



**BOTSWANA PUBLIC OFFICERS SAVINGS
AND**

CREDIT CO-OPERATIVE SOCIETY LIMITED

BYE - LAWS

(Revised March 2022)

Director for Co-operative Development
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Page 1 of 29

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No.	Table of Contents	Page
1.0	Name and Area of Operation	3
2.0	Definitions	3
3.0	Objects, and Functions of the Society	6
4.0	Corporative Powers	6
5.0	Power to Borrow	7
6.0	Share Capital	7
7.0	Membership	8
8.0	Application of Membership	8
9.0	Disqualification of Membership	8
10.0	Cessation of Membership	9
11.0	Withdrawal from Membership	9
12.0	Termination of Membership	9
13.0	Rights of a Member	9
14.0	Member Liability	10
15.0	Individual's Account Statements	11
16.0	Nomination	11
17.0	Capital and Funds	11
18.0	General Meeting of Members	12
19.0	Notices for the General Meetings and Special General Meetings	14
20.0	Elections	14
21.0	Procedures, Powers, Duties	15
22.0	Management Board	18
23.0	Officers and Committee Chairpersons	18
24.0	Chairperson/Vice Chairperson of the Society	18
25.0	Manager	19
26.0	Credit Committee	20
27.0	Supervisory Board	21
28.0	Conduct of Business	21
29.0	Authority to Sign Documents	22
30.0	Loans to Members	22
31.0	Security of Loans	23
32.0	Repayment of Loans	24
33.0	Distribution of Net Surplus	25
34.0	Investment of Funds	25
35.0	Interest on Savings	25
36.0	Reserve Fund	26
37.0	Accounts and Records	26
38.0	Audit	26
39.0	Limitations	26
40.0	Settlement of Disputes	26
41.0	Service Rules	27
42.0	Miscellaneous	27
43.0	Dissolution	28
44.0	Amendment of Bye-Laws	28
45.0	Common Seal	28
46.0	Undertaking	29

1.0 Name and area of operation:

- (i) The Society shall be called the **Botswana** Public Officers' Savings and Credit Co-operative Society Limited herein after referred to in the bye-laws as the "Society".
- (ii) The registered Society's address and principal business area shall be:
Directorate of Public Service Management
Private Bag 0011
Gaborone
- (iii) Notice of any changes of address shall be given by the Secretary in fourteen (14) days to the Director for Co-operative Development (herein referred to as "**Director**").
- (iv) The area of operation of the society is Gaborone.
- (v) General meetings of the Society shall be held within the limits of Botswana.
- (vi) The society is body corporate which sues and can be sued in its name.

2.0 Definitions:

- 2.1 The words/expressions appearing in these bye-laws shall have the following meaning and interpreted in accordance with the Co-operative Societies Act 2013 unless otherwise provided.
- 2.2 Any questions concerning interpretation of these Bye-Laws, errors Or omissions shall be referred to the Director whose decision shall be final.

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- a) “**Act**” means the Co-operative Societies Act, 2013 as amended from time to time.
- b) “**Regulations**” means the Co-operative Societies Regulations, made under Co-operative Societies Act, 2013 and as amended from time to time.
- c) “**Bye-laws**” means the Bye-laws of the Society for the time being in force which have been duly registered or deemed to have been registered under the Co-operative Societies Act, 2013 in force and includes amendments thereto which have been duly registered or deemed to have been registered under the Act;
- d) “**Delegate**” means a person who is duly appointed/elected by the members of the Society or part thereof in accordance with its bye-laws as its representatives to the General Body of the Society or a person who is duly authorised by the Board of the member society to represent the society in the General body of the Society of which the society is a member.
- e) “**General Body**”, means General membership of the Society and in relation to a Co-operative Society constituted under the provisions of the Act;
- f) “**Management Board**” means the Board of Directors of the Society.
- g) “**General Meeting**” means a meeting of the general body of the Society and includes special general meeting;
- h) “**Manager**” means the **Chief Executive Officer** of the Society;
- i) “**Officer**” means a Chairperson, Vice-chairperson, Manager, Board Members, Liquidator appointed under Section 55 of the Cooperative Society Act, 2013 and includes any other person empowered under the Act or the Bye-laws to give direction in regard to the business of the Society.
- j) “**Member**” means an individual who is admitted as a member of the Society;

- k) **“Co-operative Society”** means a Co-operative Society registered under the Co-operative Societies Act, 2013.
- l) **“Defaulter”** means a member who has defaulted in payment of any kind of dues payable to the Society;
- m) **“Cooperative Year”** means the period from 1st of May to 30st April;
- n) **“Area of Operation”** means the area from which the persons can be admitted as members of the Society.

