

THE CO-OPERATIVE SOCIETIES ACT

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THE CO-OPERATIVE SOCIETIES ACT

[1st October, 1950.]

Cap. 75.
Law
46 of 1957.
Acts
6 of 1974,
26 of 1975,
3 of 1992.

1. This Act may be cited as the Co-operative Societies Act. Short title.

2. In this Act—

Interpre-
tation.

- “bonus” means a share of the profits of a registered society divided among its members in proportion to the volume of business done with the society by them from which the profits of the society were derived;
- “committee” means the governing body of a registered society to whom the management of its affairs is entrusted;
- “dividend” means a share of the profits of a registered society divided among its members in proportion to the share capital held by them;
- “member” includes a person or registered society joining in the application for the registration of a society and a person or registered society admitted to membership in accordance with the rules;
- “officer” includes the chairman, secretary, treasurer, member of committee, or other person empowered under the regulations or rules to give directions in regard to the business of a registered society;
- “registered society” means a co-operative society registered under this Act;
- “Registrar” means the Registrar of Co-operative Societies appointed under section 3 and includes any person when exercising such powers of the Registrar as may have been conferred upon him under that section;

“regulations” means regulations made under this Act;
 “rules” means the registered rules made by a society under this Act.

Registration

Appoint-
ment of
Registrar
and
Assistant
Registrars.

3. The Governor-General may appoint a person to be Registrar of Co-operative Societies for Jamaica and may appoint persons to assist such Registrar and may by general or special order published in the *Gazette*, confer on any such persons all or any of the powers of a Registrar under this Act.

Societies
which may
be regis-
tered.
46/1957
S. 2.

4. Subject to the provisions of this Act a society may be registered under this Act which—

- (a) has as its object the promotion of the economic interests of its members in accordance with co-operative principles and consists of not less than ten members each of whom is qualified under section 23 for membership; or
- (b) is established with the object of facilitating the operations of a society described in paragraph (a) and includes among its members at least two registered societies.

Conditions
of regis-
tration.
46/1957
S. 3.

5.—(1) The word “co-operative” shall form part of the name of every registered society.

(2) The liability of every registered society which includes one or more registered societies among its members shall be limited.

(3) The word “limited” shall be the last word in the name of every registered society with limited liability.

(4) No society shall be registered under this Act under a name identical with that under which any other existing society is registered or so nearly resembling such name as

to be likely to mislead the members or the public as to its identity.

6.—(1) For the purpose of registration an application shall be made to the Registrar. Application for registration.

(2) The application shall be signed—

(a) in the case of a society of which no member is a registered society, by at least ten persons qualified in accordance with the requirements of section 23; 46/1957 S. 4.
and

(b) in the case of a society of which a member is a registered society, by a duly authorized person on behalf of every such registered society, and, where all the members of the society are not registered societies, by ten other members, or where there are less than ten other members, by all of them.

(3) The application shall be accompanied by three copies of the proposed rules of the society and the persons by whom or on whose behalf such application is made shall furnish such information in regard to the society as the Registrar may require.

(4) The application shall be accompanied by the prescribed registration fee.

7.—(1) When an application for registration is made, the Registrar shall satisfy himself that the society has complied with the provisions of this Act and any regulations made thereunder and that the society is a *bona fide* co-operative society and that its proposed rules are in conformity with the requirements of this Act and any regulations made thereunder, and for these purposes may make such enquiries and obtain such information as he thinks fit. Registration.

(2) The Registrar upon being satisfied of the foregoing matters may register the society and its rules and shall publish notice thereof in the *Gazette*.

(3) If the Registrar refuses to register a society an appeal shall lie to the tribunal appointed by regulations under this Act within one month from the date of such refusal. The decision of the tribunal shall be final and shall not be called in question in any civil court.

Societies to be bodies corporate.

8. The registration of a society shall render it a body corporate by the name under which it is registered, with perpetual succession, and with power to hold property, to enter into contracts, to institute and defend suits and other legal proceedings, and to do all things necessary for the purpose of its constitution.

Evidence of registration.

9. A certificate of registration signed by the Registrar shall be conclusive evidence that the society therein mentioned is duly registered, unless it is proved that the registration of the society has been cancelled.

Duties and Privileges of Societies

Power of registered society to make rules. 46/1957 S. 5.

10.—(1) Every registered society may, subject to the approval of the Registrar, make rules for any such things as are necessary or desirable for the purpose for which such society is established and in particular but without prejudice to the generality of the foregoing, may make rules—

- (a) providing that the area in which the society does business and has members shall be divided into districts, and that members of the committee be elected from such districts either directly or by district delegates;
- (b) prescribing the number of members of the committee to be elected from each district;
- (c) prescribing the method of forming new districts, either as additions to or substitutes for old districts;

- (d) prescribing the manner and method of electing district delegates and the number thereof, and providing for the delegation to such district delegates of all or any of the powers exercisable by the members assembled at general meetings and for the method of calling and the persons who may call meetings of delegates;
- (e) providing that a meeting of the delegates shall take the place fully and effectually in every way of a meeting of the members of the society.

