



BYE-LAWS
OF
MAITLAMO SAVINGS AND CREDIT
CO-OPERATIVE SOCIETY
LIMITED

Director for Co-operative Development

MSM
for A

TABLE OF CONTENTS

Bye-Law No.	Topic	Page
1.0	Name of Society	4
2.0	Office and Meeting Place	4
3.0	Definitions/Interpretations	4
4.0	Objects	5
5.0	Corporate Powers	5 - 6
6.0	Membership	6 - 7
7.0	Qualifications for Membership	7
8.0	Admission to Membership	7 - 8
9.0	Nominee(s)	8 - 9
10.0	Termination of Membership	9 - 10
11.0	Suspension and Expulsion from Membership	10 - 11
12.0	Re-admission to Membership	11
13.0	Liability of a Member	11
14.0	Members Shares	11 - 12
15.0	Member Savings	12
16.0	Transfer of Shares	12 - 13
17.0	Society's Funds and Sources of Capital	13
18.0	Investment of funds	13
19.0	Membership Liability	13 - 14
20.0	Society's Power to borrow	14
21.0	Receipting Money	13 - 14
22.0	Reserve Fund	14 - 15
23.0	General Meeting of Members	15
24.0	Notice	15
25.0	Quorum	15 - 16
26.0	Summoning	16
27.0	The Three General Meetings	17 - 19
28.0	Special general Meeting	19
29.0	Elections	19 - 22
30.0	Proxies	22
31.0	Presiding	22
32.0	Voting	22 - 23
33.0	Minutes	23
34.0	Management Board	23 - 24
35.0	Management Board Qualification	24
36.0	Board Member Termination	24 - 25
37.0	Meetings of the Management Board	25 - 26
38.0	Powers and duties of the Management Board	26 - 28
39.0	Duty of Care of the Board	29
40.0	Chairperson	29
41.0	Vice Chairperson	29 - 30

42.0	Supervisory Committee	30
43.0	Credit Committee	30 - 31
44.0	Manager	31 - 33
45.0	The Management Team	33
46.0	Financial Year	33
47.0	Audit	33
48.0	Distribution of Net Surplus	33 - 34
49.0	Statutory Reserve Fund	34
50.0	Books and Registers	35 - 36
51.0	Payments and Documents	36
52.0	Amendment of Bye-Laws	37
53.0	Fines	37
54.0	Settlement of Disputes	37
55.0	Disciplinary Procedure	38
56.0	Liquidation	38
57.0	Judicial Management	38 - 39
58.0	Common Seal	39
59.0	General	39
60.0	Acceptance	40
61.0	Registration	40

1.0 Name and Address

This Society shall be called **Maitlamo Savings and Credit Co-operative Society Limited** hereinafter referred to in the Bye-Laws as "the Society". The Society's registered address until further notice to Director for Co-operative Development shall be

**P. O. BOX 81773,
Molapo Crossing
Gaborone**

The Secretary shall within fourteen (14) days thereof, notify the Director in writing on any change of address.

2.0 Office and Meeting Place

- (a) The office of the Society shall be situated in the same premises as the society's place of business or in close proximity to it.
- (b) General Meetings of the Society at Branch level shall be held within the limits of the established branches or anywhere the Management Board may deem necessary.
- (c) The Society branches are at the following places:
 - i. Gaborone
 - ii. Palapye
 - iii. Francistown

3.0 Definitions/Interpretations

- (a) In these Bye-laws, unless the context otherwise suggests, words or phrases shall be defined/interpreted in accordance with the Co-operative Societies Act, 2013 and the Co-operative Societies Regulations issued hereunder (hereinafter referred to as "The Act" and "The Regulations" respectively) as may be amended from time to time.

- (b) Any questions concerning interpretation of these Bye-laws or any matters not provided for therein, errors and omissions shall be referred to the Management Board or the Director, whose decision thereon shall be final.

4.0 Objects

The objects of the society shall be to improve the social and economic conditions of the members in accordance with co-operative principles, and more especially:

- a. To promote thrift among its members by affording them the opportunity for accumulating savings, thereby creating a source of funds from which loans can be made to them exclusively for provident and productive purposes at fair and reasonable rates of interest thereby enabling them to use and control money for their mutual benefit.
- b. To promote the education and training of the members and employees on Co-operative principles and practices.
- c. To affiliate to the Secondary Co-operative Society for all Co-operatives in Botswana and promote the spirit of International Co-operation.
- d. Accept and invest members' savings at a reasonable rate of return.
- e. To create a pool of funds for the funeral scheme for members.
- f. To exercise, encourage and sustain good governance by embracing change, the use of technology and maintaining books of accounts.
- g. To cooperate with other co-operatives at all levels.
- h. To operate an autonomous and economically viable business.
- i. To comply and raise awareness on the issues of Anti-Money Laundering to the members in accordance with Financial Intelligence Act of 2022.
- j. For the attainment of the above objects, the Society may do such other things as are incidental, conducive, and necessary for the proper exercise of the above objects in accordance with the National Policy for Co-operative Development, The Co-operative Societies ACT and Regulations.

5

Director for Co-operative Development

D.S
MJM
M.A

5.0 Corporate Powers

In order to carry out the above objects the Society may:

(a) raise funds by:

- i. issuing shares to members,
- ii. receiving deposits
- iii. Issuing loans to members
- iv. Borrowing funds from members as approved by the General Meeting,
- v. And by other forms of self-financing, grants/donations and
- vi. by borrowing from any other source as approved by the General Meeting
- vii. Retaining a portion of profits for the development of the Society

(b) Rent, lease or acquire land and buildings, construct buildings and install plant and machinery

(c) Appoint, dismiss and exercise disciplinary control over members and employees

(d) Accept and invest savings of members in a manner profitable to the Society and at a good return for the members

(e) Join as a member in secondary and national co-operative societies

(f) Enter into contracts, institute and defend lawsuits

(g) Do such other things as are incidental, conducive and necessary for the proper exercise of the above powers.

6.0 Membership

a. The membership shall consist of:

- i. Founding members who have signed the application for registration and
- ii. New members subsequently admitted in accordance with these Bye-laws
- iii. Have paid a joining fee of one hundred pula (P100.00) and the value of five hundred pula (P500.00) share(s) in the Society

6
Director for Co-operative Development

D.F
M.J.M
M.A

- b. All members shall have the rights, privileges, duties, responsibilities and liabilities of membership after three (3) months' probation with continuous savings.