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3.0 Objects, and functions of the Society:

3.1 The Society will be performing the following Objectives and functions:

a) Objective:

The principal object of the Society is to promote the economic interests of all Society members to attain their social and economic improvement through saving and credit in accordance with the Co-operative Principles.

That is:

- Ensure monthly collection of savings from members.
- Grant personal loans to members at a reasonable interest rate.
- Invest members' savings in interest bearing accounts.

b) Functions:

- To attain the above objective, the society will undertake any or all of the following activities: -
 - Provide such other services as may be necessary for the membership benefit.

4.0 Corporative Powers

4.1 The Society shall have corporative powers under this Act as a Savings a Credit Cooperative body with perpetual succession and without limitation on the powers to:

- a) Accept and invest member's savings in a manner profitable to the society and a good return to the members:
- b) Provide loans to the members:
- c) Hold and maintain an insurance Fund and funeral scheme for the benefit of the members:

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- d) Raise funds in any manner consistent with the objects of the Society:
- e) Enter into contract and defend law suits:
- f) Employ, dismiss and exercise disciplinary control over its employees:
- g) Rent, lease, acquire land, plant, buildings and machinery, mortgage and dispose of property:

5.0 Power to Borrow

- 5.1 The Society may borrow from members' funds an amount not exceeding 25% of its share capital and surplus; such to the maximum amount and terms including the rate of interest approved by the general meeting.
- 5.2 The rate of interest paid on such loans shall not exceed the current market rate nor shall the maturity exceed two (2) years except with the written permission of the Director.
- 5.3 The general meeting shall set down the amount of loans, deposits and bank overdrafts that may be outstanding anytime to the Society. Verification of the maximum so filed shall be sent to the Director within 10 days and shall be subject to the approval of the Director.

6.0 Share Capital

- 6.1 The Society shall issue shares to members only which will be of nominal value of P1.00 and each member shall hold at least 500 shares in the Society. No member shall hold shares more than the one-fifth of the total shares.
- 6.2 A member may with the approval of the Management Board transfer his/her shares to another member but not to any other person in writing and at a nominal value.
- 6.3 All transfers shall be registered with the Secretary and no transfer shall be valid unless so registered with a fee for such transfer.

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7.0 Membership:

7.1 The membership of the Society shall consist;

- a) Of the original applicants for registration of this Society and subsequent members admitted in accordance with these bye-laws;
- b) Public officers who are aged above 18 years of age.
- c) Any person who is an employee of the Botswana government qualifies to be a member of the Society and shall continue to be a member through retirement.

8.0 Application for membership:

8.1 The application for membership shall be submitted by the applicant to the Manager of the Society in the prescribed form and with a submission of a joining fee of P50-00 deductible from source for administration purposes.

8.2 The applicant is to ensure completion on the form by declaring if he/she is a member of another Society.

8.3 The Management Board is vested with the decision on acceptance of membership of a member.

9.0 Disqualification of membership:

9.1 No person shall be eligible for being or continuing as a member of the Society if: -

- a) His business is in conflict or competitive with the business of the Society; **or**

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- b) He did not make monthly savings for a period of four (4) months; or
- c) Including savings, if any, as decided by the board of the society from time to time.

10.0 Cessation of membership:

10.1 The membership of the Co-operative Society may cease in case of:-

- a) Resignation;
- b) Death of the member;
- c) Expelled by the general body;
- d) Incurring any of the disqualifications of membership;
- e) Withdrawal of shares by the member.

11.0 Withdrawal from membership:

11.1 Any member of the Society may withdraw from membership of the Society only after giving at least a one-month notice and duly approved by the Board of the Society.