(2) Rules made under subsection (1) shall bind the society and every member thereof and every person claiming through such member to the same extent as if every such member had subscribed his name and affixed his seal thereto and there were contained in such rules a covenant on the part of such member, his heirs, executors, administrators and assigns to be bound thereby.

11.—(1) Any registered society may, subject to this Act and any regulations made thereunder, amend its rules, including the rule which declares the name of the society. Amendment
of rules.

(2) No amendment of the rules of a registered society shall be valid until that amendment has been registered under this Act, for which purpose three copies of the amendment shall be forwarded to the Registrar. 46/1957
S. 6.

(3) If the Registrar is satisfied that any amendment of the rules is not contrary to this Act or regulations made thereunder, he may register the amendment:

Provided that the Registrar may for reasons to be given to the society refuse to register an amendment. If the Registrar shall refuse to register any amendment of any rule, an appeal shall lie to the tribunal appointed by regulations made under this Act within one month from the date of such refusal. The decision of the tribunal shall be final, and shall not be called in question in any civil court.

(4) An amendment which changes the name of a registered society shall not affect any right or obligation of the society or of any of its members or past members, and any legal proceedings pending may be continued by or against the society under its new name.

(5) When the Registrar registers an amendment of the rules of a registered society, he shall issue to the society a copy of the amendment certified by him, which shall be conclusive evidence of the fact that the amendment has been duly registered.

Address of
society.

12. Every registered society shall have an address registered in accordance with the regulations, to which all notices and communications may be sent, and shall send to the Registrar notice of every change of that address.

Publication
of name.
46/1957
S. 7.

13. Every registered society shall paint or affix and keep painted or affixed its registered name, in letters easily legible, in a conspicuous position on the outside of every office or place in which the business of the society is carried on.

Copy of
Act, etc., to
be open to
inspection.

14. Every registered society shall keep a copy of this Act and of the regulations and of its rules and a list of its members open to inspection, free of charge, at all reasonable times at the registered address of the society.

Disposal of
produce to
or through
a registered
society.

15.—(1) A registered society which has as one of its objects the disposal of any article produced or obtained by the work or industry of its members, whether the produce of agriculture, animal husbandry, forestry, fisheries, handicrafts or otherwise, may provide in its rules or may otherwise contract with its members—

- (a) that every such member who produces any such article shall dispose of the whole or any specified amount, proportion or description thereof to or through the society; and

- (b) that any member who is proved or adjudged to be guilty of a breach of the rules or contract shall pay to the society as liquidated damages a sum ascertained or assessed in such manner as may be prescribed by the aforesaid rules or contract.

(2) No contract entered into under the provisions of this section shall be contested in any court on the ground only that it constitutes a contract in restraint of trade.

16. Subject to any prior claim of the Crown on the property of a debtor and to any charge under the Agricultural Loan Societies Law (now repealed), or under the Agricultural Loans Act and to the lien or claim of a landlord in respect of rent or any money recoverable as rent and in the case of immovable property to any prior registered charge thereon—

Creation of charges in favour of registered societies. Cap. 5 (1953 Edtn. now repealed).

- (a) any debt or outstanding demand payable to a registered society by any member or past member shall be a first charge on all crops or other agricultural produce, felled timber or other forest produce, marine produce, fish (fresh water and salt water), livestock, fodder, agricultural, industrial and fishing implements, plant machinery, boats, tackle and nets, raw materials, stock in trade and generally all produce of labour and things used in connection with production raised, purchased or produced in whole or in part from any loan whether in money or in goods given him by the society:

Provided that nothing herein contained shall affect the claim of any *bona fide* purchaser or transferee without notice;

- (b) any outstanding demands or dues payable to a registered housing society by any member or past member in respect of rent, shares, loans or pur-

chase money or any other rights or amounts payable to such society shall be a first charge upon his interest in the immovable property of the society.

Charge and set off in respect of shares or interest of members.

17. A registered society shall have a charge upon the shares or interest in the capital and on the deposits of a member or past member or deceased member and upon any dividend, bonus or profits payable to a member or past member or estate, for any debt due by a member to the society, and may apply any sum credited or payable to a member or past member or estate of a deceased member in or towards payment of any such debt.

Power of nomination. 46/1957 S. 8.

18.—(1) A member of a registered society may, by instrument in writing signed by such member in the presence of two attesting witnesses and delivered at or sent to the registered office of the society during the lifetime of such member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his death such property in the society as may be his at the time of his decease, or as may have accrued thereon, whether in shares, loans, or deposits, or so much thereof as is specified in such nomination, if the nomination does not comprise the whole:

Provided that no member of a registered society with share capital shall be entitled to nominate more than one person unless such member holds more than one share.

(2) A nomination so made may be revoked or varied by a subsequent nomination signed, attested and delivered, or sent or made as aforesaid, or by any similar document in the nature of a revocation or variation signed by the nominator in the presence of two attesting witnesses and delivered, sent or made as aforesaid, but shall not be revocable or variable by the will of the nominator or by any codicil thereto.