7.0 Qualifications for Membership

Any person who possesses all the following qualifications shall be eligible for membership:

- a) Is on permanent or contract employment by any organization consisting of the following common bond whose business is classified below:
 - i. Energy Sector
 - ii. Communication Sector
 - iii. Tourism Sector
 - iv. Existing members who exit employment from sectors stated above
 - v. Former members of the Society
- b) be of good character and be eighteen (18) years of age or above
- c) Not be engaged in any trade or business on his own account which is of a similar nature to the trade and business of the Society.

8.0 Admission to Membership

- (a) The manager shall receive written application for membership by any person who is qualified under Bye-Law 7. Names of all persons received by the Manager shall be submitted to the subsequent Management Board Meeting for approval. On admission every member shall be entered onto the Register of Members and allocated a membership number.
- (b) Any person who is qualified under Bye-Law 7 shall join the funeral scheme with a minimum policy coverage of a principal member.
- (c) The member shall then provide the name(s) of his nominee(s) in Terms of Bye-Law 9.
- (d) The Management Board may refuse admission of any person and shall give reasons thereof, provided however, that the person, whose membership has been refused, if otherwise eligible for membership, shall have the right to

7

Director for Co-operative Development

D. G.
M. J. M.
M. A.

appeal to a General meeting. Any such appeal must be supported by at least ten (10) members.

- (e) An applicant shall be admitted to membership on being accepted by a majority vote of the Management Board but shall not qualify for the rights and privileges of membership until he/she has paid membership fee of one hundred Pula (P100.00) and paid the total of five hundred pula (P500.00) in share capital within a period of three (3) months.
- (f) On admission every member shall have a ledger card which shall contain full particulars as his/her membership and in which shall be recorded his/her shares, savings and loan transactions with the society. A ledger card signed by a full authorized officer shall be conclusive evidence that the person named therein is the member of the society and shall constitute a certificate of shareholding unless it is proven otherwise. If such a ledger is lost, issuance of the duplicate shall be authorized by the Management Board upon payment of such fee as it may decided.
- (g) For payment of members shares, savings and loan repayments, the Management Board shall direct that a periodic "Statement of account" containing a record of the members transactions with the Society, in the same form as a ledger card, shall be used instead of the ledger card. Such Statement of Account shall be sent to members every three (3) months and constitute a ledger card, and the latter may not be used in addition. When the statement of Account is used, every member shall be issued membership identification number card.

9.0 Nominee(s)

- (a) On admission each member shall nominate in writing, person(s) to whom his membership and shares or other interests in capital of the society may be transferred upon his death or if the member becomes incapacitated beyond recovery.

- (b) Any change of nominee(s) appointed in terms of sub-section (a) shall be made in writing and signed by the member in the presence of two attesting witnesses.
- (c) Every appointment or change of nominee(s) shall be recorded in the Register of Members.
- (d) If the nominee(s) is not admitted to membership, he/she shall be paid the value of deceased member's shares, savings and interest on savings less any sums due by the latter to the Society, within thirty (30) calendar days after notification.
- (e) For purposes of a transfer to a nominee(s), the value of any share in the capital of the society shall be represented by the value of the member's shares.
- (f) Where any money is paid to a nominee(s) who is a minor, a receipt given to his guardian supported by a letter from a Chief (Kgosi) or a District Commissioner shall be sufficient discharge to the registered society making the payment.
- (g) In the event of a member becoming permanently insane or dying without having appointed a nominee(s), or if such a nominee(s) is dead, missing or cannot be traced within a period of one hundred and eighty (180) days from the date of the member's death, the members' interests in the society shall be disposed of by discretion of the Management Board in consultation with the Chief or District Commissioner.

10.0 Termination of Membership

Membership shall be terminated by:

- (a) Death
- (b) Incapacitated beyond recovery
- (c) Certified to be of unsound mind
- (d) Ceasing to hold one or more qualifications required for membership under Bye-Law 7.
- (e) Expulsion from membership in terms of Bye-Law 11.

- (f) Membership withdrawal after one month notice in writing to the Management Board Chairperson provided that the member withdrawing is not indebted to the society.

11.0 Suspension and Expulsion from Membership

The Board shall have the power to suspend from membership any person who, in its opinion, is not qualified, and the General Meeting shall have the power to confirm or cancel the suspension. In the event of cancellation of admission of a person, his name shall be deleted from the Register of Members and his shares shall be refunded to him.

A member can by special resolution be expelled for:

- i. Failure to make savings for three (3) consecutive months without valid reasons.
- ii. Or action held by the Management Board to be dishonest or contrary to the Act and Bye-Laws of the society or conflicting with the interest of the Society.

Any complaint against a member should be made to the Management Board in writing; and the Board may resolve to accept the complaint and recommend to the General Meeting that the member be expelled. Special notice of at least fourteen (14) days must be given to the member concerned containing:-

- i. The time, date and place of the General Meeting
- ii. A copy of the complaint against a member and the recommendation of the Management Board
- iii. Details of his/her right to attend the General Meeting and state any reason or make any submission as to why he should not be expelled.

A person expelled under these bye-laws shall forfeit all rights to share in the profits or other benefits of the society as at the date of termination of membership, but shall be repaid the following amounts after deduction of any debts owed by him/her to the society:

- i. The nominal or book value of his/her shares
- ii. Any savings deposits and or interest accrued
- iii. Any dividends or interest due to him/her as at the date membership ceased;
- iv. Any other sums held by the society on his/her behalf.

12.0 Re-admission to Membership

- a. The member whose membership was terminated may be permitted to re-join after at least two (2) years provided that:
 - i. There was good reason for his termination
 - ii. The member will be treated as a new applicant/comer.
 - iii. His/her re-admission is approved by the Management Board and confirmed by the General Meeting.
- b. The member withdrawing shall only be permitted to re-join after at least one year if:
 - i. There was good reason for his withdrawal
 - ii. He/she purchases the minimum shares required by these Bye-laws
 - iii. His/her re-admission is approved by the Management Board

13.0 Liability of a Member

- (a) The liability of a past member or estate of a deceased member shall be limited to those liabilities which existed at the date of termination of membership or at the death of the member and shall cease on or after five (5) years from the date of termination of membership or death.
- (b) The liability of a member of the society shall be limited to the nominal value of his subscribed shares.