12.0 Termination of membership

12.1 Membership of the Society may be terminated by a resolution of the general body passed by 2/3rd majority present and voting if:

- a) Any member has defaulted in payment of dues as per bye-laws of the Society for a continuous period of three months;
- b) Any activity of a member is found to be conflicting or competitive with the interest or activities of the Society.

13.0 Rights of a member:

13.1 Every member of the Society shall have the following rights: -

- a) Equal voting rights in the general body meetings of the Society;
- b) Right to receive notice of general body meetings as per bye-laws of the Society;

- c) Right to attend and take active part in the proceedings of the Society General Meetings;
- d) Take part in elections and contest for any post as per provision of the Act and Bye-Laws of the Society;
- e) Inspect member registers, copy of bye-laws and may obtain certified copies of the resolutions of the Society from time to time.

14.0 Member Liability:

14.1 Liability of the members shall be limited to the nominal value of the shares held by him/her;

14.2 In the event of liquidation, where funds are available and sufficient to pay the full nominal value of the shares held by members, the funds shall be distributed on a pro rata basis among the shareholders according to the amount of shares held by each member and;

- a) The Liability of every member would cease on the date of discontinuation of membership of the Society;
- b) The Society shall have the first charge upon all the deposits of any member or past member for all money due from him to the Society from time to time;
- c) The Society may at any time set off any sum credited by or payable to the member or past member towards payment of any liability of such member as past-member.

15.0 Individual Account Statements

- 15.1 Every person admitted as a member shall be entitled to receive an individual financial statement on a yearly basis stating:
- a) Their Savings to the Society and the interest generated.
 - b) If any, stating the loan acquired and the balance thereto.

16.0 Nomination

- 16.1 A member may nominate a person to receive the member's benefits in the Society after his death. Nomination shall be made in the prescribed form and entered in the special register kept at the Society's registered office. Prior approval of the Board shall be necessary if the person to be nominated is an employee of the Society.
- 16.2 In the absence of nomination, the Society may pay to such person or persons as may appear to the Board of Directors to be entitled to receive the same as heir or legal representative of the deceased member on his or their executing an appropriate deed of indemnity in favour of the Society.

17.0 Capital and Funds

- 18.1 The Society may receive funds from any or all of the following sources:
- a) Admission fee;
 - b) Share capital
 - c) Savings
 - d) Interest
 - e) Donations
 - f) Statutory reserve Fund
 - g) Any other legal contribution

18.0 General Meeting of Members:

18.1 The final authority of the Society is vested in the General Body.

18.2 The General meetings of the Society are categorised as follows;

- a) First General Meeting,
- b) Annual General Meeting and
- c) Special General Meeting.

18.3 First General Meeting

The first General Meeting of members of the Society shall be held within two months following receipt of the registration certificate and shall:

- a) Elect officers and committees to serve until the next General meeting.
- b) Consider and decide upon reports and any matters that may be necessary for the Society in the following year.
- c) Consider and approve estimates of income and expenditure for the following year or part thereof;
- d) Appoint the Society's Bankers;
- e) Receive reports and decide upon other matters as may be necessary for the Society's business.

18.4 Annual General Meeting

The Board of the Society under a resolution within six months after the close of the corresponding year shall call the annual general meeting at the principal place of business of the Society for the purpose of:

- a) Consideration of the previous AGM minutes.
- b) Consideration of the audited statement of accounts;
- c) Consideration of the audit report and annual report;
- d) Consideration of audit compliance report;
- e) Disposal of net profits;
- f) Approval for appointment of Auditors & fixation of remuneration;

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- g) Review of operational deficit, if any;
- h) Creation of specific reserves and other funds;
- i) Approval of the annual budget;
- j) Review of actual utilisation of reserve and other funds;
- k) Creation of specific reserves and other funds;
- o) Approval of the long-term perspective plan and the annual operational plan;
- p) Amendment of bye-laws, if any.
- q) Formulation of code of conduct for the members of the board and officers;
- r) Election & removal of members of the Board of Directors and the Supervisory Board, if any;
- s) Consideration of all reports that is Board of Directors' report, Supervisory and Credit Committee reports.
- t) Any other matter laid before it by the Board of Directors.