(3) The society shall keep a book wherein the names of all persons so nominated and all revocations or variations, if any, of such nominations shall be recorded.

19.—(1) On the death of a member, a registered society shall, subject to the provisions of subsections (2) and (3)—

- (a) transfer to any person nominated in accordance with the provisions of section 18 the property of the deceased member or such property as may have accrued thereon, comprised in the nomination in manner directed by the nomination, or pay to every person entitled thereunder the full value of the property given to him;
- (b) transfer to the personal representatives of the deceased member any property of the deceased member in the society, or such property as may have accrued thereon, not comprised in any nomination, or pay to the personal representatives the full value of such property.

Transfer or
payment of
value of
interest on
death of
member.
46/1957
S. 8.

(2) Any person entitled, under paragraph (a) or (b) of subsection (1), to receive property or payment of the value thereof from a society with unlimited liability may require payment by the society of the value of such property.

(3) Any share or interest of a deceased member of a society with limited liability may be transferred by the society to—

- (a) the person entitled thereto under paragraph (a) or (b) of subsection (1), if such person is qualified to be a member of the society; or
- (b) any other person qualified to be a member of the society and specified, within six months of the death of the deceased member, in an application by the person entitled thereto under paragraph (a) or (b) of subsection (1).

(4) All transfers and payments made by a registered society in accordance with the provisions of this section shall be valid and effectual against any demand made upon the society by any other person.

26/1975
S. 2.

(5) In this section the expression "personal representatives" includes, where the value of the property to be transferred or paid by a registered society in respect of a deceased member does not exceed two thousand dollars, such person as may appear to the registered society, on such evidence as the society may deem satisfactory, to be entitled by law to receive payment.

Deposits by
or on behalf
of minors.

20.—(1) A registered society may receive deposits from or for the benefit of minors and it shall be lawful for a registered society to pay such minors the interest which may become due on such deposits. Any deposits made by a minor, may, together with the interest accrued thereon, be paid to that minor; and any deposit made on behalf of a minor may, together with the interest accrued thereon, be paid to the guardian of that minor for the use of the minor.

(2) The receipt of any minor or guardian for money paid to him under this section shall be a sufficient discharge of the liability of the society in respect of that money.

Register of
members.

21. Any register or list of members kept by any registered society shall be *prima facie* evidence of any of the following particulars entered therein—

- (a) the date at which the name of any person was entered in such register or list as a member;
- (b) the date at which any such person ceased to be a member.

Evidence
of docu-
ments and
of entries
in books.
46/1957
S. 9(a).

22.—(1) A copy of any entry in a book of a registered society regularly kept in the course of business shall, if certified in such manner as may be prescribed by the regulations, be received in any legal proceedings, civil or

criminal, as *prima facie* evidence of the existence of such entry and shall be admitted as evidence of the matters, transactions and accounts therein recorded in every case where, and to the same extent as, the original entry itself is admissible.

(2) No officer of any such society shall, in any legal proceedings to which the society is not a party, be compelled to produce any of the books of the society, the contents of which can be proved under subsection (1) or to appear as a witness to prove any matters, transactions or accounts therein recorded, unless the court for special reasons so directs.

(3) Every copy of rules or other instruments or documents, and every extract of an instrument or document, bearing the seal or signature of the Registrar, shall be received in evidence without further proof; and every document purporting to be signed by the Registrar under this Act shall, in the absence of any evidence to the contrary, be received in evidence without further proof of the signature.

46/1957
S. 9 (b).

23. No person other than a registered society shall be a member of a registered society unless—

- (a) he has attained the age of sixteen years; and
- (b) there exists between himself and the other members of the society some common bond of occupation or association or of residence in a defined neighbourhood, community or district.

Qualifica-
tions for
membership.
46/1957
S. 10.
26/1975
S. 3.

24. No member of a registered society shall exercise the right of a member unless or until he has made such payment to the society in respect of membership or acquired such interest in the society as may be prescribed by the rules.

Members
not to
exercise
rights until
due pay-
ment made.

Restriction
of member-
ship in
society.

25. Except with the sanction of the Registrar, no person shall be a member of more than one registered society with unlimited liability, whose primary object is to grant loans to its members.

Voting
rights.

26.—(1) Subject to the provisions of this section, no member of a registered society shall have more than one vote in the conduct of the affairs of the society :

Provided, however, that in the case of an equality of votes the chairman shall have a casting vote.

(2) A registered society which is a member of any other registered society shall have such voting rights as may be prescribed by the rules, and such voting rights shall be exercised in accordance with the rules.

(3) A registered society which is a member of any other registered society may appoint one of its members as its proxy for the purpose of voting in the conduct of the affairs of such other registered society.

46/1957
S. 11(a).

(4) Delegates elected in accordance with the rules of a registered society may, unless otherwise provided in the rules, exercise at annual and special meetings of the society all the powers of members and in such cases all references in this Act to the exercise of powers by members shall be deemed to include the exercise of powers by delegates.