14.0 Members Shares

- (a) The minimum share contribution per member shall be at least five hundred pula (P500.00)
- (b) The value per share shall be one pula (P1.00)
- (c) On admission to membership,

- i. A member may pay the full value of shares or
 - ii. Shall pay the value of at least two hundred pula (P200.00) worth 200 shares and pay the balance within two (2) months of commencement of membership. Any outstanding amount may be paid in installments or recovered from any payments due to the member after consultation with the concerned member.
- (d) A member, who fails to complete payment minimum amount of shares within three (3) months of his/her admission to membership, shall have his/her membership terminated upon authorization by the board. The member shall be sent a written notice to his/her last known address which notice shall provide that, unless his/her share balance is increased his membership is terminated within 14 days of the date of notice, his/her balance shall be reimbursed after forfeiture of the stipulated amount to cover administration costs.
- (e) No member shall hold more than one fifth (1/5) of the total subscribed share capital of the society.
- (f) The society may out of undistributed profits establish a share transfer fund and hold in it bonus shares/certificate redeemable within a specified period.

15.0 Member Savings

- (a) The Society shall accept regular savings
- (b) The minimum regular saving to be used as collateral shall be two hundred pula (P200.00). No savings withdrawal shall be made until the savings exceed the loan balance.

16.0 Transfer of Shares

- (a) A member shall not transfer any shares held by him/her, except to existing shareholder. Such transfer shall be made only with prior approval by the Management Board and it shall be subject to maximum size of shareholding as prescribed under Bye-Law 14 (e) above.

- (b) Shares are not withdrawn provided that the Management Board approves the transfer and refund of person who ceases to be a member.
- (c) The General Meeting may call for the members to subscribe more than the minimum shares prescribed in these Bye-Laws.

17.0 Society's Funds and Sources of Capital

- a. The funds of the Society shall consist of:
 - i. Membership fees
 - ii. Shares and part shares from members
 - iii. Members ordinary savings and special deposits
 - iv. The Statutory Reserve Fund and such other reserves
 - v. Any surplus resulting from operations and ploughed back in the Society.
 - vi. Donations and grants from Government and non-Governmental Organizations
 - vii. Funds obtained from miscellaneous income generating sources.
- b. The authority to decide and review the maximum borrowing limits and terms, including the maximum rate of interest is vested in the General Meeting.
- c. The rate of interest paid on such loans shall not exceed the prevailing market rates as determined by the Central Bank.
- d. A Notice on purposes and maximum amount of loans and bank overdrafts that may be authorised by the General Meeting shall be sent to the Director within fourteen (14) days of approval by the General Meeting.

18.0 Investment of funds

The Society may invest or deposit its funds with any bank authorised to operate as such under the Banking Act of Botswana or in any other manner as its Board may determine.

19.0 Membership Liability

- a. The liability of a past member or estate of a deceased member shall be limited to those liabilities which existed at the date of termination of

13
Director for Co-operative Development

MJM
D.F. M.A

membership or at the death of the member and shall cease on or after five (5) years from the date of termination of membership or death.

- b. The liability of a member of the Society shall be limited to the nominal value of his subscribed shares.

20.0 Society's Power to Borrow

- a. The Society may borrow from members and Financial Institutions funds not exceeding twenty five percent (25%) of its savings and paid-up shares subject to terms approved by the Annual General Meeting.
- b. The rate of interest paid on such loans shall not exceed the current market rates, nor shall the maturity exceed two (2) years, except with the written permission by the Director.

21.0 Receipting Money

- a. Money paid in or out on account of shares, savings, loans, interest, fees or fines shall be evidenced by an entry in the ledgers or other forms of receipt approved by the Management Board. Every person receiving or paying out any money on behalf of the society shall be identified on the receipt.
- b. Should the ledger or other receipt given to the member by the Society be lost or destroyed, the member shall give immediate notice of such fact to the Manager who shall be authorized by the Management Board to issue a duplicate. The Board may require the member to sign an indemnity to protect the Society against any loss due to the issuance of such duplicate. The Board may also require payment to the Society of a reasonable charge to cover the cost of issuing duplicate ledger.

22.0 Reserve Fund

The Society shall maintain a Reserve fund as required by the Act. Unless otherwise resolved by the Annual General Meeting and approved by the

14
Director for Co-operative Development

MSM
M.A.

Director, the reserve fund shall be credited with twenty five percent (25%) of the net surplus of each financial year.

23.0 General Meetings of Members

The Supreme Authority of the Society shall be vested in the General Meetings of members and there are three (3) types of General Meetings (First General, Annual General and Special General Meetings).

24.0 Notice

- (a) Except for the Special General Meeting called by the Director, at least fourteen (14) days' notice shall be given in the case of an Annual General Meeting or a Special General Meeting. The Secretary shall take all possible and usual steps, such as announcement at public meetings, posting a notice on the Society's notice board, or an advertisement in the local newspaper etc., to inform all members of the date and main business of the meeting. All written notices shall include an AGENDA for the meeting.
- (b) All General Meetings shall be convened after at least fourteen (14) calendar days' notice has been given to members and a copy of this notice shall be sent to the Director. The notice shall specify the place, time and business of the meeting. Non-receipt of any such notice by any member shall not invalidate the proceedings of such General Meeting.
- (c) General Meetings are summoned by the Management Board or the Director may, in his/her discretion gives any suitable period of notice.
- (d) It shall be the responsibility of the Secretary to issue notices for the General Meetings on authorization by the Management Board, the Director or any person authorised by him.

25.0 Quorum

- (a) The presence of at least fifty (50) delegates or one-fifth (1/5) of the total members whichever is less shall constitute a quorum for the conduct of the business at a General Meeting, except when the Meeting is convened by the

Director in which case the members who attend shall constitute a quorum. When a quorum is not formed, the Chairperson shall adjourn the meeting and shall set the date within a week at the same place and time of the adjourned meeting, which shall be advertised as prescribed in 23.0(a) of these Bye-laws. If at such a meeting, a quorum again is not present, the Chairperson shall declare the meeting open with those present, thirty (30) minutes after the advertised time of the meeting.

