Every member must:

Read, understand and obey the byelaws. Save as much he/she can afford to save and be an active participant in the society's meetings.

BYE-LAWS

of the

IITA STAFF

CO-OPERATIVE INVESTMENT AND CREDIT SOCIETY LIMITED

(I) Interpretation (i) All words and expressions used in these Bye-laws defined in Section 2 of the Cooperative Societies Law (Cap. 27 of the laws of Oyo State of Nigeria 1978) shall have the meaning assigned to them in the above-named Section. If there shall arise any doubt regarding the meaning or intention of any of these Bye-Laws, the matter shall be referred to the Registrar for a ruling. The following words or expressions shall have the meanings respectively assigned to them;

(a) Words importing the singular or plural number respectively include the plural and singular number; words importing the masculine gender also include the feminine gender.

(b) "Financial Year" means the period of twelve months beginning from **1st January** and ending on the **31st December.**

(c) "The Laws" means of the Cooperative Societies Law (Cap. 27 of the Laws of Oyo State of Nigeria 1978) as amended from time to time.

(d) "The Registrar" means the Chief Registrar of Co-operative Societies, Oyo State.

(e) "The Regulations" means the Regulations made under the Law by the Governor-in-Council.

(II) NAME, ADDRESS AND AREA OF OPERATIONS

2. Name and Address: This Society shall be called the IITA Staff Co-operative Investment and Credit Society. Its address shall be

Residence: International Institute of Tropical Agriculture,
Idi-Ose, Oyo Road,
Ibadan, Oyo State.

Postal: Private Mail Bag 5320, Ibadan

3. Area of Operations: The area of operations of the Society shall be IITA Nigeria

(III) OBJECTS

4. Objects: The objects of the Society are to promote the socio-economic interests of Members only by:

(i) the creation of funds to be lent to members for necessary or productive purposes;

(ii) the provision of facilities for the accumulation of funds by members without such savings being removed from their control;

(iii) any other measures designed on Co-operative principles to encourage among its members the spirit and practice of thrift, mutual help and self-help;

(iv) acquiring of shares in viable and going concerns;

(v) buying of Development Stocks, Treasury Bills, securities guaranteed by the Government and

(vi) Establishment of viable projects, for example, setting up of industries, catering services, consumer shops, housing and farming projects, etc;

(vii) provide specialized training and enlightenment of members

(IV) MEMBERSHIP AND LIABILITY

5. **Membership**: The members shall consist of:
   (i) persons who join in the application for registration.
   (ii) persons admitted in accordance with these Bye-Laws.

6. **Qualification:** Every member of the Society must be:
   (i) ordinarily working in International Institute of Tropical Agriculture but a member who leaves the employment of IITA may retain his membership therein, but may not borrow therefrom in excess of his savings and share capital.
   (ii) of good character;
   (iii) of not less than 18 years of age except in the case of a minor heir of a deceased member and where the Registrar grants exemption from this qualification.
   (iv) Must be a person of sound mind.
   (v) Must not have been convicted by any court of competent jurisdiction for a criminal offence involving violence, fraud or dishonesty.

7. **Admission**:
   i. Application for membership shall be made in writing through the Secretary and shall be disposed of by the Committee, who may grant or refuse admission and, in the case of refusal, shall state their reasons. Any applicant so refused shall be informed that he may appeal through a member of the Society to the next General Meeting of members, which may take such decisions as it thinks fit.
   ii. Every member admitted shall complete the membership form.
   iii. Every member on admission shall sign or thumbprint the Membership and Attendance Register.
   iv. Upon exit from the services of the IITA, such ex-staff must discharge all outstanding liabilities before reapplication.

8. **Declaration of Obligations**: Every member shall on joining the Society render to the Committee a true and complete statement of his indebtedness outside the Society.

9. **Liability of Members**: The liability of members for the debts of the Society is limited to two (2) times the nominal value of share.

10. The Next of Kin:
i. Every member shall nominate in writing his next of kin to whom should he die or become permanently incapacitated by reason of mind and/or body; the amount standing on his credit should be transferred. The member may at any time change his nominee and shall sign the alteration accordingly.
   ii. In the absence of next of kin, the Executive Committee shall refer to the deceased's estate's beneficiaries as recognized by competent court of law.

11. Rights of Members
Members shall have the rights:
   i. To be served notice of meetings, attend and to be heard at such meetings.
   ii. To receive monthly statement of accounts not later than fourteen (14) days after the end of each month
   iii. To be paid dividend when recommended and declared.

iv. To receive any benefit that is given to all members.
v. To vote and be voted for at any of the society's election subject to the provision of the bye- laws.
vi. To be given a copy of the cooperative's Bye-Laws and any rules and regulations made thereto upon registration.
vii. Retirees and Contract Staff shall not hold any elective position.
viii. Access to information on the financial performance of the society.
ix. Individual member shall receive schedule of proposed dividend on his/her account before Pre-AGM.

12. Privileges of Members

Every member may:

i. Have access to loans and other products offered by the Society after meeting the stipulated conditions.
ii. Serve in any capacity which the Society considers necessary subject to the provisions of the Bye Laws

13. Obligations on Members to the Society

Members shall abide by the following obligations:

i. To obey all rules and regulations as approved in accordance with the Bye-Laws.
ii. To make the regular monthly savings with a minimum, as may be recommended by the Executive Committee and approved by the General Meeting.
iii. To exhibit truthfulness and sincerity in all dealings with the society.
iv. To make contributions to the upliftment of the society.
v. To disclose all material facts that will assist the Executive committee take appropriate decision on member's worthiness.
vi. To conduct oneself in reasonable manner in all activities of the society

14. Termination of Membership:

a. Membership shall be terminated by:

(i) Death
(ii) Permanent incapacitated by reason of mind and/or body..."
(iii) Disengagement from the services of the Institute and where the member has indicated interest not to continue as a retiree.
(iv) The society, if for any reason, is unable to directly debit a member's salary account through the IITA's payroll system.
(v) Any conviction of a court of competent jurisdiction for a criminal offence involving violence, fraud or dishonesty.
(vi) If a member is found guilty of a misdemeanor and membership termination is approved by Congress

b. A terminated member shall be able to appeal to the Executive Committee against his termination. This appeal shall be presented at the next General Meeting of the society and where such appeal is successful, the appellant shall be reinstated with effect from date of the termination as though such membership was never terminated.

