



Republic of Namibia
Annotated Statutes

REGULATIONS

REGULATIONS SURVIVING IN TERMS OF

Co-operatives Act 23 of 1996
section 110(2)

**Model Regulations for Co-operative
Agricultural Societies with Unlimited Liability**

Government Notice 313 of 1946

(OG 1277)

came into force on date of publication: 22 October 1946

The Model Regulations for Co-operative Agricultural Societies with Unlimited Liability were originally made in terms of section 14 of the Co-operatives Societies Ordinance 15 of 1946, which was repealed by the Co-operatives Act 23 of 1996. Pursuant to section 110(2) of the Co-operatives Act 23 of 1996, the Model Regulations for Co-operative Agricultural Societies with Unlimited Liability are deemed to have been made under that Act. Please note that in terms of these regulations, 1 British Pound (£1) is equivalent to 2 Namibian Dollars (N\$2). Additionally, there are 20 shillings in a pound and there are also 240 pence in a pound of British currency. The abbreviation “s” refers to shillings and the abbreviation “d” refers to pence.

ARRANGEMENT OF REGULATIONS

[Most of the individual regulations have no headings.]

“A”

MODEL REGULATIONS FOR CO-OPERATIVE AGRICULTURAL SOCIETIES WITH
UNLIMITED LIABILITY

“B”

MODEL REGULATIONS FOR CO-OPERATIVE AGRICULTURAL COMPANIES WITH
LIMITED LIABILITY

“C”

MODEL REGULATIONS FOR FARMERS’ SPECIAL CO-OPERATIVE COMPANIES
WITH LIMITED LIABILITY

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

“D”

MODEL REGULATIONS FOR CO-OPERATIVE TRADING SOCIETIES, WITH LIMITED LIABILITY

CO-OPERATIVE SOCIETIES ORDINANCE, 1946

SCHEDULE A

APPLICATION FOR REGISTRATION OF A CO-OPERATIVE AGRICULTURAL SOCIETY WITH UNLIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE B

FORMATION OF A CO-OPERATIVE AGRICULTURAL SOCIETY WITH UNLIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE C

APPLICATION FOR REGISTRATION OF A CO-OPERATIVE AGRICULTURAL COMPANY WITH LIMITED LIABILITY, OR A FARMERS’ SPECIAL CO-OPERATIVE COMPANY WITH LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE (No. 15 of 1946)

SCHEDULE D

FORMATION OF A CO-OPERATIVE AGRICULTURAL COMPANY WITH LIMITED LIABILITY, OR A FARMERS’ SPECIAL CO-OPERATIVE COMPANY WITH LIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE E

APPLICATION FOR REGISTRATION OF A CO-OPERATIVE TRADING SOCIETY WITH LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE F

FORMATION OF A CO-OPERATIVE TRADING SOCIETY WITH LIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE G

APPLICATION FOR REGISTRATION OF A CENTRAL OR FEDERAL CO-OPERATIVE COMPANY WITH LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE H

FORMATION OF A CENTRAL OR FEDERAL CO-OPERATIVE COMPANY WITH LIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

SCHEDULE I

APPLICATION FOR THE REGISTRATION OF AN AMENDMENT OF THE REGULATIONS OF CO-OPERATIVE SOCIETIES AND COMPANIES REGISTERED, OR DEEMED TO BE REGISTERED, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

SCHEDULE J
CERTIFICATE OF REGISTRATION

SCHEDULE K
INSPECTION OF DOCUMENTS KEPT BY THE REGISTRAR

SCHEDULE L
LIQUIDATOR'S FEES

SCHEDULE M
NOTICE OF THE SITUATION, OR CHANGE IN THE SITUATION OF THE REGISTERED OFFICE OF*

“A”
MODEL REGULATIONS FOR CO-OPERATIVE AGRICULTURAL SOCIETIES WITH UNLIMITED LIABILITY.

*Regulations of the Co-operative
Agricultural Society.*

Name

1. The name of the society is the
Co-operative Agricultural Society.

Office

2. The registered office of the society shall be situate at

Objects

- 3.** The objects of the society are -
- (a) to dispose of the agricultural products and livestock of the members in the most profitable manner;
 - (b) to manufacture or treat the agricultural or livestock products of the members and to dispose of the products so manufactured or partly manufactured in the most profitable manner;
 - (c) to purchase or otherwise acquire on behalf of, and to supply to, the members agricultural implements and machinery, seeds, manure and other farming requisites;
 - (d) to acquire by purchase or otherwise, and to hire, any movable and immovable property required for the carrying out of the objects of the society and to dispose of or let any such property;

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (e) to engage competent persons to carry out any of its objects and to give instruction and advice to the members on farming operations;
- (f) to raise money on loan for any of the lawful objects of the society and for that purpose to mortgage the movable and immovable property of the society;
- (g) to advance money to the members on produce delivered by them to the society;
- (h) to acquire by purchase or otherwise shares in any central co-operative agricultural company or central farmers' special co-operative company registered or deemed to be registered under the Co-operative Societies Ordinance, 1946.

Period of Establishment

4. The Society shall be established for a period of years, which period may, subject to the provisions of regulation 51, be extended from time to time.

Capital

5. The society shall not be required to have any fixed capital, and the funds necessary for carrying on its operations shall be procured -

- (a) by means of loans raised by the society;
- (b) by acquisition in any other manner, and shall include the reserve fund.

Membership

(a) *Entrance.*

6. *Bona fide* farmers may become members by application to the board of directors, which shall have the right to accept applicants for membership on the basis of these regulations or to refuse membership without assigning any reason for doing so.

7. Every person desirous of becoming a member must sign in duplicate the form of application provided for the purpose and forward it (in duplicate) to the board of directors which shall decide within three months at a properly constituted board meeting whether or not membership shall be granted, and which shall cause the applicant to be notified in writing of its decision within a reasonable time.

8. Every member shall by his signature on the application for membership be bound by the existing regulations and any additional regulations or amendments to the regulations which from time to time may lawfully be made.

9. Every member shall pay an entrance fee of which amount may be altered at any annual general meeting. This entrance fee shall be added to the reserve fund of the society.

10. The widow of a deceased member or any beneficiary in the estate of a deceased member may, subject to the approval of the board of directors, become a member in place of the deceased and may, as such beneficiary take over within two months after his death, the rights and obligations of the deceased member in the society. If neither the widow nor any beneficiary takes over such rights and obligations, the beneficiaries shall be entitled to receive a certain

**REGULATIONS
Co-operatives Act 23 of 1996****Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability**

amount which shall be determined by the board of directors but which shall in no case exceed 75 per cent. of the deceased's interest in the society at the close of the financial year in which he died.

[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]

(b) *Resignation and Expulsion.*

11. A member may resign only at the end of the financial year and then only if he shall previously have given six months' written notice to the society of his intention to resign. Such notice shall be placed on the agenda, and be recorded in the minutes of the first meeting of the board of directors after its receipt by the society, and the member shall thereafter with as little delay as possible be notified in writing by the society that the notice has been so recorded. A member shall not be allowed to withdraw his notice of intention to resign without the consent of the board of directors conveyed to him in writing.

12. A member may be expelled from the society at the end of any financial year if such expulsion has been previously agreed to by not less than two-thirds of the members present at a general meeting specially convened for that purpose -

Provided that a member shall not be expelled except -

- (a) in the event of such member calling a meeting of creditors or arriving at a compromise with them;
- (b) in the event of such member being declared insolvent or at any time failing to pay his true and lawful debts, or any order being issued against him by any court of law for payment of money;
- (c) in the event of such member failing to discharge his obligations to the society, whether prescribed by these regulations, or arising out of any contract.

13. The membership of a deceased member shall be deemed to have terminated at the close of the financial year during which he died.

14. If a member becomes insolvent, such insolvency shall not, in itself, terminate membership.

15. In the event of a member resigning consequent upon his relinquishing farming operations, he may, subject to the approval of the board of directors, cede his rights in the reserve fund and all assets of the society to any member of his family who agrees within two months thereafter to become a member of the society: Provided that the rights so acquired shall be subject to all the conditions of membership and provided further that such approval of the directors be obtained by resolution of the board passed within three months from the date upon which such resignation takes effect.

16. Save as is provided in regulation 15, members who have resigned or have been expelled shall have no claim in the reserve funds or other property of the society.

Liability of Members

**REGULATIONS
Co-operatives Act 23 of 1996****Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability**

17. It shall be a condition of membership that all members be jointly and severally liable for payment of the debts and obligations of the society: Provided that subject to the provisions of the next succeeding paragraph of this regulation, any person who has resigned his membership or who has been expelled from the society, and the estate of any person, who has died, shall not be liable -

- (a) in respect of any of the society's debts and obligations incurred after such resignation, expulsion or death; and
- (b) in respect of any of the society's debts and obligations whatever as soon as the balance-sheet and profit and loss accounts of the society, signed by its auditor, disclose a credit balance in favour of the society

**[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]**

Provided further, that no person shall be liable for the repayment of any loan raised by the society prior to the date at which he became a member which has been used in whole or in part for making advances to the members of the society or supplying farming requisites to its members or defraying the cost of handling, treating or disposing of the products of its members, unless he has received from the society an advance out of the proceeds of the loan or has been supplied by the society with farming requisites purchased or otherwise acquired out of the proceeds of the loan or unless the cost to the society of handling, treating or disposing of any of his products has been defrayed out of the proceeds of the loan.

Notwithstanding anything contained in the provisos to this regulation every member who has resigned or has been expelled shall, in the event of the winding up of the society, also remain liable for the costs, charges and expenses of the winding up if such winding up is commenced within twelve months after the resignation or expulsion of such a member.

18. In the event of the balance-sheet and profit and loss account disclosing that the operations of the year have resulted in a loss to the society, such loss, less any amount that may be appropriated from the fund accumulated under paragraph (b) of regulation 70 shall be borne in equal shares by the members of that year and the amount of each member's share shall be a debt due by the member to the society and recoverable by the society from the member.

Board of Directors

19. The operations of the society shall be managed and controlled by a board of directors consisting of seven members. At the first annual general meeting three of the directors, whose names shall be determined by ballot, shall retire, after which the directors shall retire annually by rotation of four and three.

20. Retiring directors may be re-elected.

21. Any casual vacancy occurring on the board of directors during the year shall be filled by the remaining directors until the next general meeting. Any director so appointed at such general meeting shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

22. The society may by resolution passed at a general meeting, specially convened for that purpose, remove any director before the expiration of his period of office and appoint another qualified person in his stead. Any director so appointed shall not hold office for a period

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

23. Four directors shall form a quorum of any meeting of directors.

24. The directors shall elect from amongst themselves a chairman and a vice-chairman.

25. Questions arising at any meeting of the board of directors shall be determined by a majority of votes, and in the case of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

26. The board of directors shall act in the name of the society and shall exercise, within the limits of these regulations, its powers as if they had been determined at a general meeting.

27. The board of directors shall report and account for all its transactions at each general meeting when called upon so to do.

28. The directors shall meet as often as is necessary.

29. The position of a director shall be honorary, save and except when he is appointed to perform special services for the society; but out-of-pocket expenses incurred by a director when engaged on the business of the society, shall be refunded to him.

(Or Alternative Clause.)

All necessary and actual out-of-pocket expenses incurred by the directors by reason of their being engaged on the business of the society shall be refunded to them, and the society may also at the annual general meeting vote to the directors remuneration for their services during the previous financial year.

30. The board of directors shall engage a sufficient staff to carry on the business of the society and shall fix their salaries and determine their duties. The board of directors shall also have the right of suspension and dismissal of employees.

31. The board of directors shall cause every officer in the employ of the society occupying a position of trust to give adequate security.

32. The board of directors shall cause books of account to be opened in a form approved by the Registrar which shall truly reflect the transactions of the society, and shall see that such books are kept up-to-date.

33. The board of directors shall open a banking account in the name of the society into which all moneys received shall be deposited as soon as possible after receipt. All cheques drawn on such account shall be signed by one of the directors and countersigned by the secretary or some other officer authorised by the board of directors. The board of directors may also open a banking account in the name of the secretary as such, into which account it may cause to be paid by means of cheques drawn on the first-mentioned account, such moneys as may from time to time be necessary in order to enable the secretary to defray current expenses and to make such advances to members as they may be entitled to from time to time: Provided that the total amount of the banking account opened in the name of the secretary as such shall in no case exceed the amount in respect of which the secretary has given security in terms of regulation 31.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

34. The board of directors shall arrange insurance against loss or damage to, or liability of, the society by reason of fire, accident, peril of the sea, or otherwise, and shall also effect such insurance in respect of members' produce or other goods while under the care and control of the society.

35. The board of directors shall cause minutes of the proceedings at all general meetings and of every meeting of the board of directors to be entered in separate books kept for the purpose and containing properly arranged details of the business conducted at any such meeting. The minutes of the proceedings of each board, annual general or special general meeting shall be submitted at the next ensuing board, annual general or special general meeting (as the case may be), and, if passed at such meeting as correct, shall be confirmed by the signature of the chairman thereof.