- (b) Before they may attend or vote at a General Meeting, members may be required to produce their identity cards as evidence of membership or identify themselves in any other manner.
- (c) No business shall be transacted at a General Meeting convened by the Management Board or Members on requisition unless a quorum of members is present.
- (d) Only members whose admission has been approved by the General Meeting may be considered for the quorum.
- (e) If within one (1) hour after the time appointed for the meeting, a quorum is not present, the meeting:
 - (i.) If convened at the request of members, shall be dissolved
 - (ii.) If summoned by the Director, it shall proceed with the membership present forming the quorum.
 - (iii.) In any other case, it shall be adjourned and re-called within thirty (30) days, and a notice to that effect shall be published by the secretary within seven (7) days of the adjournment. If at that adjourned meeting a quorum is not present within one hour of the appointed time for the meeting, the members present shall constitute a quorum and shall proceed with the business and follow the published agenda for the original meeting any decision made shall be binding on the cooperative. No "***Special Resolutions***" including amendment of these bye-laws shall be passed at such a meeting.

26.0 Summoning

- a) General Meetings may be summoned by the Management Board, the Director or any other person authorized by the Director to summon a General Meeting.
- b) Fifty (50) members or one fifth (1/5) of the membership whichever is the lesser, may request the chairperson in writing to convene a General Meeting to discuss and decide upon matters specified by them. The Management Board shall comply with such request.

27.0 The three General Meetings

The three General Meetings shall be held as follows:

a) The First General/ Inaugural Meeting

The first General Meetings shall be held within two months of the date of the society's certificate of registration and the members present shall, under the chairmanship of a Co-operative Officer-

- i. Elect management board and such other officers as these bye-laws may require serving until the first Annual General Meeting.
- ii. Receive and consider any reports and decide any matters as may be necessary for the conduct of the society in the following financial year.

b) The Annual General Meeting

I. An Annual General Meeting shall be convened by the Board as soon as practicable but not later than six (6) months after the end of each financial year. The ordinary business of the Annual General Meeting shall be:-

- (i) To establish that a quorum is present
- (ii) To approve the agenda
- (iii) To approve the minutes of the last General Meeting

- (iv) To consider and act upon the report of the Management Board, including the statements of account and estimate of expenditures for the following year.
- (v) To consider and approve the reports from the auditors and any report or recommendation of the Director;
- (vi) To approve the audited accounts;
- (vii) To decide the manner in which any available surplus shall be invested or distributed in accordance with the bye-laws;
- (viii) To decide or review any maximum borrowing limit as required by these bye-laws.
- (ix) To consider appeals against the expulsion of members and refusals of membership by the Management Board
- (x) To elect, suspend, or remove members of the Management Board, Supervisory Committee, Credit Committee and the Nominations Committee
- (xi) To transact any other business within the authority of Annual General Meeting of which due notice has been given to the members.

II. Any business not completed at the Annual General Meeting, such as, acting upon any policies, report of the supervisory committee/any sub-committee (if any), etc., may be taken upon at a subsequent Special General Meeting as special business, or at the next Annual General Meeting.

III. All business discussed or decided at a General Meeting shall be recorded in a minute book which, within fourteen (14) calendar days of the meeting, shall be signed by the Chairperson and 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.

IV. At the next General Meeting, after approving any alterations or variations in the minutes, which changes shall be written immediately below the above signatures, and not as alterations to the original record, the meeting shall, by resolution, authorise its Chairperson and Secretary to sign and date the final record.

28.0 Special General Meeting

- i. A Special General Meeting shall be convened by the Management Board, the Director or
- ii. Within fourteen (14) days of receipt of a written request from at least fifty (50) or one-fifth of the members whichever is less, stating the objects of the meeting.
- iii. If the Board fails to convene the meeting, as required under (ii) within one (1) month of the receipt of the requisition, the members who have signed the requisition shall have the power to write to the Director to request for such a meeting.
- iv. For a Special General Meeting requested by the members, the request must state the objectives of the meeting being called and be signed or thumb-marked by the requesters/petitioners. The request shall be transmitted by hand delivery or registered mail to the registered office of the Society and a receipt obtained.

29.0 Elections

At least 180 days and 30 days prior to each Annual General Meeting, the Management Board shall appoint a Nominations Sub-committee and Elections Sub-committee respectively of not less than three (3) members each from the General Members of the Society.

If there is no election Committee, the Director or his/her representative shall conduct the election of Committee members. It shall be the duty of the

Elections officers to prepare an election procedure for the General Meeting based on the following rules:

- a. To be qualified for election to the Management Board, Supervisory Committee and Credit Committee the member shall:
 - i. Be eighteen (18) years of age or above
 - ii. Not engaged in business as a money lender
 - iii. Not having been convicted of an offence involving dishonesty or have been imprisoned for six months or more during the past five years.
 - iv. Not hold any position of employment under the Society.
 - v. Not a delinquent to the Society.
- b. The General Meeting shall elect to fill vacancies therein for Management Board, Supervisory Committee and Credit Committees.
- c. Subject to the provisions in Byelaw 28.1a, the election and tenure of the office of these Board members shall be governed by the following rules:
 - i. The first Committee Members elected at the First General Meeting shall be replaced by the Members elected thereat the first Annual General Meeting
 - ii. At the Annual General Meeting in every subsequent year, one third of the then members of the Board and Committee shall retire from office, or if their number is not three or a multiple of three the number next below one- third shall retire.
 - iii. The Board and Committee members to retire each year shall be those who have been longest in office since their last election, but between persons who became Board and Committee members on the same day those to retire, unless they otherwise agree among themselves, shall be determined by lot.

