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BYE-LAWS
OF THE
AMERICAN EMBASSY
EMPLOYEES
MULTIPURPOSE CO-
OPERATIVE
SOCIETY LIMITED,
ABUJA
(AMEEMCA)

1. INTERPRETATIONS

- 1.1. "Financial Year" means the period of twelve months beginning on 1ST April and ending on 31st March.
- 1.2. "The Law" means the Nigerian Co-operative Society Act CAP N98 Laws of the Federation 2004.
- 1.3. "Byelaws" means the registered Byelaws made by the society in exercise of any power conferred by this law and it includes a registered amendment of the Byelaws.
- 1.4. "Officer" or "Management Committee" includes President, Vice President, General Secretary, Assistant General Secretary, Financial Secretary, Treasurer, Ex-Officio members of Committee or other persons empowered under the regulations or bye laws to give directions with regards to the business of this association. They are also the governing body to whom the general management of its affairs is entrusted.
- 1.5. "Persons" include any company or association or body of person corporate or incorporate.
- 1.6. "Regulations" means regulations made under this Byelaw as amended from time to time.
- 1.7. "Functional Committee" means an elected body of persons within the society to whom specific duties are delegated by the society or the management committee.
- 1.8. "Supervisory Committee" is a functional committee which shall examine the affairs of the society as stipulated in section 7.0 of this byelaw.
- 1.9. "Members" means Platinum, Diamond and Elite members who are admitted into the society in accordance with these Byelaws and regulations.
- 1.10. "Platinum Members" means members who pay 5% interest rates annually on varying loans; can access a project loan of 200% of their net savings for a loan tenure not to exceed 60 months and are eligible for bonus/dividends and gifts provided annually.
- 1.11. "Diamond Members" means members who pay administrative and processing fees at 1.5% - 2.5%; can only access a project loan not in excess of 150% of their net savings and the loan tenure is not to exceed twenty-four

months. These members are eligible for gifts annually only and are not eligible for bonus/dividends. If these members want to process loans other than a project loan, they will be entitled to pay same interest as subsists with a Platinum member.

- 1.12. "Elite Members" means a Platinum or Elite member who has retired, terminated employment or was separated from the Mission and no longer under the US Chief of Mission. These does not include employees who were separated or terminated due to cause such as fraud, gross misconduct or malfeasance. These members can access a project loan not in excess of their net savings; pay management and processing fees at 1.0% - 2.0% for a tenure not to exceed 24 months. If these members want to process loans other than a project loan, they will be entitled to pay same interest as subsists with a Platinum member. These members are eligible for gifts and dividends/bonus annually. An Elite member will not be entitled to seek any elective office in the society but can serve as an ad hoc member.
- 1.13. "Bonus/Dividend" means a share of the profit(s)/surplus of the society divided among its Platinum and Elite members in proportion to the volume of business done with the society by them from which the appropriated surplus of the society was derived.
- 1.14. "Society" or "AMEEMCA" means "American Embassy Employees Multipurpose Co-operative Society Limited, Abuja."
- 1.15. "General Meeting" shall mean Meeting of Members of the society which may be Annual General Meeting, Extra-Ordinary General Meeting or Ordinary General Meeting.
- 1.16. "Gross misconduct" means an act considered to be unbecoming of an officer, member, or committee of the association. It can also mean criminal offences reported to an officer or committee or with proven conviction in competent court of jurisdiction.
- 1.17. If there shall arise any doubt regarding the meaning or intention of these byelaws, the matter shall be referred to an Officer or committee and brought up to the house in a General meeting.

2. NAME, ADDRESS AND AREA OF OPERATION

- 2.1. The society shall be known as “American Embassy Employees Multipurpose Co-operative Society, Abuja (AMEEMCA).”
- 2.2. Its address shall be U.S. Embassy, Plot 1075, Diplomatic Drive, Central Business District, Abuja, FCT.
- 2.3. The area of operation of the association shall be within Nigeria.

3. OBJECTIVES OF THE SOCIETY

- 3.1. The principal objective of the society will be to promote the interests of all its members to improve their social and economic wellbeing through self-help and mutual aid in accordance with the cooperative principles.
- 3.2. To provide credit facilities to its members at fair and reasonable rates of interest for provident and productive purposes.
- 3.3. To encourage the culture/habit of savings and investments by members, through monthly savings and investments, with a view to building up funds for individual member's use.
- 3.4. To encourage fixed deposit from members out of which a fund may be established for giving short- or long-term loans to members and other rewarding ventures.
- 3.5. To engage in any other economic or social activity as may be approved by the general meeting of members.
- 3.6. To manage financial portfolios carefully by investing in rewarding ventures and be guided by the decision of members approved by the General House. In this way, the society shall become part owners of well-established and sustainable investments.
- 3.7. To support and encourage members on real estate options for the benefit of members.
- 3.8. To take measures that would promote among the members, the spirit of thrift, mutual-help, self-help, and investments.
- 3.9. To partner with other Corporate entities for sourcing of funds, investments or other financial activities for the purpose of assisting members to achieve financial objectives for members and the society.

4. MEMBERSHIP AND LIABILITY

4.1. **MEMBERSHIP:** Membership of the Society shall be categorized as follows:

4.1.1. Platinum Member

4.1.2. Diamond Member

4.1.3. Elite Member

4.1.4. The membership of the association shall consist of:

4.1.4.1. Any person under the U.S. Chief of Mission to Nigeria's Authority who applies to a membership category and is admitted in accordance with these Byelaws.

4.1.4.2. Any member who is no longer under the authority of the US Chief of Mission due to retirement, termination or willful separation. These does not include employees who were separated or terminated due to cause such as fraud, gross misconduct or malfeasance.

4.2. **QUALIFICATION:** Every member of the society must:

4.2.1. Be of good character.

4.2.2. Not be less than 21 years of age.

4.2.3. Be a person of sound mind.

4.2.4. Not have been convicted of a criminal offence, dishonesty, fraud,

misconduct or other inappropriate or unprofessional acts reported to an officer or committee or proven by a court or tribunal of competent jurisdiction.

4.3. **ADMISSION:**

4.3.1. Application for membership shall be made by obtaining a Membership/Entrance form, which on completion shall be submitted to the secretariat office of the society.

4.3.2. Every member shall on admission be required to sign the membership card and personal ledger.

4.3.3. No member shall deal directly as an individual or as a group or business company with any of the association's sources of supplies.

4.4 RIGHT OF MEMBERS: Every member shall have the following rights:

4.4.1. One vote per member at general meetings of the society and no member

shall be permitted to vote by proxy.

4.4.2. To receive notice of all meetings as per byelaws of the society.

4.4.3. To attend and take active part in the proceedings of the meetings.

4.4.4. To take part in elections and contest for any post as per provision of the

byelaws of this society except an Elite member as these cannot seek any elective office in the society but can serve as an ad hoc member.

4.4.5. Inspect member's own registers, books of accounts or any other personal

record(s) and obtain certified copies of the resolutions or documents for a fee as may be proposed by the management committee and approved by the General House.