18.5 Special General Meeting

A special General Meeting shall be held;

- a) When conveyed by the Management Board or the Director;
- b) Within 14 days of receipt of a written request from at least one-fifth or 20 members whichever is less.

18.6 Quorum

A quorum to the Annual General meeting and/or Special General meeting shall constitute at least 60 members to proceed however;

- a) In the absence of the prescribed membership of 60 members the general meeting shall be postponed to a later date after 7 days.
- b) If in the next meeting after 7 days, the members present do not form the quorum of 60 members the meeting will proceed as constituted.

19.0 Notices for the General Meetings and Special General Meetings:

- a) The Annual General Meeting of the Society will be called by giving not less than 14 days' notice in writing to all the members of the Society;
- b) Special General Meeting of the Society will be called by giving not less than 14 days' notice in writing to all the members of the Society;
- c) The notice of the Annual General Meeting shall be accompanied by a copy of each of the audited balance-sheet, profit and loss account together with the auditor's report relating to the preceding year and the report of the Management Board thereon.

20.0 Elections

20.1 The Society shall elect Board members on the first general meeting two months following being issued with its certificate of registration and the members present at the first General meeting under the chairmanship of a Co-operative officer shall:

- a) Elect the Management Board, Credit Committee and the Supervisory Board;
- b) To qualify for elections to the above, the member shall:
 - i) Be 18 years of age or more
 - ii) Not employed by the Society
 - iii) Not engaged in business as a moneylender
 - iv) Not have been convicted of an offence involving dishonesty or has been imprisoned for six months or more.
 - v) An elections committee appointed by the Board shall prescribe the qualification standard to each vacancy over and above the above set generic requirements.

The Director or his/her representative present shall conduct the elections of the Board members and of any officer elected by the members.

- c) The General Meeting shall first elect the Management Board or vacancies therein and proceed to elect the Chairperson, Vice Chairperson, the Secretary and the Treasurer out of the Board members.
- d) Similar elections shall be held next for the Credit Committee and the Supervisory Committee and the respective Chairperson of each.
- e) Members of the Board shall be elected for a three (3) year term.
- f) A retiring Committee member is eligible for re-election.
- g) Full Board and Committees shall be elected at the first General Meeting held following registration of these bye-laws and the committee so elected shall be divided into two nearly equal parts so that one part shall retire at the first General meeting after elections and the other part at the second General meeting. Members of the committees are eligible for re-election.
- h) All elections shall be by a secret ballot and no member shall be entitled to vote by proxy.
- i) Within ten (10) days following elections, the Manager shall forward the names and addresses of all persons elected to the Director.

21.0 PROCEDURES, POWERS, DUTIES

21.1 The Management Board shall be the governing authority of the Society, and subject to any directives given by the General Meeting and/or the Director, its procedures, powers, and duties shall be as prescribed herein, and in particular, it shall:

- a) Observe in all its activities the Act, the Regulations, these by-laws and prudent business practices;
- b) Generally, manage the affairs of the Society;
- c) Act upon all applications for membership;
- d) Ensure that true and accurate records and accounts are kept of the Society's income and expenses; its assets, liabilities, capital and reserves;
- e) Decide the amount and kind of surety bond, or other security, which shall be required of the Manager, and any other officer or employee having the custody of, or handling funds or property of the society;
- f) Contract for the purchase of such insurance as the General Meeting may authorize and/or the Director may require;