15. Expulsion: A member may be expelled for:

(i) repeated failure to make thrift savings as laid down in Bye-Law 63.
(ii) repeated failure to pay the share instalments or debts due from him to the Society.
(ii) conviction on criminal offence involving dishonesty.

(iii) misconduct or other acts contrary to the stated objective of the Society or to the interest of the Co-operative Movement.

16. Liability of Past Members

(i) A former member shall be liable for the debts to the Society as they existed at the date when he ceased to be a member provided such debt is traceable to his person.

ii) In the event of the death of an indebted member, the level of indebtedness shall be deducted from the savings of the deceased. Where savings are insufficient to offset the indebtedness, the employer (IITA) shall be advised to deduct and remit the outstanding sum from the deceased terminal benefits, where applicable. Where these sums are still insufficient, the guarantors shall become liable for the outstanding sum.

iii) Any money due on any account from the society to a member, or a past member shall be set off in payment of any sum, which he/she owes or for he/she stands surety.

17. Guarantor/Surety: Members who stands as Guarantors/Sureties to other members of the Cooperative Society taking loans shall be required to repay such loans in the event of the borrower's default in payment.

18. Dues to Members: Any money due on any account from this Society to a member, or a past member, shall be set off in payment of any sum which he owes or for which he stands surety.

19. Ultimate Authority: The ultimate authority under the Law in all the affairs of this Society shall be the General Body of Members who shall meet from time to time and at least **once in three months** to review and direct the work of the Society.

(V) MEETINGS

20. The Annual General Meeting: The Annual General Meeting of the Society shall be held not later than sixty (60) days after the end of the financial year. The business to be conducted at the Annual General Meeting shall include:

(a) To adopt the minutes of the previous Annual General Meeting or any intervening Extra Ordinary General Meeting.

(b) To consider the report of the Executive Committee and Annual Accounts as approved by the Registrar.

(c) To decide on the disposal of the Society's surplus funds in accordance with the procedures recommended by the Executive Committee.

(d) To inaugurate newly elected Officers into various offices of the Society, if applicable.

(e) To approve the amendment and repeal of any existing Bye Laws or enact new ones in accordance with the provisions of the Bye-Laws.

(f) To consider any communication received from the registrar and

(g) To transact any other General Business of the Society

Notice of Annual General Meeting

The Notice of Annual General Meeting shall be issued to every member entitled to attend ten (10) days prior to the date, time and venue of the meeting.

21. Duties of Ordinary General Meeting;

The business of the Ordinary General Meeting may include:

a) To brief members on the activities of the Cooperative Society.
b) To confirm the expulsion and readmission of any member.
c) To ratify the appointment or dismissal of any officer of the Society on the recommendation of the Executive Committee according to the Bye-Laws.
d) To dispose of any other business brought before it by the Executive Committee. The agenda for the General Meeting shall be included in the Notice of Meeting to members.
e) To initiate an amendment of any part of the existing Bye Laws. Approval for these amendments shall only be granted at the Annual General Meeting, such amendments may take effect.
f) Ordinary General Meetings shall be held a minimum of once each quarter.

Notice of Ordinary General Meeting

The Notice of Ordinary General Meeting for any other matter not specified in Section (21) above shall be issued to every member entitled to attend five (5) days prior to date of the meeting stating the date, time and venue of the meeting.

22. Extra-ordinary General Meeting

An Extra-Ordinary General Meeting may be called at any time at the instance of either of the following:

a) The Registrar
b) The President
c) A majority of the Executive Committee
d) Audit Committee
e) A written request of at least fifty (50) members submitted through the President. The President shall convene the meeting five (5) days of receipt of such request.

Notice of Extra-Ordinary General Meeting

a) The Notice of an Extra-ordinary General Meeting shall be issued to every Member entitled to attend at least five (5) days prior to date of the meeting stating (i) the date of the meeting, (ii) the time and venue of the meeting and (iii) issue(s) to be discussed and (iv) draft of Resolution(s) to be proposed for passage.
b) Where this Extra-ordinary General Meeting is called to deliberate a petition against a member or members of the Executive Committee, decisions taken at the meeting, irrespective of the member(s) presence, shall be binding.

FAILURE TO CONVENE MEETINGS

In all cases, failure to convene an Annual General Meeting, Ordinary General Meeting as at when due is an impeachable offence, as contained in Section five (V) and Section eight (VIII) No. 52 of the Bye-Laws.

23. Quorum for Meetings

a. Quorum shall be formed where at least fifty (50) members of the Society are present at the beginning of an Ordinary General Meeting and Annual General Meeting respectively.
b. Where no quorum is formed for the General Meeting, an adjournment shall be made for a date not more than seven (7) days from that date.
c. Where no quorum is formed at the second meeting, a motion shall be moved by those present to conduct the meeting. Any decision taken shall be binding on all members.
d. In the case of an Annual General Meeting where no quorum is formed, the members present may move a motion for the meeting to either hold or be adjourned to a date not later than one (1) month from the date of the meeting.
e. Where no quorum is formed at the second meeting, a motion shall be moved by those present to conduct the meeting. All the decisions taken at the meeting shall be binding.

24. Voting at Meetings

a. All questions except unanimously resolved shall be decided by majority of votes cast by the members present.
b. Each member shall have only one (1) vote at all meetings. The president shall have a casting vote in the event of a tie.
c. Voting at General Meeting shall be by show of hands, unless a ballot on any question is demanded by at least one-quarter of members present. This decision in itself shall be decided by show of hands.

25. Attendance of members: It shall be the duty of every member to attend General Meetings. The General Meetings shall have power under Bye-Law 102 to inflict fines on members who, without good reason neglect to attend.

