



Scottish League
of Credit Unions

Rulebook

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Section 1 Name and Objects

Rule 1.1 Name

The name of this Society shall be the Scottish League of Credit Unions.

Rule 1.2 Registered office

The Registered Office of the League shall be determined by the agreement of the members and may be changed by resolution of a general meeting. Notice of such change shall be sent to the Registrar of Friendly Societies within 14 days in a manner and form prescribed by law.

Rule 1.3 Objects

The objects of the League shall be:

- a. To promote, develop and support member credit unions in Scotland
- b. To educate the officers and credit union members in the philosophy and sound credit union practice and policies
- c. To provide support after registration to member credit unions
- d. To provide, or arrange for the provision of such services (which may, without prejudice to that generality, include arrangements whereby discretionary payments may be made to individual members of credit unions or their executors or dependants on the death of individual member or their dependants) as may be considered appropriate from time to time for the member credit unions and their members
- e. To represent the League members in relation to legislation, national or international authorities and those organisations involved in credit union development

Rule 1.4 Powers

The League shall, subject to law, have such power to carry out such actions as deemed necessary for the accomplishment of the stated objectives.

Section 2 Membership

Rule 2.1 Membership

Membership of the League shall consist of and be limited to all credit unions registered in Scotland who apply for and are granted membership of the League in compliance with Section 2, Rule 2.

Rule 2.2 Application for Membership

Applications for membership/associational membership shall be made in writing in such form as the Board of Directors may from time to time direct.

Rule 2.3 Necessary insurance

All registered credit unions and credit union study groups prior to registration shall have in force a policy of insurance against fraud or other dishonesty which complies with Section 15 of the Credit Unions Act 1979, and shall at all times maintain such policy.

Rule 2.4 Eligibility for Membership

An applicant shall be admitted to membership only when:

- a. Eligibility for membership has been established
- b. The application has been approved by a majority vote of the Board of Directors

Rule 2.5 Admission of Members

Membership of the League, subject to (RULE 4) above shall commence from the date either:

- a. Of registration of the credit union or
- b. The registration of the amendment to its rules and the adoption of the rules of the Scottish League of Credit Unions

Rule 2.6 Requirements of Membership

Members of the League shall be required to abide by the provisions of these rules and shall:

- a. Maintain at all times fully paid up policies as per (RULE 3) above
- b. Enter into or make arrangements to ensure the better protection of the members savings and the assets of the credit union.
- c. Operate in accordance with the adopted rules
- d. Supply to the League, copies of their Quarterly and Annual Return and audited accounts.

Rule 2.7 Protection of members savings

Where the Board of the League consider it necessary to protect the savings of the credit union members or the good name of the credit union it may appoint a representative, as provided for under Rule 106 of the standard model rules, to investigate the affairs of a member credit union.

Rule 2.8 Cessation of membership

A credit union shall cease to be a member of the League:

- a. By withdrawing from the League. Withdrawal shall not relieve a credit union from the payment of all sums due and for which it is liable.
- b. On cancellation of its registration.
- c. On expulsion from the League by resolution of the members in general meeting.

Rule 2.9 Registrar

The League shall inform the registrar when a credit union ceases to be a member.

Rule 2.10 Associational membership

- a. Subject to section 2 Rule 2 any credit union registered in Scotland may apply for and be granted associational membership of the Scottish League of Credit Unions.
- b. An associational member may send one member representative to any meeting of the League. Such representative shall be entitled to the right of a delegate on provision of such evidence as the League Board may determine, except that no associate member shall have the right to vote.

Section 3 Meetings of members

Rule 3.1 Annual meeting

The Annual General Meeting shall be held no later than the 30th April in each year, at such date, time and place as shall be determined by the Board of Directors.

Rule 3.2 Notice of meeting

Each member credit union shall be given not fewer than 30 days nor more than 60 days notice of the Annual General Meeting. Such notice shall be in writing and shall specify the date, time and place of the meeting. When notice has been posted generally to the members, the accidental omission to give notice to any member or the non-receipt of the notice to any member shall not invalidate any resolution passed or any proceedings taken at the meeting.