36. Without prejudice to the powers conferred by regulation 26, it is hereby expressly declared that the board of directors shall have power -

- (a) to make by-laws provided they are not in conflict with these regulations;
- (b) to secure the repayment of any loans legally raised in such manner and upon such terms and conditions as it thinks fit, and in particular by the execution of mortgage bonds and the issue of debentures chargeable upon all or any part of the property and rights of the society;
- (c) to give in the name and on behalf of the society indemnities in pursuance of a guarantee to be issued in respect of any obligation incurred or contract entered or to be entered into by the society;
- (d) to impose on members the fines prescribed by these regulations. Any fines so imposed shall be added to the reserve fund. Any moneys (other than an advance) due to a member in respect of produce delivered by him to the society may be applied in payment of any fines imposed on him by the society: Provided that whenever the board of directors has decided to impose a fine on a member, it shall cause to be transmitted to him written notice of its intention and the reasons therefor and state in the notice that at a time, date and place to be specified therein he may appear before the board in person with or without witnesses or may send to the board a written statement signed by himself and by others for the purpose of showing cause against the imposition of the fine. The imposition of the fine shall be deferred until the expiry of the date and time specified in the notice.

37. A director shall vacate his office -

- (a) if he becomes insolvent or compromises with his creditors; or
- (b) if he becomes of unsound mind, or is convicted of an offence and sentenced to any period of imprisonment without the option of a fine; or
- (c) if he absents himself from four consecutive ordinary meetings of the board without its leave (and such leave shall not be granted for a period covering more than six consecutive ordinary meetings, unless the absence be on the business of the society); or
- (d) if he resigns his membership of the society, or is lawfully expelled therefrom; or

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (e) if he gives one month's notice in writing to the board of his intention to resign office and his resignation is accepted by the board.

Borrowing Powers

38. The board of directors may not raise a loan involving a liability of the society exceeding £100 (one hundred pounds), unless such loan has been approved by not less than two-thirds of the members present at a special general meeting convened for that purpose, of which notice, stating full particulars of the proposed loan, has been duly given.

General Meetings

39. An annual general meeting of members shall be held within four months after the close of the financial year for the purpose of -

- (a) reading and considering the balance-sheet, profit and loss account and auditor's report;
- (b) considering a general report by the directors;
- (c) electing directors and an auditor; and
- (d) dealing with any general business, including any complaints that may be made by members.

40. The board of directors or any two directors may, whenever they think fit, convene a special general meeting.

41. A special general meeting shall be convened at any time upon a requisition in writing to the board of directors signed by not less than one-tenth, but in no case less than five of the members of the society, for the consideration of such business as shall be specifically stated in the requisition. If within twenty-one days after the transmission of such requisition a special general meeting be not convened by the board and held within twenty-one days from the date of the notice convening the meeting, it may be convened by the requisitionists.

42. All meetings, whether annual or special general meetings, shall be convened by notice which shall be posted to the addresses of the members at least fourteen days before the date fixed for the meeting and shall specify the date, place and hour of the meeting, and the nature of the business to be transacted. The non-receipt of such notice by any member shall not invalidate the proceedings at any such meeting.

43. The chairman of the board of directors, if present, shall be the chairman of any general meeting, unless the meeting otherwise determines by resolution.

44. One-tenth of the members of the society shall form a quorum: Provided that a quorum shall in no case consist of less than five members.

45. No item of business shall be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.

46. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall not be held. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or if that day

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

is a public holiday, it shall stand adjourned to the next day which is not a public holiday, and if at such adjourned meeting a quorum is not present within one hour from such time, the members present, not being less than five, shall constitute a quorum: Provided that whenever it is by these regulations required that the question for decision by a general meeting shall be determined by a specific number or majority of votes and not by a bare majority of votes only, the quorum prescribed by regulation 44 must be secured.

47. Members shall record their votes in person and no member shall have more than one vote.

48. Save as is otherwise provided in these regulations, every question for decision by a general meeting shall be determined by a majority of members personally present thereat, and on a show of hands, unless a poll be demanded by at least five members.

49. At a poll the voting shall be by ballot.

50. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall have a casting vote in addition to his deliberative vote.

Amendment of Regulations

51. No alteration shall be made in these regulations, unless such alteration has been approved by at least two-thirds of the members present at a general meeting specially convened for that purpose. Any alteration lessening the period of establishment of the society shall require the approval of not less than two-thirds of the total number of members of the society.

Financial Year

52. The financial year of the society shall be from the first day of July to the thirtieth day of June next ensuing, both days inclusive.

Audit

53. Auditors shall be appointed, their duties regulated, and their remuneration fixed, in accordance with the provisions of section *forty-three* of the Co-operative Societies Ordinance, 1946, or any amendments thereof for the time being in force.

54. A copy of the balance-sheet and profit and loss account duly signed by the auditor and a majority of the directors shall, with the auditor's report attached thereto, be open for inspection of the members at the office of the society at least fourteen days before the date fixed for the annual general meeting, and be sent to the Registrar immediately such period of inspection commences. Such balance-sheet, profit and loss account and auditor's report shall also be read at the annual general meeting, unless the meeting otherwise determines.

Delivery of Produce

55. Every member shall be bound to sell the whole of his produce, viz.:
..... through the society, with the exception of what he requires for his own consumption, provided that the society is in a position to deal with such produce.

56. Every member shall pay into the reserve fund of the society a fine of
for every lb. of produce which he fails to deliver in accordance with

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

the last preceding regulation, and shall also be liable for any further loss or damage which the society may sustain by reason of his failure to deliver, except in the special circumstances indicated in regulation 62.

57. Every member must, immediately after reaping, furnish the board of directors in writing with particulars concerning -

- (a) the kind, quality and quantity of his harvest;
- (b) the number of which he will require for own consumption.

58. Any member who fails to comply with the last preceding regulation shall be liable to a fine of £10.

59. Every member shall with as little delay as possible after reaping deliver his produce to the society.

(Or alternative clause.)

The board shall, as soon as possible after being furnished with the particulars mentioned in regulation 57, inform the member where and within what time he will be required to deliver his produce.

60. All produce must be properly classified and marked. In case of any dispute as to the produce delivered, the decision of the board or its nominee shall be final. All produce shall, where possible, be sold according to weight as well as quality.

61. No advance shall be paid to any member until the produce in respect of which such advance is made, has been delivered to the society.

62. In the event of a member's crop being damaged or destroyed by circumstances beyond his control so that he cannot fulfil his engagements towards the society, he shall be relieved of his obligations in so far as the delivery of such crop is concerned: Provided that he immediately advises and satisfies the board of directors of such damage or destruction.

Payment to Members

63. The board of directors may in its discretion -

- (a) pool and manufacture or partly manufacture the produce of the members and dispose of it in a manufactured or partly manufactured state; or
- (b) pool the produce of the members and dispose of it in an unmanufactured state; or
- (c) dispose of the produce of the members without manufacturing or pooling the same.

64. Members may receive advances on produce delivered by them to the society on the following basis -

.....

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

.....

65. The balance of the price realized on any produce so delivered less a commission of per cent., shall be payable to the members who delivered the produce.

(Or alternative clause.)

The balance of the average prices realized for each grade and kind of such produce pooled, less a commission of per cent., shall be payable, on the closing-off of the pool account, to members who delivered the produce.

[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]

66. In the event of the advances paid to members on any produce being in excess of the net price realized by the society after deduction of its commission, such excess shall be refunded by those members who received it.

(Or three alternative clauses for 63, 64, 65 and 66.)

Members may receive at the beginning of every month an advance of per cent. of the estimated market value of the supplied by them to the society during the previous month, such advance to be determined by the board of directors from month to month.

[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]

After having deducted all the expenses of the society during the financial year and after having provided for depreciation and for contingencies, and also after having set aside a sum to be transferred to the reserve fund, which sum shall be fixed in general meeting, but which shall not be less than any amount recommended by the directors or less than any amount set aside under contingencies as a special reserve in terms of subsection (3) of section *twenty-two* of the Co-operative Societies Ordinance, 1946, the surplus shall be distributed amongst the members in proportion to the value of the produce delivered by each member during the financial year.

In the event of the balance-sheet and profit and loss account disclosing any loss, such loss shall, notwithstanding the provisions in regulation 18, be borne by the members in proportion to the value of the produce delivered by each member during the year.

Supply of Farming Requisites to Members

67. The society may, if it is in a position so to do, supply the members with agricultural implements and machinery and other farming requisites.

68. Such articles shall be supplied at cost price plus a commission to be determined by the board of directors, and shall not be supplied to members on credit.

69. The total value of the farming requisites which the society may have in stock for supply to members shall not at any time exceed pounds.

Gain or Surplus

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

70. The gain or surplus resulting from the operations of the society during any financial year shall, after having provided for depreciation in value of the society's property and for any contingent liability for loss, be applied in the following order by resolution passed at the annual general meeting for that year -

- (a) a sum to be placed to the reserve fund, which sum shall not be less than 50 per cent of such gain and shall furthermore not be less than that recommended by the board of directors;
- (b) the balance, if any, to be placed to a special reserve fund for the purpose of defraying losses, which may result from the society's operations during any subsequent financial year or years.

General

71. By resolution of a general meeting of members or a meeting of the board of directors, a committee may be appointed for the execution of such special duties as may be deemed desirable.

72. In the registered office of the society shall be kept the certificate of registration and a true copy of these regulations, and also in one or more books a register of the members and of the directors of the society, wherein must be entered all the particulars mentioned in section *fifty* of the Co-operative Societies Ordinance, 1946.

73. All communications to the society should be addressed to the secretary.

74. The fact of the registration of the society shall be published as required by the provisions of section *one hundred and four* of the Co-operative Societies Ordinance, 1946.

75. The society shall sue and be sued in the name of the society, and all powers of attorney and documents in connection therewith shall be signed by the chairman of the board of directors, or any person lawfully acting in that capacity, and by the secretary.

76. Any immovable property acquired and held by the society, shall be registered in the name of the society.

77. Should any dispute arise in regard to the regulations of the society which cannot be amicably settled, a special general meeting shall be called at which three members shall be elected as arbitrators. The decision of the arbitrators shall be final and may not be appealed against.

Winding Up and Dissolution

78. The society may be wound up by resolution passed by not less than two-thirds of the total number of members of the society, present in person, at a general meeting specially convened for that purpose.

79. In the case of winding up, the debts of the society shall first be paid and other obligations fulfilled. The surplus, including the reserve funds, shall then be distributed among existing members in proportion to the value of the business of each member with the society during the preceding fifteen years, or, if the society has not existed for such period, during the existence of the society. In determining such value of business due regard shall be given to any rights any existing member may have acquired under regulations 10 and 15.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

“B”

**MODEL REGULATIONS FOR CO-OPERATIVE AGRICULTURAL COMPANIES WITH
LIMITED LIABILITY**

Regulations of the

Co-operative Agricultural Company, Limited.

Name

1. The name of the company is the
Co-operative. Agricultural Company Limited.

Office

2. The registered office of the company shall be situate at

Objects

3. The objects of the company are -
 - (a) to dispose of the agricultural products and livestock of the members in the most profitable manner;
 - (b) to manufacture or treat the agricultural or livestock products of the members and to dispose of the products so manufactured or partly manufactured in the most profitable manner;
 - (c) to purchase or otherwise acquire on behalf of, and to supply to the members agricultural implements and machinery, seeds, manure and other farming requisites;
 - (d) to acquire by purchase or otherwise, and to hire, any movable and immovable property required for the carrying out of the objects of the company and to dispose of or let any such property;
 - (e) to engage competent persons to carry out any of its objects and to give instruction and advice to the members on farming operations;
 - (f) to raise money on loan for any of the lawful objects of the company and for that purpose to mortgage the movable and immovable property of the company;
 - (g) to advance money to the members on produce delivered by them to the company;
 - (h) to acquire by purchase or otherwise shares in any central co-operative agricultural company or central farmers' special co-operative company registered or deemed to be registered under the Co-operative Societies Ordinance, 1946.

Capital

4. The share capital shall be the nominal value of shares from time to time issued and not cancelled or forfeited, and the funds necessary for carrying on the operations of the company shall be procured by means of -

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (a) the issue of shares to persons, societies or companies, qualified for membership;
- (b) loans raised by the company;
- (c) funds acquired by the company, including the reserve fund.

Shares

5. The shares issued by the company shall be of one class only, all ranking equally.

6. The nominal value of each share shall be of which one-tenth shall be payable on application and the balance, subject to the provisions of the next succeeding regulation, in such instalments and on such dates, times and places as may be determined by the board of directors: Provided that no call on share capital shall exceed one fourth of the nominal value per share or be payable within less than one month from the last call, and that at least fourteen days' notice of such call shall be given in writing.