(VI) ELECTION

Election shall be conducted biannually (i.e. once in every two years) to elect new Executive Committee Members. The Electoral Committee shall be responsible for the logistics, organization and conduction of the election, while the Registrar of Oyo State Co-operatives or his representatives shall observe the election. All its activities must be in line with the tenets of the Co-operative movement.

26. Duration of the Election

Election shall be conducted at least two (2) months to the Annual General Meeting (AGM)

27. Independence of the Electoral Committee

The independence of the electoral committee shall be guaranteed, i.e. non-interference from any authority or body in the discharge of their functions.

28. Composition of Electoral Committee

i. They shall be nominated at the Ordinary General Meeting
ii. Their tenure shall be four (4) years except there are complaint against the officers which shall be decided by the General House.
iii. Any vacant position shall be filled at the General Meeting
iv. The committee shall not be more than seven (7) members

29. Functions of Electoral Committee

i. They shall organize and conduct the election in free and fair manner.
ii. The chairman of electoral Committee shall declare the results of the election
iii. They shall publish or announce any vacant position of any of the executive member.
iv. They shall screen all the applicants and disqualify any candidate that does not meet the requirements set up by the committee as guided by the Bye Laws.
v. They shall determine the cost of intent form. The intent form shall include the duties and responsibilities of Executive position.

30. Electioneering Process

A member wishing to vie for an elective post shall:

i. Obtain an intent form from the Electoral Committee
ii. Return duly completed forms on or before the deadline of submission.
iii. All screening of the candidates and appeals must be concluded two weeks after the deadline of submission. within this period
iv. Abide by all the rules as may be prescribed by the society on elections
v. Must be found fit and proper by the IITA for the position he/she is seeking election for.

31. General Eligibility/Qualifications

i. Only members who are still in permanent and pensionable employment of IITA shall be eligible to contest elections into any office of the Cooperative Society.
ii. Must have been a member of the Society for at least three (3) years.
iii. Any loan defaulter shall not be eligible for any elective position
iv. Be of sound mind and good character.
v. Must attend Ordinary or Annual General meetings regularly at least 60%
vi. Have been a staff of the Institute for at least five (5) years and have no record of indictment in financial matters as shall be determined by the Electoral Committee and IITA.

32. Electioneering Campaign

Electioneering campaigns into all elective post shall cease twenty-four (24) hours to the date fixed for the elections.
There shall not be financial inducement by aspirants in person or by proxy. Any violator shall be disqualified.

33. Election of Executive Committee Members

For the purpose of electing members into the Executive Committee of the society, balloting or electronic voting may be adopted.

34. Election Appeal Committee

a. Every aggrieved candidate shall submit his appeal to the supervisory committee within forty-eight (48) hours after the declaration of the election result.

b. All election cases shall be resolved a week to the Pre-AGM by the Supervisory Committee

35. Hand-over Report

A formal hand-over report stating the position of the Society and backed by necessary documents from the last AGM into the extended period after the end of every financial year shall be presented by the outgoing Executive Officers to the incoming elected Officers not more than one (1) week after the Annual General Meeting (AGM) and must be duly agreed to and signed by both parties.
In case, there are grey areas where they cannot reach an agreement, the issue shall be forwarded to the Audit Committee for proper investigation and report shall be given at the next Ordinary General Meeting.

(VII) DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE SOCIETY

36. The President

The President shall:

a) Serve as the Chairman of the Executive Committee and is responsible for the overall direction and administration of its operations.
b) Develop and maintain a positive organization image between the co-operators and other customers.
c) Develop, in conjunction with other members of the Executive Committee, plans for the growth and development of the Society.
d) Ensure that the Society's operations comply with applicable laws and regulations.
e) Develop, monitor, approve and implement policies and procedures appropriate to the operation of a Cooperative Society in line with enabling laws.
f) Handle negotiation with third parties on behalf of the Society.
g) Serve as the final authority for employee relations and personnel matters.
h) Oversee all operational areas of the Society through supervision of the Executive Committee and administrative staff of the Society.
i) Provide reports on all aspects of the Society's performance as may be requested.
j) Be directly responsible to the Registrar and the members.
k) Preside over all General meetings of the Society and co-sign minutes of such meetings with the General Secretary.
l) Be the Chief Accounting Officer of the Society.
m) Present an annual report of the Society at the Annual General Meeting (AGM)

37. Vice President.

The Vice President shall:

a. Deputize for and assume the responsibilities of the President in his absence.
b. Carry out duties as assigned to him by the President/Executive Committee.
c. Report to the President and Management Committee and assist in all matters to enhance the Society's performance.

38. General Secretary

The General Secretary shall:

a) Be responsible to the Society and Executive Committee for all administrative matters of the Society.
b) Summon meetings of the Society on behalf of the Executive Committee.

c) To send notice and agenda of meetings to all members.
d) Receive for processing, all application for membership and screen same for approval.
e) Produce and circulate minutes of all meetings.
f) Receive and process the loan application. i. e. Loan Administration.
g) Be responsible for the supervision of the Secretariat and its staff.
h) Maintain adequate database for all information to and from the Society.
i) Ensure good public relations with the internal and external customers.
j) Handle the general administration of the Society and any other duties as may be assigned by the President of Executive Committee.
k) Supervise the System Administrator to ensure that the database is well managed.

39. Treasurer

The Treasurer shall:

a. Have the overall responsibility for taking custody of all monies received and receivable, ensuring that they are lodged into the Society's approved Bank Accounts.
b. Ensure that appropriate records are kept of all receivables.
c. Develop, implement and manage appropriate internal financial control system upon approval by the Executive Committee.
d. Supervise the Accountant in the Secretariat to ensure that all banking relationships are carried out for the benefit of the Society.
e. Keep custody of all Cheque books of the Society.
f. Ensure that all expenditures are duly approved by the President/Executive Committee.
g. Be accountable to the Society and the Executive Committee in all matters relating to safe keeping of the Society's funds.