4.4.6. Every application for membership shall be accompanied with a non-

refundable entrance fee, which shall be not be less than ₦2,000.00 and shall be determined from time to time by the management committee and approved by the General House. The applicant shall be required to commence payment of a determined minimum monthly savings which shall be proposed by the management committee and approved by the General House.

4.5 LIABILITY OF MEMBERS AND PAST MEMBERS

4.5.1 Liability of members shall be limited to the share capital subscribed by them: (i) In the case of a past member, as at the date s/he ceased to be a member; (ii) In the case of a deceased member, on the date of his/her death.

4.5.2 Notwithstanding anything contained in sub-section (5.2), where the association is ordered to be wound up under the Law, the liability of past member who ceased to be a member or of the estate of a deceased member who died within two years immediately preceding the date of the

order of winding up, shall continue until the entire liquidation proceedings are completed, but such liability shall extend only to the debt of the association as they existed on the date of cessation of membership or death as the case may be.

4.5.3 Subject to clause on expulsion of this byelaws, the liability of members shall be limited to their indebtedness for shares in the society.

4.6 **NOMINEES**

Every member shall nominate a person or persons through the membership application form or the nominee/beneficiary form to whom his/her shares or interests shall be transferred to in the event of such member's death or becoming permanently insane. The member may, at any point in time, change his/her nominee(s). The contact details of the nominee(s) shall be entered in the Register of members and the member shall sign all alterations. In case of death or permanent insanity of the member, such nominees be paid the value of his contributions and interest, less any amount due to the association.

4.7 **TERMINATION/ WITHDRAWAL OF MEMBERSHIP**

Membership shall be terminated by:

4.7.1. Death

4.7.2. Permanent insanity

4.7.3. Withdrawal after 30 days' notice conveyed in writing to Management

Committee provided the withdrawing member is neither indebted to the society nor surety for an unpaid debt.

4.7.4. Expulsion under byelaw 4.8

4.7.5. Separation from the U.S. Mission, Nigeria other than retirement,

termination and willful separation.

4.8 **EXPULSION**

Any member may be expelled from the society on recommendation by the

management committee on or a motion moved by any member and supported by two-third majority present at meetings properly convened on any of the following grounds:

- 4.8.1. Repeated failure to make thrift savings as laid down in Byelaw.
- 4.8.2. Repeated failure to make up for debts due from the member to the Society after three (3) months and evidence of three documented reminders.
- 4.8.3. Convicted of a criminal offence, dishonesty, fraud, financial impropriety reported to an officer, committee, General house or proven by a court of competent jurisdiction.
- 4.8.4. Gross misconduct or other inappropriate or unprofessional acts contrary to the stated objective of the Society or the interests of the Co-operative Movement.
- 4.8.5. Failure to exhaust in-house dispute resolution options before commencing dispute resolution through the arbitration and finally any court process against the Society.
- 4.8.6. On being adjudged bankrupt under the law.
- 4.8.7. Making false declaration or fraudulent misrepresentation to the Society or committing an act that is likely to bring the Society into disrepute.
- 4.8.8. Expulsion is without prejudice to the rights of the Society to seek redress in respect of any wrong done to it by the expelled person in accordance with the cooperative laws of the Federation expulsion shall not discharge any person from accrued liability to the Society.
- 4.8.9. An expelled member may appeal his/her expulsion first to the Supervisory Committee; and if unsatisfied, at the next General Meeting of the association and then to a committee constituted by the General House. Where such an appeal is successful, the appellant shall be reinstated with effect from the date of

his/her expulsion as though such a member was never expelled.

4.9. DUES TO MEMBERS

Prior to payment of money due to a member or past member, management must recover debts owed by such member or past member.

4.10. MEMBERS REGISTER

Every member, on admission and on payment of the appropriate entrance fees shall sign or thumbprint the membership and attendance register as an evidence of membership. By this, s/he acquires the right of full participation in the affairs of the society and assumes all obligations relating thereto.

5.0 GENERAL MEETINGS

5.1 AUTHORITY

The ultimate authority under the law in all the affairs of this Society shall be the General body of members who shall from time to time meet as directed by the Management Committee, to review and direct the affairs of the Society.

5.2 QUORUM

The presence of at least 60% of the members shall be necessary for the disposal of any business at the general meeting. If no quorum is formed at a meeting, an adjournment may be made for a period not less than 7 days or more than 15 days. Thereafter, the number of members present at any such adjournment shall form a quorum.

5.3 TYPES OF MEETING

There shall be three types of meeting of the Association as follows:

5.3.1. THE ANNUAL GENERAL MEETING (AGM)

The Annual General Meeting shall be held within the first and second quarters of the succeeding year after the Annual Statements of Accounts have been prepared and reviewed by the Management Committee.

5.3.1.1. Notice of Meeting: The notice for Annual General Meeting shall be issued

to every member entitled to attend, 30 days prior to the date of meeting, stating the date, time, and venue of the meeting. A reminder shall be circulated to members not more than 15 days and not less than 7 days to the meeting date.

5.3.1.2. Purpose of the Annual General Meeting: The annual General Meeting shall discharge the following duties:

5.3.1.2a. To consider the audited financial reports of the preceding year's

operations of the association with the auditor's comments as presented by the Management Committee with remedial actions effected on the result of the audit.

5.3.1.2b. Deal with any communication received by Management Committee.

5.3.1.2c. Elect the Management Committee members for the ensuing year, in the case of terminal year of committee members.

5.3.1.2d. Disposal of net profit.

5.3.1.2e. Create specific reserves and other funds.

5.3.1.2f. Approve annual budget.

5.3.1.2g. Review actual utilization of reserve and other funds.

5.3.1.2h. Approve long-term strategic plan and annual operational plan.

5.3.1.2i. Consider, and if found, pass resolution(s) presented at the Annual

General Meeting in accordance with the byelaws.

5.3.1.2j. Any other duty(ies) that may be properly carried out at the Annual

General Meeting.

5.3.1.2k. To adopt any amendments to this Byelaw.

5.3.2. **THE ORDINARY GENERAL MEETING (OGM)**

There shall be an Ordinary General Meeting of members at least once in a financial year or as may be deemed necessary, to deal with any emerging issues from member(s) which could not be delayed to AGM.

The notice of Ordinary General Meeting shall be issued to every member entitled to attend 15 days prior the date of the meeting, stating the date, time and venue and purpose of the meeting.

5.3.2.1 **PURPOSE OF THE ORDINARY GENERAL MEETING**

The ordinary general meeting shall discharge the following:

5.3.2.1a. Suspend or remove from office, any Officer or Member of the

Committee in accordance with these Byelaws.

5.3.2.1b. Confirm the expulsion of member(s).

5.3.2.1c. Amend or repeal any existing Byelaws or enact a new Byelaw in

accordance with this Byelaw.

5.3.2.1d. Dispose of any other business duly brought before it.

5.3.2.1e. Elect persons to fill any vacancies arising in the management

committee.