7. Calls on the share capital of the company shall be numbered consecutively from one upwards, and each call shall apply to all shares issued or held at the time of making the call as well as to all shares issued after such call has been made: Provided that any new member liable for arrear calls payable under this regulation shall be allowed such time to make payment as he would have been allowed had he been a member at the time such call or calls were made.

8. The board of directors may receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the member paying such sum in advance and the board of directors agree upon. If the whole amount unpaid on any shares be paid, the board of directors may issue those shares as fully paid up.

(Or alternative clause.)

The board of directors may receive from any member willing to pay the same, all or any part of the nominal value of the share or shares held by him, and such payment shall constitute a reduction, to the extent of the payment so made, of the liability of the member in respect of the payment of the nominal value of the share or shares subscribed for by him, notwithstanding that no call may be due and payable.

9. Amounts overdue on calls shall bear interest at the rate of per cent per annum for the period of default.

10. If a member fails to pay any call on the day appointed for payment thereof, the shares in respect of which the call was made may be declared forfeited by a resolution of the board of directors to that effect: Provided that in no case shall such forfeiture be enforced unless the defaulting member shall have been allowed at least one month to remedy the default.

11. Any interest on share capital or bonus to a member shall be applied to paying off any calls on shares which may, at the time such interest or bonus becomes payable, be due by him and unpaid.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

12. The certificate of title to shares in the company shall be issued under the authority of the board of directors and in such form as the board shall determine. Every certificate shall bear the signature of two directors and of the secretary.

13. The shares shall be numbered progressively beginning with the number one, each share being distinguished by its appropriate number, and particulars thereof shall be entered in the register which is required to be kept under regulation 84.

14. The shares issued by the company shall be personal to the member whose name is inscribed thereon and may be transferred only with the approval and authority of the board of directors, which shall satisfy itself that the proposed transferee is eligible to be a member of the company. The board may at any time refuse to approve and register any proposed transfer, without assigning any reasons for doing so.

15. Save in the case where the transferor is -

- (a) a member who has relinquished his farming operations; or
- (b) the representative of the estate of a member who has died;

any share transferred under the last preceding regulation shall not entitle the transferee to any right or interest the transferor may have had to or in the company, other than in the share capital of the company.

16. The shares registered in the name of a member who has relinquished his unarming operations or who has died may, unless they shall have been previously transferred to a person approved by the board of directors, be cancelled by resolution of the members in general meeting, and upon such cancellation the board of directors shall be refund to the member or his estate (as the case may be) the nominal value of the shares so cancelled, or such lesser amount as may have been paid up in respect thereof: Provided that no such cancellation shall be meddle within twelve months reckoned from the time the member has relinquished his farming operations, or has died.

Membership

(a) Entrance.

17. *Bona fide* farmers, co-operative agricultural societies and companies, farmers' special co-operative companies and such associations as are mentioned in subsection (1) of section *five* of the Co-operative Societies Ordinance, 1946, may become members by application to the board of directors.

18. Every person, society or company desirous of becoming a member must apply on the form provided for the purpose for the number of shares it is desired to take up.

19. The board of directors shall have the right to accept applicants for membership on the basis of these regulations or to refuse membership without assigning any reason for doing so.

20. The board of directors shall, within three months after receipt of the application, cause any applicant to be notified of its decision and, in the event of an application for membership being rejected, the amount paid in respect of the shares applied for shall be refunded by the company to the applicant.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

(b) Resignation and Expulsion.

21. A member may resign only at the end of the financial year, and then only if he shall previously have given six months' written notice to the company of his intention to resign. The company shall with as little delay as possible acknowledge in writing the receipt of any notice of resignation. A member shall not be allowed to withdraw his notice of intention to resign without the consent of the board of directors conveyed to him in writing.

22. A member may be expelled from the company if at a general meeting specially convened for that purpose, two-thirds of the members present vote in favour of such expulsion: Provided that a member shall not be expelled except -

- (a) in the event of such member calling a meeting of creditors or arriving at a compromise with them;
- (b) in the event of such member being declared insolvent;
- (c) in the event of such member failing to discharge his obligations to the company, whether prescribed by these regulations, or arising out of any contract.

23. The shares of members who have resigned or who have been expelled shall be forfeited to the company.

Liability in respect of Shares Forfeited

24. A person whose shares have been forfeited, whether the forfeiture has been consequent upon resignation, expulsion or failure to pay any calls, shall remain liable to pay to the company the whole amount still unpaid in respect of such shares, but his liability in this respect shall cease if and when the company shall have received payment in full of the nominal amount of the shares.

25. A forfeited share may, subject to the provisions of these regulations, be disposed of on such terms and conditions as the board of directors thinks fit.

26. All moneys paid to the company in respect of forfeited shares shall be added to the reserve fund.

27. Shares which have been forfeited may be cancelled by a resolution of the members in general meeting.

Liability of Members

28. The liability of a member is limited to payment of the nominal value of the share or shares held by him [and such further liability as may be provided for in the regulations in accordance with paragraphs (b) and (c) of subsection (2) of section *twenty* of the Co-operative Societies Ordinance, 1946].

Board of Directors

29. The operations of the company shall be managed and controlled by a board consisting of seven directors. At the first annual general meeting three of the directors, whose

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

names shall be determined by ballot, shall retire, after which the directors shall retire annually by rotation of four and three.

30. No person shall be qualified to be a director unless he is a member of the company, or a member of a society or company which is a member of the company.

31. Retiring directors may be re-elected.

32. Any casual vacancy occurring on the board of directors during the year shall be filled by the remaining directors until the next general meeting. Any director so appointed at such general meeting shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

33. The company may by resolution passed at a general meeting, specially convened for that purpose, remove any director before the expiration of his period of office and appoint another qualified person in his stead. Any director so appointed shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

34. Four directors shall form a quorum of any meeting of directors.

35. The directors shall elect from amongst themselves a chairman and a vice-chairman.

36. Questions arising at any meeting of the board of directors shall be determined by a majority of votes, and in the case of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

37. The board of directors shall act in the name of the company and shall exercise, within the limits of these regulations, its powers as if they had been determined at a general meeting.

38. The board of directors shall report and account for all its transactions at each general meeting when called upon so to do.

39. The directors shall meet as often as is necessary.

40. The position of a director shall be honorary, save and except when he is appointed to perform special services for the company; but out-of-pocket expenses incurred by a director when engaged on the business of the company shall be refunded to him.

(Or alternative clause.)

All necessary and actual out-of-pocket expenses incurred by the directors by reason of their being engaged on the business of the company shall be refunded to them, and the company may also at the annual general meeting vote to the directors remuneration for their services during the previous financial year.

41. The board of directors shall engage a sufficient staff to carry on the business of the company and shall fix their salaries and determine their duties. The board of directors shall also have the right of suspension and dismissal of employees.

42. The board of directors shall cause every officer in the employ of the company occupying a position of trust to give adequate security.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

43. The board of directors shall cause books of account to be opened in a form approved by the Registrar which shall truly reflect the transactions of the company, and shall see that such books are kept up-to-date.

44. The board of directors shall open a banking account in the name of the company into which all moneys received shall be deposited as soon as possible after receipt. All cheques drawn on such account shall be signed by one of the directors and countersigned by the secretary or some other officer authorized by the board of directors. The board of directors may also open a banking account in the name of the secretary as such, into which account it may cause to be paid by means of cheques drawn on the first-mentioned account, such moneys as may from time to time be necessary in order to enable the secretary to defray current expenses and to make such advances to members as they may be entitled to from time to time: Provided that the total amount of the banking account opened in the name of the secretary as such shall in no case exceed the amount in respect of which the secretary has given security in terms of regulation 42.

45. The board of directors shall arrange insurance against loss or damage to, or liability of, the company by reason of fire, accident, peril of the sea or otherwise, and shall also effect such insurance in respect of members' produce or other goods while under the care and control of the company.

46. The board of directors shall cause minutes of the proceedings at all general meetings and of every meeting of the board of directors to be entered in separate books kept for the purpose and containing properly arranged details of the business conducted at any such meeting. The minutes of the proceedings of each board, annual general or special general meeting shall be submitted at the next ensuing board, annual general or special general meeting (as the case may be), and, if passed at such meeting as correct, shall be confirmed by the signature of the chairman thereof.

47. Without prejudice to the powers conferred by regulation 37, it is hereby expressly declared that the board of directors shall have power -

- (a) to make by-laws provided they are not in conflict with these regulations;
- (b) to secure the repayment of any loans legally raised in such manner and upon such terms and conditions as it thinks fit, and in particular by the execution of mortgage bonds and the issue of debentures chargeable upon all or any part of the property and rights of the company, including its uncalled capital;
- (c) to give in the name and on behalf of the company indemnities in pursuance of a guarantee to be issued in respect of any obligation incurred or contract entered or to be entered into by the company;
- (d) to impose on members the fines prescribed by these regulations. Any fines so imposed shall be added to the reserve fund. Any moneys (other than an advance) due to a member in respect of produce delivered by him to the company may be applied in payment of any fines imposed on him by the company: Provided that whenever the board of directors has decided to impose a fine on a member it shall cause to be transmitted to him written notice of its intention and the reasons therefor and state in the notice that at a time, date and place to be specified therein he may appear before the board in person with or without witnesses or may send to the board a written statement signed by himself and by others for the purpose of

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

showing cause against the imposition of the fine. The imposition of the fine shall be deferred until the expiry of the date and time specified in the notice.

48. A director shall vacate his office -

- (a) if he becomes insolvent or compromises with his creditors; or
- (b) if he becomes of unsound mind, or is convicted of an offence and sentenced to any period of imprisonment without the option of a fine; or
- (c) if he absents himself from four consecutive ordinary meetings of the board without its leave (and such leave shall not be granted for a period covering more than six consecutive ordinary meetings, unless the absence be on the business of the company); or
- (d) if he resigns his membership of the company, or is lawfully expelled therefrom; or
- (e) if he gives one month's notice in writing to the board of his intention to resign office and his resignation is accepted by the board.

Borrowing Powers

49. The board of directors may not raise a loan involving a liability of the company exceeding one-half of the issued share capital for the time being of the company, unless such loan has been approved by not less than two-thirds of the members present in person or by proxy at a special general meeting convened for that purpose, of which notice, stating full particulars of the proposed loan, has been duly given

[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]

General Meetings

50. An annual general meeting of members shall be held within four months after the close of the financial year for the purpose of -

- (a) reading and considering the balance-sheet, profit and loss account and auditor's report;
- (b) considering a general report by the directors;
- (c) electing directors and an auditor; and
- (d) dealing with any general business, including any complaints that may be made by members.

51. The board of directors or any two directors, may, when ever they think fit, convene a special general meeting.

[The word "whenever" should appear as one word, reproduced above as per *Official Gazette*.]

52. A special general meeting shall be convened at any time upon a requisition in writing to the board of directors signed by not less than one-tenth, but in no case less than five

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

of the members of the company, for the consideration of such business as shall be specifically stated in the requisition. If within twenty-one days after the transmission of such requisition a special general meeting be not convened by the board and held within twenty-one days from the date of the notice convening the meeting, it may be convened by the requisitionists.

53. All meetings, whether annual or special general meetings, shall be convened by notice which shall be posted to the addresses of the members at least fourteen days before the date fixed for the meeting and shall specify the date, place, and hour of the meeting, and the nature of the business to be transacted. The non-receipt of such notice by any member shall not invalidate the proceedings at any such meeting.

54. The chairman of the board of directors, if present, shall be the chairman of any general meeting, unless the meeting otherwise determines by resolution.

55. One-tenth of the members of the company present either personally or by proxy shall form a quorum if the members do not exceed two hundred or, if the members exceed two hundred, the quorum shall be one-tenth of the members in respect of the first two hundred plus one-fiftieth in respect of the members exceeding two hundred: Provided that a quorum shall in no case consist of less than five members present in person.

56. No item of business shall be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.

57. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall not be held. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or if that day is a public holiday, it shall stand adjourned to the next day which is not a public holiday, and if at such adjourned meeting a quorum is not present within one hour from such time, the members present, not being less than five, shall constitute a quorum: Provided that whenever it is by these regulations required that the question for decision by a general meeting shall be determined by a specific number or majority of votes and not by a bare majority of votes only, the quorum prescribed by regulation 55 must be secured.

58. Save as is otherwise provided in these regulations, every question for decision by a general meeting shall be determined by a majority of members personally present thereat, and on a show of hands, unless a poll be demanded by at least five members.

59. Every member shall have one vote, but on a poll every member present in person or by proxy shall, in addition thereto, be entitled to one vote if the total value of his business with the company during the last preceding financial year exceeded £....., to two such additional votes if the total value of such business exceeded £....., to three such additional votes if the total value of such business exceeded £....., and to four such additional votes if the total value of such business exceeded £....., with a maximum of five votes.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall have a casting vote in addition to his deliberative vote.

