



REPUBLIC OF MAURITIUS

CERTIFICATE OF REGISTRATION OF THE AMENDED RULES OF A
CO-OPERATIVE SOCIETY REGISTERED PRIOR TO CO-OPERATIVES ACT 2005 (CAO5AR)
(Sections 22 and 135 of The Co-operatives Act 2005)

Society No : 826

Date of original registration : 25.07.1979

Amended Rules (CAO5AR) No : CAO5AR⁴⁴⁰

This is to certify that the amended rules of the

Ministry of Health Employees Multi-purpose Co-operative Society Limited

having its office at

2nd Floor, Mystic Complex, Royal Road, Candos, Quatre Bornes

has this day been registered as a Primary *Co-operative*

Society under the provisions of the Co-operatives Act 2005.

Dated this 16th day of June 2007

P. Sahadew

Ag.

Registrar, Co-operative Societies



In reply to RM 826

Ministry of Business, Enterprise
and Cooperatives
(Co-operatives Division)

16 June 2007

Dear Sir,

With reference to your application relating to the registration of **Amended Rules of Ministry of Health Employees Multi-purpose Co-operative Society Limited**, under sections 22 and 135 of the Co-operatives Act 2005 (as amended), I have much pleasure to inform you that your request has been granted.

2. The Certificate of Registration **bearing registration number CAO5AR440**, a copy of the Rules of the society duly registered, a copy of the Co-operatives Act 2005, a copy of Co-operatives Amendment Act 2006, a copy of Co-operative Governance and a copy of the Customer Charter (Co-operatives Division) are enclosed herewith.

3. You are hereby informed that under Section 18 (6) (a) of Co-operatives Act 2005 (as Amended), your society has to pay an annual fee of the sum of Rupees Two hundred (Rs 200) prior to starting any operation.

4. **You are kindly requested to call at this office within a week after the receipt of this letter for payment of the annual fee mentioned at paragraph 3.**

5. By the way, you are advised to apply to the Registrar of Businesses and to Small Enterprises and Handicraft Development Authority (SEHDA) for registration of your society.

6. I take the opportunity to wish the society and the members success, prosperity and happiness in this enterprise.

Yours faithfully,

P. Sahadew

Ag. Registrar, Co-operative Societies

The Secretary, Ministry of Health Employees Multi-purpose
Co-operative Society Limited
Mr. Jagdish Ramtohol
2nd Floor, Mystic Complex
Royal Road
Candos, Quatre Bornes

Limited
16/10/06
2007

**RULES
OF THE
Ministry of Health Employees Multipurpose Co-operative Society Ltd.
(MOHEMCS)**

(Made under the provisions of Section 22 and 135 of the Cooperatives Act 2005 as amended)

Registered No. 826

CA05AR H.H.O.

Interpretation:

In these Rules unless there is anything contrary to the Act: -

- "Act" means the Co-operatives Act of 2005.
- "Board" means the body responsible for the management of the affairs of this society.
- "Employee" means a person employed by the society.
- "Internal Controller" means the Internal Controller referred to in Section 55 of the Act.
- "Member" means a person who holds at least one fully paid share in the society.
- "Registrar" means the Registrar of Co-operative Societies.
- "Regulations" means the Regulations made under Section 126 of the Cooperatives Act 2005.
- "Rules" means the registered Rules of this society.
- "Society" means a Co-operative Society registered under this Act.

PART A – NAME, ADDRESS & OBJECTS OF SOCIETY

1 NAME OF SOCIETY

- 1.1 The name of the Society shall be the Ministry of Health Employees Multipurpose Co-operative Society Ltd. (MOHEMCS) hereinafter referred to as the Society.

2 ADDRESS OF THE SOCIETY

- 2.1 The registered address of the Society shall be Mystic Complex, 2nd Floor, Royal Road, Candos or at such other place as may be decided by the Board.
- 2.2 The hours of business shall be from 8.30 a.m. to 4.00 p.m. on weekdays and from 8.30 a.m. to noon on Saturdays or at such time as may be decided by the Board.
- 2.3 Any change of address or of the hours of operation of the society shall be notified to the Registrar by the Secretary.
- 2.4 The area of operation of the society shall be island-wide and shall include the Outer Islands.