Rule 3.3 Quorum

The quorum for an Annual General Meeting shall be 10% of the members or 15 members whichever is the greater. The meeting may proceed to business if a quorum is established within one hour of the time set for the commencement of the meeting. If no quorum is present at the end of the period of one hour, the meeting shall be adjourned until a later date within 30 days, when the meeting so adjourned may proceed to business whatever the numbers of members present. No meeting shall be incompetent to transact business from the want of a quorum after the chair has been taken.

Rule 3.4 Chairperson

The President or in his/her absence the Vice-President shall preside at every Annual General Meeting. If neither is present within 15 minutes of the time set for the commencement of the meeting the Board of Directors shall elect one from their number to preside. Such chairperson shall act only until the arrival of either the President or Vice-President who shall then assume the chair.

Rule 3.5 Adjourned meetings

The chairperson may, for good and sufficient reason, and subject to the consent of the voting delegates at an Annual General Meeting where a quorum has been established, adjourn the meeting.

No business shall be transacted at an adjourned meeting other than the unfinished business of the meeting at which the adjournment took place.

It shall not be necessary to give written notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Rule 3.6 Qualification / delegation

At every general meeting each fully paid up member credit union may be represented by one delegate of full age and have one vote in respect of any matter dealt with at the meeting. No director, employee or supervisor of the league may act as a voting delegate of any credit union of which he/she is a member.

Rule 3.7 Special general meeting

A special general meeting may be called by the Board of Directors or the Supervisory Committee for good and sufficient reason and shall be called upon application of 10% or ten member credit unions, whichever is the greater number. Such application must be signed by at least one director from three member credit unions and must state the business to be conducted at the meeting.

If within one month of the date of receipt of such application by the League the board has not convened a special general meeting to be held within one month from the said date then the representative of any three members of the League acting on behalf of the signatories to the application may convene a special general meeting. The cost of such a meeting shall be borne by the League.

Rule 3.8 Conduct of business

A special general meeting shall not conduct any business not specified in the notice convening it.

Rule 3.9 Voting rights

- a. Each member credit union may appoint from its membership one delegate of full age who shall vote on each voting issue including elections, at every annual or general meeting.
- b. The delegate must be a person of good standing with his/her credit union.
- c. No director, supervisor or employee of the League may act as a delegate of any credit union of which he/she is a member.

Rule 3.10 Voting procedure

Votes at a general meeting shall be by card vote unless a secret ballot is demanded by the Board of Directors or by 5 delegates present at the meeting. All motions shall be carried by a simple majority.

Rule 3.11 Order of business

The order of business and the agenda of Annual General Meetings shall be decided by the Board subject to any resolution of the members in general meeting.

Rule 3.12 Motions

The Board of Directors, Supervisory Committee and member credit unions may put forward motions for consideration at the Annual General Meeting. Motions put forward shall be in writing and signed by the chairperson and secretary of the relevant committee.

Section 4 Standing Orders

Rule 4.1 Standing orders defined

Standing orders for the Annual General Meeting shall inter alia be:

- a. Each motion shall be formally proposed and seconded provided that the seconder shall not be a delegate from the same credit union as the proposer of the motion. A motion submitted by the Board of Directors or Supervisory Committee shall be formally proposed and seconded by a voting delegate. Subject to the discretion of the chairperson the proposer of a motion may be allowed to speak for not more than five minutes and each succeeding speaker for not more than three minutes. Discussion on any motion shall not exceed thirty minutes unless the meeting determines otherwise.
- b. No delegate shall be entitled to propose a motion submitted by a credit union other than that which he/she represents.
- c. Whenever an amendment is moved to any motion no other amendment shall be taken until the first amendment is disposed of.
- d. No delegate shall be permitted to speak more than once on any one motion, except that the proposer of the motion may have the right to reply but in doing so shall speak for no more than three minutes and shall not introduce new matter.
- e. When the proposer has exercised his/her right to reply there shall be no further discussion and the question shall be put to vote.
- f. Speakers to reports to the Annual General Meeting, other than the person presenting the report, shall speak only once and for not more than three minutes on any one report save to raised points of order or information.
- g. No person shall address the Annual General Meeting unless called upon to do so by the chairperson. Before addressing the meeting the person shall acknowledge the chair, identify him/herself and the credit union or committee he/she represents.
- h. When the chairperson rises to speak, all delegates shall be seated and any delegates who wilfully disregard the ruling of the chair after due warning, or who is guilty of gross disorderly conduct in interrupting the proceedings of the meeting shall be suspended from further attendance at the session.
- i. Points of order or information may be acceptable by the chairperson at his/her discretion.