61. The appointment of a proxy shall be in such form as the board or directors shall from time to time prescribe.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

62. No person shall act as a proxy unless he is a member of the company or a member of a society or company which is a member of the company, and no person shall at any meeting act as proxy for more than five members of the company.

Amendment of Regulations

63. No alteration shall be made in these regulations, unless such alterations has been approved by at least two-thirds of the members present in person or by proxy at a general meeting specially held for that purpose.

Financial year

64. The Financial year of the company shall be from the first day of July to the thirtieth day of June next ensuing, both days inclusive.

Audit

65. Auditors shall be appointed, their duties regulated, and their remuneration fixed, in accordance with the provisions of section *forty-three* of the Co-operative Societies Ordinance, 1946, or any amendments thereof for the time being in force.

66. A copy of the balance-sheet and profit and loss account duly signed by the auditor and a majority of the directors shall, with the auditor's report attached thereto, be open for inspection of the members at the office of the company at least fourteen days before the date fixed for the annual general meeting, and be sent to the Registrar immediately such period of inspection commences. Such balance-sheet, profit and loss account and auditor's report shall also be read at the annual general meeting, unless the meeting otherwise determines.

Delivery of Produce

67. Every member shall be bound to sell the whole of his produce, viz.: through the company, with the exception of what he requires for his own consumption, provided the company is in a position to deal with such produce.

68. Every member shall pay into the reserve fund of the company, a fine of for every lb. of produce which he fails to deliver in accordance with the last preceding regulation, and shall also be liable for any further loss or damage which the company may sustain by reason of his failure to deliver, except in the special circumstances indicated in regulation 74.

69. Every member must, immediately after reaping, furnish the board of directors in writing with particulars concerning -

- (a) the kind, quality and quantity of his harvest;
- (b) the number of which he will require for own consumption.

70. Any member who fails to comply with the last preceding regulation shall be liable to a fine of £10.

71. Every member shall with as little delay as possible after reaping deliver his produce to the company.

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

(Or alternative clause.)

The board shall, as soon as possible after being furnished with the particulars mentioned in regulation 69, inform the member where and within what time he will be required to deliver his produce.

72. All produce must be properly classified and marked. In case of any dispute as to the produce delivered, the decision of the board or its nominee shall be final. All produce shall, where possible, be sold according to weight as well as quality.

73. No advance shall be paid to any member until the produce in respect of which such advance is made, has been delivered to the company.

74. In the event of a member's crop being damaged or destroyed by circumstances beyond his control so that he cannot fulfil his engagements towards the company, he shall be relieved of his obligation in so far as the delivery of such crop is concerned: Provided that he immediately advises and satisfies the board of directors of such damage or destruction.

Payment to Members

75. The board of directors may in its discretion -

- (a) pool and manufacture or partly manufacture the produce of the members and dispose of it in a manufactured or partly manufactured state; or
- (b) pool the produce of the members and dispose of it in an unmanufactured state; or
- (c) dispose of the produce of the members without manufacturing or pooling the same.

76. Members may receive advances on produce delivered by them to the company on the following basis -

.....

77. The balance of the price realized on any produce so delivered less a commission of per cent., shall be payable to the members who delivered the produce.

(Or alternative clause.)

The balance of the average prices realized for each grade any kind of such produce pooled, less a commission of per cent., shall be payable, on the closing-off of the pool account, to members who delivered the produce.

(Or two alternative clauses for 75, 76 and 77.)

Members may receive at the beginning of every month an advance of per cent of the estimated market value of the supplied by them to the

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

company during the previous month, such advance to be determined by the board of directors from month to month.

After having deducted all the expenses of the company during the financial year - including the payment to members of interest (not exceeding a rate of eight per cent. per annum) on the paid-up share capital -and after having provided for depreciation and for contingencies, and also after having set aside a sum to be transferred to the reserve fund, which sum shall be fixed in general meeting, but which shall not be less than any amount recommended by the board of directors, the surplus shall be distributed amongst the members in proportion to the value of the produce delivered by each member during the financial year.

78. In the event of the advances paid to members on any produce being in excess of the net price realized by the company after deduction of its commission, such excess shall be refunded by those members who received it

[The regulation is reproduced as it appears in the
Official Gazette, with inconsistent use of full stops.]

Supply of Farming Requisites to Members

79. The company may, if it is in a position so to do, supply the members with agricultural implements and machinery and other farming requisites.

80. Such articles shall be supplied at cost price plus a commission to be determined by the board of directors and shall not be supplied to members on credit.

81. The total value of the farming requisites which the company may have in stock for supply to members shall not at any time exceed £.....

Gain or Surplus

82. The gain or surplus resulting from the operations of the company during any financial year shall, after having provided for depreciation in value of the company's property and for any contingent liability for loss, be applied in the following order by resolution passed at the annual general meeting for that year -

- (a) payment to members of interest (not exceeding a rate of eight per cent. per annum) on the amount paid up by them on their respective shares;
- (b) a sum to be placed to the reserve fund, which shall not be less than that recommended by the board of directors;
- (c) payment of a bonus to members in proportion to the value of business transacted by them with the company during the year.

General

83. By resolution of a general meeting of members or a meeting of the board of directors, a committee may be appointed for the execution of such special duties as may be deemed desirable.

84. In the registered office of the company shall be kept the certificate of registration and a true copy of these regulations, and also in one or more books a register of the members

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

and of the directors of the company, wherein must be entered all the particulars mentioned in section *fifty-one* of the Co-operative Societies Ordinance, 1946.

85. All communications to the company should be addressed to the secretary.

86. The fact of the registration of the company shall be published as required by the provisions of section *one hundred and four* of the Co-operative Societies Ordinance, 1946.

87. The company shall sue and be sued in the name of the company, and all powers of attorney and documents in connection therewith shall be signed by the chairman of the board of directors, or any person lawfully acting in that capacity, and by the secretary.

88. Any immovable property acquired and held by the company shall be registered in the name of the company.

89. Should any dispute arise in regard to the regulations of the company which cannot be amicably settled, a special general meeting shall be called at which three members shall be elected as arbitrators. The decision of the arbitrators shall be final and may not be appealed against.

Winding Up and Dissolution

90. The company may be wound up by resolution passed by not less than two-thirds of the total number of members of the company, present in person or by proxy, at a general meeting specially convened for that purpose.

91. In the case of winding-up, the debts of the company shall first be paid and other obligations fulfilled. The surplus, including the reserve funds, shall then be distributed among existing members in repayment of the nominal value (or such lesser amount as may have been paid up) of the shares registered in their names, and if any assets remain over after such repayment has been made, the same shall be distributed among existing members in proportion to the value of the business of each member with the company during the preceding fifteen years, or, if the company has not existed for such a period, during the existence of the company. In determining such value of business, due regard shall be given to any rights any existing member may have acquired under these regulations.

“C”

**MODEL REGULATIONS FOR FARMERS’ SPECIAL CO-OPERATIVE COMPANIES
WITH LIMITED LIABILITY**

Regulations of the Special

Co-operative Company, Limited.

Name

1. The name of the company is the
Special Co-operative Company, Limited.

Office

2. The registered office of the company shall be situate at

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

Objects

3. The objects of the company are -
 - (a) to carry on the business of dealers in agricultural products and livestock under a co-operative system;
 - (b) to manufacture or treat agricultural or livestock products and to dispose of the products so manufactured or partly manufactured under a co-operative system;
 - (c) to purchase or otherwise acquire and to dispose of agricultural implements and machinery, seeds, manure and other farming requisites;
 - (d) to acquire by purchase or otherwise, and to hire any movable and immovable property required for the carrying out of the objects of the company and to dispose of or let any such property;
 - (e) to engage competent persons to carry out any of its objects and to give advice to the members and others on farming operations;
 - (f) to raise money on loan for any of the lawful objects of the company and for that purpose to mortgage the movable and immovable property of the company;
 - (g) to carry out all or any of the above objects either as principal, agent, trustee, contractor or in any other capacity;
 - (h) to acquire by purchase or otherwise shares in any central farmers' special co-operative company or central co-operative agricultural company registered or deemed to be registered under the Co-operative Societies Ordinance, 1946.

Capital

4. The share capital shall be the nominal value of shares from time to time issued and not cancelled or for edited, and the funds necessary for carrying on the operations of the company shall be procured by means of -

- (a) the issued of shares to persons, societies or companies, qualified for membership;

[The word "issue" is misspelt in the *Official Gazette*, as reproduced above.]

- (b) loans raised by the company;
- (c) funds acquired by the company, including the reserve fund.

Shares

5. The shares issued by the company shall be of one class only, all ranking equally.

6. The nominal value of each share shall be of which one-tenth shall be payable on application and the balance, subject to the provisions of the next succeeding regulation, in such instalments and on such dates, times and places as may be determined by the board of directors: Provided that no call on share capital shall exceed one-fourth of the nominal

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

value per share or be payable within less than one month from the last call, and that at least fourteen days' notice of such call shall be given in writing.

7. Calls on the share capital of the company shall be numbered consecutively from one upwards, and each call shall apply to all shares issued or held at the time of making the calls as well as to all shares issued after such call has been made: Provided that any new member liable for arrear calls payable under this regulation shall be allowed such time to make payment as he would have been allowed had he been a member at the time such call or calls were made.

8. The board of directors may receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the member paying such sum in advance and the board of directors agree upon. If the whole amount unpaid on any shares be paid the board of directors may issue those areas as fully paid up.

(Or alternative clause.)

The board of directors may receive from any member willing to pay the same, all or any part of the nominal value of the share or shares held by him, and such payment shall constitute a reduction, to the extent of the payment so made, of the liability of the member in respect of the payment of the nominal value of the share or shares subscribed for by him, notwithstanding that no call may be due and payable.

9. Amounts overdue on calls shall bear interest at the rate of per cent per annum for the period of default.

10. If a member fails to pay any call on the day appointed for payment thereof, the shares in respect of which the call was made may be declared forfeited by a resolution of the board of directors to that effect: Provided that in no case shall such forfeiture be enforced unless the defaulting members shall have been allowed at least one month to remedy the default.

11. Any interest on share capital or bonus to a member shall be applied to paying off any calls on shares which may, at the time such interest or bonus becomes payable, be due by him and unpaid.

12. The certificate of title to shares in the company shall be issued under the authority of the board of directors and in such form as the board shall determine. Every certificate shall bear the signature of two directors and of the secretary.

13. The shares shall be numbered progressively beginning with the number one, each share being distinguished by its appropriate number, and particulars thereof shall be entered in the register which is required to be kept under regulation 72.

14. The shares issued by the company shall be personal to the member whose name is inscribed thereon and may be transferred only with the approval and authority of the board of directors, which shall satisfy itself that the proposed transferee is eligible to be a member of the company. The board may at any time refuse to approve and register any proposed transfer, without assigning any reasons for doing so.

15. Save in the case where the transferor is -

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (a) a member who has relinquished his farming operations or who has relinquished the business which qualified him for membership;
- (b) the representative of the estate of a member who has died;

any shares transferred under the last preceding regulation shall not entitle the transferee to any right or interest the transferor may have had to or in the company, other than in the share capital of the company.

16. The shares registered in the name of a member who has relinquished his farming operations or the business which qualified him for membership, or who has died, may, unless they shall have been previously transferred to a person approved by the board of directors, be cancelled by resolution of the members in general meeting, and upon such cancellation the board of directors shall refund to the member or his estate (as the case may be) the nominal value of the shares so cancelled, or such lesser amount as may have been paid up in respect thereof: Provided that no such cancellation shall be made within twelve months reckoned from the time the member has relinquished his farming operations or the business which qualified him for membership, or has died.

Membership

(a) *Entrance.*

17. *Bona fide* farmers, farmers' special co-operative companies, co-operative agricultural societies and companies and such persons and associations as are mentioned in subsection (2) of section *five* of the Co-operative Societies Ordinance, 1946, may become members by application to the board of directors.

18. Every person, association, society or company desirous of becoming a member must apply on the form provided for the purpose for the number of shares it is desired to take up.

19. The board of directors shall have the right to accept applicants for membership on the basis of these regulations or to refuse membership without assigning any reason for doing so.

20. The board of directors shall within three months after receipt of the application, cause any application be notified of its decision and, in the event of an application for membership being rejected the amount paid in respect of the shares applied for shall be refunded by the company to the applicant.

(b) *Registration and Expulsion.*

21. A member may resign only at the end of the financial year, and then only if he shall previously have given six months' written notice to the company of his intention to resign. The company shall with as little delay as possible acknowledge in writing the receipt of any notice of resignation. A member shall not be allowed to withdraw his notice of intention to resign without the consent of the board of directors conveyed to him in writing.