- iv. A retiring Board and Committee member may stand for re-election provided however that a committee member who has served for two consecutive three year term (six years) shall not be eligible for re-election for a third consecutive term during the period of two years from the last date of his last vacation of office.
 - v. Members of the Board and Committees shall be elected for three years term. The regular terms shall be fixed at the first General Meeting, or upon any increase or decrease in the Board and Committee members authorized by the members at the Annual General Meeting, so that approximately an equal number of regular terms shall expire at each Annual General Meeting.
 - vi. Notwithstanding the above provisions, the General Meeting shall have power to replace any or all of the Board and Committee members at any time by a motion included in the agenda of the General Meeting.
-
- d. Vacancies occurring in the Board between two General Meetings may be filled by election at a meeting of the Management Board, subject to the approval of the next subsequent General Meeting, for a period not exceeding the unexpired part of the term of the office of the Board members whose vacancies they fill.
 - e. All elections shall be by show of member's hands or a secret ballot as specifically requested by the Elections Committee.
 - f. No member shall be entitled to vote by proxy.
 - g. Irrespective of the number of shares held by him/her, no member shall have more than one vote for each position.

- h. To facilitate equitable representation in the Management Board, the four branches (Gaborone, Palapye, Selebi Phikwe and Francistown) shall each have a representative. The remaining vacancies may be filled by members from any other branch. Notwithstanding the above provision, where a member from a particular branch is transferred to another branch leaving that branch without a representative, that member shall not resign his or her position, but the branch representative will be filled by a vacancy created by a retiring member at the next Annual General Meeting or Special General Meeting as the case may be.
- i. Within fourteen (14) calendar days after their election, the names and addresses of all persons elected to office shall be forwarded by the Secretary to the Director.

30.0 Proxies

Members shall attend meetings in person. No proxies shall be allowed.

31.0 Presiding

- i. The Chairperson of the Management Board or in his absence the Vice Chairperson or in the absence of both, any other member elected for that purpose from the general membership shall preside at General Meetings summoned by the Management Board.
- ii. The Director or his representative shall preside at the First General Meeting and at any other meetings called by the Director.

32.0 Voting

- i. Except for where a special resolution is called for all matters brought before a General Meeting shall be decided by a simple majority of votes of those present and constituting a quorum.
- ii. Each member shall have only one vote for each position.
- iii. The Chairperson shall have a second or casting vote in the event of a tie.

- iv. The Chairperson may, with or without a request from members to hold such a ballot, direct that the voting on a particular resolution shall be secret ballot conducted in the manner directed by the Chairperson.

33.0 Minutes

The Manager/Secretary shall be responsible to record in a minute book; all the decisions made at a General Meeting and Board meetings. The minutes shall be read and confirmed at the next Board or General Meeting.

In the absence of the Manager/Secretary, his/her assistant shall be the secretary pro-term.

34.0 Management Board

- a) The Management Board shall consist of not more than nine (9) but not less than five (5) members including the Chairperson and vice Chairperson. The Annual General Meeting shall elect to fill vacancies in the Management Board.
- b) A full Board shall be elected at the First General Meeting held after the registration of these Bye-laws; the Board so elected shall be divided into three equal or nearly equal panels, so that one panel retires from office in every subsequent year.
- c) At the Annual General Meeting in every subsequent year one-third of the members of the Management Board shall retire from office, or if their number is not three or a multiple of three the number next below one-third shall retire.
- d) Where the Society does not have an election committee, the Director or his/her representative may conduct the election of Board members and of any officers elected by the members.
- e) The Board members to retire each year shall be those who have been longest in office since their last election, but between persons who became Board members on the same day those to retire, unless they otherwise agree among themselves, shall be determined by lot.
- f) A retiring Management Board member may stand for re-election; provided, however, that a Board member who has served for two consecutive three year

terms shall not be eligible for re-election for a third consecutive term during the period of 2 years from the date of his last vacation of office unless permitted to do so by the Annual General Meeting.

- g) If a General Meeting removes a Board member it shall elect a new member to hold office till the next Annual General Meeting.

35.0 Management Board Qualification

- (a) In order to be qualified for election to a Board member a person shall be a member of the Society and 18 years of age or more.
- (b) He/ She is in possession of a minimum qualification of form five (5) certificate or its equivalent. Provided however, the Director has the power to waive the qualification in geographical areas where the communities do not find the required qualification.
- (c) He/ She is not carrying on for his private profit any trade/business in which the society is engaged.

36.0 Board Member Termination

A Board member shall cease (Disqualification) to hold office if-

- a) He/she resigns by notice in writing
- b) Ceased to be a member of the society
- c) He/she is convicted of any offence under this Act made hereunder of any offence involving dishonesty or suffers lawful imprisonment for six months or more
- d) He/She has been removed by the Minister, Director, General Meeting or Management Board from the Board on account of misconduct, fraud, dishonesty or lack of trust for a period of two (2) years. During the above-mentioned two-year period, such a Board member shall not represent the Society at any forum.
- e) He/she becomes of unsound mind
- f) He/she becomes insolvent or makes any arrangement or composition with his creditors generally
- g) Carries for his own private profit any trade or business in which the society is engaged.

- h) Absent without the Board approval from three (3) consecutive scheduled meetings of the Board.
- i) He/she is removed from the office before the expiration of his term in office by a resolution of the society's members passed at a General Meeting after due notice of the intention to propose the resolution has been given to members.
- j) If a General Meeting removes a member of the Board it shall forthwith elect a new member who shall hold office until the next Annual General Meeting.
- k) He/she is disqualified for any other reason specified in the Act and bye-laws.

37.0 Meetings of the Management Board

- (a) Meetings of the Management Board shall be held at least once (1) a month, unless there is an urgent matter that needs attention.
- (b) The Manager/ Secretary shall issue notices of meetings of the Board when required to do so by the Chairperson or in writing by more than half the members of the Board, or the Director.
- (c) Attendance of more than half the number of Board members shall be required as quorum for the disposal of any business.
- (d) The Chairperson or in his absence, the Vice-Chairperson, or in the absence of both, any member of the Board elected by common consent, shall preside at meetings of the Board.
- (e) Decisions shall be taken by a simple majority of votes, and the Chairperson shall have a casting vote
- (f) The Chairperson shall be responsible for the proper conduct of the business of the board in accordance with any standing orders it may adopt
- (g) Whenever any matter requires to be decided by voting each member of the Board shall have one vote. The chairperson shall have a casting vote or a second vote in case of a tie of votes.

25
Director for Co-operative Development

O.S
M J M
M.A

- (h) The Director or any officer of the Department for Co-operative Development authorized by the Director shall have the right to be present in any Board meeting on an advisory capacity.
- (i) The Board members shall be entitled to an allowance for scheduled meetings only.