46/1957
S. 11(b).

(5) Except as is provided by subsections (3) and (4), voting by proxy shall not be allowed.

(6) A society, the principal business of which is the marketing of agricultural products, may by its rules provide for voting rights to be determined by reference to the actual or estimated registered amount of the product marketed.

27. An infant duly admitted as a member of a registered society shall enjoy all the rights and be subject to all the liabilities of an ordinary member and any contracts made by such person as a member of such society shall be enforceable at law.

Liability of infants on contracts.

28. Where the liability of the members of a registered society is limited by shares, no member, other than a registered society, shall hold more than such portion of share capital of the society, subject to a maximum of twenty per cent, as may be prescribed by the rules.

No individual to hold more than 20% of share capital.

29.—(1) The transfer or charge of the share or interest of a member or past member or deceased member shall be subject to such conditions as may be prescribed by this Act or regulations made thereunder :

Restriction on transfer of share or interest.

Provided that a member shall not in any event transfer any share held by him or his interest in the capital of the society or any part thereof unless the transfer or charge is made to the society or to a member of the society or to a person whose application for membership has been accepted by the committee.

(2) A purchaser under any execution or any other person succeeding by operation of law or otherwise to the share or interest of a member in a society shall not be entitled to membership or become a member by virtue only of such purchase or transfer.

(3) A registered society may by rules provide for the purchase by the society of the share or interest of any member.

30. The liability of a past member or of the estate of a deceased member for the debts of a registered society as they existed on the date on which such member ceased to be a member or died shall continue for a period of two years reckoned from that date.

Liability of past member and estate of deceased member for debts of society.

Property and Funds of Registered Societies

Loans made
by registered
societies.

31. A registered society shall not make a loan to any person other than a member :

6/1974
S. 2.

Provided that a registered society may make loans to another registered society or a member thereof.

Deposits
and loans
received by
a registered
society.

32. A registered society shall receive deposits and loans from persons who are not members only to such extent and under such conditions as may be prescribed by the regulations or rules.

Restrictions
on other
transactions
with non-
members.

33. Save as provided in sections 31 and 32, the transactions of a registered society with persons other than members shall be subject to such prohibitions and restrictions as may be prescribed by the regulations.

Disposal of
dividends
and bonus.

34. No registered society shall pay a dividend or bonus or distribute any part of its accumulated funds before the balance sheet has been certified by an auditor approved by the Registrar.

Reserve
funds.

35.—(1) Every registered society which does or can derive profit from its transactions shall maintain a reserve fund.

26/1975
S. 4 (a), (b).

(2) At least 20 *per centum* of the net profits of every registered society as ascertained by the audit prescribed by section 38 shall be carried to the reserve fund which shall be employed as prescribed by the regulations :

26/1975
S. 4 (c).

Provided that upon application made by a registered society, the Registrar may, by notice in writing to that society reduce for so long as the Registrar may allow the percentage that is required by this section to be carried to the reserve fund so, however, that such percentage shall not be less than 10 *per centum*.

36. Any registered society may, after the allocation to the reserve fund has been made in accordance with section 35, contribute an amount not exceeding ten per cent of the remaining net balance to any educational or charitable purpose.

Allocation to education or charity.

37. Subject to sections 35 and 36, the net balance at the end of each year together with any sum available for distribution from previous years may be distributed as may be prescribed by the rules.

Disposal of surplus moneys.

Audit, Inspection and Inquiry

38.—(1) The Registrar shall audit or cause to be audited by some person authorized by him by general or special order in writing the accounts of every registered society once at least in every year.

Audit.

(2) The audit under subsection (1) shall include an examination of overdue debts, if any, and a valuation of the assets and liabilities of the registered society.

(3) The Registrar and every other person appointed to audit the accounts of a society shall have power when necessary—

- (a) to summon at the time of his audit any officer, agent, servant or member of the society who he has reason to believe can give material information in regard to any transactions of the society or the management of its affairs; or
- (b) to require production of any book or document relating to the affairs of, or any cash or securities belonging to, the society by the officer, agent, servant or member in possession of such book, document, cash or securities.

39. The Registrar, or any person authorized by general or special order in writing by the Registrar, shall at all times have access to all the books, accounts, papers and

Power of Registrar to inspect books, etc., of the society.

securities of a registered society, and shall be entitled to inspect the cash in hand; and every officer of the society shall furnish such information in regard to the transactions and working of the society as the person making such inspection may require.

**Inquiry and
inspection.**

40.—(1) The Registrar may of his own motion, and shall on the application of a majority of the committee, or of not less than one-third of the members of a registered society, hold an inquiry or direct some person authorized by him by order in writing in this behalf to hold an inquiry into the constitution, working, and financial condition of a registered society; and all officers and members of the society shall furnish such information in regard to the affairs of the society and produce the cash in hand and such books, accounts, papers and securities of the society as the Registrar or the person authorized by him may require.