- j. The chairperson may extend the privilege of the floor to such persons as he/she deems appropriate.
- k. The decision of the chairperson on any point concerning the conduct of the meeting not covered by these orders shall be final.
- l. In the event of a motion ‘that the meeting proceeds to the next business’ being proposed and seconded, all further discussions on the matter before the chair shall cease until such motion is put to a vote. If the procedural motion is carried the matter under consideration and any amendments shall be deemed to have been disposed of and the next business on the agenda shall be taken up. If the procedural motion is lost, the discussion shall be resumed.
- m. Provided that no speaker is interrupted for the purpose and the proposer is either the motion or amendment to the motion is not denied the right to reply then the proposal ‘that the question be put now’, if seconded, shall be decided without discussion. If the proposal is lost the discussion on the original motion shall be resumed.
- n. Procedural motions shall be moved and seconded only by members who have not already spoken in the debate.
- o. The acceptance of a procedural motion shall be at the discretion of the chairperson. The delegates must be fully advised of the consequences of such procedure.
- p. The Board of Directors shall appoint such appropriate number of tellers as may be approved by the meeting. The tellers shall be responsible for ascertaining and reporting to the chairperson the number of votes cast for, against and abstentions on any matter under vote.
- q. In the event of an equal number of votes being cast for and against a motion, the motion shall be considered not to have been carried.
- r. All unfinished business at an Annual General Meeting shall be referred to the Board of Directors subject to the approval of the Annual General Meeting.

Section 5 Election procedure

Rule 5.1 Nomination to Board of Directors

Each member credit union may nominate a person for election to the Board of Directors on a form provided for that purpose. Nomination forms shall be issued not less than 60 days prior to the Annual General Meeting and must be returned to the League not later than 30 days before the date of the Annual General Meeting. Nominations must be signed by the chairperson and secretary of the nominating credit union and the nominee must indicate his/her written consent. Subject to provisions of Section 5 (**RULE 2**) any nomination not complying with the above provisions shall be deemed invalid and the nominating credit union shall be so informed.

Rule 5.2 Nominations from the floor

Where an insufficient number of nominations has been made to fill all the vacancies on the Board of Directors, the chairperson may call for nominations from the floor. Such nominations must be seconded and the nominee must be present and give his/her consent to the nomination.

Rule 5.3 Election procedure

When nominations are closed elections shall be held. Each delegate shall be entitled to vote, by writing on the ballot paper the names of the nominees in order of preference. When voting is completed the votes shall be counted by the appointed tellers. The result of the ballot shall be announced by the chairperson. The candidates receiving the highest number of votes shall be declared elected. In the event of a tied vote a runoff election ballot shall be taken until all seats are decided.

Section 6 Board of directors

Rule 6.1 Composition of Board / term of office

The Board of Directors shall consist of no less than seven nor more than fifteen persons.

Regular terms of office shall be for three years. A person shall be eligible for re-election immediately on retirement, but no person shall hold office either in the capacity of League director or supervisor or any combination of those offices for more than three consecutive terms. Except that such a person shall be eligible for re-election at the end of a three year period from the Annual General Meeting at which he/she retired.

Rule 6.2 Board Responsibility

Subject to Law, these rules and the decisions of the League membership in general meeting, the Board of Directors shall have the general control and management of the affairs and funds of the League and shall pursue the policies as determined by the membership in general meeting for the attainment of agreed objectives.

Rule 6.3 Board Meetings

The Board of Directors shall meet not less than four times each year. The meetings to be summoned in such manner and to be held on such date, time and place as may be determined by the Board of Directors.