- g) Determine from time to time the interest rates on loans to members; the maximum maturities and terms of payment or amortization of loans to members; and the maximum amounts that maybe loaned with or without security to any member. When, by action of the committee, the interest rates on future loans are changed, similar action may be taken with regard to interest rates on unpaid balances of existing loans;
- h) Lay before the Annual General Meeting a balance sheet and final accounts together with proposals for the disposal of the net surplus (if any), and the Director's comments (if any) on such proposals;
- i) Recommend to the Annual General Meeting the disposal of the net surplus including the dividend rate to be paid on shares and the interest refund (if any) to be paid to borrowers;
- j) Fill vacancies occurring in the Management Board, the Credit Committee, and the Supervisory Board, between Annual General Meetings;
- k) Authorize investments of the Society's funds
- l) Authorize the conveyance of property;
- m) Authorize borrowing and lending operations of the Society in accordance with the Act, Regulations and policies
- n) Designate a depository or depositories, for the funds of the Society;
- o) Employ and fix the salary of a Manager and such other employees as may be necessary to carry on the business of the Society;
- p) Impose fines on delinquent loans and delinquent shares or savings payments;
- q) Approve transfers of shares between members;
- r) Determine the interest rates which shall be paid on borrowed money;
- s) Supervise the collection of loans to members and authorize the write-off of uncollectable accounts;
- t) Affiliate the Society to a cooperative association, or an apex Society subject to approval of the General Meeting;
- u) Perform such other duties as the members may from time to time direct; and
- v) File subject to the approval of the Director the terms and conditions including the rate of interest on which the Society may receive deposits from and grant loans to members;
- w) Set out general conditions of service for employees and acquire workmen's compensation for all permanent employees including fidelity cover for employees handling cash;

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- x) Establish the lending policy, which shall be reviewed when necessary by the Management Board and approved by the members at the general meeting;
 - y) Perform or authorize any actions consistent with the Act, Regulations and these bye-laws, unless specifically reserved for the General Meeting.
- 21.2 In the conduct of the affairs of this Society, the Board shall exercise the prudence and diligence of ordinary men of business.
- 21.3 The Management Board may delegate to an officer or employee of the Society such of its powers, as it deems necessary.
- 21.4 The Management Board shall authorize no expenditure unless it is provided for in the estimates formally approved by the Annual General Meeting.
- 21.5 All business discussed or decided at Board Meetings shall be recorded in a minute book which, within one week of the meeting, shall be signed by the Chairperson and the secretary of the meeting, to verify that, in their opinion, the minutes are a true and complete record of all important matters which were discussed or decided at the meeting.
- At the next meeting, after approving any alterations or variations, which shall be written immediately below the above signatures, and not as alterations to the original record, the Board shall authorize the Chairperson and Secretary to sign and date the final record.
- 21.6 The Management Board may appoint sub-committees, such as an Education Sub-Committee, Budget Sub-Committee, Elections Sub-Committee, Human Resource Committee, Procurement Committee etc. These sub-committees shall consist of persons drawn from the general membership of the Society.
- 21.7 The Management Board may suspend any officer for an irregular cause and assign his duties to an Acting Officer until the next General Meeting.
- 21.8 A member of the Management Board, or of any other committee or sub-committee, shall cease to hold office if he ceases to be a member of the Society.

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22.0 MANAGEMENT BOARD

- 22.1 The Management Board shall consist of not less than 5 and not more than 9 members of the Society, the exact uneven number to be decided by the General Meeting.
- a) Meetings of the Management Board shall be held regularly at least once each month and at other times when necessary. Over one-half of the total number of members of the Board shall form a quorum.
 - b) If a member of the Board fails to attend three consecutive meetings without being excused there from, or otherwise fails to perform his duties, his position may be declared vacant and the vacancy filled as provided in these bye-laws.

23.0 OFFICERS AND COMMITTEE CHAIRPERSONS

- 23.1 The members of the Board of the Society will be nine (9) in number and they will be elected by the General Body;
- 23.2 The officers of the Society shall comprise Chairperson, Vice Chairperson, Treasurer, Secretary and the Manager as an ex officio member. The General Meeting shall elect these officers from the members of the Management Board.
- 23.3 The Chairperson of the Credit Committee and the Chairperson of the Supervisory Board shall also be elected from the respective committee and Board by the General Meeting. All of these officials shall hold office for a period allocated by the general meeting from the date of their election unless suspended or removed earlier by a General Meeting.

24.0 CHAIRPERSON / VICE CHAIRPERSON OF THE SOCIETY

- 24.1 (a) The Chairperson of the Society shall preside at meetings of the members, and at meetings of the Management Board. He shall perform such other duties as he may be directed to perform by the Management Board, not inconsistent with provisions of the Act, the Regulations, and these bye-laws.
- (b) No person shall serve in the post of Chairperson for more than two consecutive terms, and no person who has held office for two consecutive three year terms,

shall be eligible for re-election as Chairperson for a period of two years from the date of his vacating the office, without the prior permission of the Director.