(2) The Registrar, shall, on the application of a creditor of the registered society, inspect or direct some person authorized by him in writing in this behalf to inspect the books of the society, if the applicant—

(a) proves that an ascertained sum of money is then due to him and that he has demanded payment thereof and has not received satisfaction within a reasonable time; and

(b) deposits with the Registrar such sum as security for the cost of the proposed inspection as the Registrar may require.

(3) The Registrar shall communicate the results of any such inspection to the creditor and to the society into whose affairs inquiry has been made.

(4) Where an inquiry is held under subsection (1) or an inspection is made under subsection (2), the Registrar may apportion the costs or such part of the costs, as he may think right, between the registered society, the members demanding an inquiry, the officers or former officers

46/1957
S. 12.

of the society, and the creditor, if any, on whose application the inquiry was made.

(5) Any sum awarded by way of costs against any society or person under this section may be recovered, on application to the Court of the Resident Magistrate having jurisdiction in the place where the registered office of the society is situated, in like manner as money payable under a judgment of the Court.

Dissolution of Registered Society

41.—(1) If the Registrar, after holding an inquiry or making an inspection under section 40 or on receipt of an application made by three-fourths of the members of a registered society is of opinion that the society ought to be dissolved, he may by order cancel the registration of the society, and shall publish notice thereof in the *Gazette*. Dissolution.

(2) Any member of a registered society may within two months from the date of an order under subsection (1) appeal from such order to the tribunal appointed by regulations under this Act. The decision of the tribunal shall be final, and shall not be called in question in any civil court.

(3) Where no appeal is presented within two months from the making of an order cancelling the registration of a society, the order shall take effect on the expiry of that period. Where an appeal is presented within two months the order shall not take effect until it is confirmed by the tribunal appointed by regulations under this Act.

(4) Where the Registrar cancels the registration of a society under subsection (1) he may make such order as he may think fit for the custody of the books and documents and the protection of the assets of the society until the order cancelling registration takes effect.

(5) No registered society shall be wound up save by an order of the Registrar.

Cancellation of registration due to lack of membership.

42. The Registrar may by order in writing cancel the registration of any registered society other than a society which includes among its members one or more registered societies, if at any time it is proved that the number of members has been reduced to less than ten. Every such order shall take effect from the date thereof.

Effect of cancellation of registration.

43. Where the registration of a society is cancelled by an order under section 41 or under section 42 the society shall, except for the purposes of winding up as hereinafter provided, cease to exist as a corporate body from the date on which the order takes effect, hereinafter referred to as the date of dissolution.

Appointment of liquidator.

44. Where the registration of a society is cancelled under section 41 or section 42, the Registrar may appoint one or more persons to be, subject to his direction and control, the liquidator or liquidators of the society.

Powers of a liquidator.

45.—(1) A liquidator appointed under section 44 shall, subject to the guidance and control of the Registrar and to any limitations imposed by the Registrar by order under section 46, have power—

- (a) to institute and defend suits and other legal proceedings by and on behalf of the society by his name or office and to appear in court as a litigant in person on behalf of the society;
- (b) to refer disputes to arbitration;
- (c) to determine the contribution to be made by the members and past members and by estates of deceased members of the society respectively to the assets of the society;
- (d) to investigate all claims against the society and subject to the provisions of this Act to decide questions of priority arising between claimants;

- (e) to determine from time to time by what persons and in what proportion the costs of the liquidation are to be borne;
- (f) to take possession of the books, documents and assets of the society;
- (g) to give such directions in regard to the collection of the assets of the society and the disposal of the books and documents of the society as may appear to him to be necessary for winding up the affairs of the society;
- (h) to appoint a day by proclamation before which creditors whose claims are not already recorded in the books of the society shall state their claims for admission or be excluded from any distribution made before such claims have been proved;
- (i) to compromise any claim by or against the society;
- (j) to sell the property of the society;
- (k) to call such general meetings of the society as may be necessary;
- (l) to carry on the business of the society so far as may be necessary for winding it up beneficially;
- (m) to arrange for the distribution of the assets of the society in a convenient manner when a scheme of distribution has been approved by the Registrar.

(2) A liquidator appointed under this section shall, in so far as such powers are necessary for carrying out the purpose of this section, have all the powers of a Resident Magistrate to compel the attendance and examination of witnesses and the production of documents.

46. A liquidator shall exercise his powers subject to the control and revision of the Registrar, who may—

- (a) rescind or vary any order made by a liquidator and make whatever new order is required;

Power of Registrar to control liquidation.

[The inclusion of this page is authorized by L.N. 60/1976]

- (b) remove a liquidator from office;
- (c) call for all books, documents and assets of the society;
- (d) by order in writing limit the powers of a liquidator under section 45;
- (e) require accounts to be rendered to him by the liquidator;
- (f) procure the auditing of the accounts of the liquidator and authorize the distribution of the assets of the society;
- (g) make an order for the remuneration of the liquidator;
- (h) refer any subject of dispute between a liquidator and any third party to arbitration if that party shall have consented in writing to be bound by the decision of the arbitrator.