38.0 Powers and duties of the Management Board

The Management Board shall be responsible for the direction and supervision of the business of the Society and, subject to the Co-operative Societies Act, these Bye-laws and any direction given by a General Meeting, may exercise all the powers of the Society that are not reserved to the General Meeting. In particular it shall have the following powers and duties

- (a) To hold a board meeting at least once a month and at other times whenever necessary.
- (b) Observe in all its activities the Act, these Bye-laws and prudent business practices.
- (c) Consider and decide all applications for membership of the society
- (d) To open and operate bank accounts and ensure that all payments are properly authorized and approved by the relevant officer after production of supporting vouchers sufficient to explain the under-lying transactions and establish that they are in accordance with the Act and these Bye-laws
- (e) 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 maximum amounts that may be loaned with or without security to members. When by action of the Board, the interest rates in the future loans are changed, similar action may be taken with regard to interest rates on unpaid balances on existing loans:
- (f) In conformity with Bye-laws, exercise the borrowing powers of the Society
- (g) To keep the members informed of the progress of the Society, encourage interest and a sense of ownership on the part of the members and have charge

- of the educational and advisory work amongst the members on co-operative principles and practice and the operation of the Society.
- (h) To ensure that true and accurate accounts of all monies received and spent are maintained.
 - (i) Ensure that true and accurate Society's records and accounts, statement of comprehensive income, assets and liabilities, capital, and reserve are kept.
 - (j) Authorize investments of the Society.
 - (k) Authorize the conveyance of property.
 - (l) Authorize borrowing and lending operations of the Society in accordance with the Act, the regulations and these Bye-laws.
 - (m) Designate a depository or repository for the funds of the Society.
 - (n) Employ and fix salaries for a Manager and any other employees in accordance with Labour laws of Botswana, as may be necessary to carry on the business of the Society.
 - (o) Impose fines on delinquent loans, shares and savings payments.
 - (p) Approve transfers of shares between members.
 - (q) To elect the delegates to represent the Society in a Secondary Society or other apex society of which this society is a member
 - (r) To prepare Annual Report, and Audited Financial Statements certified by the Auditing Firm and present before the Annual General Meeting.
 - (s) Present before the Annual General Meeting a Statement of Financial position and Statement of Comprehensive Income together with proposals of the net surplus (if any) and the Director's comments (if any) on such proposals.
 - (t) Recommend to the General Meeting the proposal of the net surplus including the dividend rate to be paid on shares and the interest refund (if any) to be paid to borrowers.
 - (u) To suspend a member in terms of these Bye-Laws subject to confirmation by the General Meeting.

- (v) To arrange such General Meetings of members as are required by these Bye-Laws and such other meetings as may be considered necessary
- (w) To appoint, interdict, punish or dismiss any paid employee of the Society.
- (x) To suspend or remove the manager or any other employee of the Society for irregularity in the performance of his duties in accordance with the laid down employment procedures.
- (y) To appoint any member of the Board to vote on its behalf at any meeting of any other registered Society/Organisation of which the Society is a member.
- (z) To arrange the terms and hours of business of the Society
- (aa) To call for and examine at each monthly meeting the reports from the Manager and other officers of the Society which disclose the true position of the Society, its operations and financial position
- (bb) To inspect cash and other securities of the Society as they may see appropriate, compare with the book balances and take appropriate action in the event of any discrepancies.
- (cc) To invest the funds of the society in accordance with these bye-Laws.
- (dd) To arrange for the stock-takings
- (ee) To develop standing orders for the conduct of the business of the Society and to see that they are observed.
- (ff) To delegate any of its duties to a sub-committee or to an officer of the Society and to lay down its functions and responsibilities. Nothing in this sub-section shall be taken to absolve the Board from its supervisory duties and from its responsibility for the proper conduct and direction of the affairs of the Society.
- (gg) Generally to make decisions relating to the policies of the Society for efficient organization and administration of the Society.
- (hh) To plan, organize, control, budget and monitor all activities of the Society through monthly business reports.

39.0 Duty of Care of the Board

- a) In the conduct of the affairs of a Society the members of the Board shall exercise the prudence and diligence of ordinary men of business and shall be jointly and severally liable for any losses sustained through any of their actions which are contrary to the Act, any Bye-laws or the directions of the General Meeting.
- b) All Board Members elected at General Meetings and those co-opted shall be required to make pledges to act honestly, diligently, in good faith and in the best interest of the Society as a whole. The above-mentioned pledge shall be signed in the presence of the Regional Co-operative Officer or in his\her absence by the officer conducting elections.

40.0 Chairperson

The Chairperson shall preside at meetings of the board.

- a) The Chairperson shall be elected at the Annual General Meeting to hold office until the election of a successor at the subsequent Annual General Meeting.
- b) The Chairperson shall have the power to inspect the work of the manager to ensure that the Bye-laws and working rules are observed and that the decisions of the Board are implemented.
- c) The Chairperson shall also preside over General Meetings of the Society and all Board meetings including those convened by the Director or his representative.
- d) The Chairperson shall also represent the society in its dealings with other Organizations and sign correspondence on its behalf.

41.0 Vice Chairperson

- a) A Vice Chairperson shall be elected from the Annual General Meeting, to hold office until the election of a successor at the next subsequent Annual General Meeting.
- b) The Vice-Chairperson shall assist the Chairperson in the efficient running of the Management Board and shall in the absence of the Chairperson perform such duties as he/she may be directed to perform by the Management Board.

29
Director for Co-operative Development

D.S.
MJM
M.A

- c) The Vice Chairperson shall in the absence of or with the Chairperson, inspect the work of the manager to ensure that the Bye-laws and working rules are observed and that the decisions of the board are implemented.
- d) The Vice Chairperson shall in the absence of the chairperson preside over General Meetings of the Society and all board meetings including those convened by the Director or his representative.
- e) The Vice Chairperson shall at the direction of the chairperson also represent the society in its dealings with other Organizations and sign correspondence on its behalf.

42.0 Supervisory Committee

- (a) The Supervisory Committee shall consist of three (3) members of the Society elected by the General Meeting. No member of the Management Board or any employee of the Society may be elected or appointed to the Supervisory Committee.
- (b) The Supervisory Committee shall make, or cause to be made, at least once every three (3) 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 Committee shall also make an Annual report to the Annual General Meeting when the need arises.
- (c) The Supervisory Committee shall have the right to access all books accounting records and documents of the Society and the Management Board and have the right to require information or explanation from any officer or employee of the Society.