- (c) The Vice-Chairperson shall perform the duties of the Chairperson during his/her absence, and shall perform such duties as he may be directed to perform by the Management Board.

25.0 The Manager

The Management Board shall appoint a Manager of the Society whose responsibility will be to manage the Society's business and to whom all the treasury and secretary duties shall be delegated and whose duties shall be subject to the directions of the Management Board as follows;

- a) To conduct the day to day business of the Society including the receipt, custody and disbursement of money on behalf of the Society.
- b) To keep proper and punctual books of accounts and maintain membership records.
- c) To issue notices of the General and Board meetings and prepare all papers, accounts and reports for such meetings and record minutes of such meeting.
- d) To conduct the Society's correspondence and sign on its behalf.
- e) To prepare and submit each month, for the consideration of the Board, a statement of income and expenditure, cash reconciliation, bank reconciliation, list of loans and savings, progress report of the business and cash in hand for inspection by the Board.
- f) To supervise the staff of the Society.
- g) To see to it that full and complete records of all assets, liabilities income and expenses of the Society are kept;
- h) To ensure the safe-keeping of the Society's money, securities, and books of account;
- i) To ensure that all payments and expenditures are duly authorized;
- j) To ensure compliance with all directives of the Management Board and the Director.

- k) To ensure that minutes of the Management Board meetings and general meetings are recorded;
- l) To ensure that the Society's correspondence is promptly and correctly attended to;
- m) To prepare and send notices of meetings; and
- n) To perform such other duties as the Management Board may assign him/her from time to time.

26.0 The Credit Committee

- 26.1 The Credit Committee shall consist of not less than three and not more than five members of the Society, the uneven number to be decided by the General Meeting. None of them shall be officers of the Management Board. Members of the Credit Committee shall be elected at a General Meeting.
- 26.2 The Credit Committee shall hold such meetings as the business of the Society may require but at least once a month.
- 26.3 The Credit Committee shall enquire carefully into character and financial conditions of each applicant for a loan, to ascertain his ability to repay fully and promptly the obligations incurred by him, and to determine whether the loan is for a worthy purpose and will of probable benefit to the borrower.
- 26.4 The Credit Committee shall endeavour diligently to assist members to solve their financial problem.
- 26.5 The Credit Committee shall make such reports to the Management Board as may be required, and shall make an Annual report to the General Meeting.

27.0 Supervisory Board

- 27.1 The Supervisory Board shall consist of three members of the Society elected by the General Meeting. No member of the Management Board, the Credit Committee, or any employee, may be elected to the Supervisory Board.
- 27.2 The Supervisory Board shall make, or cause to be made, at least once every three months, an investigation into the affairs of the Society, including an audit of its books; and shall make the report thereof to the Management Board. The Supervisory Board shall also make an annual report to the Annual General Meeting when the need arises.
- 27.3 The Supervisory Board shall, from time to time, and not less frequently than once every two years, cause the Statements of Accounts of all members to be compared with the records of the manager, and confirmed to the members. The Board shall maintain a permanent record of all such verifications.
- 27.4 The supervisory Board shall have the right of access to all books, accounting records and documents of the Society and the Board shall have the right to require information or explanation from any officer or employee of the Society.

28.0 Conduct of Business

- 28.1 The Management Board may make such policies, not inconsistent with these bye-laws, as they deem necessary for the conduct of the Society's business. Any such policies shall be recorded in the minute book and shall come into force when and as determined by the Board.
- 28.2 The Management Board shall establish office hours, schedules on loans and Management Board meetings.
- 28.3 The Management Board shall display the certificate of registration in a conspicuous manner.

29.0 Authority to sign Documents

29.1 Unless decided otherwise by the General Meeting, all documents of contracts shall be signed on behalf of the Society by the Manager and countersigned by the Chairperson or Vice-Chairperson.