Rule 6.4 Quorum

A majority of the number of directors in office at any given time shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum cannot be established the meeting may be adjourned to a date not less than three days nor more than thirty days from the date of the adjourned meeting.

Rule 6.5 Voting

Each director shall have one vote on any matter under discussions. In the event of there being equality of voting, the chairperson of the meeting shall have the casting vote.

Rule 6.6 Sub-Committees

The directors may appoint such committees as deemed necessary to carry out such functions as may be delegated to them by the Board. The committee will work under the direction of the Board and subject to the authority of the Board.

Rule 6.7 Validity of Actions

All actions taken by any meeting of the directors or of a committee duly appointed by the board and in pursuance of any authority duly given shall, even if it be discovered afterwards that there was a defect in the appointment of any director or committee member, be as valid as if such defect had not existed.

Rule 6.8 Pecuniary interest

No director or employee of the League shall in any manner, either directly or indirectly, participate in the deliberation upon, or the determination of any question affecting his/her pecuniary interest nor the pecuniary interest of any person in whom he/she is directly interested. Such person shall withdraw from the meeting. His/her withdrawal shall not make the meeting inquorate.

Rule 6.9 Indemnification of Officers

Any director or employee of the League shall be indemnified against all costs, or expenses incurred in the discharge of his/her duties as authorised by the Board of Directors. The Board shall pay such indemnity from the funds of the League.

Rule 6.10 Removal from Office

The office of director shall be deemed to have been vacated if the director:

- a. Is absent without due reason accepted by the Board from three consecutive meetings of the Board.
- b. Resigns his/her office by notice of writing.

Rule 6.11 Cessation of Office

A director shall cease to hold office if he/she:

- a. Ceases to be a member of a credit union.
- b. Is convicted of fraudulent or dishonest practice.
- c. Is adjudged bankrupt.
- d. Becomes an employee of the League.
- e. Cease to comply with Section 3 rule 9(b)
- f. Is removed by the affirmative decision of a majority of the Board members present and voting at a Special Meeting called for that purpose. No director shall be removed from office unless he/she has been given fourteen days notice of the meeting and the intention to remove him/her from office and has been afforded the opportunity to be represented and heard.

Rule 6.12 Casual Vacancies

A casual vacancy occurring in the Board of Directors shall be filled by a majority decision of the directors present at a meeting of the board where the matter is under consideration. A person so elected shall hold office only until the conclusion of the next Annual General Meeting. The Supervisory Committee shall be represented at a meeting where a casual appointment is under consideration and shall, if there be more nominees than vacancies scrutinise the voting procedure.

No director may propose or second more than one candidate.

Section 7 Executive

Rule 7.1 Executive Committee

Within seven days following the Annual General Meeting the board of Directors shall elect from its number a president, vice-president, secretary and treasurer. Each position shall be decided by ballot. Ballot papers shall be issued for each office and the person receiving the majority of votes in each case shall be deemed to be elected to the post. A person so elected shall hold office until the election of his/her successor. The Supervisory Committee shall issue the ballot papers and act as tellers.

Rule 7.2 President

The president shall preside at meetings of the members and at Board meetings. He/she shall perform such duties as appertain to the office of chairperson or as directed by the Board.

Rule 7.3 Vice President

The vice-president shall perform all the duties of the president in his/her absence or in the event of the president being unable to fulfil the duties of the office.

Rule 7.4 Secretary

The elected secretary shall be recognised as the General Secretary. He/she shall give or cause to be given notice of all meetings of the League and of the board. He/she shall keep or cause to be kept minutes of all meetings and to retain custody of such minutes. Minutes of all meetings shall be read at the next appropriate meeting and signed by the chairperson of the meeting at which they are presented.

Rule 7.5 Treasurer

The treasurer shall cause to be kept proper books of accounts relating to:

- a. All receipts and expenditure of the League.
- b. All sales and purchases of the League.
- c. The assets and liabilities of the League.