5.3.2.1f. Consider, amend and approve any lending, investment and operational

policies and procedures developed by the management committee under these byelaws

5.3.2.1g. Decide upon the association's strategic plans and investments.

5.3.2.1h. Deal with complaints by members.

5.3.3. **THE EXTRA-ORDINARY GENERAL MEETING (EGM)**

The EGM shall be convened to discuss/address emergency issues that are

pertinent to the smooth operations of the cooperative. Extra-ordinary General meeting of the society can be convened at any time by the Management Committee, at the request of 25% of members of the society.

5.3.3.1. Failure of the Management Committee to convene an Annual General

meeting within the second quarter of the succeeding year, the supervisory committee shall compel the Management Committee, through writing, to convene an EGM to address the issues leading to such failures.

5.3.3.2. In the event the Management Committee fails to convene an EGM as

required in the section above, the Supervisory Committee can, in such circumstance assume the power to convene an EGM.

5.3.3.3. **PURPOSE OF EXTRA-ORDINARY GENERAL MEETING**

The notice of Extra-ordinary General meeting shall be issued to every member entitled to attend 21 days prior to the date of the meeting, stating the date, time and venue of the meeting and express purpose for which the meeting has been called, issue(s) to be discussed and containing the draft of the resolution to be proposed for passage.

5.4. **RESOLUTION OF MEMBERS**

5.4.1. **ORDINARY RESOLUTION**

A resolution shall be an ordinary resolution when it has been passed by simple majority of votes cast by members present and voting at such general meeting.

5.4.2. **SPECIAL RESOLUTION**

A resolution shall be a special resolution when it has been passed at a general meeting by not less than 75% of votes cast by members present, provided that 15 days' notice of the special resolution was given prior to the date of the meeting.

5.4.3. **DECISION REQUIRING SPECIAL RESOLUTIONS**

No decision on the following shall be taken except upon special resolution duly passed by the society:

5.4.3.1. Passing a vote of no confidence on the management Committee.

5.4.3.2. Amendment of the Byelaws.

5.4.3.3. Commitment of an amount in excess of 5% of the net assets of the association on any project.

5.5. USE OF ELECTRONIC, VOICE OR VIDEO CONFERENCING AT MEETINGS

Electronic meetings such as through Tele/Audio and videoconferencing platforms could be used for Annual General Meeting, Ordinary General Meetings, Extra-Ordinary General meetings and Management Committee meetings to allow participation of all members. Minutes of such meeting shall be promptly produced and circulated to members for adoption.

5.6. VOTING

Voting at general meetings shall be shown by hands or voice vote (in case of online participation), unless a secret ballot on any special or sensitive matter is demanded by, at least, five members present. And in voting, each member shall vote once only. At all meetings, if there is a tie, a second vote shall be passed. If still a tie, then the Chairman shall have a casting vote.

5.6.1. VOTING FOR ELECTION OF MANAGEMENT COMMITTEE MEMBERS

For the purpose of electing members into the management committee of the association, balloting or electronic voting may be adopted.

5.6.2. ELECTION/NOMINATION FOR ELECTION

For any member to vie to be elected for a seat on the Management Committee, the member shall complete and submit show-of-interest form for a position with a detailed statement of interest. Experience will be an added advantage. The member shall be supported by at least one (1) other active member of the Cooperative and this support

shall be stated clearly in a letter to the Electoral Committee. A member shall only show an interest in one position per election season.

5.6.3. **SUBMISSION OF SHOW-OF-INTEREST FORM**

The completed show-of-Interest form with a detailed statement of interest shall be submitted to the Electoral Committee within the time frame provided by the Committee or General House and in accordance with its published electoral guidelines as contained in this Byelaw.

6.0. **THE MANAGEMENT COMMITTEE**

6.1. **COMPOSITION /POWER OF MANAGEMENT COMMITTEE**

The society shall have a management committee consisting of a minimum of seven (7) members and not to exceed nine (9) members who shall be duly elected by members of the association in accordance with this Bye laws.

6.1.1. **QUALIFICATION**

To be a management Committee member, the person must:

6.1.1.1. Be of sound mind.

6.1.1.2. Have been a member of the association for at least ten (10) years for the

positions of president and vice president; eight (8) years for the positions of a general secretary, treasurer, and financial secretary; and five (5) years for other positions. All aspirants should have substantial savings of at least N5 million (Five Million Naira Only).

If the age of the association is less than the above stipulated years, the management committee shall determine and approved by the General house, both year of membership and least savings balance requirements for all positions.

6.1.1.3. For the positions of a TREASURER and FINANCIAL SECRETARY, the persons

must have a minimum of a bachelor's degree or its equivalent with accounting knowledge, experience and skills. For the office of the President, Vice President and General Secretary, the persons should have a minimum of

a bachelor's degree or its equivalent in any field of study with good working knowledge of cooperative activities, as well as possess the skill and experience required for persons seeking to perform the functions of these respectable offices. There shall also be vote of confidence from the general house.

6.1.2. Subject to the Law, the Regulations and these Byelaws, the administration of this association shall be vested in the Management Committee. It shall also have the power to create sub-committees/functional committees to which it may delegate parts of its functions provided that a member of the management committee shall head such functional committees. The management committee members shall be represented by a group of sections or agencies across the Mission.

6.1.3. It shall consist of active members over the age of thirty (30) years and shall be elected at the General Meeting or the Annual General Meeting.

6.1.4. The Management Committee shall consist of a minimum of seven (7) members including the President, Vice President, General Secretary, Assistant General Secretary, Financial Secretary, Treasurer, any two Ex- official members and one ad-hoc member, who shall be any of the immediate past trustees of the society. Where such members decline, are ineligible or are rejected by the members of the society, the position(s) shall be open to any qualified member of the society.

6.1.5. The management committee shall have the power to lay down administrative rules and procedures for the smooth running of the society provided such rules and procedures do not violate or contravene the spirit and letters of the law, regulations and these byelaws. Such administrative rules should be referred to the General House for approval.

6.1.6. The Management Committee shall have the power to appoint new

Management Committee members to fill any casual vacancy arising out of death, resignation, retirement or removal of a member of the committee.

6.1.7. Where the Management committee fills a casual vacancy, the person may be approved by the members at the next General Meeting of society or at the next annual general meeting and if not so approved, he shall forthwith cease to be a Management Committee member.

6.1.8. The members at Annual General Meeting shall have the power to increase or reduce the number of Management Committee members generally and may determine in what rotation the management committee members shall retire provided that such reduction shall not bring the number below seven (7).

6.1.9. **TENURE**

The tenure of office of a member elected to the Management Committee shall be for a period of two (2) years after which the member shall be required to retire with an option to be nominated for re-election for a second term of two (2) years. No member shall be eligible to hold office for more than two (2) terms or a total period of four (4) years. **NO** Management Committee Member shall occupy a management committee position for more than two terms or a total of four (4) years.

6.2. **REMOVAL OF MANAGEMENT COMMITTEE MEMBERS**

6.2.1. The association may by a Special Resolution passed at the Annual General Meeting remove Management Committee member(s) before the expiration of their tenure of office.

