (3) months or more, as a result of his own negligence, in respect of any obligation to the Society becomes bankrupt or insolvent;
 - (c) participates in the profits of or engages in any business in competition with the credit union without prior approval of the Board;
 - (d) becomes of unsound mind;
 - (e) Commits any breach of the code of ethics established for the credit union movement;
 - (f) is not considered to be fit and proper person to be a Director or to perform corporate management functions;
 - (g) is in receipt of salary or wages from the Society.
- (iii) Any vacancy on the Board of Directors shall be filled within sixty (60) days by vote of a majority of the remaining members, but the member so elected shall hold office only until the next Annual General Meeting, at which meeting a member shall be elected to complete the unexpired term, provided the term does not expire at the time of such meeting.
37. (i) The Board of Directors shall meet as often as the business of the Society may require, and in any case not less frequently than once a month. Meetings of the Board shall be summoned by the Secretary in writing. The Secretary shall also call a meeting of the Board upon the written request of the President or any three (3) members.
- (ii) Minutes of meetings of the Board of Directors shall be recorded by the Secretary in the Minute Book, and shall be signed by the President and the Secretary or other presiding member, and shall contain the following particulars: -
- (a) the names of the members present and the date of the meeting.
 - (b) the name of the President or other presiding member, and
 - (c) a short statement of all matters discussed and decisions made, and a record as to whether each decision was made unanimously or by a majority.
- (iii) Any meeting of the Board of Directors or any committee designated by the Board may be held by telephone conference call or similar communications equipment or other suitable electronic communications system, including videoconferencing technology or the internet or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a

method by which each person participating in the meeting but not physically present at the meeting, can communicate concurrently with each other. If voting is to take place at the meeting there must be reasonable measures in place to verify that each person voting at the meeting by means of remote communication is sufficiently identified and to keep a record of any vote or other action taken. Participation in such meeting shall constitute a presence in person at such meeting for the purpose of determining the presence of a quorum and for all other voting purposes. For the purposes of this Rule the laws of Jamaica shall apply to any meeting of the Board and the meeting is deemed to take place in Jamaica.

38. (a) The Board of Directors shall have the general direction and control of the affairs of the Society, and more particularly shall act for the Society and be responsible to it for the performance of the following duties: -
- (i) to act upon all applications for membership, and on the exclusion or expulsion of members,
 - (ii) to determine from time to time the interest rates on loans. When by action of the Board the interest rates on future loans are reduced, similar action may be taken with regard to interest rates on unpaid balances of existing loans;
 - (iii) to fix from time to time, subject to the approval of the Registrar, the amount of surety bond which shall be required of all officers handling money and shall authorise the payment of the premium or premiums thereof by the Society;
 - (iv) to recommend dividends, to determine the rate of interest on deposit, and to recommend amendments to the Rules;
 - (v) to fill vacancies on the Board of Directors and the Credit Committee;
 - (vi) to determine from time to time subject to Section 28 of the Co-operative Societies Act or other applicable legislation, the maximum number of shares that may be held by any member;
 - (vii) to authorize and supervise investments of the Society other than loans to members;
 - (viii) to submit the accounts of the Society for audit in pursuance of the provisions of the Co-operative Societies Act or other applicable legislation;
 - (ix) to appoint the person who with the Treasurer shall have joint control of the securities;



- (x) to employ, fix the compensation, and prescribe the duties of such employees as may in their discretion be necessary;
 - (xi) to authorize borrowings and discounting operations on behalf of the Society subject to the provisions contained in these Rules, and subject also to applicable the law and regulations;
 - (xii) to supervise the collection of loans to members, with the approval of the General Meeting, cause debts to be written off the books of the Society;
 - (xiii) to maintain at all times an active programme of cooperative education and to maintain relation with other Registered Societies aimed to promote the best interests of the Society and of the Co-operative Movement;
 - (xiv) to take all measures to provide for the management of the affairs of the Society not provided to be taken by a General Meeting, and not inconsistent with the Rules, and applicable the law and the regulations;
 - (xv) to perform such other duties as the members in the Annual General Meeting may from time to time authorise;
 - (xvi) The Board of Directors shall keep a copy of the latest Annual Balance sheet of the Society together with the auditor's report hung in a conspicuous place at the Registered Office of the Society.
39. The Board of Directors may not invest any of the funds of the Society unless the investment is approved by a two thirds majority of the said Board, provided also that all members constituting the Board have been previously notified that the matter is coming up for consideration at that meeting.
40. (i) No member of the Board of Directors shall receive any salary or wages as a member of the said Board.
- (ii) Every member shall, before taking part in any business of the Board, be required to disclose any personal interest arising out of the business, and shall not take part in the discussion and/or vote upon the item of business in which he has disclosed an interest.