30.0 Loans to members

- 30.1 The Management Board shall establish written **loan policies** regarding the granting of loans, including the terms, conditions of payment, maximum amounts that may be borrowed, lending ratio and forms of security. These policies shall be adhered to by all members.
- 30.2 Every loan granted shall first be approved by a majority of the Credit Committee.
- 30.3 The rate of interest on loans shall be fixed by the Management Board from time to time subject to the market conditions and regulations by the Central Bank.
- 30.4 All loans shall be applied for on Loan Application forms provided by the Society. The Loan Application in each case shall set forth the amount applied for, the terms of repayment, the security, interest rate applied and such other information as the Credit Committee may require.
- 30.5 All applications for loans and the minutes indicating the decision of the Credit Committee thereon shall be filed as permanent records of the Society.
- 30.6 The Credit Committee shall ordinarily consider loan applications in the order in which they are submitted, but may, in its discretion, give prior consideration to emergency applications. If a loan is deemed by the committee to be an emergency loan, it shall be reported as such to the Management Board.
- 30.7 The Credit Committee may require when the need arise a personal interview with the loan applicant before making its decision on such Loan Application.
- 30.8 All loans shall be evidenced by a loan repayment from which shall clearly state the amount of the loan, the rate of the interest, the terms of repayment, and the security.
- 30.9 Loans shall be granted to eligible members only if;

- a) The Loan Application complies with the bye-laws and the loan policy of the Society;
- b) The loan is approved by the Credit Committee or referred to Management Board if the required amount is above the limit on terms no more favorable than those extended to other borrowers;
- c) The applicant takes no part in the consideration of his loan application and does not attend the Credit or Management Board Meetings at which his application is considered; and
- d) After the approval of the loan, the total amount of all such loans shall not exceed 25% of the out-standing loan balances at the previous month-end.
- e) A member prior to disbursement of the loan signs for the forms for the insurance of the loan.

31.0 Security of loans

- 31.1 Within the unsecured and secured loan limits established by the Management Board, the Credit Committee shall require such security for loans, as it may consider necessary. The savings and a 1.5% insurance deduction from the loan, as approved by the Director, may be taken as security.
- 31.2 The Management Board may delegate to the Credit Committee to limit the amount of a member's total liability to the Society as a borrower.
- 31.3 No officer or member of the Management Board, Credit, or Supervisory Board shall act as endorser, or co-maker for borrowers from this Society.

32.0 Repayment of Loans

- 32.1 The Management Board shall establish loan repayment time limits for periods not exceeding six (6) years; provided, however, that the Credit Committee or the Management Board may be empowered by the General meeting to extend loans beyond the overall 6 years' time limit when necessary for collection purposes.
- 32.2 a) Any request for an extension of time in which to pay shall be submitted to the Credit Committee with details of the borrower's changed circumstances.
- b) An extension so granted may be treated as if it was a loan, or it may be included in an extension agreement attached to the original loan documents.
- 32.3 A borrower may, on any day on which the Society is open for business, repay his loan in whole or in part prior to the maturity date.
- 32.4 At every regular meeting of the Management Board, the Manager shall present an up-to-date listing of delinquent borrowers showing;
- Name of borrower
 - Account number
 - Date of loan
 - Date of last payment
 - Unpaid balance of loan
 - Number of months' delinquent
 - Borrower's share balance
 - Borrower's savings deposits balance
 - Security, if any
- 32.5 The Management Board shall there upon take action to collect the overdue accounts.

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33.0 Distribution of net Surplus

33.1 Subject to the provisions of the Act there under, the net surplus realised of the Co-operative Society shall be distributed by the General Body as follows:

- a) Transfer at least 25% of net surplus to the reserve funds;
- b) Credit 25% of its net surplus to the membership of the Co-operative society.
- c) The balance of the net surplus which is 50% shall be utilised for any other purposes as determined.

33.2 Payments shall be paid only out of net surplus and in no case the capital or the statutory reserve shall be distributed as surplus.

34.0 Investment of funds

34.1 In the event the society has excess funds after the Board's allocation of the loan vote, the society may invest or deposit its funds in fixed deposits with commercial banks.

35.0 Interest on Savings:

- i) The interest declared shall be paid to the person whose name stands as the registered member in the books of the Society's financial year to which the interest relates.
- ii) Interest shall be proportionate to the amount subscribed and the period in whole months for which the amount stood to the credit of the member.