6.2.2. Where notice is given of an intended resolution to remove a member of the

Management Committee under this section and such member(s) makes written representations to the association requesting notification of the said intended resolution of removal to members of the society, the society shall send a copy of the representations to every member of the society to whom notice of the meeting is ordinarily given.

- 6.2.3. Where such representations are unable to be sent out as required in this Section as a result of it being received too late or due to the associations default, the aggrieved Management Committee Member may (without prejudice to his right to be heard orally) require that the representations be read out at the meeting. The foregoing provisions need not be compiled with if it is found and proven that the rights conferred by the section are being or about to be abused. Upon proof of such abuse, these would be considered by the General house and the decision reached shall be adhered to by the Management Committee member(s).
- 6.2.4. A vacancy created by the removal of a member of the Management Committee under this section shall be filled at the meeting at which s/he is removed or subsequently as a casual vacancy.

6.3. **PROCEEDING OF THE MANAGEMENT COMMITTEE**

- 6.3.1. The Management Committee members may meet for the dispatch of business and generally regulate their meeting as they deem fit.
- 6.3.2. Any question arising at any meeting shall be decided by a majority of votes, and in the event of a tie, there shall be a second votes and if there is still a tie, the President shall have a casting vote.
- 6.3.3. A member of the Management Committee may, at any time, summon a meeting of the committee so long as such request is supported by a majority of members of the committee.
- 6.3.4. A resolution in writing, signed by all the members of the committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- 6.3.5. Each member of the committee shall be entitled to a vote each at the Management Committee meetings.
- 6.3.6. The quorum necessary for the transaction of the business of the Management Committee shall be 60% of the committee member. In the absence of the president of the management committee, the Vice president of the society shall chair the meeting, and if both are absent, any member

of the management committee presents at a particular meeting, provided a quorum has been formed may be elected to act as Pro-Tem President for the meeting only. Subject to the provision of these Byelaws, every act of the Pro-Tem President shall be deemed to be valid and binding on the substantive President.

6.3.7. Where the Management Committee is unable to act because a quorum cannot be formed, the General Meeting may act in place of the Committee.

6.4. HONORARIUM AND OTHER PAYMENTS

6.4.1. The honorarium of the Management Committee members shall be performance based and shall from time to time be determined by the general house at its general meeting and such honorarium shall not be more than 3% of the net surplus (before charging the honorarium, but after charging interest on members' savings) of the society for any particular financial year. The amount will be shared by all the Management Committee members in proportions to be agreed within them.

6.4.2. The Management Committee members may also be paid transport, hotel and other expenses, at a cost to be agreed upon by the committee, properly incurred by them in attending and returning from meetings of the Management Committee or any Functional Committee of the Management Committee or the general meeting of the society or in connection with the business of the Society or attending any course or training.

6.4.3. The honorarium payment to Management Committee members shall be part of the appropriation from its surplus.

6.4.4. The Management Committee shall have the power to authorize reasonable honorarium for any member/committees of the Society who carried out any special assignment on behalf of the Society. These honoraria would however be subject to ratification and / or amendment by the General Meeting.

6.5. DUTIES OF MANAGEMENT COMMITTEE

- 6.5.1. **FIDUCIARY DUTY:** The members of the management committee Members of the society stand in a fiduciary relationship towards the society and shall observe in the utmost good faith toward the society in any transaction with it or its behalf.
- 6.5.2. **DUTY OF CARE AND SKILL:** The management committee member shall act at all times in the best interest of the society as a whole so as to preserve its assets, further its business, and promote the purpose for which it was formed. The committee shall exercise the powers and discharge the duties of his office reasonably, honestly, in good faith to that degree of care, diligence and skill which a reasonable prudent management committee would exercise in comparable circumstance.
- 6.5.3. Failure to take reasonable care in accordance with the provisions of section 6.5.2 of these byelaws shall be ground for removal of such Management Committee member(s) from office.
- 6.5.4. Management Committee members shall be individually and collectively responsible for the actions of the Management Committee in which s/he participated, and the absence from the Management Committee's deliberations, unless justified, shall not relieve a Management Committee member of such responsibility.
- 6.5.5. A Management Committee member shall not misuse his/her voting powers.
- 6.5.6. Management Committee members are jointly and severally responsible for the Society's monies and properties in their care and as such, account for the funds over which they exercise control and shall refund any monies improperly paid away.
- 6.5.7. Any duty imposed on a Management Committee member under this byelaw shall be enforceable against the Management Committee member by the society.
- 6.5.8. Management Committee members are expected:
- 6.5.8.1. To admit new members in line with section 4 of this byelaw and to keep a register of members correctly and up to date.

- 6.5.8.2. To prepare and lay before the general meeting an audited Trading, profit and loss account, audited Income & Expenditure account, audited balance sheets and the budgets
- 6.5.8.3. To consider the audit and inspections reports of the auditor.
- 6.5.8.4. To ensure safe custody of the association's property.
- 6.5.8.5 To pay all such expenses, including traveling expenses, as are properly incurred by any committee member or person(s) coopted to the committee or sub-committee in the execution of his/her duties. These expenses must be approved in writing and signed by a minimum of five (5) of the Management Committee members Including the Trustees.
- 6.5.8.6. To ensure the maintenance of true and accurate accounts of all monies received and expended and all the assets and liabilities of the society.
- 6.5.9. A Management Committee member shall exercise his/her powers as specified in these byelaws and such exercise shall not constitute a breach of duty, if it affects a member or paid employees of the society adversely.
- 6.5.10. A Management Committee member shall not delegate the power vested upon him/her under any provisions of these byelaws in such a way and manner as to constitute an abdication of duty.
- 6.5.11. No provision, whether contained in these byelaws or in any contract, shall relieve any Management Committee member from the duty to act in accordance with this section or relieve him from any liability incurred as a result of any breach of the duties conferred upon him under this section.
- 6.5.12. Members of the management committee shall, conduct the affairs of the association in line with the law, regulations and these byelaws.

- 6.5.13. The Management Committee shall examine the account, sanction the contingent expenditure and ensure the maintenance of the prescribed registers.
- 6.5.14. The Management Committee shall consider the inspection report of the Government co-operative staff and take corrective actions.
- 6.5.15. The Management Committee shall summon general meetings.
- 6.5.16. The Management Committee shall assist in the inspections of the books by any person authorized to do so.
- 6.5.17. **Engagement of paid officers:** - The Management Committee may engage the services of paid officers to assist it carry out its duties.
- 6.5.18. The management Committee shall be in sole charge of legal proceedings by or against the society or Committee or its officers or employees in all matters concerning the affairs of the association.

6.6. **CONFLICTS OF DUTIES AND INTERESTS**

- 6.6.1. A Management Committee member shall not allow his personal interests conflicts with official duties as a committee member under these byelaws.
- 6.6.2. A Management Committee member shall not, either in the course of the management of the affairs of the society or in the utilization of the society's resources/properties, make any secret profit or other unexplained benefits.
- 6.6.3A Management Committee member shall be accountable to the society for any secret or unexplained benefit derived contrary to the provision of subsection 6.6.2 above.
- 6.6.4. Any Management Committee member or an officer having resigned from

the society shall be accountable and can be lawfully restrained from misusing corporate information about the society, which he was privy to by virtue of his previous position.