ARTICLE IX

CREDIT COMMITTEE

41. (i) The Credit Committee shall be elected at the Annual General Meeting of the Society and shall consist of not less than three (3) members nor more than nine (9) members, all of whom shall be members of the Society, and must satisfy the Supervisory Authority that they are fit and proper persons to perform corporate

management functions. Each member shall hold office until his successor is elected and shall be eligible for re-election.

- (ii) Election to the Committee shall be held in such a manner that the terms of office of not more than a bare majority of the members shall expire at the same Annual General Meeting.
 - (iii) At the first Annual General Meeting a bare majority of the members constituting the Committee shall be elected for a term of two (2) years, and the other for a term of one (1) year. Whenever the number of members is increased, one-half of such additional members shall be elected for two (2) years and one-half of one (1) year. Thereafter, the term of office for the Committee members shall be for two (2) years.
42. (i) Any member of the Committee who without due excuse approved by the Committee fails to attend three (3) consecutive regular meetings of the Committee shall be deemed to have vacated his office.
- (ii) Any vacancy on the Committee shall be filled by the Board of Directors, but such member shall hold office only until the next Annual General Meeting at which meeting a member shall be elected to complete the un-expired term provided the term does not expire at the time of such meeting.
43. (i) The Credit Committee shall choose from their number, a Chairman and a Secretary which offices may not be held by the same person. Those Officers, namely, the Chairman and Secretary shall be designated as Desk Officers. Desk Officers may serve in these Offices for a maximum of five (5) years consecutively with a minimum rest period of one year thereafter, before such retiring Officers may serve in any other positions or on any Subsidiary Company or Entity where the Credit Union has majority ownership.
- (ii) The Secretary of the Committee shall prepare and maintain full and correct records of all actions taken by the Committee and shall notify all remaining officers, members of the Board of Directors, and members of the Credit and Supervisory Committee whenever an officer, member of the Board or member of the Credit or Supervisory Committee applies for a loan in excess of his shareholdings.
44. The Credit Committee shall hold such meetings as the business of the Society may require, and not less frequently than once per month. Due notice of such meetings shall be given to the other members of the Committee by the Secretary.
45. (i) Subject to the instructions of the Board of Directors, the Credit Committee shall determine the security, if any, which shall be required for each loan and the terms upon which shall be repaid. When there are pending more loans than can be



ARTICLE XVII

BANKING ACCOUNT

69. The Board of Directors shall select reputable banks in which the banking accounts of the Society shall be kept. All cheques shall be signed or electronic transfers approved on behalf of the Society in accordance with the Authorities Schedule approved by the Board of Directors.

ARTICLE XVIII

POWER TO BORROW

70. The Board of Directors may incur a liability in Voluntary shares, deposits and/or loans from any source on such terms of payment or security provided that the total liability shall not exceed a ratio of sixteen times of the Society's capital and reserve fund.

ARTICLE XIX

FINANCIAL YEAR

71. The Financial Year of the Society shall end on December thirty one (31) of each year.

ARTICLE XX

SEAL

72. (i) The Board of Directors shall adopt for the use of the Society a distinctive Seal having the name of the Society inscribed thereon.
- (ii) The General Manager shall be responsible for the safe custody of the Seal which shall at all times remain at the registered Offices of the Society.
- (iii) The Seal of the Society shall not be affixed to any document except by the authority of a resolution of the Board of Directors and in the presence of at least two (2) members of the Board of Directors or a director and the Secretary /Assistant Secretary or such other person as the Board of Directors may appoint for the purpose; and the two (2) members of the Board of Directors shall sign every document to which the Seal of the Society is so affixed in their presence