3 TYPE OF SOCIETY

- 3.1 The Society shall be a primary co-operative society with limited liability.
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4. OBJECTS OF THE SOCIETY

The objects of the Society shall be to promote the economic and social interest of its members in accordance with cooperative principles and more particularly:

- (a) to provide savings facilities for members by encouraging thrift and savings;
- (b) to create a source of credit for provident and productive purposes at reasonable rate of interest.
- (c) to provide opportunity for members to use and control their money for their mutual benefit.
- (d) to raise funds by issuing shares, contracting loans, receiving deposits from members and non members and accept donations from different sources.
- (e) To provide and run its own insurance scheme.
- (f) To create and operate a provident fund for the benefit of its members.
- (g) To act as an Agent on commission basis for a Travel Agency.
- (h) To operate canteens for its members.
- (i) To create a fund in order to be able to lend to members exceptionally for Housing purposes.
- (j) To buy and parcel land to members and to set up Housing Estates for the benefit of its members.
- (k) To create a Death Benefit Scheme for its members.
- (l) To accept savings and deposits from members and borrowings from financial institutions for purposes set up above.
- (m) to do such other activities as are incidental and conducive to the attainment of the above objects of the society.

5 MINIMUM NUMBER OF MEMBERS

- 5.1 The minimum number of members shall be five, as prescribed in the Act.

PART B - MEMBERSHIP

6 ELIGIBILITY FOR MEMBERSHIP

- 6.1 Membership of the Society shall be opened to Employees and past Employees of the Ministry of Health who has attained up to the age of 65 and who subscribe to the object of the Society.

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- 6.2 Members shall consist of persons signing the application form for the registration of the society and of persons admitted to membership after making an application for membership.
- 6.3 No applicant shall become a member or entitled to any of the rights or privileges of membership until he shall have:
(a) paid an entrance fee of one hundred rupees (Rs 100) and
(b) subscribed and fully paid up at least one share of ten Rupees.
- 6.4 Every member of the society shall be:
(a) ordinarily resident in Mauritius or its Outer Islands;
(b) solvent;
(c) over eighteen years of age and of good character;
(d) not occupied in any trade or profession conflicting with the interest of the society; or
(e) a body corporate registered in Mauritius or elsewhere.
- 6.5 Application for membership shall be in writing and shall be submitted on the prescribed form to the Secretary who shall present it for consideration at a subsequent meeting of the Board who shall not assign any reason for the rejection of a membership.
- 6.6 No member shall be admitted except by the affirmative vote of a majority of the Directors attending the Board at which the application for membership is considered.
- 6.7 The usual mode of payment from members to their society should be through check-off or through standing orders.

7. OBLIGATIONS OF MEMBERS

- 7.1 A member shall: -
(a) abide by the Act, the Regulations, these Rules and by the decisions of the General Meeting and of the Board; and
(b) be loyal to the society and abstain from committing any act which is detrimental to the interests of the society.
- 7.2 No member shall pledge the same product or his salary to another society, the main objects of which are similar to the objects of this society.
- 7.3 No member of this society shall become a member of another society of the same type.
- 7.4 Members failing to comply with the Rules of this society may be liable to pay a fine or such other penalty as may be decided by the Board.
- 7.5 The liability of the members of the society for the debts of the society shall be limited to the nominal value of shares subscribed by each member.

8. RIGHTS OF THE MEMBERS

- 8.1 Every member may:-
(a) attend General Meetings and Special General Meetings, participate in decisions taken at such meetings and vote;

- (b) stand as a candidate for election on the Board;
- (c) at all reasonable time, consult the Act, Regulations, Rules, Annual Report, Report of the Internal Controller, the Audit Reports and the Financial Statements at the society's registered office;
- (d) withdraw from the society in accordance with these Rules and the Act;
- (e) defend himself against any motion/decision of suspension or expulsion against him; and
- (f) exercise any other rights provided for in the Act, Regulations or these rules.