6.6.5. Where, prior to the transaction and profits are made, a Management

Committee member discloses his/her interest to the General Meeting, s/he may escape liability; but he shall not escape liability if s/he discloses only after the profits are made. In this case, s/he shall account for the profits.

6.7 LEGAL POSITION OF MANAGEMENT COMMITTEE MEMBERS

Management Committee members are jointly and severally responsible for the Society's monies and investments in their care and must account for the monies/investments over which they exercise control and shall refund any monies/investments improperly paid away; and shall exercise their powers honestly in the interest of the Society as a whole and not in their own or sectional interests.

6.7.1 TRUSTEES

The President, General Secretary, Treasurer and Financial Secretary shall be

the Trustees of the society. It shall be their duty to sign on behalf of the society all cheques and legal documents including those concerned with the transfer of funds. They shall act in accordance with their specified duties as outlined in this byelaw. All actions will be guided by Management Committee resolutions.

6.7.1.1. At any General Election of the association, and at all times, the

position/members of the Trustees shall be represented by a group of sections or agencies across the Mission, to ensure fair and equal participation, and balance of powers among the Trustees.

6.8. DUTIES OF OFFICERS OF THE SOCIETY

Unless otherwise stated or directed by the General Meeting, the following officers of the Society shall have the following duties assigned to their offices:

6.8.1. PRESIDENT

6.8.1.1. S/he shall preside at all meetings and committee Meetings of the society.

6.8.1.2 S/he shall have powers to convene meetings.

6.8.1.3. S/he shall ensure the proper management of society's activities

6.8.1.4. S/he shall have a casting vote in case of a tie-vote

6.8.1.5. S/he shall chair the meetings of the credit committee

6.8.2. VICE PRESIDENT

6.8.2.1. Shall in the absence of the President, chair the meetings of the society.

6.8.2.2. In the absence of the President and Vice President, a member of the

Management Committee shall be elected chairman of the meeting.

6.8.2.3. Shall provide support to the President in all meetings, activities and

operations of the committees and cooperative.

6.8.2.4. Shall perform other functions as directed by the President and/or

management committee.

6.8.3. TREASURER

6.8.3.1. Shall keep the records of income and expenditure of the society

6.8.3.2. Shall keep the records of payment on loans and membership forms

accruing to the society.

6.8.3.3. Shall be a member of the credit committee.

6.8.3.4. Shall perform other functions as directed by the Management

Committee.

6.8.3.5. Shall prepare and submit to the management committee the annual

accounts and statement and certify copies of entries in the books in accordance with the law.

6.8.4. GENERAL SECRETARY

6.8.4.1. Shall keep and maintain correctly and up to date the prescribed books and register.

6.8.4.2. Shall procure from borrowers the due execution of bonds with security.

6.8.4.3. Shall be the head of the Secretariat of the society.

6.8.4.4. Shall prepare all receipts, vouchers and documents required by the regulations or byelaws or called for the management committee.

6.8.4.5. S/he shall sign on behalf of the association and conduct all its correspondences as directed by the Management Committee.

6.8.4.6. Shall be a member of the credit committee.

6.8.4.7. Shall summon and attend all General and Management Committee meetings and prepare the Secretary's report for the Annual General Meeting.

6.8.4.8. Shall perform other functions as directed by the Management Committee.

6.8.5. ASSISTANT GENERAL SECRETARY

6.8.5.1. Shall in the absence of the General Secretary perform the functions of the General Secretary.

6.8.5.2. Shall attend and assist in recording all the proceedings of the meetings of the Management Committee.

6.8.5.3. Shall support the general Secretary in the preparation of the Secretary's report to the general meetings.

6.8.5.4. Shall support the General Secretary in the running of the Society's secretariat.

6.8.5.5. Shall perform other functions as directed by the General Secretary and the Management Committee.

6.8.6. **FINANCIAL SECRETARY**

6.8.6.1. Shall support the Treasurer in keeping records of income and expenditure of the society.

6.8.6.2. Shall support the Treasurer in keeping records of payments on loans and membership forms accruing to the society.

6.8.6.3. Shall be a member of the credit committee.

6.8.6.4. Shall perform other duties as directed by the Management Committee.

6.8.7. **THE SECRETARIAT**

6.8.7.1. The association shall have a secretariat where its activities shall be Coordinated.

6.8.7.2. As may be determined by the Management Committee and approved by the General House, a branch of the secretariat may be opened in an environment with more than 35% of its members for ease of doing business.

6.8.7.3. The secretariat shall be supervised by the General Secretary and other Management Committee members.

6.8.7.4. The secretariat shall employ officers who will work in the secretariat on the day-to-day running of the activities of the association.

6.8.7.5. Appropriate entry point conditions of service for any employed staff shall be determined by the Management Committee from time to time and approved by the General House.

6.8.7.6. Every year, performance rating will be carried out on staff. A staff with

exceptional performance for a 3-year period, shall be entitled for a wage increase at a percentage to be decided by the Management Committee and approved by the General house.

6.8.7.7. Staff shall be entitled to remuneration, allowances and incentives as agreed to by the Management Committee and approved by the General House.

6.8.7.8. Staff shall be considered for confirmation as a full staff after one year of exceptional service.

6.8.7.9. The management committee shall put in place comprehensive staff policy to spell out in clear and unambiguous terms, the understated codes such as:

6.8.7.9.1. Procedure of employment

6.8.7.9.2. Staff strength

6.8.7.9.3. Entitlement like: (i) Remuneration (ii) Annual Leave: (i) Maternity Leave

(ii) Sick leave (iv) Direct Loan and repayment terms.

6.8.7.9.4. Order of hierarchy of line staff

6.8.7.9.5. Reporting lines of authority

6.8.7.9.6. Disciplinary measures for erring staff

6.8.7.9.7. Procedure for disengagement of staff

6.8.7.9.8. Business Culture

6.8.7.9.9. Other policies such as customer service policy, harassment policy,

punctuality policy, training policy, use of association property policy, cyber security policy, procurement policy, staff appraisal/evaluation policy, travel/visitor policy etc.

6.8.7.10 The management committee shall put in place society's vision,

mission, core-values, branding for the association, SOPs, staff handbook and official forms.

6.9. **BONDING OF OFFICERS AND EMPLOYEES**

Every officer or employee of the association who receives or pays out money on behalf of the society shall before assuming his duties furnish a bond with sureties and in an

amount to be determined by the Management Committee. In addition, the association may also take Fidelity Insurance for its paid employees who handle cash or stocks on behalf of the society.