40. Financial Secretary

The Financial Secretary shall:

a. Collect monies from members and proceeds from sales and other sources and pay over to the Treasurer within 24 hours.
b. Ensure that all accounting transactions are properly treated and posted.
c. Maintain the General Ledger with proper documentation.
d. Be responsible for maintaining the accounting system, backup, control, ensure reports and statements are generated.
e. Coordinate monthly and periodic stock taking exercise of the Society's store and guest house
f. Prepare Quarterly Account and circulate to the members not later than thirty (30) days after the end of each quarter.
g. Prepare and circulate Annual Financial Statements of the Society including Investment Report not later than forty (40) days after the end of the financial year.
h. Ensure the preparation of Monthly Bank Reconciliation Statements of all Society's Bank Accounts not later than twenty (20) days after the end of each month.
i. Sign member passbooks or ledgers as the case may be.
j. Ensure that all monies approved by the Executive Committee are advanced appropriately.
k. Open, keep and maintain various Statutory Financial Records.
l. Be responsible to the Society and the Executive Committee on all financial matters.

m. Ensure monthly dissemination of members' statement of account.

41. Committee Members

The Committee members shall:

a. Carry out activities or functions assigned to them by the Executive Committee.
b. Attend and participate in all meetings of the Society
c. Serve in any committee so appointed.

42. Tenure of Office

An Executive Committee member shall hold a particular office for a maximum of two (2) terms each. Each term is for a maximum of two (2) years, after which he/she may vie for any other position. An individual can be in an Executive Committee member for a maximum of six (6) years only, after which he/she becomes ineligible for any other elective position.

43. Honorarium of the Executive Committee

The honorarium of the Executive Committee member shall from time to time be determined by the Society at its general meeting. Such honorarium shall be LOWER OF #800,000 and 1% of the net surplus (before charging the honorarium) of the society for any particular year. The amount will be shared by all the Executive Committee members in proportions to be agreed within themselves.

44. Guarantee to the Employees: The society shall not be liable to any indebtedness/liability arising from the conduct(s) of any of its employees.

III) COMPOSITION AND DUTIES OF THE EXECUTIVE COMMITTEE

45. Committee: Subject to the Law, the Bye-Laws and the resolutions of the General Meeting, the executive management of the Society shall be vested in a Committee.

46. Composition: The Committee shall consist of at least nine members over the age of 21, including the President, Treasurer and one or more Vice-Presidents. The members shall be elected for a single term of two years at the Annual General Meeting and if, the Annual General Meeting cannot be held at a suitable time within the year, the existing Committee shall continue to hold office till the election of a new Committee; but such election shall be held not later than three (3) months after the expiration of the current executives.

47. Disqualification of members of the Committee: A member of the Committee shall cease to hold office if he:

a. ceases to be a member of the Society
b. becomes of unsound mind
c. lends money on his own account;
d. becomes financially embarrassed, i.e. unable to meet his/her financial obligations;
e. becomes a paid servant of the Society;
f. acts in a manner prejudicial to the interests of the Society.

48. **Meetings of the Committee**: Shall be held when necessary and at least once a month. The attendance of at least five members shall be required for the disposal of any business.

49. **Powers and Duties**: The Committee shall exercise all the powers of the Society except those reserved for the General Meeting subject to any regulations or restrictions duly laid down by the Society in a General Meeting or in the Bye-Laws and in particular shall have the following powers and duties:

(i) to observe in all their transactions the Law, the Regulations and the Bye-Laws;

(ii) To ensure the maintenance of true and accurate accounts of all money received and expended and all the assets and liabilities of the Society;

(iii) to keep register of members correct and up to date register of members;

(iv) to lay before the Annual General Meeting an income and expenditure account and an audited Balance Sheet;

(v) to examine the accounts, sanction contingent expenditure, and supervise the maintenance of the prescribed registers;

(vi) to consider the inspection notes of the Government Co-operative staff and take necessary action;

(vii) to admit new members subject to the confirmation of a general meeting;

(viii) to arrange for the recovery of share instalments and of interest on overdue instalments;

(ix) to summon General Meetings

(x) to decide terms and the periods for which loans are to be given, to approve or reject the security offered by borrowers to arrange for the recovery of loans and interest and to sanction renewal when necessary;

(xi) to decide the terms on, the periods for and the rates of interest at which deposits and loans from non- members are to be received and to arrange for the payment or return of such deposits or loans;

(xii) to decide the terms of purchase and sale of any goods or stock which the Society may require for its members and to arrange for the safe custody of such assets while in stock;

(xiii) to watch that loans are applied to the purposes for which they were made;

(xiv) to assist the inspection of the books by any person authorized to do so;

(xv) to institute, conduct, defend, compromise, refer to arbitration, or abandon legal proceedings by or against the Society or Committee or its officers or employees in matters concerning the affairs of the Society;

(xvi) to arrange for the custody of books and to appoint one of its members or one of the officers of the Society, resident in the Society's seat of operation, to take charge of all the registers and papers prescribed in these Bye-laws;

(xvii) to recommend the appointment or dismissal of the Secretary to the General Meeting for confirmation and to appoint, fix the salary or to dismiss any other employee;

(xviii) to fix the maximum credit limit for each member;

(xix) to take necessary action regarding debtor or delinquent members;

(xx) Generally, to carry on the business of the Society, to watch over the interest of the Society, and to set an example of keenness and Co-operative spirit to the other members of the Society.

50. Key Performance Indicators

The Executive Committee shall present a half-year Performance Report apart from the year-end report at the AGM on the operations of the Cooperative Society not later than three (3) months after the period under review. The report shall highlight the under listed Key Performance Indicators (KPI) but not limited to the one upon which the House shall appraise the performance of the Executive Committee. It shall include:

a. Growth in asset base of the Society.
b. Growth in membership
c. Response time in respect of loans, advances and withdrawals.
d. Return on Investment
e. Total loan disbursement and
f. Any other indicators as may be determined at a General Meeting by the members.