8.2 APPOINTMENT OF NOMINEE

- 8.2.1 Every member shall nominate in writing the name of one person or more persons to whom his shares or interest shall be transferred in case of death or insanity.
- 8.2.2 Where more than one nominee is appointed by a member, the number of shares or the exact proportion of the amount that is to be transferred to each of the nominees shall be specified by the member.
- 8.2.3 A member may from time to time revoke or vary such nomination by writing given under his hand. Such revocations and variations shall be recorded in the Register of Members and shall be attested by the President and Secretary of the society.
- 8.2.4 If not admitted to membership, the nominee or nominees shall be paid the value of the share and other interest of the deceased or insane member less any sum due to the society by the deceased or insane member. Such payment shall be made within one year of the death or insanity of a member.
- 8.2.5 On the death or insanity of a member, the society shall, within one year, pay to his nominee(s) any monies in respect of:-
- (a) shares;
 - (b) deposits and interests; and
 - (c) all other monies accruing to the deceased or insane member.
- 8.2.6 All transfers and payments made by the Society in accordance with these Rules shall be valid and effectual against any demand made upon the society by any other person.

9. FINE PAYABLE BY ANY MEMBER FOR NON-COMPLIANCE WITH RULES

- 9.1 The Board shall have the power to impose fines or sanctions upon members for violation of contract entered with the society.
- 9.2 No fine or sanction shall be imposed upon any member until notice of intention to impose the fine or penalty and the reason thereof has been transmitted to the member and he has had the opportunity of showing cause why the fine should not be imposed and of being heard and of calling witness if he so desires.
- 9.3 Any member aggrieved by the imposition of a fine or sanction may within one month of such imposition refer the matter as a dispute to the Registrar.
- 9.4 Fines imposed shall be collected within one month.

10. WITHDRAWAL OF MEMBER

- 10.1 Any member shall be entitled to terminate his membership provided he is not indebted to the Society and is not standing surety for any debt due to the society.

11. TERMINATION OF MEMBERSHIP

- 11.1 Membership shall be terminated:

(i) in the case of an individual by:

- (a) death;
- (b) ceasing to hold a minimum of one share;
- (c) ceasing to hold the qualifications as laid down under Rule 6;
- (d) insanity;
- (e) expulsion; and
- (f) ceasing to transact any business with the society for a preceding period of two years and having less than Rupees one thousand (Rs. 1,000) as shares and/or deposit.

(ii) in the case of a body corporate, by insolvency.

- 11.2 In case the member is an office bearer of the Society, a proper handing over should be made before his membership is terminated.

- 11.3 No member shall be entitled to terminate his membership if he is indebted to the Society.

12. EXPULSION OF A MEMBER

- 12.1 A member may be expelled for:-

- (a) failure to pay any sum due to the society;
- (b) conviction in a court of an offence involving fraud, dishonesty or financial malpractice;
- (c) having committed or for attempting to commit an act detrimental to the society;
- (d) having failed to comply with any of the obligations stipulated in section 36 of the Act; and
- (e) having been adjudged bankrupt;

- 12.2 Any person who ceases to be a member shall be refunded the following amount after deduction of any debts owed by him to the society;

- (a) any deposit or loan held by the society on his behalf; and
- (b) any bonus, dividend or interest due to him.

12.3 PROCEDURE FOR EXPULSION OF MEMBER

- 12.3.1 To expel a member the board shall:

- (a) first suspend the member by notifying him in writing of the reasons for his suspension;
- (b) give him reasonable opportunity to defend himself and
- (c) submit the case to the General Meeting for a final decision.

PART C - SHARES

13. TYPES OF SHARES

- 13.1 The society shall issue only ordinary shares.
- 13.2 The Share Capital of the society shall consist of an unlimited number of ordinary shares of the nominal value of Rupees ten (Rs. 10.00) each.
- 13.3 Every member shall hold at least one share which shall be fully paid by him. *
- 13.4 The minimum issued and paid up share capital of the society at the time of its registration shall not be less than five thousand rupees (Rs.5000.00) divided into 500 ordinary shares of a nominal value of Rupees ten (Rs.10.00) each.