Such books shall give a true and fair view of the League's affairs and explain all transactions. The treasurer shall ensure that a satisfactory system of control of the books of account and funds is in place and maintained at all times. The treasurer shall cause such financial reports and returns to be prepared as the Board direct.

Rule 7.6 Duties

The executive committee shall carry out such duties as may be assigned to it from time to time by the Board of Directors. The executive shall not have power to determine policy or reverse a decision already taken by the Board.

Rule 7.7 General Secretary

The General Secretary as elected under Rule 7.1 shall have full voting rights.

In addition to such duties as prescribed under **SECTION 7** Rule 4 **ABOVE** the General Secretary shall be responsible for the day to day administration of the League and such matters as referred to him/her from the Board of Directors.

- a. May appoint or dismiss such employees of the League as the Board may authorise.
- b. May speak on behalf of the Board at any general meeting if so empowered.
- c. Shall carry out such other duties as may be specified by the League in general meeting.

Section 8 Supervisory Committee

Rule 8.1 Composition/term of Office

The supervisory committee shall consist of three persons who shall have the same qualifications as are required for election to the League Board. Regular terms of office shall be for three years and shall be so arranged that one supervisor shall retire each year. A person shall be eligible for re-election subject to Sections 6 **RULE 1**.

Rule 8.2 Chairperson/Secretary

The supervisory committee shall choose from its number a chairperson and secretary. The secretary shall prepare and have custody of recorded actions taken by the committee.

Rule 8.3 Casual Vacancy

A casual vacancy in the supervisory committee shall be filled by the remaining members thereof and the person so appointed shall hold office only until the conclusion of the next Annual General Meeting.

Rule 8.4 Meetings

The supervisory committee shall meet not less than four times in each year and shall present a written report to each Annual General Meeting.

Rule 8.5 Duties

The supervisory committee shall have the duty of ensuring the integrity and philosophy of the credit union **MOVEMENT** is upheld and in particular shall:

- a. Ascertain that all actions and decisions of the Board of Directors are in accordance with these rules and the decision of the members in general meeting.
- b. Ensure that the motions passed by any general meeting are acted on by the Board or as otherwise directed.
- c. The members of the supervisory committee may be present at any meeting of the League Board but shall be allowed to speak at any such meeting only at the discretion of the chairperson.
- d. The members of the supervisory committee shall remain independent and shall not be members of any committee set up by the Board of Directors. They may attend such committee meetings and shall have the right to speak and be heard at any such meeting.
- e. All records of the Board and its committees and any other records necessary to the work of the supervisory committee shall be made available when requested.
- f. The supervisory committee may report to the auditor any matter it feels should receive particular attention.

- g. The supervisory committee may incur any necessary expenses in carrying out its duties, including any assistance employed or utilised by the committee for the purpose. If the Board consider such expenses have not been properly incurred it may refuse to authorise payment of same.
- h. If the supervisory committee consider that the Board or any member thereof is not properly discharging his/her duties it may after notifying the Board of Directors inform the membership of the position.
- i. The office of supervisor shall be deemed vacated if:
 - (1) The supervisor is absent without due reason accepted by the committee from three consecutive meeting of the committee
 - (2) The supervisor is convicted of fraud or dishonesty.
 - (3) The supervisor resigns his/her office in writing.

Section 9 Forums

Rule 9.1 Forum

Member credit unions shall be organised in Forums to secure the co-operation of members towards the attainment of the objectives of the League.

Rule 9.2 Function

The function of the forum shall be:

- a) To promote membership by organising study groups.
- b) To sponsor study groups for registration under the model rules and for membership of the League.
- c) To sponsor education under the direction of the League.
- d) To provide a social setting for credit union promotion and participation.

Rule 9.3 Eligibility for Office

No director or supervisor shall hold any office in the Forum.

Rule 9.4 Meetings

Forum meetings shall be held regularly and not less than four times a year. One of its meetings shall be the Annual General Meeting.

Rule 9.5 Liability

No Forum shall have the power to bind the League or Board of Directors in any way or to incur any liability on behalf of the League.