51. Code of Conduct For Executive Committee Members

a. An Executive Committee member shall not, in the performance of his responsibility, act to the detriment of the Society for financial or any other gain.
b. An Executive Committee member shall not, without justifiable cause, absent himself/herself from three (3) consecutive meetings of the Executive Committee or two (2) General Meeting of the Society.
c. Contravention of either (a) or (b) may cause a Committee member to lose his seat if at a subsequent meeting of the Executive Committee, two-third of members present at the meeting vote for his removal and upon removal he/she shall forfeit his/her share of honorarium for the current financial year.

d. Executive Committee members are jointly and severally responsible for the society's money(s) and properties in their care. As such, they shall account for all the society's moneys under their control and shall refund any money(s) improperly paid away.
e. They shall exercise their powers honestly in the interest of the society as a whole and not in their own or sectional interests.

52. Grounds for Removal From Office As An Executive Committee Member

a. Non-compliance with Laws, Regulations and Bye-Laws guiding the activities of the Co-operative Society.
b. Failure to maintain true and accurate accounts of all financial transactions and all the assets and liabilities of the Society.
c. Failure to present reports and accounts before the Annual General Meeting; Audited Income and Expenditure Account, Balance Sheet, together with the reports of activities in any particular year.
d. Failure to convene meetings as required by the IITA Staff Co-operative Investment and Credit Society's Bye-Laws.
e. Failure to facilitate inspection of books of the Society by any person authorized to do so (e.g. Audit Committee, External Auditor etc).
f. Failure to consider the Inspection Report of the Government Co-operative staff and the recommendation of the Society's auditors and take appropriate actions hereon.
g. Exceeding financial limits of authority.
h. Failure to adhere to the provision of Bye Law 67 (financial approval for project and investment)
i. Any other acts considered inimical to the good conduct running of the Cooperative Society.

(IX) CREATION OF FUNDS

53. Sources of Funds: The Funds of the Society shall be composed of:-

(i) an undetermined number of shares of the value N1 Each;
(ii) entrance fees;
(iii) savings of members as defined in Bye-Law 63;

(iv) deposits and loans from non-members as in Bye-Law 60;
(v) surpluses arising out of the business of the Society;
(vi) miscellaneous sources approved by the Registrar.

54. **Employment of Funds**: The funds of the Society shall be devoted only to the promotion of stated objects of the Society, to any other objects permitted in this Bye-Laws and to any other purpose approved by the General Meeting.

55. **Share Holdings**: Every member must hold equal shares which shall not be transferable except to a next of kin in accordance with Bye-Law 10.

56. **Withdrawal of Shares**: Shares are not unconditionally withdrawable; but if at the end of the financial year the Society's financial situation is favourable the Committee may repay to any member whose membership has terminated during the year, a sum not exceeding the amount paid by him on account of shares. Provided that more than five percent of the total paid up share capital shall be thus paid out in any one year without the Registrar's permission.

57. **Payment of Shares**: Shares shall be paid up in not more than 12 instalments. Any member may pay up the full share in advance at any time. Members not paying their instalments by the due date may be fined not more than N100 on every N1000 for every full month of arrears.

58. **Limit on Shareholding**: No member shall hold more than one-fifth of the number of shares actually paid up. If any member, by inheritance or otherwise, becomes possessed of more than the maximum holding permitted, the Committee may sell the excess or buy them on behalf and for disposal by the Society.

59. **Entrance Fees**: Every member on joining the Society shall pay an entrance fee of N1000.00 (subject to review as the need arises).

60. **Deposits and Loans from Non-members (Ex-IITA staff)**: The Society shall not incur any liability towards non-members in excess of a sum equal to three-fourths of the total aggregate value of the paid up share capital, all reserves and thrift savings, and shall not begin to accept any such deposits or loans from non-members without the written permission of the Registrar. Provided that the Society may borrow from a Co-operative Central Financing Organization of which it is a member to the extent laid down in the Bye-Laws of such organization.

61. **Limit on Renewals**: The Society shall not renew any loan or deposit which would make its liability to non-members exceed the limit laid down in Bye-Law 71.

62. **Interest payable to Non-members**: The rate of interest payable to non-members on loans or deposits shall not exceed 6% per annum nor shall it exceed three-fourths of the rate of interest charged by the Society on loans to members.

63. **Compulsory Savings**
(i) every member shall make regular thrift savings which shall be withdrawable only by the permission of the Committee for necessary or productive purposes.
(ii) savings shall be governed by rules to be framed by the Society subject to the approval of the Registrar,

(iii) The rate of interest paid on regular thrift savings shall be determined after the surplus has been ascertained and necessary reserves created.

(iv) The Committee may exempt a member from the obligation to make compulsory savings for any period during which his circumstances do not permit of such savings.

(X) USE AND CUSTODY OF FUNDS

63. Internal Funds: The funds of the Society may be held in the form of:

(i) a reserve fund;

(ii) a depreciation fund;

(iii) an insurance fund;

(v) development education, donations or other funds approved by the general meeting and the Registrar;

(vi) current or savings bank amounts or cash.

64. **Use of Funds**: The funds of the Society shall be applied only to the furtherance of its stated objects in accordance with the Bye-Laws.

65. **Investments**: Such funds of the Society as are not required for current use be invested in any manner permitted by the Law, general meeting and the Regulations and approved by the Registrar.

66. **Operation of Bank Account**: The Society's Bank Account shall be Trustee Accounts. Before money is withdrawn from the Bank, the cheque of withdrawal slip shall be signed by the principal signatories and at least two of the members of Supervisory Committee according to Section fourteen (XIV) of the Bye Laws.

67. **Financial Approval Limit:**

i. For any capital Projects/Investments that the Executive Committee shall embark upon, a presentation of feasibility report and estimated cost of the project/investment shall be made available at the General Meeting at which approval shall be sought for.

ii. Any expenditure exceeding **one million naira (N1,000,000.00)** shall be presented to the Supervisory Committee for scrutiny and approval.

iii Splitting of contract sum with the intention of bypassing bye law 67(ii) is criminal and shall attract the enforcement of provision in bye law 52.