43.0 Credit Committee

- a) The Credit Committee shall consist of five (5) members of the Society elected by the General Meeting. Attendance of more than half the number of Credit Committee members shall be required as quorum for the disposal of any

business. No member of the Management Board, Supervisory Committee or any employee of the Society may be elected or appointed to the Credit Committee.

- b) To facilitate equitable representation in the Credit Committee, all branches shall each have a representative, the remaining vacancies may be filled by members from any other branch. Notwithstanding the above provision where a member from a particular branch is transferred to another branch leaving that branch without a representative that member shall not resign his or her position, but the branch representative will be filled by a vacancy created by a retiring member at the next Annual General Meeting or Special General Meeting or as the case may be.
- c) The Credit Committee shall hold such meetings as the business of the Society may require, but at least once a month.
- d) The Credit Committee shall enquire carefully into the character and financial conditions of each applicant for a loan, to ascertain his ability to repay fully and promptly the obligations incurred by him or her and to determine whether the loan is for a worthy purpose and will be of probable benefit to the borrower. The Credit Committee shall endeavour diligently to assist members to solve their financial problems.
- e) The Credit Committee shall make reports to the Management Board as may be required.

44.0 Manager

There shall be a Manager who shall be the Chief Executive Officer and Secretary of the Society. Manager shall be responsible to the Management Board and his / her duties shall include to Plan, Organise, Control, Direct, and coordinate the activities of the Society which includes:

- (a) To conduct day to day business of the Society and this shall include the receipt, custody, and disbursement of money on behalf of the Society.
- (b) Generally, to manage or cause to be managed the affairs of the Society in a competent manner

- (c) To keep and maintain proper and accurate books of accounts and maintain prescribed accounting records, sufficient to show and explain the Society's transactions.
- (d) To issue notices of General Meetings and Board Meetings prepare all papers, accounts and reports for such meetings, and record minutes of meetings, and carry out other duties of a Secretary
- (e) To promptly and correctly, attend to the Society's correspondence and sign on its behalf
- (f) To prepare and submit each month for the consideration of the Management 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.
- (g) To record the minutes of the Management Board meetings and General meetings.
- (h) To supervise, appraise performance and take appropriate disciplinary action on the staff of the Society.
- (i) To ensure safekeeping of the Society's money, securities, and books of accounts.
- (j) To ensure compliance with all directives of the Management Board and the Director.
- (k) To keep and maintain an updated register of the Society's assets (movable and immovable).
- (l) To liaise with the banks, Insurance companies and any other such bodies that deal with the Society.
- (m) To follow up all debts of the Society, recover and prepare progress reports on such.
- (n) To prepare the Society's annual financial budgets.
- (o) Review and recommend to the Management Board amendments on the Society's Organizational Structure, Salary Structures, Job Descriptions, training needs, Bye-laws, Policies and other operational efficiency controls.

- (p) Prepare and implement the society's Investment Policy.
- (q) Review and maintain the Membership Register
- (r) To perform such other duties as the Management Board may from time to time assign him/her.

45.0 The Management Team

The Manager may with the approval of the Management Board appoint a management team and assign to it some of his duties. The management team shall sit and discuss all matters relevant to the management of the Society for informed decision making and easy flow of communication. The team may be composed of some or all of the following:

- i. The Manager
- ii. Accountant
- iii. Accounts Supervisors
- iv. Compliance Officer/ Risk Officer
- v. Records Management Officer

46.0 Financial Year

The financial year of the society shall be from 1st May to the 30th April each year.

47.0 Audit

- (a) The accounts of the Society shall be audited at least once a year as soon as possible after the end of the financial year but not later than three (3) months after the financial year end by one or more auditors appointed by the Director or nominated by the General Meeting and duly authorized by the Director.
- (b) The audit shall include an examination of the accounts of the society's operations, overdue debts, if any, and include a valuation of the assets and liabilities of the Society.

48.0 Distribution of Net Surplus

Subject to the Act and on approval by the Director, the net surplus resulting from operations of the Society during any financial year shall be disposed of as follows:

- (a) Contribute at least twenty five percent (25%) to the Statutory Reserve Fund.
- (b) The remaining portion may be used for the following purpose as decided by the General Meeting and approved by the Director:
- i. The payment of dividend on shares
 - ii. The payment of a bonus to members in proportion to the value of each member's trade with the Society during the preceding year
 - iii. Contribution to an educational fund
 - iv. Contribution to any other funds established by the Society
 - v. Committees Honorarium as per the Act
 - vi. Staff bonus
 - vii. Donations for any Corporate Social Investment (CSI)
 - viii. In any other way approved by the Director
- (c) Accounts of each type of the Society shall be maintained in such a manner that it will be possible to pay a separate bonus in each of such type of activity.
- (d) Before paying bonus to members out of profits in any branch of activity such shall firstly be used to set off losses in other branches of activity.

49.0 Statutory Reserve Fund

- (a) The Society shall maintain a Statutory Reserve Fund to which it shall allocate at least twenty five percent (25%) of the net surplus as shown in the audited annual accounts.
- (b) The Reserve Fund shall be indivisible, and no member shall be entitled to claim any part of it.
- (c) The Reserve Fund may be:
- Invested in the manner provided in these Bye-laws
 - Utilised in the business of the Society or for capital expenditure as the Management Board may deem necessary.
- (d) On liquidation of the Society, the Reserve fund shall not be applied in the discharge of the liabilities of the Society in the manner authorised by section 53 and 54 of the Act.