Rule 9.6 Finance

A Forum may be financed in any manner determined by its members in Annual General Meeting. A grant may be made available if the finances of the League can support such a measure. Such grants shall be at the discretion of the Board of Directors.

Rule 9.7 Financial Year

The financial year of the Forum shall end on the last day of December or such other date as determined by the members.

Section 10 Finance of the League

Rule 10.1 Method

The operation of the League (and, where the League provides or arranges for the provision of services for the member credit unions and their members, the cost of those services) shall be financed by the payment to the League by or on behalf of its members of such sums as may be determined by the Annual General Meeting or from any source as is deemed appropriate by the members in general meeting.

Rule 10.2 Discretionary payment

For the avoidance of doubt, the matters to be financed by the payments referred to in [Section 10 Rule 1](#) may include any arrangements (whether operated by the League or by a Trust or some other body) whereby discretionary payments may be made to individual members of credit unions or their executors or dependants on the death of individual members or their dependants.

Rule 10.3 Capacity to borrow

The Board of Directors shall not borrow without adequate security. The amount not to exceed twenty-five per cent of the total income receivable by the League in the previous financial year.

Rule 10.4 Financial year

The financial year of the League shall end on the last day of December in each year.

Rule 10.5 Dues

A member or former member of the League shall be eligible for payment of any dues in respect of the year it ceased membership of the League.

Rule 10.6 Banking of funds

All funds of the League shall be lodged not later than the third banking day after receipt.

Rule 10.7 Signatories

All cheques, and other negotiable instruments and all receipts or monies paid to the League shall be signed, drawn, accepted or executed, as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.

Rule 10.8 Dealing with property

Subject to any decisions of the members the Board of Directors may in any manner it deems fit, purchase, hold, lease, sub-lease, sell, mortgage, manage and develop property and land and may acquire, erect, pull down, repair, alter, remove or re-erect buildings, walls and fences on such land; and otherwise deal with such land or property and any rights thereover and any interest therein, on behalf of the League.

Section 11 Amendment of Rules

Rule 11.1 Method of Amendment

These rules may be amended only by a resolution carried by not less than two-thirds of the votes given thereon at an Annual General Meeting or special general meeting called for the purpose provided that notice of the proposed amendment shall have been given to each member and to the auditor at the same time as the notice of the meeting is given.

Rule 11.2 Proposal of Amendment

Subject to Section 3, Rule 12 any member or other body authorised by these rules for the purpose may propose an amendment of rule by serving notice of the proposed amendment on the Board of Directors whose duty shall be to incorporate the proposed amendment in the agenda for the next Annual General Meeting or special general meeting called for any purpose. Notice of a proposed amendment shall identify the existing rule or sub-section of rules and quote in full the proposed amendment.

Rule 11.3 Amendments

Where the Board of Directors of the League decide that in the interest of the League a rule change should be recommended, then, that amendment will be considered at the next Annual General Meeting or special general meeting called for this purpose. Amendments under this rule shall be carried by not less than two-thirds of the votes cast.

Section 12 Dissolution

Rule 12.1 Method of Dissolution

The League may be dissolved by an instrument of dissolution to which no fewer than three-fourths of the members have given their consent attested by the signatures of the chairperson, secretary and chairperson of the supervisory committee of the member credit unions.

Rule 12.2 Disposal of Surplus

If on dissolution of the League there remains any property whatsoever, such property shall be distributed among the member credit unions in the proportion agreed by resolution of the members in meeting.

Section 13 Miscellaneous

Rule 13.1 Custody of Records

The books of accounts and all other records of the League shall be kept at such place as determined by the Board of Directors and shall at all reasonable times be freely available for inspection by any director or supervisor of the League.

Rule 13.2 Insurances

The Board of Directors shall cause to be carried such insurances as may be necessary to carry on the business of the League.

Rule 13.3 Confidentiality

All decisions of the Board of Directors shall be binding on each director and all matters concerning the business of the League shall be considered confidential by the directors. No director may presume to speak, publish or cause to be published any matter or act without prior authorisation of the Board.

Rule 13.4 Confederation

The League may by resolution of the members join other co-operatives, associations or confederations to further the credit union movement at large.

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