6.10.REMOVAL OF MEMBERS TO THE MANAGEMENT COMMITTEE

A member to the management committee shall be removed based on any or combination of the following:

6.10.1. Ceases to be a member of the society/embassy.

6.10.2. Becomes of unsound mind.

6.10.3. Becomes a paid servant of the society.

6.10.4. Is convicted of any criminal offence, and

6.10.5. Acts in a manner prejudicial to the interest of the society and s/he is

removed by a majority vote of 75% of its members present and voting at a special general meeting. The association may fill any vacancy arising from death, resignation and any incapacity or any removal or if officially declared bankrupt.

6.10.6. Supervisory Committee can recommend removal of a Management

Committee member based on proven misconduct. This shall be approved by the General House.

6.10.7. PUNITIVE MEASURES

6.10.7.1. An ad hoc Disciplinary Committee shall be set up by the General

Meeting, on the recommendation of the Management Committee,

Supervisory Committee, or by a motion of the General Meeting; to

review/investigate cases of gross misconduct, fraud, embezzlement, or

abuse of office by any member of the Management Committee and

recommend appropriate disciplinary actions as necessary.

6.10.7.2. Such disciplinary actions shall include but not limited to official

reprimand, with-holding of honorarium, removal from office, expulsion from the association, barring from holding office in the future, freezing of accounts and suspension from office during investigations, and reporting to the U.S. Mission through the Management office, for disengagement from service and/or institution of legal action, depending on the gravity of the offence, and the confiscation of and sale of individual assets to recover embezzled funds where savings are insufficient for this purpose.

6.11 MANAGEMENT COMMITTEE MEMBERS' BUSINESS TRANSACTION WITH THE SOCIETY:

6.11.1. The society shall not enter into an arrangement. (i)

Whereby a

committee member of the society, or a person connected with such member, acquires or is to acquire one or more non-cash assets of the requisite value from the Society, or

(ii.) Whereby the Society acquires or is to acquire or is to acquire one or more noncash assets of the requisite value from such a member or person so connected; unless the arrangement is first approved by a resolution of the Society and such connection expressly disclosed.

6.11.2. For the purpose of sub-section (6.11.1) of this section, a non-cash asset is

of the requisite value if at the time the arrangement in question is entered into, its value is not less than ₦100,000 or 10% of the Society's total assets value. The total assets value shall be based on accounts prepared and approved by the General House in respect of the last preceding year of the association's operations.

6.12.LIABILITIES ARISING FROM CONTRAVENTION OF SUBSECTION 6.11

6.12.1. An arrangement entered into by the Society in contravention of

Section 6.11 of this byelaw and any transaction entered into in pursuance of the arrangement (whether by the Society or any other person), shall be voidable at the instance of the Society unless one or more of the conditions specified in Subsection 6.12.1 hereunder are satisfied. The conditions shall include the following: -

6.12.1.1. Where restitution of any of the moneys or other assets which are the

subject-matter of the arrangement or transaction is no longer possible or where the society has been indemnified in pursuance of this Section by any other person for the loss or damage suffered by it; or (recommend further discussion to build consensus).

6.12.1.2. Any rights acquired bona fide for the value and without actual notice of

the contravention by any person who is party to the arrangement or transaction would be affected by its avoidance; or

6.12.1.3. The arrangement is, within a reasonable period, affirmed by the

society at a General Meeting.

6.12.2. Where a member of the Management Committee or any person

connected with him enters into an arrangement with the Society in contravention of Section 6.11 of these byelaws, that Management Committee member and the person so connected, and any other Management Committee member who authorizes the arrangement or any transaction entered into in pursuance of such an arrangement, shall be guilty of an offence and liable: -

6.12.2.1. To account to the Society for any gain which he has made directly or

indirectly by the arrangement or transaction; and

6.12.2.2. Jointly and severally with any other person liable under this subsection,

to indemnify the Society for any loss or damage resulting from the arrangement or transaction.

- 6.12.3. Subsection 6.12.2 shall be without prejudice to any liability imposed otherwise than by that Subsection and is subject to the following two subsections; and the liability under subsection 6.12.2 arises whether or not the arrangement or transaction entered into has been avoided in pursuance of subsection 6.12.1.
- 6.12.4. If an arrangement is entered into by the Society and a person connected with a member of the Management Committee in contravention of Subsection 6.11 of this byelaw, that member shall not be liable under subsection 6.12.2 if he shows enough grounds that he took all reasonable steps to secure the Society's interest.
- 6.12.5. This section shall have effect with regard to references in sections 6.11, of this byelaw to a person being "connected" with a Management committee member, and to a Management Committee member being "associated with" or "controlling" a Body corporate.
- 6.12.6. A person is connected with a Management Committee member-if he (not being himself a Management Committee member) is-
- 6.12.6.1. A Management Committee member's spouse, child, stepchild or adopted child.
- 6.12.6.2. Except where the context otherwise requires a body cooperate with which the Management Committee Member is associated; or
- 6.12.6.3. A person acting as a trustee of any trust, the beneficiaries of which include –
- 6.12.6.3.1. The Management committee Member, his spouse, any children, adopted children or stepchildren; or
- 6.12.6.3.2. Body corporation with which s/he is associated, or of a trust whose

terms confer powers on the trustees that may be exercised for the benefit of the Management Committee member, his spouse, any children or stepchildren of his, or any such body corporate; or

6.12.6.3.3. A person acting as partner of that Management Committee Member

or any person who, by virtue of paragraphs (1) (2) or (3) of this subsection, is connected with that Management of Committee member.

7.0. **SUPERVISORY COMMITTEE**

Supervisory Committee, which shall comprise of seven (7) members shall be selected from various sections and agencies at the Annual General Meeting.

7.1. **DUTIES OF SUPERVISORY COMMITTEE**

7.1.1. The Supervisory Committee Members shall meet at least once every three

months to make or cause to be made an examination of the affairs of the society, which shall include an audit of its books and an inspection of the securities, cash account, loans and stock of goods.

7.1.2. To ascertain that all actions of the Management Committee are in

conformity with the law, regulations and these byelaws.

7.1.3. To make a written report to the Management Committee of its findings

following each examination.

7.1.4. Make an Annual Audit and a written financial statement and submit same

to the Annual General Meeting.

7.1.5. To verify the passbook of the members with the accounts of the treasurer

annually.

7.1.6. The duties shall be performed consistent with the Standard Operating

Procedures (SOP) and checklist below: 'Management Committee may constitute a committee to review the below

check-list when necessary which shall be approved by the General House.'

- 7.1.6.1. Is a receipt issued for every item of cash received?
- 7.1.6.2. Is there a payment voucher for every amount paid out?
- 7.1.6.3. Is the cash on hand high above the amount stipulated by the management committee?
- 7.1.6.4. Are any unused cheques on hand signed blank?
- 7.1.6.5. Is the cash book balanced regularly (Daily, Weekly or monthly)?
- 7.1.6.6. Are all expenses approved by the Management Committee and vouchers signed by the approving officers?
- 7.1.6.7. Are the members' account balance compiled monthly?
- 7.1.6.8. Do these balances agree with the general control account?
- 7.1.6.9. How many loans are delinquent?
- 7.1.6.10. How many loans are overdue (i) within a month(ii) over three months?
- 7.1.6.11. What actions are being taking to recover the delinquent loans?
- 7.1.6.12. Any other inquiry that may be useful for the purpose of performing its oversight functions.
- 7.1.6.13. The Supervisory Committee shall have power to recommend the suspension of any officer, any or all of the Management Committee or to call a special meeting of the society to consider any violation of the ordinance of the byelaws of the society.