22. A member may be expelled from the company if at a general meeting specially convened for that purpose, two-thirds of the members present vote in favour of such expulsion: Provided that a member shall not be expelled except -

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (a) in the event of such member calling a meeting of creditors or arriving at a compromise with them;
- (b) in the event of such member being declared insolvent;
- (c) in the event of such member failing to discharge his obligations to the company, whether prescribed by these regulations, or arising out of any contract.

23. The shares of members who have resigned or who have been expelled shall be forfeited to the company.

Liability in Respect of Shares Forfeited

24. A person whose shares have been forfeited, whether the forfeiture has been consequent upon resignation, expulsion or failure to pay any calls, shall remain liable to pay to the company the whole amount still unpaid in respect of such shares, but his liability in this respect shall cease if and when the company shall have received payment in full of the nominal amount of the shares.

25. A forfeited share may, subject to the provisions of these regulations, be disposed of on such terms and conditions as the board of directors think fit.

26. All moneys paid to the company in respect of forfeited shares shall be added to the reserve fund.

27. Shares which have been forfeited may be cancelled by a resolution of the members in general meeting.

Liability of Members

28. The liability of a member is limited to payment of the nominal value of the share or shares held by him [and such further liability as may be provided for in the regulations in accordance with paragraphs (b) and (c) of subsection (2) of section *twenty* of the Co-operative Societies Ordinance, 1946].

Board of Directors

29. The operations of the company shall be managed and controlled by a board consisting of seven directors. At the first annual general meeting three of the directors, whose names shall be determined by ballot, shall retire, after which the directors shall retire annually by rotation of four and three.

30. No person shall be qualified to be a director unless he is a member of the company, or a member of a society or company or association which is a member of the company.

31. Retiring directors may be re-elected.

32. Any casual vacancy occurring on the board of directors during the year shall be filled by the remaining directors until the next general meeting. Any director so appointed at such general meeting shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

33. The company may by resolution passed at a general meeting, specially convened for that purpose, remove any director before the expiration of his period of office and appoint another qualified person in his stead. Any director so appointed shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

34. Four directors shall form a quorum of any meeting of directors.

35. The directors shall elect from amongst themselves a chairman and a vice-chairman.

36. Questions arising at any meeting of the board of directors shall be determined by a majority of votes, and in the case of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

37. The board of directors shall act in the name of the company and shall exercise, within the limits of these regulations, its powers as if they had been determined at a general meeting.

38. The board of directors shall report and account for all its transactions at each general meeting when called upon so to do.

39. The directors shall meet as often as is necessary.

40. The position of a director shall be honorary, save and except when he is appointed to perform special services for the company; but out-of-pocket expenses incurred by a director when engaged on the business of the company shall be refunded to him.

(Or alternative clause.)

All necessary and actual out-of-pocket expenses incurred by the directors by reason of their being engaged on the business of the company shall be refunded to them, and the company may also at the annual general meeting vote to the directors remuneration for their services during the previous financial year.

41. The board of directors shall engage a sufficient staff to carry on the business of the company and shall fix their salaries and determine their duties. The board of directors shall also have the right of suspension and dismissal of employees.

42. The board of directors shall cause every officer in the employ of the company occupying a position of trust to give adequate security.

43. The board of directors shall cause books of account to be opened in a form approved by the Registrar which shall truly reflect the transactions of the company, and shall see that such books are kept up-to-date.

44. The board of directors shall open a banking account in the name of the company into which all moneys received shall be deposited as soon as possible after receipt. All cheques drawn on such account shall be signed by one of the directors and countersigned by the secretary or some other officer authorised by the board of directors. The board of directors may also open a banking account in the name of the secretary as such, into which account it may cause to be paid by means of cheques drawn on the first-mentioned account such moneys as may from time to time be necessary in order to enable the secretary to defray current expenses and to make advances or payments for produce received: Provided that the total amount of the

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

banking account opened in the name of the secretary as such shall in no case exceed the amount in respect of which the secretary has given security in terms of regulation 42.

45. The board of directors shall arrange insurance against loss or damage to, or liability of, the company by reason of fire, accident, peril of the sea or otherwise, and shall also effect such insurance in respect of produce or other goods while in the possession and under the care and control of the company.

46. The board of directors shall cause minutes of the proceedings at all general meetings and of every meeting of the board of directors to be entered in separate books kept for the purpose and containing properly arranged details of the business conducted at any such meeting. The minutes of the proceedings of each board, annual general or special general meeting shall be submitted at the next ensuing board, annual general or special general meeting (as the case may be), and, if passed at such meeting as correct, shall be confirmed by the signature of the chairman thereof.

47. Without prejudice to the powers conferred by regulation 37, it is hereby expressly declared that the board of directors shall have power -

- (a) to make by-laws provided they are not in conflict with these regulations;
- (b) to secure the repayment of any loans legally raised in such manner and upon such terms and conditions as it thinks fit, and in particular by the execution of mortgage bonds and the issue of debentures chargeable upon all or any part of the property and rights of the company, including its uncalled capital;
- (c) to give in the name and on behalf of the company indemnities in pursuance of a guarantee to be issued in respect of any obligation incurred or contract entered or to be entered into by the company;
- (d) to impose on members the fines prescribed by these regulations. Any fines so imposed shall be added to the reserve fund. Any moneys (other than an advance) due to a member in respect of produce delivered by him to the company may be applied in payment of any fines imposed on him by the company: Provided that whenever the board of directors has decided to impose a fine on a member it shall cause to be transmitted to him written notice of its intention and the reasons therefor and state in the notice that at a time, date and place to be specified therein he may appear before the board in person with or without witnesses or may send to the board a written statement signed by himself and by others for the purpose of showing cause against the imposition of the fine. The imposition of the fine shall be deferred until the expiry of the date and time specified in the notice.

48. A director shall vacate his office -

- (a) if he becomes insolvent or compromises with his creditors; or
- (b) if he becomes of unsound mind, or is convicted of an offence and sentenced to any period of imprisonment without the option of a fine; or
- (c) if he absents himself from four consecutive ordinary meetings of the board without its leave (and such leave shall not be granted for a period covering more than six consecutive ordinary meetings, unless the absence be on the business of the company); or

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (d) if he resigns his membership of the company, or is lawfully expelled therefrom; or
- (e) if he gives one month's notice in writing to the board of his intention to resign office and his resignation is accepted by the board.

Borrowing Powers

49. The board of directors may not raise a loan involving a liability of the company exceeding one-half of the issued share capital for the time being of the company, unless such loan has been approved by not less than two-thirds of the members present in person or by proxy at a special general meeting convened for that purpose, of which notice, stating full particulars of the proposed loan has been duly given.

General Meetings

50. An annual general meeting of members shall be held within four months after the close of the financial year for the purpose of -

- (a) reading and considering the balance-sheet, profit and loss account and auditor's report;
- (b) considering a general report by the directors;
- (c) electing directors and an auditor; and
- (d) dealing with any general business, including any complaints that may be made by members.

51. The board of directors or any two directors may, whenever they think fit, convene a special general meeting.

52. A special general meeting shall be convened at any time upon a requisition in writing to the board of directors signed by not less than one-tenth, but in no case less than five of the members of the company, for the consideration of such business as shall be specifically stated in the requisition. If within twenty-one days after the transmission of such requisition a special general meeting be not convened by the board and held within twenty-one days from the date of the notice convening the meeting, it may be convened by the requisitionists.

53. All meetings, whether annual or special general meetings, shall be convened by notice which shall be posted to the addresses of the members at least fourteen days before the date fixed for the meeting and shall specify the date, place and hour of the meeting, and the nature of the business to be transacted. The non-receipt of such notice by any member shall not invalidate the proceedings at any such meeting.

54. The chairman of the board of directors, if present, shall be the chairman of any general meeting, unless the meeting otherwise determines by resolution.

55. One-tenth of the members of the company present either personally or by proxy shall form a quorum if the members do not exceed two hundred or, if the members exceed two hundred, the quorum shall be one-tenth of the members in respect of the first two hundred plus one-fiftieth in respect of the members exceeding two hundred: Provided that a quorum shall in no case consist of less than five members present in person.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

56. No item of business shall be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.

57. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall not be held. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or if that day is a public holiday, it shall stand adjourned to the next day which is not a public holiday, and if at such adjourned meeting a quorum is not present within one hour from such time, the members present, not being less than five, shall constitute a quorum. Provided that whenever it is by these regulations required that the question for decision by a general meeting shall be determined by a specific number or majority of votes and not by a bare majority of votes only, the quorum prescribed by regulation 55 must be secured.

[The word "holiday" is misspelt above, reproduced as per *Official Gazette*.]

58. Save as is otherwise provided in these regulations, every question for decision by a general meeting shall be determined by a majority of members personally present thereat, and on a show of hands, unless a poll be demanded by at least five members.

59. Every member shall have one vote, but on a poll every member present in person or by proxy shall, in addition thereto, be entitled to one vote if the total value of his business with the company during the last preceding financial year exceeded £....., to two such additional votes if the total value of such business exceeded £....., to three such additional votes if the total value of such business exceeded £....., and to four such additional votes if the total value of such business exceeded £....., with a maximum of five votes.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall have a casting vote in addition to his deliberative vote.

61. The appointment of a proxy shall be in such form as the board of directors shall from time to time prescribe.

62. No person shall act as a proxy unless he is a member of the company or a member of an association or a society or company which is a member of the company, and no person shall at any meeting act as proxy for more than five members of the company.

Amendment of Regulations

63. No alteration shall be made in these regulations, unless such alteration has been approved by at least two-thirds of the members present in person or by proxy at a general meeting specially held for that purpose.

Financial year

64. The financial year of the company shall be from the first day of July to the thirtieth day of June next ensuing, both days inclusive.

Audit

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

65. Auditors shall be appointed, their duties regulated and their remuneration fixed in accordance with the provisions of section *forty-three* of the Co-operative Societies Ordinance, 1946, or any amendments thereof for the time being in force.

66. A copy of the balance sheet and profit and loss account duly signed by the auditor and a majority of the directors shall, with the auditor's report attached thereto, be open for inspection of the members at the office of the company at least fourteen days before the date fixed for the annual general meeting, and be sent to the Registrar immediately such period of inspection commences. Such balance sheet, profit and loss account and auditor's report shall also be read at the annual general meeting, unless the meeting otherwise determines.

Business

67. The business of the company shall be the carrying out of any or all the objects mentioned in regulation 3, either as principals, agents, trustees, contractors or otherwise: Provided that the value of transactions with persons who are not members of the company shall not during any financial year exceed the value of transactions with members during the same year.

68. The company shall in each year, by resolution of a general meeting of members, determine the terms and conditions upon which it shall be obligatory upon the members to do business with the company during the next ensuing year.

69. Every member shall pay to the company a fine of £....., for failure to adhere to or comply with the terms and conditions determined in accordance with the last preceding regulation, and shall also be liable for any further loss or damage which the company may sustain as a result of his failure to observe such terms and conditions.

Gain or Surplus

70. The gain or surplus resulting from the operations of the company during any financial year shall, after having provided for depreciation in value of the company's property and for any contingent liability for loss, be applied in the following order by resolution passed at the annual general meeting for that year -

- (a) payment to members of interest (not exceeding a rate of eight per cent. per annum) on the amount paid up by them on their respective shares;
- (b) a sum to be placed to the reserve fund, which shall not be less than that recommended by the board of directors;
- (c) payment of a bonus to members in proportion to the value of business transacted by them with the company during the year.

General

71. By resolution of a general meeting of members or a meeting of the board of directors, a committee may be appointed for the execution of such special duties as may be deemed desirable.

72. In the registered office of the company shall be kept the certificate of registration and a true copy of these regulations, and also in one or more books a register of the members

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

and of the directors of the company, wherein must be entered all the particulars mentioned in section *fifty-one* of the Cooperative Societies Ordinance, 1946.

73. All communications to the company should be addressed to the secretary.

74. The company shall not supply the members and others with agricultural implements and machinery and other farming requisites on credit.

75. The fact of the registration of the company shall be published as required by the provisions of section *one hundred and four* of the Co-operative Societies Ordinance, 1946.

76. The company shall sue and be sued in the name of the company, and all powers of attorney and documents in connection therewith shall be signed by the chairman of the board of directors, or any person lawfully acting in that capacity, and by the secretary.

77. Any immovable property acquired and held by the company shall be registered in the name of the company.

78. Should any dispute arise in regard to the regulations of the company which cannot be amicably settled, a special general meeting shall be called at which three members shall be elected as arbitrators. The decision of the arbitrators shall be final and may not be appealed against.

Winding Up and Dissolution

79. The company may be wound up by resolution passed by not less than two-thirds of the total number of members of the company, present in person or by proxy, at a general meeting specially convened for that purpose.

80. In the case of winding-up, the debts of the company shall first be paid and other obligations fulfilled. The surplus, including the reserve funds, shall then be distributed among existing members in repayment of the nominal value (or such lesser amount as may have been paid up) of the shares registered in their names, and if any assets remain over after such repayment has been made, the same shall be distributed among existing members in proportion to the value of the business of each member with the company during the preceding fifteen years, or, if the company has not existed for such a period, during the existence of the company. In determining such value of business, due regard shall be given to any rights any existing member may have acquired under these regulations.