Suspension
of registra-
tion.
26/1975
S. 5.

46A.—(1) The Registrar, in any case in which he might under section 41 or 42 cancel the registration of a registered society, may suspend the registration of such society for any term not exceeding three months and may from time to time extend the suspension for additional periods not exceeding in each case three months.

(2) The provisions of section 41 shall apply, subject to any necessary modifications, in relation to suspension of the registration of a society for any cause other than for reduction of membership below ten as they apply in relation to cancellation of such registration.

(3) Where the registration of a society is suspended the society shall, while the suspension lasts, cease to enjoy the rights and privileges of a registered society but without prejudice to any liability whether civil or criminal incurred by the society, and any such liability may be enforced

after the suspension as if the suspension had not taken place.

47.—(1) The decision of an arbitrator on any matter referred to him under section 46 shall be binding upon the parties, and shall be enforceable in like manner as an order made by the Registrar under that section. Enforcement of order.

(2) An order made by a liquidator or by the Registrar under section 45 or section 46 shall be enforced in the same manner in all respects as an order made by a Resident Magistrate.

48. Save in so far as is hereinbefore expressly provided, no civil court shall have any jurisdiction in respect of any matter concerned with the dissolution of a registered society under this Act. Limitation of the jurisdiction of the civil court.

49.—(1) In the liquidation of a society whose registration has been cancelled, the funds, including the reserve fund shall be applied first to the costs of liquidation, then to the discharge of the liabilities of the society, then to the payment of the share capital and then, provided the rules of the society permit, to the payment of a dividend. Closure of liquidation.

(2) When the liquidation of a society has been closed and any creditor of that society has not claimed or received what is due to him under the scheme of distribution, notice of the closing of the liquidation shall be published in the *Gazette*; and all claims against the funds of the society liquidated shall be barred when two years have elapsed from the date of the publication of the *Gazette* notice. 46/1957 S. 13.

(3) Any surplus remaining after the application of the funds to the purposes specified in subsection (1) shall not be divided among the members but such surplus shall be devoted to any purpose specified in the rules of the

society whose registration has been cancelled, and where no purpose is so specified, shall be devoted by the Registrar to such co-operative purpose as may be decided by him in consultation with the members of the society whose registration has been cancelled.

Disputes

Settlement
of disputes.

50.—(1) If any dispute touching the business of a registered society arises—

- (a) among members, past members and persons claiming through members, past members and deceased members; or
- (b) between a member, past member, or person claiming through a member, past member or deceased member, and the society, its committee, or any officer of the society; or
- (c) between the society or its committee and any officer of the society; or
- (d) between the society and any other registered society,

such dispute shall be referred to the Registrar. A claim by a registered society for any debt or demand due to it from a member, past member or the nominee, heir or legal representative of a deceased member, shall be deemed to be a dispute touching the business of the society within the meaning of this subsection.

(2) The Registrar shall, on receipt of a reference under subsection (1), refer it for disposal to an arbitrator or arbitrators.

(3) Any party aggrieved by the award of the arbitrator or arbitrators may appeal therefrom to the Registrar within such period and in such manner as may be prescribed.

(4) A decision of the Registrar in an appeal under subsection (3) shall be final and shall not be called in question in any civil court.

(5) The award of the arbitrator or arbitrators under subsection (2) shall, if no appeal is preferred to the Registrar under subsection (3), or if any such appeal is abandoned or withdrawn, be final and shall not be called in question in any civil court and shall be enforced in the same manner in all respects as if the award had been a judgment of a Resident Magistrate.

51.—(1) Notwithstanding anything contained in section 50, the Registrar at any time when proceeding to a decision under this Act, or the tribunal at any time when an appeal has been referred to it against any decision of the Registrar under this Act, may refer any question of law arising out of such decision for the opinion of the Supreme Court.

Case stated
on question
at law.

(2) Any Judge, or Judges, of the Supreme Court as the Chief Justice may direct, may consider and determine any question of law so referred and the opinion given on such question shall be final and conclusive.

Regulations

52.—(1) Subject to subsection (3), the Minister may make all such regulations as may be necessary for the purpose of carrying out or giving effect to the principles and provisions of this Act.

Regulations.
3/1993
S. 4 (a).