7.2. CREDIT COMMITTEE

7.2.1. COMPOSITION OF CREDIT COMMITTEE

The credit committee shall consist of at least 5 members appointed by the management committee under the leadership of the President and Treasurer.

7.2.2. DUTIES OF CREDIT COMMITTEE

7.2.2.1. To process applications for loans against the background of the financial

conditions, previous record of borrowing, purpose of loans, ability to repay fully and promptly, and the character and financial standing of the sureties and thereafter recommend for the approval of the Management Committee.

7.2.2.2. To decide on the terms of payments of loans granted.

7.2.2.3. To call for at regular intervals, comparative statement of delinquent loans

and reasons for them in order to evaluate the quality of their worth.

7.2.2.4. The committee may at its discretion waive a member's contribution

towards the ordinary savings during the currency of a loan, the repayment of which may impose more hardship on such member if it were to continue to make his normal savings along with the repayment of his loan. Alternatively, the committee may adopt a level plan payment which enables a borrower to continue a proportion of his total payments to his/her ordinary savings while repaying his/her loan.

8.0. CREATION OF FUND

8.1. SOURCES OF FUNDS

The fund of the society shall comprise:

8.1.1. Savings from members as defined in the Byelaw 8.7

8.1.2. Entrance fee as stipulated by Management Committee and approved by general house.

8.1.3. Surplus arising out of the business of the society.

8.1.4. Miscellaneous sources as suggested by the Management Committee and approved by general house.

8.1.5. Interests receivable on loans and return on investments.

8.2. EMPLOYMENT OF FUNDS

The fund of the society shall be devoted only to the promotion of the stated objectives of the society, to any other objective permitted in these byelaws and to any other purpose approved by the General Meeting.

8.3. **ENTRANCE FEE/RE-ENTRY FEES**

Every member, on joining the association shall pay an entrance fee of ₦2,000.00 or as may be proposed by the Management Committee and approved by the General House from time to time. Any member who had earlier resigned/withdrawn his/her membership can be re-admitted after 180 days and payment of “Re-entry fee” of ₦2,000.00 or as may be proposed by the Management Committee and approved by the General House from time to time.

8.4. **COMPULSORY SAVINGS**

Platinum and Diamond members shall make monthly thrift savings of a minimum of ₦6,000.00 (Six thousand naira only) while Elite members shall make a monthly thrift savings of a minimum of ₦2,000.00 (Two Thousand Naira only). This amount may be reviewed by the Management Committee and ratified by the General House from time to time.

8.4.1. Savings shall be governed by rules to be framed by the society.

8.4.2. The rate of dividend payable on the regular ordinary savings shall be

determined after the surplus has been ascertained and the necessary reserves created.

8.4.3. No member can withdraw part or whole of his savings except on withdrawal of membership.

8.4.4. Interest paid on Platinum Members savings shall be calculated on a pro-rata monthly basis but payable annually at a time to be determined by the management committee, except in the case of a disengaged member. - need clarification

9.0. **USE AND CUSTODY OF FUNDS**

9.1 **INTERNAL FUNDS**

The Funds of the association may be held in the form of: -

9.1.1. A reserve fund.

9.1.2. Current or saving bank account, cash, term deposit or Federal Government Treasury Bill

9.2. **USE OF FUNDS**

The funds of the association shall be applied only for the furtherance of its stated objectives in accordance with these Byelaws.

9.3. **INVESTMENT**

Such funds of the Society as are not required for current use may be invested as permitted by law and regulations, recommended by the Management Committee and approved by the General House.

9.4. **OPERATION OF BANK ACCOUNT**

The Society shall operate a trustee bank account. Before money is withdrawn from the bank, the Cheques or withdrawal slips shall be signed by at least three of the Trustees.

10.0. **LOAN**

Loans may be granted to members subject only to availability of funds and shall be for purposes, for which, in the opinion of the Management Committee are productive or necessary, and in the best interest of the borrower. This shall be in accordance with section 10.1 and other sections of this byelaws.

10.1. **CONDITION GOVERNING LOANS**

No loan shall be granted:

10.1.1. To any individual who is not a member of the Society.

10.1.2. To any member who has not made thrift savings under Byelaw 8.0. Elite

members shall not be allowed to guarantee loans more than their savings or borrow more than their savings.

10.1.3. For a period exceeding the time limit fixed by the Management Committee.

10.1.4. If it would bring a Platinum Member's total indebtedness at the time of the loan to an amount exceeding twice (200%) his/her maximum credit limit at a time.

10.1.5. If it would bring a Diamond Member's total indebtedness at the time of the loan to an amount exceeding 150% his/her maximum credit limit at a time.

10.1.6. To a member earlier than one (1) year of becoming a member of the Society, however, members can take 50% of their savings after 180 days of joining the society.

10.2. Members in Service

The maximum credit limit of each applicant for a loan shall be determined as 200% of the total savings of platinum member applicant and 150% of the total savings of diamond member applicant as at the time of the application. This however is subject to maximum credit approved at the General Meeting for each category of membership, availability of funds, the principle of making credit available to as many members as are qualified, and the securities offered.

10.3. APPLICATIONS FOR LOANS

Application for loans shall be on the forms prepared and furnished by the Management Committee and shall set out the purpose for which the loan is requested, the security (if any) and such other data as may be desired. These shall be made to and disposed of by the Management Committee.

10.4. LOAN TO MEMBERS

No loans shall be made to a member earlier than one year of becoming a member of the Society and loan condition shall be according to subsection 10.1 of this byelaw, however,

members can take 50% of their savings as loans after 180 days of joining the Society.

10.5. INTEREST ON LOAN TO MEMBERS

10.5.1. Platinum members shall be charged interest rates approved at the General

Meeting but shall not exceed 5% annually. In case of default in repayment, penal interest shall be charged at twice the nominal rate.

10.5.2. Diamond members shall be charged administrative and processing fees of

1.5% - 2.5% during the loan tenure not to exceed 24 months. This shall be reviewed, if required, at the General meeting.

10.5.3. Elite members shall be charged administrative and processing fees of 1.0%

- 2.0% during the loan tenure not to exceed 24 months. This shall be reviewed, if required, at the General meeting.

10.6. BOND, SURETIES AND GUARANTORS

Every borrower shall execute a bond, and a borrower exceeding 100% of his/her savings balance at the time borrowing, shall furnish at least three sureties who must be members of the Society. No extension of the period of repayment shall be granted without the consent of the sureties/guarantors.

10.7. DUTIES OF A SURETY

10.7.1. A surety must be a reputable member of the Society and shall

personally, guarantee the loans being sought.

10.7.2. Repayment of the loans if the borrower defaults.

10.7.3. Ensure correctness of the particulars on which the value of the borrower's

securities are based.