“D”

MODEL REGULATIONS FOR CO-OPERATIVE TRADING SOCIETIES, WITH LIMITED LIABILITY

Regulations of the Co-operative Trading Society, Limited.

Name

1. The name of the society is the
Co-operative Trading Society, Limited.

Office

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

2. The registered office of the society shall be situate at

Objects

3. The objects of the society are -
- (a) to carry on the business of storekeepers, either wholesale or retail under a co-operative system;
 - (b) to acquire by purchase or otherwise, and to hire, any movable and immovable property required for the carrying out of the objects of the society and to dispose of or let any such property;
 - (c) to raise money on loan for any of the lawful objects of the society and for that purpose to mortgage the movable and immovable property of the society;
 - (d) to engage competent persons to carry out any of its objects;
 - (e) to acquire by purchase or otherwise shares in any central co-operative trading society registered or deemed to be registered under the Co-operative Societies Ordinance, 1946.

Capital

4. The share capital shall be the nominal value of shares from time to time issued and not cancelled or forfeited, and the funds necessary for carrying on the operations of the society shall be procured by means of -
- (a) the issue of shares to individual persons and co-operative trading societies;
 - (b) loans raised by the society;
 - (c) funds acquired by the society, including the reserve fund.

Shares

5. The shares issued by the society shall be of one class only, all ranking equally.
6. The nominal value of each share shall be of which one-tenth shall be payable on application and the balance, subject to the provisions of the next succeeding regulation, in such instalments and on such dates, times and places as may be determined by the board of directors: Provided that no call on share capital shall exceed one-fourth of the nominal value per share or be payable within less than one month from the last call, and that at least fourteen days' notice of such call shall be given in writing.
7. Calls on the share capital of the society shall be numbered consecutively from one upwards, and each call shall apply to all shares issued or held at the time of making the call as well as to all shares issued after such call has been made: Provided that any new member liable for arrear calls payable under this regulation shall be allowed such time to make payment as he would have been allowed had he been a member at the time such call or calls were made.
8. The board of directors may receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

up, and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the society may pay interest at such rate as the member paying such sum in advance and the board of directors agree upon. If the whole amount unpaid on any shares be paid, the board of directors may issue those shares as fully paid up.

(Or alternative clause.)

The board of directors may receive from any member willing to pay the same, all or any part of the nominal value of the share or shares held by him, and such payment shall constitute a reduction, to the extent of the payment so made, of the liability of the member in respect of the payment of the nominal value of the share or shares subscribed for by him, notwithstanding that no call may be due and payable.

9. Amounts overdue on calls shall bear interest at the rate of per cent. per annum for the period of default.

10. If a member fails to pay any call on the day appointed for payment thereof, the shares in respect of which the call was made may be declared forfeited by a resolution of the board of directors to that effect: Provided that in no case shall such forfeiture be enforced unless the defaulting member shall have been allowed, at least one month to remedy the default.

11. Any interest on share capital or bonus to a member shall be applied to paying off any calls on shares which may, at the time such interest or bonus becomes payable, be due by him and unpaid.

12. The certificate of title to shares in the society shall be issued under the authority of the board of directors and in such form as the board shall determine. Every certificate shall bear the signature of two directors and of the secretary.

13. The shares shall be numbered progressively beginning with the number one, each share being distinguished by its appropriate number, and particulars thereof shall be entered in the register which is required to be kept under regulation 69.

14. The shares issued by the society shall be personal to the member whose name is inscribed thereon any may be transferred only with the approval and authority of the board of directors. The board may at any time refuse to approve and register any proposed transfer, without assigning any reasons for doing so.

15. Save in the case where the transferor is -

- (a) a member who has ceased to reside in the district or area in which the society is carrying on its business; or
- (b) the representative of the estate of a member who has died;

any shares transferred under the last preceding regulation shall not entitle the transferee to any right or interest the transferor may have had to or in the society, other than in the share capital of the society.

16. The shares registered in the name of a member who has ceased to reside in the district or area in which the society is carrying on its business or who has died may, unless they shall have been previously transferred to a person approved by the board of directors, be

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

cancelled by resolution of the members in general meeting, and upon such cancellation the board of directors shall refund to the member or his estate (as the case may be) the nominal value of the shares so cancelled, or such lesser amount as may have been paid up in respect thereof: Provided that no such cancellation shall be made within twelve months reckoned from the time the member has changed his place of residence or has died.

Membership

(a) Entrance.

17. Any individual person or co-operative trading society may become a member by application to the board of directors

[The subregulation is reproduced as it appears in the *Official Gazette*, with inconsistent use of full stops.]

18. Every person or society desirous of becoming a member must apply on the form provided for the purpose, for the number of shares it is desired to take up.

19. The board of directors shall have the right to accept applicants for membership on the basis of these regulations or to refuse membership without assigning any reason for doing so.

20. The board of directors shall, within three months after receipt of the application, cause any applicant to be notified of its decision and, in the event of an application for membership being rejected, the amount paid in respect of the shares applied for shall be refunded by the society to the applicant.

(b) Resignation and Expulsion.

21. A member may resign only at the end of the financial year, and then only if he shall previously have given three months' written notice to the society of his intention to resign. The society shall with as little delay as possible acknowledge in writing the receipt of any notice of resignation. A member shall not be allowed to withdraw his notice of intention to resign without the consent of the board of directors conveyed to him in writing.

22. A member may be expelled from the society if at a general meeting specially convened for that purpose, two-thirds of the members present vote in favour of such expulsion: Provided that a member shall not be expelled except -

- (a) in the event of such member calling a meeting of creditors or arriving at a compromise with them;
- (b) in the event of such member being declared insolvent;
- (c) in the event of such member failing to discharge his obligations to the society, whether prescribed by these regulations, or arising out of any contract.

23. The shares of members who have resigned or who have been expelled shall be forfeited to the society.

Liability in respect of Shares Forfeited

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

24. A person whose shares have been forfeited, whether the forfeiture has been consequent upon resignation, expulsion or failure to pay any calls, shall remain liable to pay to the society the whole amount still unpaid in respect of such shares, but his liability in this respect shall cease if and when the society shall have received payment in full of the nominal amount of the shares.

25. A forfeited share may, subject to the provisions of these regulations, be disposed of on such terms and conditions as the board of directors think fit.

26. All moneys paid to the society in respect of forfeited shares shall be added to the reserve fund.

27. Shares which have been forfeited may be cancelled by a resolution of the members in general meeting.

Liability of Members

28. The liability of a member is limited to payment of the nominal value of the share or shares held by him.

Board of Directors

29. The operations of the society shall be managed and controlled by a board consisting of seven directors. At the first annual general meeting three of the directors, whose names shall be determined by ballot, shall retire, after which the directors shall retire annually by rotation of four and three.

[The word “consisting” is misspelt above, reproduced as per *Official Gazette*.]

30. No person shall be qualified to be a director unless he is a member of the society, or a member of a society which is a member of the society.

31. Retiring directors may be re-elected.

32. Any casual vacancy occurring on the board of directors during the year shall be filled by the remaining directors until the next general meeting. Any director so appointed at such general meeting shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

33. The society may by resolution passed at a general meeting, specially convened for that purpose, remove any director before the expiration of his period of office and appoint another qualified person in his stead. Any director so appointed shall not hold office for a period longer than that which the director, in whose stead he was appointed, would have held office if no vacancy had occurred.

34. Four directors shall form a quorum of any meeting of directors.

35. The directors shall elect from amongst themselves a chairman and a vice-chairman.

36. Questions arising at any meeting of the board of directors shall be determined by a majority of votes, and in the case of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

37. The board of directors shall act in the name of the society and shall exercise, within the limits of these regulations, its powers as if they had been determined at a general meeting.

38. The board of directors shall report and account for all its transactions at each general meeting when called upon so to do.

39. The directors shall meet as often as is necessary.

40. The position of a director shall be honorary, save and except when he is appointed to perform special services for the society; but out-of-pocket expenses incurred by a director when engaged on the business of the society shall be refunded to him.

(Or alternative clause.)

All necessary and actual out-of-pocket expenses incurred by the directors by reason of their being engaged on the business of the society shall be refunded to them, and the society may also at the annual general meeting vote to the directors remuneration for their services during the previous financial year.

41. The board of directors shall engage a sufficient staff to carry on the business of the society and shall fix their salaries and determine their duties. The board of directors shall also have the right of suspension and dismissal of employees.

42. The board of directors shall cause every officer in the employ of the society occupying a position of trust to give adequate security.

43. The board of directors shall cause books of account to be opened in a form approved by the Registrar which shall truly reflect the transactions of the society, and shall see that such books are kept up-to-date.

44. The board of directors shall open a banking account in the name of the society into which all moneys received shall be deposited as soon as possible after receipt. All cheques drawn on such account shall be signed by one of the directors and countersigned by the secretary or some other officer authorized by the board of directors. The board of directors may also open a banking account in the name of the secretary as such, into which account it may cause to be paid by means of cheques drawn on the first-mentioned account, such moneys as may from time to time be necessary in order to enable the secretary to defray current expenses: Provided that the total amount of the banking account opened in the name of the secretary as such shall in no case exceed the amount in respect of which the secretary has given security in terms of regulation 42.

45. The board of directors shall arrange insurance against loss or damage to, or liability of, the society by reason of fire, accident, peril of the sea or otherwise.

46. The board of directors shall cause minutes of the proceedings at all general meetings and of every meeting of the board of directors to be entered in separate books kept for the purpose and containing properly arranged details of the business conducted at any such meeting. The minutes of the proceedings of each board, annual general or special general meeting shall be submitted at the next ensuing board, annual general or special general meeting (as the case may be), and, if passed at such meeting as correct, shall be confirmed by the signature of the chairman thereof.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

47. Without prejudice to the powers conferred by regulation 37, it is hereby expressly declared that the board of directors shall have power -

- (a) to make by-laws provided they are not in conflict with these regulations;
- (b) to secure the repayment of any loans legally raised in such manner and upon such terms and conditions as it thinks fit, and in particular by the execution of mortgage bonds and the issue of debentures chargeable upon all or any part of the property and rights of the society, including its uncalled capital;
- (c) to give in the name and on behalf of the society indemnities in pursuance of a guarantee to be issued in respect of any obligations incurred or contract entered or to be entered into by the society.

48. A director shall vacate his office -

- (a) if he becomes insolvent or compromises with his creditors; or
- (b) if he becomes of unsound mind, or is convicted of an offence and sentenced to any period of imprisonment without the option of a fine; or
- (c) if he absents himself from four consecutive ordinary meetings of the board without its leave (and such leave shall not be granted for a period covering more than six consecutive ordinary meetings, unless the absence be on the business of the society); or
- (d) if he resigns his membership of the society or is lawfully expelled therefrom; or
- (e) if he gives one month's notice in writing to the board of his intention to resign office and his resignation is accepted by the board.

Borrowing Powers

49. The board of directors may not raise a loan involving a liability of the society exceeding one-half of the issued share capital for the time being of the society, unless such loan has been approved by not less than two-thirds of the members present in person or by proxy at a special general meeting convened for that purpose, of which notice, stating full particulars of the proposed loan has been duly given.

General Meetings

50. An annual general meeting of members shall be held within four months after the close of the financial year for the purpose of -

- (a) reading and considering the balance-sheet, profit and loss account and auditor's report;
- (b) considering a general report by the directors;
- (c) electing directors and an auditor; and
- (d) dealing with any general business, including any complaints that may be made by members.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

51. The board of directors or any two directors may, whenever they think fit, convene a special general meeting.

52. A special general meeting shall be convened at any time upon a requisition in writing to the board of directors signed by not less than one-tenth, but in no case less than five of the members of the society, for the consideration of such business as shall be specifically stated in the requisition. If within twenty-one days after the transmission of such requisition a special general meeting be not convened by the board and held within twenty-one days from the date of the notice convening the meeting, it may be convened by the requisitionists.

53. All meetings, whether annual or special general meetings, shall be convened by notice which shall be posted to the addresses of the members at least fourteen days before the date fixed for the meeting and shall specify the date, place, and hour of the meeting, and the nature of the business to be transacted. The non-receipt of such notice by any member shall not invalidate the proceedings at any such meeting.

54. The chairman of the board of directors, if present, shall be the chairman of any general meeting, unless the meeting otherwise determines by resolution.

55. One-tenth of the members of the society present either personally or by proxy shall form a quorum if the members do not exceed two hundred or, if the members exceed two hundred, the quorum shall be one-tenth of the members in respect of the first two hundred plus one-fiftieth in respect of the members exceeding two hundred: Provided that a quorum shall in no case consist of less than five members present in person.