(2) In particular and without prejudice to the generality of the power conferred by subsection (1), such regulations may—

- (a) prescribe the forms to be used and the conditions to be complied with in applying for the registration of a society and the procedure in the matter of such applications;
- (b) prescribe the conditions to be complied with by persons applying for admission or admitted as members, and provide for the election and admission of members from time to time, and the pay-

[The inclusion of this page is authorized by L.N. 42/1995]

- ment to be made and interest to be acquired before exercising rights of membership;
- (c) subject to the provisions of section 28, prescribe the maximum number of shares or portions of the capital of a registered society which may be held by a member;
 - (d) provide for the withdrawal and expulsion of members and for the payments to be made to members who withdraw or are expelled, and for the liabilities of past members;
 - (e) provide for general meetings of the members and for the procedure at such meetings and for the powers to be exercised by such meetings;
 - (f) provide for the appointment, suspension and removal of the members of the committee and other officers, and for the procedure at meetings of the committee and for the powers to be exercised and the duties to be performed by the committee and other officers;
 - (g) prescribe the matters in respect of which a society may or shall make rules and for the procedure to be followed in making, altering and rescinding rules, and the conditions to be satisfied prior to such making, alteration or rescission;
 - (h) regulate the manner in which funds may be raised by means of shares or debentures or otherwise;
 - (i) prescribe the payments to be made, the conditions to be complied with, and the forms of the bonds, instruments or other documents to be executed, by members applying for loans or cash credits, the period for which loans may be made or credits granted, and the maximum amount which may be lent and the maximum credits which may be allowed to individual members;

- (j) provide for the mode in which the value of the interest of a deceased member shall be ascertained;
- (k) provide for the mode in which the value of the interest of a member who has become of unsound mind incapable of managing himself or his affairs shall be ascertained and for the nomination of any person to whom such interests may be paid or transferred;
- (l) provide for the formation and the maintenance of reserve funds, and the objects to which such funds may be applied and for the investment of any funds under the control of any registered society;
- (m) prescribe the conditions under which profits may be distributed to the members of a society.
- (n) prescribe the accounts and books to be kept by a registered society, and for the periodical publication of a balance sheet showing the assets and liabilities of a registered society;
- (o) provide for the audit of the accounts of registered societies and for the charges, if any, to be made for such audit and provide for the levy of contributions from all or any registered societies to a fund to be used for the audit and supervision of existing societies and prescribe for the administration of such a fund;
- (p) prescribe the returns to be submitted by registered societies to the Registrar, and the persons by whom and the form in which the same are to be made;
- (q) provide for the persons by whom, and the form in which, copies of entries in books of registered societies may be certified;

- (r) provide for the formation and maintenance of a register of members, and, where the liability of members is limited by shares, of a register of shares;
- (s) provide for the inspection of documents and registers at the Registrar's office and the fees to be paid therefor and for the issue of copies of such documents or registers;
- (t) prescribe the manner in which any question as to the breach of any rule or contract relating to the disposal of produce to or through a society, may be determined, and the manner in which the liquidated damages for any such breach may be ascertained or assessed;
- (u) prescribe the mode of appointing an arbitrator or arbitrators and the procedure to be followed in proceedings before such arbitrator or arbitrators;
- (v) provide for the formation of a Joint Co-operative Council and for the objects and functions of such a Council;
- (w) provide for the appointment of a tribunal to hear appeals under this Act and to prescribe the fees to be paid and the procedure to be observed and all other matters connected with appeals under this Act.

3/1992
S. 4 (e).

(3) Regulations under this Act shall not limit—

- (a) the rate of interest or dividend which may be paid by a registered society on funds raised by or deposits made with the society; or
- (b) the rate of interest which may be imposed by a registered society as respects any funds made available by that society to any person, whether by way of loan or otherwise.

Miscellaneous

53.—(1) Any two or more registered societies may by special resolution of both or all such societies become amalgamated as one society with or without any dissolution or division of the funds of such societies or either of them, and the property of such societies shall become vested in the amalgamated society without the necessity of any form of conveyance other than that contained in the special resolution amalgamating the societies :

Amalgama-
tion.
46/1957
S. 15(a).

Provided that amalgamation in pursuance of this Act shall not prejudice any right of a creditor of any registered society which is a party thereto.

(2) A registered society may, by special resolution, transfer its engagements to any other registered society which may, by special resolution, undertake to fulfil the engagements of that society.

26/1975
S. 6 (a).

(3) For the purposes of this section “special resolution” means a resolution which is passed by a majority of not less than three-fourths of such members of a registered society for the time being entitled to vote as may have voted in person or by proxy, where voting by proxy is allowed by this Act, at any general meeting of which at least ten days’ notice specifying the intention to propose the resolution has been given.

26/1975
S. 6 (b).

(4) A copy of every special resolution, signed by the chairman of the meeting at which the resolution was passed, and countersigned by the secretary of the society, shall be sent to the Registrar and registered, and until that copy is so registered the special resolution shall not take effect.

46/1957
S. 15 (b).
26/1975
S. 6 (c).

54.—(1) A company registered under the Companies Act or an industrial or provident society registered under the Industrial and Provident Societies Act or friendly

Conversion.

society registered under the Friendly Societies Act may by special resolution determine to convert itself into a registered society.

(2) Any such resolution for conversion into a registered society shall appoint ten persons, members of a company, industrial or provident society, or friendly society, as the case may be, who, together with the secretary, shall sign the rules and who may, by the resolution, be given such powers to act on behalf of the company, industrial or provident society, or friendly society, as may be specified in such resolution.