50.0 Books and Registers

The Society shall;

- a) Maintain the prescribed accounting records, which shall be sufficient to show and explain the Society's transactions

The accounting records shall contain:

- i. Entries from daily activities of the Statement of Comprehensive Income
 - ii. Records of all assets and liabilities of the Society
- b) Disclose with reasonable accuracy at any given time the financial position of the Society
 - c) Enable the Board to ensure that the Statement of Comprehensive Income and Statement of Financial Position required by the Act are complied with
 - d) keep the following books and records:
 - I. A Register of Members, which is made up of the details on completed Application forms for Membership showing in respect of each member:
 - i. The name, age, date of application for membership, address, and occupation
 - ii. The date of admission to membership
 - iii. The date on which he ceased to be a member
 - iv. The name of his nominees
 - v. The membership number
 - vi. The value of shares held
 - vii. Identity number
 - viii. Next of kin
 - II. Minute Books giving details of proceeding of the Management Board, Marketing Committee, and Supervisory Committee meetings
 - III. A working ledger showing the receipts, payments, and transactions on each day of business done
 - IV. A main ledger
 - V. Cash receipts books

- VI. A register of shares
 - VII. A stock record book
 - VIII. Payment vouchers
 - IX. A Cash Book showing the details of all monies received and all monies expended or paid out by the Society
 - X. A minute book giving details of proceedings at the General Meetings
 - XI. A personal ledger for each member showing his transactions with the Society
 - XII. An Assets register
 - XIII. A register of advances to staff members, which is made up of the details on completed advance application forms in respect of each person the name of the borrowers, the amount borrowed, the purpose of the advance, the due date of repayments, the Omang number, Cheque number, date of payment and the signature
 - XIV. Such other books and records as the Management Board may decide or that the Director may prescribe.
- e) The Society's records and books of accounts including copies of the Co-operative Societies Act, Financial Intelligence Act, these Bye-Laws, and the National Policy for Co-operative Development and Audited Financial Statements shall be kept at the Society's registered address and shall be open for inspection by any member free of charge at all reasonable and convenient times.

51.0 Payments and Documents

- (a) All payments of the Society and any forms for withdrawal of money shall be signed by the Chairperson and two other members appointed for this purpose by the Board.
- (b) Contracts, agreements, deeds and other legal documents of a similar nature shall be signed by the Chairperson and or the Vice Chairperson and the Manager and the seal of the Society shall be affixed to such documents.

52.0 Amendment of Bye-Laws

- (a) Any additions or amendments to the Bye-Laws of the Society shall be made by a Special Resolution passed by the General Meeting convened for that purpose.
- (b) Notwithstanding the provision of sub-paragraph (a) any additions or amendments which have received prior approval of the Director may be adopted by majority of two-thirds of the members present at a General Meeting in respect of which due notice of the intention to discuss such additions or amendments has been given.
- (c) Any additions or amendments to the Bye-Laws shall take effect only after they have been duly registered by the Director for Co-operative Development.

53.0 Fines

For any breach of these Bye-laws or instructions issued by the Management Board and for the failure of a member to pay his/her obligation on time, the defaulting member may be fined the amount not exceeding one hundred pula (P100.00) for each offence. Nothing in this clause precludes the Society from taking any legal action in terms of Laws of Botswana.

54.0 Settlement of Disputes

- (a) Any dispute arising 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 for Co-operative Development for action.
- (b) In the case of debts due to the Society from a member or debts owed by the Society to a member, the Director may at his/her discretion determine these to be disputes and may act accordingly. In the case of debts due to or from past member(s), the Director may at his/her discretion issue such instructions to the Management Board for the liquidation of the debts as may be necessary.

55.0 Disciplinary Procedures

Members of the Society who behave in a manner deemed unacceptable shall be called for disciplinary hearing in accordance with the Society's laid down procedures.

56.0 Liquidation

- a) The Director may:
 - i. After an inspection under or an investigation as per the provisions of the Co-operative Societies Act; or
 - ii. On the application of three-fourths (3/4) of the members of a Society
Make an order for the liquidation of the Society if he is satisfied that the Society ought to be dissolved.
- b) Any member of the Society may within six (6) weeks from the date of the liquidation order make an appeal to the Minister against the order.
- c) Where there has been no appeal, the order shall take effect on expiry of the six (6) weeks referred to above.
- d) Where an appeal has been made, the order shall not take effect until confirmed by the Minister.

57.0 Judicial Management

- (a) The Court may on application:
 - i. by the Director after an inspection under or an investigation as per the provisions of the Co-operative Societies Act; or
 - ii. by the members of the Society, where a Special Resolution of the members has been passed at a General Meeting,
Make an order of Judicial Management of the Society if it is satisfied that the Society ought to be under Judicial Management.
- (b) Any member of the society may within six (6) weeks from the date of the order make an appeal against the order.
- (c) Where there has been no appeal, the order shall take effect on expiry of the six (6) weeks referred to above.

- (d) Where an appeal has been made, the order shall not take effect until the appeal is discharged.

58.0 Common Seal

The Society may adopt and use a common seal. The seal may be a rubber-stamp bearing the words, "Seal of the **Maitlamo Savings and Credit Co-operative 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 Officers, and in the presence of, the officers authorized to sign documents on behalf of the Society.

59.0 General

- (a) All powers, duties and functions of members and officers of this Society, pursuant to the provisions of these Bye-Laws, shall be exercised in strict conformity with the Co-operative Societies Act, 2013 and the notified Regulations.
- (b) Any duties and obligations required to be carried out by a Manager in terms of the Co-operative Societies Act and Regulations shall be carried out by the Manager appointed under these Bye-Laws.
- (c) No officer or Board member shall receive from the Society any payment, apart from the actual costs of travelling and subsistence while working on the Society's business, except an honorarium, bonus or dividends from the net surplus as allowed in these Bye-laws.
- (d) The officers, members of Board, 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.
- (e) A copy of the Bye-laws shall be furnished to every member who request one upon payment of a fee not exceeding its actual cost to the society.

60.0 Acceptance

We, the undersigned officers of **Maitlamo Savings and Credit Co-operative Society Limited** named herein do hereby 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: MOATSE J M MOATSE 

Secretary: DIPOLOKANG ARIE 

Treasurer: ASILE THOMAS 

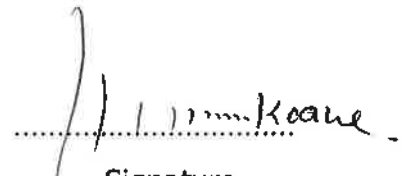
61.0 Registration

Approved by me and duly registered. Given under my hand at **Gaborone**.

This 12TH day of SEPTEMBER in the year 2024

Seal of the Director for
Co-operative Development
Development




Signature

Director for Co-operative