56. No item of business shall be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.

57. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall not be held. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or if that day is a public holiday, it shall stand adjourned to the next day which is not a public holiday, and if at such adjourned meeting a quorum is not present within one hour from such time, the members present, not being less than five, shall constitute a quorum: Provided that whenever it is by these regulations required that the question for decision by a general meeting shall be determined by a specific number or majority of votes and not by a bare majority of votes only, the quorum prescribed by regulation 55 must be secured.

58. Save as is otherwise provided in these regulations, every question for decision by a general meeting shall be determined by a majority of members personally present there-at, and on a show of hands, unless a poll be demanded by at least five members.

59. Every members shall have one vote, but on a poll every member present in person or by proxy shall, in addition thereto, be entitled to one vote if the total value of goods purchased from the society by him during the last preceding financial year exceeded £....., to two such additional votes if the total value of such purchases exceeded £....., to three such additional votes if the total value of such purchases exceeded £....., and to four such additional votes if the total value of such purchases exceeded £....., with a maximum of five votes.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall have a casting vote in addition to his deliberative vote.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

61. The appointment of a proxy shall be in such form as the board of directors shall from time to time prescribe.

62. No person shall act as a proxy unless he is a member of the society or a member of a society which is a member of the society, and no person shall at any meeting act as proxy for more than five members of the society.

Amendment of Regulations

63. No alteration shall be made in these regulations, unless such alteration has been approved by at least two-thirds of the members present in person or by proxy at a general meeting specially held for the purpose.

Financial Year

64. The financial year of the society shall be from the first day of July to the thirtieth day of June next ensuing, both days inclusive.

Audit

65. Auditors shall be appointed, their duties regulated, and their remuneration fixed, in accordance with the provisions of section *forty-three* of the Co-operative Societies Ordinance, 1946, or any amendments thereof for the time being in force.

66. A copy of the balance-sheet and profit and loss account duly signed by the auditor and a majority of the directors shall, with the auditor's report attached thereto, be open for inspection of the members at the office of the society at least fourteen days before the date fixed for the annual general meeting, and be sent to the Registrar immediately such period of inspection commences. Such balance-sheet, profit and loss account and auditor's report shall also be read at the annual general meeting, unless the meeting otherwise determines.

Gain or Surplus

67. The gain or surplus resulting from the operations of the society during any financial year shall, after having provided for depreciation in value of the society's property and for any contingent liability for loss, be applied in the following order by resolution passed at the annual general meeting for that year -

- (a) payment to members of interest (not exceeding a rate of eight per cent. per annum) on the amount paid up by them on their respective shares;

[Inconsistent use of full stop.]

- (b) a sum to be placed to the reserve fund, which shall not be less than that recommended by the board of directors;
- (c) payment of a bonus to members in proportion to the amount of their purchases during the year.

General

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

68. By resolution of a general meeting of members or a meeting of the board of directors, a committee may be appointed for the execution of such special duties as may be deemed desirable.

69. In the registered office of the society shall be kept the certificate of registration and a true copy of these regulations, and also in one or more books a register of the members and of the directors of the society, wherein must be entered all the particulars mentioned in section *fifty-one* of the Co-operative Societies Ordinance, 1946.

70. All communications to the society should be addressed to the secretary.

71. The society shall not supply any goods on credit.

72. The fact of the registration of the society shall be published as required by the provisions of section *one hundred and four* of the Co-operative Societies Ordinance, 1946.

73. The society shall sue and be sued in the name of the society, and all powers of attorney and documents in connection therewith shall be signed by the chairman of the board of directors, or any person lawfully acting in that capacity, and by the secretary.

74. Any immovable property acquired and held by the society shall be registered in the name of the society.

75. Should any dispute arise in regard to the regulations of the society which cannot be amicably settled, a special general meeting shall be called at which three members shall be elected as arbitrators. The decision of the arbitrators shall be final and may not be appealed against.

Winding Up and Dissolution

76. The society may be wound up by resolution passed by not less than two-thirds of the total number of members of the society, present in person or by proxy, at a general meeting specially convened for that purpose.

77. In the case of winding-up, the debts of the society shall first be paid and other obligations fulfilled. The surplus, including the reserve funds, shall then be distributed among existing members in repayment of the nominal value (or such lesser amount as may have been paid up) of the shares registered in their names, and if any assets remain over after such repayment has been made, the same shall be distributed among existing members in proportion to the value of the business of each member with the society during the preceding five years, or, if the society has existed for a period of less than five years, during the existence of the society. In determining such value of business, due regard shall be given to any rights any existing member may have acquired under these regulations.

CO-OPERATIVE SOCIETIES ORDINANCE, 1946

The Administrator of South West Africa has, under the powers vested in him by sections *thirteen, seventeen, nineteen, forty-five, seventy, one hundred and five* and *one hundred and eight* of the Co-operative Societies Ordinance, 1946 (Ordinance No. 15 of 1946), prescribed as follows -

1. An application for the registration of a co-operative agricultural society with unlimited liability, formed under the Co-operative Societies Ordinance, 1946, shall

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

be in the form shown in Schedule A hereto and shall be accompanied by a declaration of compliance with the requirements of the Ordinance, in the form shown in Schedule B hereto.

2. An application for the registration of a co-operative agricultural company with limited liability, or a farmers' special co-operative company with limited liability, formed under the Co-operative Societies Ordinance, 1946, shall be in the form shown in Schedule C hereto and shall be accompanied by a declaration of compliance with the requirements of the Ordinance, in the form shown in Schedule D hereto.
3. An application for the registration of a co-operative trading society with limited liability, formed under the Co-operative Societies Ordinance, 1946, shall be in the form shown in Schedule E hereto, and shall be accompanied by a declaration of compliance with the requirements of the Ordinance, in the form shown in Schedule F hereto.
4. An application for the registration of a central or a federal co-operative company with limited liability, formed under the Co-operative Societies Ordinance, 1946, shall be in the form shown in Schedule G hereto and shall be accompanied by a declaration of compliance with the requirements of the Ordinance, in the form shown in Schedule H hereto.
5. An application for the registration of an amendment of the regulations of a co-operative society or company registered or deemed to be registered under the Co-operative Societies Ordinance, 1946, shall be in the form shown in Schedule I hereto.
6. The certificate of registration of a co-operative society or company shall be in the form shown in Schedule J hereto.
7. The fees to be paid in respect of the several matters mentioned in subsection (4) of section *forty-five* and section *one hundred and eight* of the Ordinance, shall be as shown in Schedule K hereto.
8. The fees to be paid to liquidators of co-operative societies and companies shall be as shown in Schedule L hereto.
9. The notice of the situation or change in the situation of the registered office of a co-operative society or company shall be in the form shown in Schedule M hereto.

SCHEDULE A
APPLICATION FOR REGISTRATION OF A CO-OPERATIVE AGRICULTURAL
SOCIETY WITH UNLIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE
SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)

Place

Date

To

The Registrar of Co-operative Societies,
Windhoek.

Dear Sir,

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

We the undersigned, being respectively the chairman and the Secretary of *
Society, do hereby, in terms of section *thirteen* of the Co-operative Societies
Ordinance, 1946, apply for the registration of the said society and in support of the application, enclose -

- (a) a solemn declaration, made by the persons who acted as chairman and secretary respectively at the meeting at which the society was formed, of compliance with all the requirements of the Ordinance in respect of matters precedent to the registration of the society and incidental thereto;
- (b) copy of the written statement presented at the meeting at which the society was formed, showing the objects of the society, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
- (c) two copies of the proposed regulations of the society, signed by not less than seven applicants for membership, each of whose signatures has been duly witnessed;
- (d) list containing the full names, addresses, signatures and occupations of all the applicants for membership, and the date upon which each application for membership was made;†
- (e) list of the directors of the society, showing the full name and address of each director;
- (f) detailed list of the expenses and liabilities incurred by the society to date;
- (g) notice of the situation of the registered office of the society; and
- (h) two revenue stamps, value £1 and 5s respectively, in payment of registration fees.

Yours faithfully,

.....
Chairman.

.....
Secretary.

* Here insert full name of society as appearing in the proposed regulations.

† The forms of application for membership are signed in duplicate, and one copy of each must accompany this application.

N.B. - The documents mentioned in (b), (d), (e) and (f) should be signed by the chairman and the secretary.

**SCHEDULE B
FORMATION OF A CO-OPERATIVE AGRICULTURAL SOCIETY WITH UNLIMITED
LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946
(No. 15 of 1946)**

DECLARATION OF COMPLIANCE WITH THE REQUIREMENTS OF THE ORDINANCE

1. We the undersigned,
of and
of, do hereby solemnly affirm
and declare that at a meeting held at
on the (at which meeting we acted
as chairman and secretary respectively) for the purpose of forming a co-operative agricultural
society with unlimited liability, there where presented -
 - (a) a written statement showing the objects of the society, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
 - (b) a copy of the regulations proposed to be tendered for registration,
and that after consideration of such statement and such regulations, each of such a number of qualified persons as is competent to form a co-operative trading society signed an application for membership in the proposed society.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

2. We declare further that -

- (a) the statement and regulations annexed hereto are true copies of the statement and the regulations approved by the meeting;
- (b) the situation of the registered office of the society, as appearing in the notice annexed hereto, was approved by the applicants for membership; and
- (c) the three attached lists indicate -
 - (i) the full names, addresses, signatures and occupations of all the applicants for membership (including those who applied subsequent to the holding of the meeting) and the correct dates upon which these applications were made;
 - (ii) the full names and addresses of the directors of the society and
 - (iii) all expenses and liabilities incurred by the society up to the date of transmission of this application to the Registrar.

.....
Chairman.

.....
Secretary.

Affirmed before me at
this day of
One thousand Nine hundred and

.....
Justice of the Peace/
Commissioner of Oaths.

2s.
Revenue
Stamp.

SCHEDULE C

**APPLICATION FOR REGISTRATION OF A CO-OPERATIVE AGRICULTURAL
COMPANY WITH LIMITED LIABILITY, OR A FARMERS' SPECIAL CO-OPERATIVE
COMPANY WITH LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE
SOCIETIES ORDINANCE (No. 15 of 1946)**

Place

Date

To

The Registrar of Co-operative Societies,
Windhoek.

Dear Sir,

We the undersigned, being respectively the chairman and the Secretary of *,
..... do hereby, in terms of section *thirteen* of the Co-operative Societies Ordinance,
1946, apply for the registration of the said company and in support of the application, enclose -

- (a) a solemn declaration, made by the persons who acted as chairman and secretary respectively at the meeting at which the company was formed, of compliance with all the requirements of the Ordinance in respect of matters precedent to the registration of the company and incidental thereto;
- (b) copy of the written statement presented at the meeting at which the company was formed, showing the objects of the company, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
- (c) two copies of the proposed regulations of the company, signed by not less than seven applicants for membership, each of whose signatures has been duly witnessed;
- (d) list containing the full names, addresses and occupations of all the applicants for membership, the

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

date upon which each application for membership was made, the number of shares[†] subscribed for by each applicant and the amount paid by each applicant in respect of such shares;

- (e) list of the directors of the company, showing the full name and address of each director;
- (f) detailed list of the expenses and liabilities incurred by the company to date;
- (g) notice of the situation of the registered office of the company; and
- (h) two revenue stamps, value £1 and 5s respectively, in payment of registration fees.

Yours faithfully,

.....
Chairman.

.....
Secretary.

* Here insert full name of company as appearing in the proposed regulations.

† Where there are shares with a contingent liability attached to them, the number of such shares and the amount of the contingent liability must be stated.

N.B. - The documents mentioned in (b), (d), (e) and (f) should be signed by the chairman and the secretary.

SCHEDULE D

FORMATION OF A CO-OPERATIVE AGRICULTURAL COMPANY WITH LIMITED LIABILITY, OR A FARMERS' SPECIAL CO-OPERATIVE COMPANY WITH LIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946
(No. 15 of 1946)

DECLARATION OF COMPLIANCE WITH THE REQUIREMENTS OF THE ORDINANCE

1. We the undersigned,
of and
of, do hereby solemnly affirm
and declare that at a meeting held at
on the (at which meeting we acted
as chairman and secretary respectively) for the purpose of forming a *.....
with limited liability, there were presented -
 - (a) a written statement showing the objects of the company, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
 - (b) a copy of the regulations proposed to be tendered for registration,
and that after consideration of such statement and such regulations, each of such a number of qualified persons as is competent to form a *..... signed an
an application for membership in the proposed company.
2. We declare further that -
 - (a) the statement and regulations annexed hereto are true copies of the statement and the regulations approved by the meeting;
 - (b) the situation of the registered office of the company, as appearing in the notice annexe 1 hereto, was approved by the applicants for membership; and
 - (c) the three attached lists indicate -
 - (i) the full names, addresses, and occupations of all the applicants for membership (including those who applied subsequent to the holding of the meeting), the correct dates upon which these applications were made, the exact number of shares subscribed for by each applicant, together with the amount actually paid by each applicant in respect of such shares;

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- (ii) the full names and addresses of the directors of the company; and
- (iii) all expenses and liabilities incurred by the company up to the date of transmission of this application to the Registrar.