(XI) LOANS

68. **Purpose of Loans**: Loans may be granted to members only for purposes which, in the opinion of the committee, are productive or necessary and in the best interests of the borrowers.

69. **Conditions Governing Loans**: No loan shall be granted to:

(a) any individual other than a member of the society

(b) any member whose instalments of shares are in arrears;

(c) any member who has not made thrift savings under Bye-Law 63.

70. **Application of Loans**: These shall be made through the Secretary and disposed of by the Committee.

71. **Loan to another registered Society**: Under no circumstances shall the Society grant loan to any other society.

72. **Loans to Members**: Except in the first year of a Society, no loans shall be made to a member within a month of his admission by the Committee except in the case of the transfer of an existing loan of a past member to his nominee or other successor in interest who is, or becomes a member of the Society.

73a. No loan shall be granted:

(a) for a period exceeding the time limit of twenty-four (24) months

(b) if it would bring a member's total indebtedness at the time of the loan to an amount exceeding his maximum credit limit;

(c) unless approved by a majority of the members of the Committee who are present at the meeting at which the Application is considered.

73b. Loan Net Off:

Any member who has not fully repaid current loan shall not be qualified to apply for another loan.

73c. Deferment/Extension of Loan Repayment

On no account shall a member defer/extend loan repayment beyond the specified period of repayment as stated in the loan application form.

74. **Maximum Credit Limit**: The maximum credit limit of each applicant for a loan shall be fixed by the Committee bearing in mind the availability of funds, the principle of making credit available to as many members as are qualified and the securities offered.

75a. Interest on loan to Members: Interest on loans to members shall be charged at a rate to be fixed by the Committee annually and approved by the General Meeting but shall in no case exceed **1% per annum**. In case of default in repayment, penal interest shall be charged at **twice** the normal rate.

75b. **Investment loans**: Interest on investment loan to members shall be fixed by the Committee and approved by the general meeting but shall in no case exceed 5% per month. In case of default in repayment, penal interest shall be charged twice the normal rate. After three (3) months of default, the loan due should be recouped from the savings account of the borrower.

76. **Bonds and Sureties/guarantors**: Every borrower shall execute a bond and shall furnish two guarantors/sureties. No extension of the period of repayment shall be granted without the consent of the sureties. Sureties must be members of the Society and must have furnished the statement required by Bye-Law 9.

77. **Duties of Surety**: A surety must be a reputable member of the Society and shall personally guarantee

(i) repayment of the loan if the borrower defaults;

(ii) the correctness of the particulars on which the value of the borrower's securities is based;

(iii) that the loan is used for the purpose stated by the borrower in his application. Misuse of the loan shall be reported by the surety to the Committee immediately.

78. **Commitments as Surety**: A member's commitment as Surety shall not, when taken together with his own existing borrowing exceeds his maximum credit limit.

79. **Recall of loans**: All loans shall be issued subject to the right of the Society to call for immediate repayment:

(i) if any misapplication is proved;

(ii) if the borrower gives an indication of resignation.

80. **Outside Borrowings**: The society shall not be liable for any liability arising from outside borrowing by any of its member.

81. **Appropriation of debt payment**: When a member from whom money is due pays any sum to the Society, it shall be appropriated in the following order:-

(a) to loan principal
(b) to interests on loan
(c) to share payments, fines and other miscellaneous charges due to him.

(XII) DISPOSAL OF SURPLUS

82**. Appropriation**: At the close of each financial year, the Society's expenses including the interest payable on deposits and loans from non-members and Audit and Supervision Fees due, shall be deducted from the Society's Income. The net surplus shall be appropriated as follows:

(i) at least 5% shall be carried to the reserve fund, unless permission is given by the Registrar and the general meeting to reduce this amount;
(ii) at least 5% shall be carried to an education fund;
a. the balance shall be utilized for one or more of the following purposes;
    i. payment of a dividend on shares subject to Bye-Law 83;
    ii. payment of bonus to members as a refund of a percentage of interest paid on loans during the year subject to the confirmation of the Annual General Meeting, provided that a share dividend of not less than 3% has been declared;
    iii. donations not exceeding 1% of the net surplus to any charitable or social purpose approved by the Registrar;
    iv. building up a general reserve;
    v. institution of a share transfer fund;

Disposal of Surplus as dividend to members of the Society as follows:

Loan repayment Bonus
Bonus on Shares and Investment fund
Bonus on Savings
Special savings
Investment loan repayment bonus
Patronage

83. Dividend: The Management Committee shall determine the dividend payable on shares, loan repaid and savings, provided that the appropriation from net surplus for dividend shall not be less than 50%. No dividend shall be paid if any overdue claim to a depositor or lender remains unsatisfied. A lien shall be placed on such dividend and applied to service such outstanding loan.

84. Registrar's Approval: The appropriation of the net surplus shall be subject to approval by the Registrar and governed in all respects by the spirit and letter of the Law and the Regulations.

XIII RESERVE FUND

85. Reserve Fund: The reserve fund is indivisible and no member is entitled to claim a specified share on it. Except with the written permission of the Registrar. It shall not be utilized in the business of the Society, but shall be deposited or invested in accordance with Section (X) No. 64 of the Bye Laws.

(XIV) TRUSTEES/SIGNATORIES:

The President, Vice president, General Secretary and at least two other members of the Supervisory Committee shall be the Trustees of the Society. It shall be their duty to sign on behalf of the Society all cheques and the legal documents including those concerned with transfer of funds, acquisition and disposal of property of the Society.

(XV) AUDIT AND SUPERVISION FEES

86. **Audit and Supervision Fees**: Audit and Supervision fees at the rate assessed by the Registrar and published in the Oyo State of Nigeria Gazette shall be paid annually to the Oyo State Co-operative Federation Limited not later than the 30 June.

XVI. COMMITTEE

87. Supervisory Committee

The supervisory committee shall consist of nine (9) members; which shall include five (5) members nominated by the General House which shall include the President of the society and the Chairpersons of the following committee: (a) Audit committee (b) Investment (c) Procurement (d) Credit committee
Tenure of supervisory committee shall be three (3) years which can be renewable.