10.8. APPROPRIATION OF DEBIT PAYMENT

When a member from whom money is due pays any sum to the Society, it shall be appropriated in the following order:

- 10.8.1. Interest/Processing fees & Management fees
- 10.8.2. Principal Loan
- 10.8.3. Penalty and other miscellaneous charges due to him.

11.0. DISPOSAL OF SURPLUS

11.1 APPROPRIATION

At the end of each financial year, the excess of the Society's income over expenses including the interest and fees payable on qualified members (as defined in subsection 1.15 of this byelaw) saving or deposit, loans and audit and supervision fees due shall be appropriated to the following funds:

- 11.1.1 Reserve Fund: This shall not be more than 5%, in each financial year.
- 11.1.2. Meetings, Conferences and Training funds: This shall not be more than
2.0% in each financial year.
- 11.1.3. Honoraria: This shall not exceed 3% in any financial year and must be
approved by the General house.
- 11.1.4. Dividends for Platinum and Elite members shall not be less than 65% of
the net surplus in a financial year.
- 11..1.5. Gifts for qualified members shall not exceed 10% of the net surplus in a
financial year.
- 11.1.6. Others: Not more than 5% shall be appropriated in a financial year for
bank charges, office supplies and maintenance, staff salaries, medical emergencies of staff and auditor's fees.

11.2. DIVIDEND

The committee shall determine the dividend payable to qualified members (as defined in subsection 1.15 of this byelaw), provided that the appropriated net surplus for dividend shall not be less than 65% in a financial year. No dividend shall be declared and paid if any overdue claim to a depositor or lender remains unsatisfied or interest on members saving or other bona fide expenditures are unpaid

or transfer to approved reserve funds have not been met. A lien shall be placed on such dividend and applied to service such outstanding loan, expenditure and or reserve.

11.3. RESERVE FUND

The Reserve Fund is indivisible, and no member is entitled to claim a specific share in it. Except as approved by the general house, it shall be utilized for the business of the association.

11.4. AUDIT AND SUPERVISION FEES

The Management Committee shall engage the services of external auditors to audit of association's accounts and operations at the end of each financial year. The Management Committee shall present three names of desired firms of auditors to the general house and the General House shall approve an auditor to be used. Auditor's fees shall be payable at an amount approved by the members in a general meeting.

12.0. BOOK OF ACCOUNT

12.1. PRESCRIBED BOOKS OF INSPECTION

Computerized account and records (either in manual or electronic forms shall be maintained in the form prescribed by the law and shall include the following:

12.1.1. A Membership and Attendance Register, showing the name, address

specimen signature and occupation of every member, the date of admission to membership, the Nominee appointed under Byelaw 4.6, and the member's attendance at general meeting.

12.1.1.1. Only Licensed bookkeepers shall be allowed to review the books of

accounts of the association and append their signature and seal at the appropriate places in the Annual Accounts and Returns Form.

12.1.2. A computerized cash book showing the receipts, expenditure, and balance

on each day on which business is done.

- 12.1.3. A Computerized General Leger: - Leger accounts that supports the value
item shown in the financial statement. It should include accounts for all current's assets, fixed assets liabilities, revenue and expenses items, gains and losses.
- 12.1.4. Computerized Personal Ledger: - A computerized subsidiary records of
each member's savings account, loan account, depositor and creditor.
- 12.1.5. Monthly bank reconciliation statements for all the Society's bank
accounts, (current and fixed deposit account).
- 12.1.6. Loan register showing installment for repayment of loans.
- 12.1.7. Minutes of meeting book for proceedings of General and Management
Committee Meetings.
- 12.1.8. Loan bond book showing particulars of and containing bonds for all loans
issued.
- 12.1.9. Monthly Members statement of accounts, showing members savings and
loan positions shall be generated from the computerized accounting system and sent to members monthly.
- 12.1.10. Special Project or Venture accounts should be maintained to record
transactions relating to any project or venture of the association.
- 12.1.11. Such other records as may be prescribed by the Management Committee
or/and General House.
- 12.1.12. As determined by the management committee and approved by general
house, if the cost of implementing the computerized systems as prescribed in section 12.0 is weighty on the Society, data processing software/manual method(s) may be used such as excel, access etc. until the Society can afford sophisticated and robust computer systems.

12.2.INSPECTION OF BOOKS

The books, accounts, register and papers of the Society shall be open at all reasonable times for the inspection of members and of any accredited Co-operative Official provided that no person other than an Officer or Committee member of the Society or a Co-operative Official shall be allowed to see the personal account of any member without that member's consent. Copies of the Law, the Regulations and of these byelaws shall be available for inspection at the Registered Address of the association at all reasonable hours.

12.3. ANNUAL STATEMENT

12.3.1. The society shall prepare an annual statement at the end of each financial year and shall include:

12.3.1.1. An account showing the income and expenditure for the financial year.

12.3.1.2. A balance sheet.

12.3.2. The account shall be due for submission not later than 90 days after the

end of a financial year and a copy of the account shall be presented to the General house for approval.

12.4. RECEIPTS

It shall be the duty of every member: -

12.4.1. To insist upon obtaining a separate printed receipt from the proper receipt

book, or such other form of receipt as may be approved by the Chief Registrar, for every sum of money paid to the Society.

12.4.2. To sign, or make his thumb print in the proper book in token of receipt

whenever any sum of money is paid or repaid to him by the Society.

13.0. LIQUIDATION

13.1. The Society shall not be liquidated except in accordance with the Act.

13.2. On the dissolution of the Society, the reserve fund and other funds of the

association shall be applied, first to the cost of liquidation and secondly to discharging the liabilities of the Society. In case there is any surplus after meeting all liabilities, such surplus shall be disposed of /distributed among members in proportion to their savings balance in the Society or as decided at the general meeting.

14.0. MISCELLANEOUS PROVISIONS

14.1. AFFILIATION TO SECONDARY COOPERATIVE BODY

Unless there are reasons to the contrary accepted by the General house, the Society shall affiliate itself at the earliest possible moment to any secondary co-operative body formed in its area of operations.

14.2. DISPUTES

Any dispute arising in or concerning the Society and its members or past members shall be brought before the General house.

14.3. SEAL

The Secretary shall hold in safe custody the seal of the Society on behalf of the trustees. The seal shall be of a pattern approved by the Director of Co-operatives. Documents shall be sealed by at least three of the trustees, one of whom must be the Secretary.

14.4. SURCHARGE

The General Meeting of the Society may impose surcharge on members, not exceeding Five Thousand Naira (₦5,000.00) in case of anyone, who is flagrant or repeatedly contravenes any of the byelaws.

15.0. AMENDMENT OF BYE-LAWS

Any amendment of or addition to these Byelaws shall be made and approved at the General Meeting of the Society in accordance with the Act, and such amendments shall be passed to the Cooperative corporation for final approval.

16.0.**CERTIFICATION**

I hereby certify that the foregoing Byelaws of the American Embassy Employees Multipurpose Co-operative Society Limited (AMEEMCA):

No:of Has been registered under Section ...