.....
Chairman.

.....
Secretary.

Affirmed before me at
this day of
One thousand Nine hundred and

.....
Justice of the Peace/
Commissioner of Oaths.

2s.
Revenue
Stamp.

- * Here insert whether -
- (a) Co-operative agricultural company; or
 - (b) farmers' special co-operative company.

**SCHEDULE E
APPLICATION FOR REGISTRATION OF A CO-OPERATIVE TRADING SOCIETY WITH
LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE SOCIETIES
ORDINANCE, 1946 (No. 15 of 1946)**

Place

Date

To

The Registrar of Co-operative Societies
Windhoek.

Dear Sir,

We the undersigned, being respectively the chairman and the Secretary of *
..... do hereby, in terms of section *thirteen* of the Co-operative Societies Ordinance,
1946, apply for the registration of the said society and in support of the application, enclose -

- (a) a solemn declaration, made by the persons who acted as chairman and secretary respectively at the meeting at which the society was formed, of compliance with all the requirements of the Ordinance in respect of matters precedent to the registration of the society and incidental thereto;
- (b) copy of the written statement presented at the meeting at which the society was formed, showing the objects of the society, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
- (c) two copies of the proposed regulations of the society, signed by not less than twenty-five applicants for membership, each of whose signatures has been duly witnessed;
- (d) list containing the full names and addresses of all the applicants for membership, the date upon which each application for membership was made, the number of shares † subscribed for by each applicant and the amount paid by each applicant in respect of such shares;
- (e) list of the directors of the society, showing the full name and address of each director;
- (f) detailed list of the expenses and liabilities incurred by the society to date;
- (g) notice of the situation of the registered office of the society; and

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

(h) two revenue stamps, value £1 and 5s respectively, in payment of registration fees.

Yours faithfully,

.....
Chairman.

.....
Secretary.

* Here insert full name of society as appearing in the proposed regulations.

† Where there are shares with a contingent liability attached to them, the number of such shares and the amount of the contingent liability must be stated.

N.B. - The documents mentioned in (b), (d), (e) and (f) should be signed by the chairman and the secretary.

SCHEDULE F

**FORMATION OF A CO-OPERATIVE TRADING SOCIETY WITH LIMITED LIABILITY,
UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)**

DECLARATION OF COMPLIANCE WITH THE REQUIREMENTS OF THE ORDINANCE

1. We the undersigned,
of and
of, do hereby solemnly affirm
and declare that at a meeting held at
on the (at which meeting we acted
as chairman and secretary respectively) for the purpose of forming a co-operative trading society
with limited liability, there were presented -

- (a) a written statement showing the objects of the society, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
- (b) a copy of the regulations proposed to be tendered for registration,
and that after consideration of such statement and such regulations, each of such a number of qualified persons as is competent to form a co-operative trading society signed an application for membership in the proposed society.

2. We declare further that -

- (a) the statement and regulations annexed hereto are true copies of the statement and the regulations approved by the meeting;
- (b) the situation of the registered office of the society, as appearing in the notice annexed hereto, was approved by the applicants for membership; and
- (c) the three attached lists indicate -
 - (i) the full names and addresses of all the applicants for membership (including those who applied subsequent to the holding of the meeting), the correct dates upon which these applications were made, the exact number of shares subscribed for by each applicant, together with the amount actually paid by each applicant in respect of such shares;
 - (ii) the full names and addresses of the directors of the society; and
 - (iii) all expenses and liabilities incurred by the society up to the date of transmission of this application to the Registrar.

.....
Chairman.

.....
Secretary.

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

Affirmed before me at
this day of
One thousand Nine hundred and

Justice of the Peace/
Commissioner of Oaths.

2s.
Revenue
Stamp.

**SCHEDULE G
APPLICATION FOR REGISTRATION OF A CENTRAL OR FEDERAL CO-OPERATIVE
COMPANY WITH LIMITED LIABILITY, FORMED UNDER THE CO-OPERATIVE
SOCIETIES ORDINANCE, 1946 (No. 15 of 1946)**

Place
Date

To

The Registrar of Co-operative Societies,
Windhoek.

Dear Sir,

We the undersigned, being respectively the chairman and the Secretary of *.....
..... do hereby, in terms of section *thirteen* of the Co-operative Societies Ordinance,
1946, apply for the registration of the said society and in support of the application, enclose -

- (a) a solemn declaration, made by the persons who acted as chairman and secretary respectively at the meeting at which the company was formed, of compliance with all the requirements of the Ordinance in respect of matters precedent to the registration of the company and incidental thereto;
- (b) copy of the written statement presented at the meeting at which the company was formed, showing the objects of the company, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully;
- (c) two copies of the proposed regulations of the company, signed by the duly authorized representatives of not less than two of the applicants for membership, each of whose signatures has been duly witnessed;
- (d) list containing the full names and addresses of all the applicants for membership, the date upon which each application for membership was made, the number of shares† subscribed for by each applicant and the amount paid up by each applicant in respect of such shares;
- (e) list of the directors of the company, showing the full name and address of each director;
- (f) detailed list of the expenses and liabilities incurred by the company to date;
- (g) notice of the situation of the registered office of the company; and
- (h) two revenue stamps, value £1 and 5s respectively, in payment of registration fees.

Yours faithfully,

.....
Chairman.

.....
Secretary.

* Here insert full name of company as appearing in the proposed regulations.

† Where there are shares with a contingent liability attached to them, the number of such shares and the amount of the contingent liability must be stated.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

N.B. - The documents mentioned in (b), (d), (e) and (f) should be signed by the chairman and the secretary.

SCHEDULE H

**FORMATION OF A CENTRAL OR FEDERAL CO-OPERATIVE COMPANY WITH
LIMITED LIABILITY, UNDER THE CO-OPERATIVE SOCIETIES ORDINANCE, 1946
(No. 15 of 1946)**

DECLARATION OF COMPLIANCE WITH THE REQUIREMENTS OF THE ORDINANCE

1. We the undersigned,
of and
of, do hereby solemnly affirm
and declare that at a meeting held at
on the (at which meeting we acted
as chairman and secretary respectively) for the purpose of forming a *
with limited liability, there were presented -
(a) a written statement showing the objects of the company, its business prospects, and facts and
statistics calculated to show that, when registered, it will be able to carry out its objects
successfully;
(b) a copy of the regulations proposed to be tendered for registration,
and that after consideration of such statement and such regulations the duly authorized
representatives of each of such a number of qualified societies and/or companies as is competent to
form a * signed an application for membership in the proposed company.
2. We declare further that -
(a) the statement and regulations annexed hereto are true appearing in the notice annexed hereto,
was approved by the meeting;
(b) the situation of the registered office of the company, as appearing in the notice annexed hereto,
was approved by the duly authorised representatives of the applicants for membership; and
(c) the three attached lists indicate -
(i) the full names and addresses of all the applicants for membership (including those who
applied subsequent to the holding of the meeting), the correct dates upon which these
applications were made, the exact number of shares subscribed for by each applicant,
together with the amount actually paid by each applicant in respect of such shares;
(ii) the full names and addresses of the directors of the company; and
(iii) all expenses and liabilities incurred by the company up to the date of transmission of this
application to the Registrar.

.....
Chairman.

.....
Secretary.

Affirmed before me at
this day of
One thousand Nine hundred and

.....
Justice of the Peace/
Commissioner of Oaths.

2s.
Revenue
Stamp.

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

* Here insert whether -

central co-operative agricultural company; or federal co-operative agricultural company; or
central farmers' special co-operative company; or federal farmers' special co-operative company;
or central co-operative trading company; or federal co-operative trading company.

SCHEDULE I

**APPLICATION FOR THE REGISTRATION OF AN AMENDMENT OF THE
REGULATIONS OF CO-OPERATIVE SOCIETIES AND COMPANIES REGISTERED,
OR DEEMED TO BE REGISTERED, UNDER THE CO-OPERATIVE SOCIETIES
ORDINANCE, 1946 (No. 15 of 1946)**

Place

Date

To

The Registrar of Co-operative Societies,
Windhoek.

Dear Sir,

1. We the undersigned, being respectively the chairman and the Secretary of
do hereby, in terms of section *nineteen* of the Co-operative Societies Ordinance, 1946, apply for the
registration of an amendment of the regulations of the society/company* and enclose -
(a) two copies of the proposed amendment signed by at least seven/two† members, each of whose
signatures has been duly witnessed; and
(b) revenue stamp, value £1, in payment of registration fee.

Yours faithfully,

.....
Chairman.

.....
Secretary.

2. We solemnly affirm and declare -
(a) that at a special general meeting of the society/company* convened for the express purpose of
amending the regulations and held at
on the, the following resolution
was adopted:

Resolution reading:

.....
.....
.....
.....

- (b) that the number of votes required in terms of subsection (1) of section *nineteen* of the Co-
operative Societies Ordinance, 1946, for an amendment of regulations was obtained; and
- (c) that all the requirements of the Ordinance in respect of matters precedent to the registration of
the amendment and incidental thereto have been complied with.

.....
Chairman.

.....
Secretary.

Affirmed before me at
this day of

**REGULATIONS
Co-operatives Act 23 of 1996**

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

One thousand Nine hundred and

Justice of the Peace/
Commissioner of Oaths.

1s.
Revenue
Stamp.

- * Delete "society" or "company", as may be required.
- † Where the application is made by a central or a federal co-operative company, the word "seven" must be deleted and the amendment must be signed by the duly authorised representative of at least two societies or companies which are members.

**SCHEDULE J
CERTIFICATE OF REGISTRATION**

of

I, Registrar of Co-operative Societies, do hereby
certify that

has this day been registered under the Co-operative Societies Ordinance, 1946 (No. 15 of 1946), as a

Given under my hand at Windhoek on this the
day of One thousand Nine hundred and

Registrar of Co-operative Societies.

**SCHEDULE K
CO-OPERATIVE SOCIETIES ORDINANCE, 1946
INSPECTION OF DOCUMENTS KEPT BY THE REGISTRAR**

The following tariff of fees shall be payable -

- | | |
|--|---------|
| (a) For inspection of any balance sheet, profit and loss account and auditors' report and any other document kept by the Registrar | 2s. 6d |
| (b) For any copy or extract of any document kept by the Registrar, or part of any such document made in the office of the Registrar, or certified by the Registrar, for every hundred words or part of hundred words | 1s 0d. |
| (c) For any certificate issued by the Registrar in respect of which no fee is specially provided in the Ordinance or in this table. | 5s. 0d. |

**SCHEDULE L
CO-OPERATIVE SOCIETIES ORDINANCE, 1946
LIQUIDATOR'S FEES**

Liquidators of co-operative societies and companies shall be paid fees on the following scale -

A. To Liquidators:

1. Upon the proceeds of movables (other than shares and similar securities) sold, 5 per cent.

REGULATIONS
Co-operatives Act 23 of 1996

Model Regulations for Co-Operative Agricultural Societies with Unlimited Liability

- promissory notes, book debts, contributions, rent, interest, or other income collected
2. Upon the proceeds of immovables, shares and similar securities sold, insurance policies and mortgage bonds recovered -
- Upon the first £5,000 thereof 2 ½ per cent.
- Upon any further sum 1 ½ per cent.
3. Upon cash found in the bank or in the estate 1 per cent.
4. Upon security taken over by a creditor, a fee to be taxed by the Registrar of Co-operative Societies upon the merits of each case.
- B. *To Provisional Liquidators:*
- A reasonable remuneration to be taxed by the Registrar of Co-operative Societies, not to exceed the rates under A above.
- C. *To the Registrar of Co-operative Societies as Liquidator:*
- When the Registrar acts as liquidator, the Administrator may, reduce or waive the fees herein prescribed.
- D. *Minimum Remuneration.*
- When the total fees payable to any liquidator or provisional liquidator under this scale of fees, is less than five guineas, a minimum remuneration of from three to five guineas, as agreed by the Registrar of Co-operative Societies, may be paid.

SCHEDULE M
CO-OPERATIVE SOCIETIES ORDINANCE, 1946

NOTICE OF THE SITUATION, OR CHANGE IN THE SITUATION OF THE REGISTERED OFFICE OF*

.....
To the Registrar of Co-operative Societies,
Windhoek.

*

here by give you notice, in accordance with section *one hundred and five* of the Co-operative Societies Ordinance, 1946 (No. 15 of 1946), that the registered office of the society/company[†] is/will in future be[†] situated at x

.....
Chairman.

.....
Secretary.

Dated the day of 19.....

* Here insert full name of society or company.

[†] Delete words not applicable.

x If the office is situated in town, the street and number (if any) must also be stated. If situated on a farm, the name and number of the farm, and the district must be stated.