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36.0 Reserve Fund

- i) All membership fees, undistributed interest realised after distribution of surplus as per section 36 of these bye-laws and donations shall be carried to the Reserve Fund.
- ii) Any loss occurring as the net result of the year's working may with the previous sanction of the Director, be made good from the Reserve Fund or from the profits of the next ensuing year or years.
- iii) The Reserve Fund shall be separately invested in fixed deposits with Commercial banks.

37.0 Accounts and Records

37.1 Accounts and records of the Society shall be maintained in the approved domain by the Director for Co-operatives with such additions as the Board of Directors consider necessary.

38.0 Audit

38.1 The accounts of the Society shall be audited by the office of the Director prepared by the Society or a nominated external auditor after application to the Director at least once in each year.

39.0 Limitations

39.1 The limitation period in disputes shall be as per the provisions of the Act.

40.0 Settlement of Disputes

40.1 Any dispute out of the bye-laws or concerning the business of the society, which cannot be settled, by the Management Board or the General Meeting shall be referred to the Director.

40.2 In the case of debts due to the Society from a member or debts owed by a member or past member to the Society, the Director may, at his discretion, determine these to be disputes and may act accordingly. In the case of debts due to or from past members, the Director may at his discretion, issue such instructions to the Management Board for the liquidation of the debts as may be necessary.

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41.0 Service Rules:

- 41.1 The society shall have service rules for regulating the service conditions of its employees as formulated and amended by the Board from time to time.

42.0 Miscellaneous

- 42.1 Board and Committee members shall receive from the Society sitting allowances for all meetings attended as determined from time to time and the actual costs of travelling including subsistence while working on the Society duties from the net surplus as allowed in these Bye-Laws.
- 42.2 The Officers, Board Members, Committee Members, and Employees of the Society shall hold in the strictest confidence all transactions of the Society with its members, and all information respecting their personal affairs, except to the extent deemed necessary by the Management Board in connection with the making of loans and the collection thereof.
- 42.3 When any Board member is absent, disqualified, or otherwise unable to perform his duties, the Management Board may designate another member or members of the Society to act and serve on the Committee concerned when necessary in order to form a quorum.
- 42.4 No officer, Committee Member or employee of the Society shall in any manner participate in the deliberations upon, or determination of any question affecting his/her own financial interest. In the event of disqualification of any such officer, Committee Member or Employee and shall withdraw from such deliberations, or determination and the remaining qualified Committee Members present at the meeting, if constituting a quorum, may exercise with respect to the matter all the powers of the Committee.
- 42.5 All books of account and other records shall at all times be available to all Committee Members of the Society and to the Director or his/her authorised representative. A copy of the Act, the Societies Registration certificate, its Bye-Laws, and a list of members excluding details of nominees and shareholdings or loans shall be available for inspection by any member.

42.6 A copy of the Bye-Laws shall be furnished to every member who requests one, upon payment of a fee not exceeding its actual cost to the Society.

42.7 There shall be the Co-operative Central Fund (CCF) to which Societies may be required to make annual contributions to meet Co-operative education, training, private audit and other requirements.

43.0 Dissolution:

43.1 The Society shall be liquidated in accordance with the procedures set forth in the Act.

44.0 Amendment of Bye-Laws

44.1 These Bye-Laws may be amended in accordance with the Act and the Regulations, but no amendment shall become effective until it is approved and registered by the Director.

45.0 Common Seal

45.1 The Society will adopt and use a common seal. The seal will be a rubber-stamp bearing the words, "Seal of the Co-operative Savings and Credit Society Ltd", and shall be different from the ordinary name-stamp of the Society. The seal shall be kept securely under lock and key by the Manager and shall be used only by, and in the presence of, the officers authorized to sign documents on behalf of the society.

46.0 Undertaking.

46.1 We, the undersigned officers of the Botswana Public Officers Savings and Credit Co-operative Society (Ltd) named herein accept and adopt these bye-laws for and on behalf of the Society, together with any changes or alterations that have been initialed or signed by us;

Chairperson: _____

Manager: _____

Approved by me and duly registered.

Given under my hand at Gaborone on the 13TH day _____ of
JULY in the year 2022.


Moipedi Nkoane
Director for Co-operative Development



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