Duties of the Supervisory Committee:

a) 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 amount, loans and stock of goods.
b) To ascertain that all actions of the Executive Committee are in conformity with the Law, Regulations and these Bye Laws.
c) To make a written report and recommendation to the General House of its findings following each examination
d) The Supervisory Committee shall have the power to recommend the suspension of any officer or all members of the Executive Committee or call an extra-ordinary meeting of the Society to consider any violation of the Law, Regulations or the Bye-Laws of the Society.
e) The Supervisory Committee shall have the power to convene an extra-ordinary meeting of the Society if the Executive Committee do not provide the required support/documents as at when necessary.

88. Investment Committee

There shall be an Investment Committee, which shall consist of at least five (5) members appointed by the Executive Committee.
Duties of the Investment Committee

a. To develop an Investment Policy Statement which include an investment philosophy and investment strategy and ensuring that it is implemented efficiently and effectively
b. To set strategic direction towards safeguarding IITA Coop’s investment, ensuring integrity and viability of existing and proposed investments.
c. To review the investment policies, strategies, programs and procedures which the IITA Coop utilizes in determining that funds are invested in accordance with limits approved by the General House from time to time

d. To review, scrutinize and determine viable business proposals from Executive Committee with due diligence and not to be compromise.
e. The Investment Committee shall present their reports to the General House when necessary.

89. Procurement Committee

There shall be a Procurement Committee, which shall consist of at least three (3) members appointed by the General House and two (2) of the Committee members of the Executive.

Duties of the Procurement Committee

a. Identifying and planning procurement activities
b. To recommend the most appropriate supplier or service provider based on price, quality and stock availability
c. Ensuring proportionality, transparency, accountability and fairness in the procurement process
d. To ensure that the supplies/services quoted for comply with what was requested by the IITA Coop
e. The Procurement Committee shall render a quarterly report to the General House

90. The Credit Committee

Composition of the Credit Committee: The Credit Committee shall consist of 5 members (at least one personnel from either HR or Payroll) appointed by the General House.

Duties of Credit Committee:

a) 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 Executive Committee.
b) To advice on the terms of loans to be granted.
c) To review, at regular intervals, records of loan defaulters and advise accordingly.
d) The Executive Committee shall not grant loan outside the recommended loan by the credit committee.
e) To set procedures for recovery of outstanding loans.

91A. Audit Committee Purpose: The purpose of Audit Committee is to perform oversight responsibilities for the:

a. Financial reporting process
b. System of risk management and internal control
c. Audit and monitoring process for compliance with law, regulations and Bye-Law.

Composition: The Audit Committee shall be appointed at the Annual General Meeting and will consist of 3 to 5 cooperative members.

- At least two (2) of them must be accounting or financial management experts.
- The Committee shall meet once in three (3) months prior to General Meeting.

Authority and Responsibilities:

Audit Committee is empowered to:

1. seek for any information it requires from Executive Committee, members, staff of the Society or external parties. All are directed to cooperate with the Committee.

2. review significant accounting and reporting issues including unusual transactions
3. review the Auditor's report on the financial statement and any supplementary report (management letter) outlining the findings, observations and recommendations and Exco responses
4. review the annual financial statement and consider whether they are complete, consistent with information known to Committee members and reflect appropriate accounting and disclosure policies
5. review the operations of the Society for economy, effectiveness and efficiency; and safeguard of the assets
6. recommend the adoption of the annual financial statement to the Annual General Meeting

91B. External Auditor

(a) The Society shall appoint an external auditor to audit the accounts of the Society at the end of the Financial Year.
(b) The External Auditor so appointed shall have access to all financial documents relating to the affairs of the Society.
(c) He may also request such from any officer, servant, agent or member of the Society he believes can give material information on the transactions of the society.
(d) He shall specifically cover profit and loss, members' balances and general state of the financial affairs of the Society.
(e) He shall submit his report to the society through the Executive Committee.
(f) Under no circumstances should the AGM be held without the completion of the Audit exercise.

XVII. BOOKS AND ACCOUNTS

92. Prescribed books and records: Accounts and records shall be maintained in the forms prescribed by the Registrar and shall include the following:

(i) a membership and attendance register showing the name, address and occupation of every member, the number of shares held by him, the date of his admission to membership, the nominee appointed under Bye-Law 11, and the members' Attendance at General Meetings.
(ii) A cash book showing the receipts, expenditure, and balance on each day on which business is done;
(iii) General ledger;
(iv) Personal ledger with accounts for each member, depositor and creditor;
(v) Loan register showing instalments for repayment of loans;
(vi) Minute book for proceedings of General and Committee Meetings;
(vii) Register of share payments
(viii) Loan bond book showing particulars of and containing bonds for all loans issued;
(ix) Such other records as may be prescribed by the Registrar.
(x) Quarterly and annual financial statements which shall include schedule of balances and explanatory notes to the account.

93. Inspection of Books: The books, accounts registers and papers of the society shall be open at all reasonable times for the inspection of members, audit committee, external auditors and of any accredited Co-operative official; provided that no person other than an official shall be allowed to see the personal account of any member without the member's consent. Copies of the Law, the

Regulations and of these Bye-Laws shall be avoidable for inspection at the registered address of the Society at all reasonable hours.

94. Passbook or Online account: The Society shall maintain a passbook or an online account where members' assets would be clearly stated.

95. **Unofficial books**: No books or accounts dealing with the affairs of the Society or its members shall be kept by the Secretary except those officially recognized and prescribed.

96. **Receipts**: It is the duty of every member"

(i) to insist upon obtaining from the Secretary a separate printed receipt from the proper receipt book, or such other form of receipt as may be approved by the Registrar, for every sum of money paid by him to the Society.

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

97. **Liquidation**: The Society shall not be liquidated except in accordance with Sections nine (IX) No. 55 to 63 of the Bye Laws.

98. **Disposal of Funds**: On the dissolution of the Society, the Reserve and other funds of the Society shall be applied:

(i) to discharging the liabilities of the Society, and

(ii) to the repayment of the share capital paid up.