ARTICLE XXI

POWERS OF NOMINATIONS

73. (i) A member of the Society may by writing under his hand, delivered at or sent to the registered office of the Society during the lifetime of such member, nominate any person or persons other than officer or servant of the Society, (unless such officer or servant is the husband, wife, father, other, child, brother, sister, nephew or niece of the nominator) to or among whom his property in the Society whether in shares, loans or deposits or so much thereof as is specified in such nomination if the nomination does not comprise the whole, shall be transferred at his decease;
- (ii) A nomination so made may be revoked or varied by any similar document under the hand of the nominator delivered or sent as aforesaid;
- (iii) Every appointment of a nominee shall be made in the form prescribed by the Registrar.
- (iv) The Board of Directors shall charge such fee as they deem fit in connection with all nomination, and with all revocations variations of the same.
- (v) A notice of the right of nomination may be sent by the Treasurer to every individual member who has not exercised this right, with the notice convening the Annual General Meeting in each year, and shall be otherwise given as the Board of Directors may direct.
74. On receiving satisfactory proof of the death of a nominator, the Board of Directors shall proceed in the manner laid down in Section 17 of the Law and Regulation 14.

ARTICLE XXII

UN SOUND OR LUNATIC MEMBERS

75. (i) Where a member of the Society has become of unsound mind, incapable of managing himself or his affairs, and no committee of his estate or trustee of his property have been appointed, the Society may, subject to the provisions of the Regulation 36 and of Section 25 of the Law;-
- (a) transfer the share or interest of such member to the Administrator General for Jamaica in trust for such member or
- (b) The Society may pay a sum representing the value of the member's share or interest to the Administrator General, provided that, if the value of such share or interest does not exceed two thousand dollars (\$2000), the Board of Directors may, subject to any conditions they think fit, pay the whole or



any portion of such sum to the person who appears to them to have the care of such member or the management of his affairs.

- (ii) All transfers and payments made by the Society in accordance with the provisions of these Rules shall be valid and effectual against any demand made upon the Society by any other person.

ARTICLE XXIII

DISPUTES

76. (i) Any dispute touching the business of the Society which may arise:-
- (a) among members, past members and persons claiming through members, past members and deceased members; or
 - (b) between a member, past member, or persons claiming through a members, past member or deceased member and the Society, its Board of Directors or any Officer of the Society, or
 - (c) between the Society or its Board of Directors and any Officer of the Society; or
 - (d) between the Society and other Registered Society, shall be referred to the Registrar as provided in Section 47 of the law
- (ii) A claim by the Society for any debt or demand due to it from a member, past member or a nominee heir or legal representative of a deceased member, shall be deemed to be a dispute touching the business of the Society.

ARTICLE XXIV

AMENDMENTS TO THE RULES

77. These Rules may be amended by a resolution of the members at any Annual or at Special General Meeting called for the purpose by three- fourths vote of those present and entitled to vote, provided a copy of the proposed amendment together with a written notice of the meeting shall have been sent to each member or handed to him in person at least seven (7) days before the said meeting. No amendment shall become operative until it has been approved by the Registrar in accordance with the law.

ARTICLE XXV

SPECIAL BYE-LAWS

- 78 (i) The Board of Directors shall have power to make Special Bye-laws consistent with the provisions of the Law, Regulations and those Rules, for the proper conduct of the business of the Society, as from time to time may seem necessary to them. No such Bye-laws shall, however, be valid until they are approved by the Registrar.
- (ii) The Society shall keep a book containing all such Bye-laws to be kept open at all times for inspection by members, or any person authorised by the Registrar.

ARTICLE XXVI

VOLUNTARY DISSOLUTION


79. The Society may be dissolved by the consent of three-fourths of its members, but only in the manner provided by Law.



CERTIFICATE

I hereby certify that the foregoing Incorporated Rules numbered **Article I to Article XXVI** of **JPS & Partners Co-operative Credit Union Limited**, registered No. **160** on the **16th March 1956** have been registered by me.

DATED this 24th day of November 2016


ERROL GALLIMORE
Registrar of Co-operative Societies
And Friendly Societies

JAMAICA