(3) A copy of the special resolution, together with three copies of the rules, shall be sent to the Registrar who shall thereupon proceed as provided in this Act upon an application for registration.

46/1957
S. 16.

Conversion
effective
upon issue
of certifi-
cate of
registration
by
Registrar.

55. A conversion under section 54 shall be deemed to be effective when the Registrar has issued a certificate of registration under this Act and thereupon the registration of the company, industrial or provident society, or friendly society as such shall become void, and shall be cancelled by the proper officer, but the registration of any such body as a registered society shall not affect any right or claim for the time being subsisting against such body or any penalty incurred, and any such right or claim or penalty may be enforced against such body by proceedings taken in the same manner as if it had not become a registered society. Every such right or claim, and the liability for every such penalty shall have priority as against the property of such registered society over all other rights or claims against, or liabilities of, the registered society.

Provision
for fines and
penalties
against
members.

56. A registered society shall have the power to provide under its rules or in any contract made in accordance with section 15 for the payment by its members of fines and penalties or specific or ascertainable sums of money by way

of liquidated damages for any infringement of its rules or any breach of such contract or any term thereof, and may further provide that the party found guilty of any breach of such contract or any term thereof shall pay all costs, expenses and fines in case any action in respect of such breach is brought by the registered society.

57. In the event of any breach or threatened breach of any provision of a contract by a member of any registered society made in accordance with section 15, such society shall be entitled to an injunction to restrain such member, his agents and servants from selling or delivering the agricultural or manufactured product otherwise than in accordance with the contract and to a decree for specific performance of the said contract by such member. Pending the adjudication of any action brought by any registered society under this section and upon *ex parte* application to the Supreme Court or to any Resident Magistrate's Court having jurisdiction in the matter and upon evidence by affidavit of the breach or threatened breach and upon the giving of such undertaking or security as may be approved by such Court or Judge the registered society shall be entitled to an interim injunction restraining such breach or threatened breach.

Injunction
and specific
perform-
ances.

58.—(1) No person other than a registered society shall trade or carry on business under any name or title of which the word "Co-operative" or "Co-operation" or any abbreviation or the words "Credit Union" or "Credit Unions" or any abbreviation is part :

Prohibition
of the use of
the word
"Co-opera-
tive".

Provided that nothing in this section shall apply to the use by any person or his successor in interest of any name or title under which he traded or carried on business at the time of the passing of this Act.

(2) Every person who contravenes the provisions of this section shall on conviction before a Resident Magistrate be liable to a fine not exceeding one hundred dollars or to imprisonment for a term not exceeding six months and in the case of a continuing offence to a further fine not exceeding ten dollars in respect of each day on which the offence is continued after conviction therefor or in default of payment thereof to be imprisoned for any term not exceeding three months.

Exemption
from income
tax and
stamp duty.
46/1957
S. 17.

59.—(1) A registered society shall be exempt from income tax.

(2) All instruments executed by or on behalf of a registered society or by or on behalf of an officer or member relating to the business of such society shall be exempt from stamp duty.

Offences.

60.—(1) Every registered society and every officer or member thereof who—

- (a) wilfully neglects or refuses to do any act or to furnish any information required for the purposes of this Act by the Registrar or other person duly authorized by him in writing in that behalf; or
- (b) wilfully makes a false return or furnishes any false information,

shall be guilty of an offence against this Act.

(2) Every person who—

- (a) wilfully or without any reasonable excuse disobeys any summons, requisition or lawfully written order issued under the provisions of this Act; or
- (b) fails to furnish any information lawfully required from him by a person authorized to do so under the provisions of this Act,

shall be guilty of an offence against this Act.

61. If any person obtains possession by false representation or imposition of any property of a society, or having the same in his possession withholds or misapplies the same, or wilfully applies any part thereof to purposes other than those expressed or directed in the rules of the society and authorized by this Act he shall, on the complaint of the society, or of any member authorized by the society, or the committee thereof, or of the Registrar, be liable on summary conviction to a fine not exceeding forty dollars with costs, and to be ordered to deliver up all such property or to repay all moneys applied improperly, and in default of such delivery or repayment, or of the payment of such fine, to be imprisoned, with or without hard labour, for a term not exceeding three months; but nothing in this section shall prevent any such person from being proceeded against by way of indictment, if not previously convicted of the same offence under this Act.

Punishment of fraud or misappropriation.
46/1957
S. 18.

62. An offence against this Act may be prosecuted either in the parish in which the offence was committed or in the parish in which the offender resides or has his principal place of business in Jamaica.

Venue.

63. Every person who is guilty of an offence against this Act for which no special punishment is otherwise provided, shall, upon conviction before a Resident Magistrate, be liable to a fine not exceeding one hundred dollars or to imprisonment with or without hard labour for any term not exceeding six months.

Penalties.

64. Nothing in this Act shall be deemed to apply to any agricultural loan society which is a registered society within the meaning of the Agricultural Loan Societies Law (now repealed).

Agricultural Loan Society.
Cap. 5 (1953
Edn. now
repealed).