XVIII MISCELLANOUS PROVISIONS

99. **Affiliation to Credit Union**: Unless there are reasons to the contrary accepted by the Registrar, the Society shall affiliate itself at the earliest possible moment to any Credit Union formed in its area of operations.

100. **Disputes**: Any dispute arising in or concerning the Society and its members or past members shall be referred to the Registrar for settlement by arbitration under the provision of Section of the Law.

101. **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.

102. **Fines**: The General Meeting of the Society may impose on members at least N1000 in any case, for flagrant or repeated contravention of the Bye-Laws.

103. **Amendment of Bye-Laws**: These Bye-Laws shall not be amended except by a resolution of at least two-third of the registered members of the Society present at an Annual General Meeting or any meeting specially called for this purpose

XIX. The Secretariat

a. The society shall have a secretariat where its activities shall be coordinated and supervised by the General Secretary and other Executive Committee members.

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

c. Appropriate entry point and conditions of service for any employed staff shall be determined by the Executive Committee from time to time.

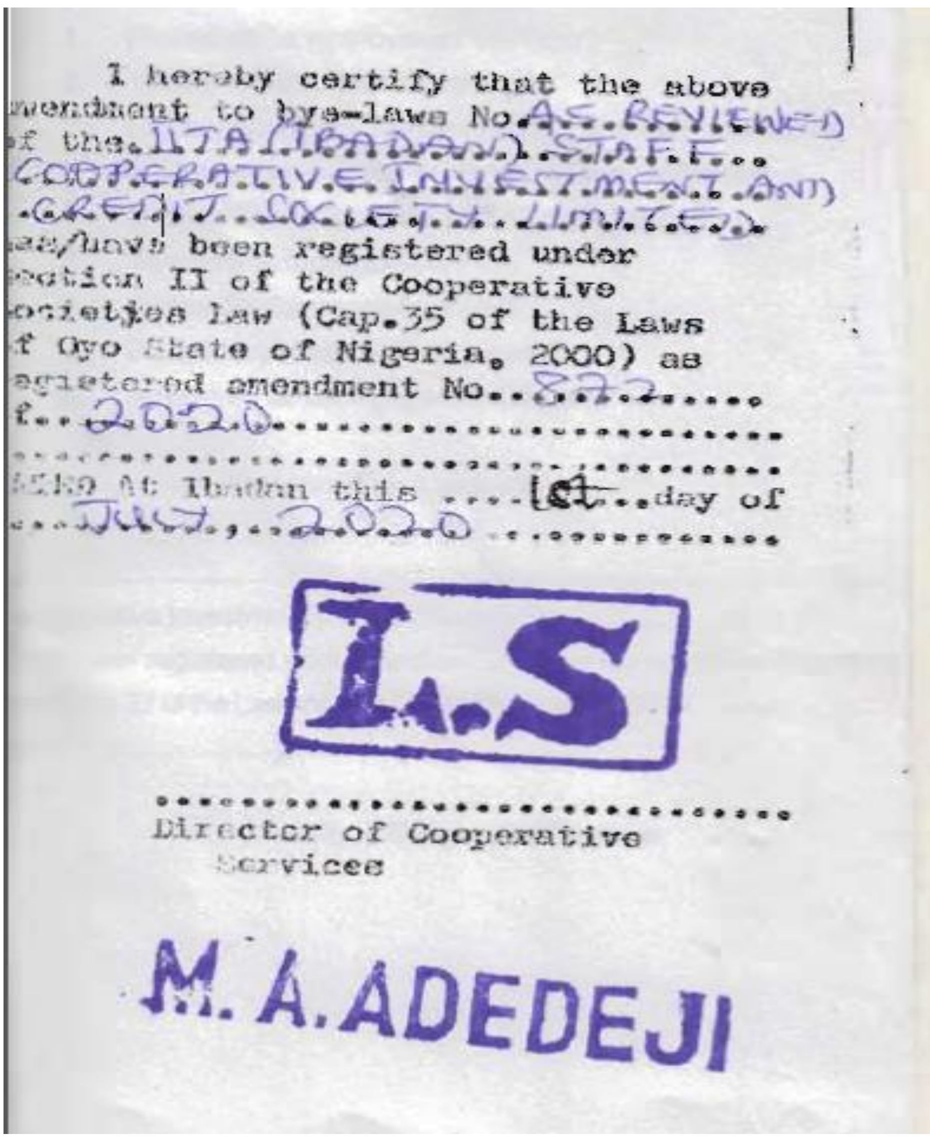
d. Secretariat Staff shall spend minimum of 3years before promotion can be considered.

e. Secretarial staff shall be entitled to remuneration, allowances and incentives as agreed to, by the Executive Committee.

f. Secretariat staff shall be considered for confirmation as a full staff after 6 months continuous service.

g. Secretariat staff shall not be allowed to be a member of the society.
h. Secretariat staff shall resume by 8.30am and close by 5.30pm to give room for members to access the <u>secretariat</u> services of the society after close of work.
i. The Executive Committee shall put in place and review from time to time comprehensive staff policy to guide the operations of the secretariat. Spell out in clear terms the understated as:

1. Procedure for employment
2. What should be the staff strength
3. Entitlements like; i. Remuneration, ii. Annual leave bonus, iii. Maternity leave, iv. Sick leave, v. Examination leave,
4. Order of hierarchy of line staff (Organogram)
5. To whom do they report to?
6. Annual Performance Appraisal
7. Disciplinary measure to erring staff.
8. Procedure for disengagement of staff.


I hereby certify that the above amendment to bye-laws No. AS REVIEWED of the IITA (IBADAN) STAFF COOPERATIVE INVESTMENT AND CREDIT SOCIETY LIMITED has/have been registered under section II of the Cooperative Societies Law (Cap. 35 of the Laws of Oyo State of Nigeria, 2000) as registered amendment No. 872 of 2020

SEALED At Ibadan this 1st day of JULY, 2020

L.S

Director of Cooperative Services

M. A. ADEDEJI