14. LIMITS ON THE NUMBER OF SHARES

- 14.1 No individual shall hold more than 30% of the issued share capital of the society.
- 14.2 If a member becomes the holder of more than 30% of the total number of shares of the society, by inheritance or otherwise, the Board shall either sell the excess shares or buy them on behalf of the society.

15. PROCEDURE FOR ISSUE OF SHARES

- 15.1 No shares shall be issued at less than its par value.

PART D – SOURCES OF FUNDS

16. FUNDS OF THE SOCIETY

- 16.1 The funds of the Society shall consist of:
- (a) Entrance fee;
 - (b) Shares;
 - (c) Undistributed net surpluses;
 - (d) Grant and Donations;
 - (e) Loans;
 - (f) Deposits; and
 - (g) Any other funds established by the Board.

16.2. RESERVE FUND

- 16.2.1 The society shall maintain a Reserve Fund into which shall be paid not less than 10% of its surplus, or such lesser percentage as has been authorised by the Minister to whom the responsibility for co-operative matters has been assigned.
- 16.2.2 The Reserve Fund shall be indivisible and no member shall be entitled to claim a specified share thereof. The Society may however, from its Reserve Fund, issue bonus shares to its members.

16.3 DISTRIBUTION OF SURPLUS

- 16.3.1 The Surplus shall be distributed in the following order of priority:
- (a) Reserve Fund
 - (b) special reserve funds;
 - (c) bonus to employees;
 - (d) bonus to a member in proportion to the business done by the member with the society; and
 - (e) dividend on ordinary shares.
- 16.3.2 The society shall not pay any bonus or dividend or distribute any surplus unless the annual balance sheet has been certified by the Registrar or an auditor, as the case may be, and the distribution has been approved by the general meeting.

PART E – BOARD AND OFFICE BEARERS OF THE SOCIETY

17 THE BOARD AND OFFICE BEARERS

- 17.1 The society shall be managed by a Board of nine Directors elected at the General Meeting. ~~Not more than one employee of the society shall be allowed to sit on the Board of Directors.~~ *AgRCS 16/06 2007*
- 17.2 The nine Directors elected at a general meeting shall choose among themselves a President and a Vice-President. The Board shall also elect or appoint a Secretary and a Treasurer who may not be a Director of the Board.
- 17.3 The Board shall manage the affairs of the society in accordance with the provisions of the Act and the Rules:
- 17.4 No alteration in the rules shall invalidate any prior act of the Board which would have been valid if that alteration had not been made.
- 17.5 The Board shall not sell, lease or dispose of any immovable property of the society unless such sale, lease or disposal is expressly set out on the agenda of the General Meeting and the members at the General Meeting have approved such sale, lease or disposal. The Registrar shall be informed at least 15 days in advance of the meeting at which such a sale, lease or disposal of the immovable property of the society is to be approved.
- 17.6 No payment effected or contract, dealing or transaction entered into by the society shall be invalidated where the party to whom the payment has been made or with whom the contract, dealing or transaction has been entered into, has acted in good faith.
- 17.7 OFFICE BEARERS
- 17.7.1 The society shall have:
- (a) a Board
 - (b) a President

- (c) a Vice-President
- (d) a Secretary
- (e) a Treasurer and
- (f) at least one Internal Controller

17.7.2 The President, Vice-President, Secretary, Treasurer, Directors and the Internal Controller(s) are termed as "office bearers". The Internal Controller shall not form part of the Board.

17.8 DUTIES OF THE PRESIDENT

17.8.1 The President shall preside over all Board and General meetings of the society. Together with the Secretary, he shall sign all conveyance of property.

17.8.2 The President shall have a casting vote only in case of an equality of votes.

17.9 ABSENCE OR INABILITY OF PRESIDENT TO ACT

17.9.1 The Vice-President shall exercise all the powers, authority and duties of the President in the absence or inability of the latter to act. In the absence of both the President and the Vice-President, the Directors present shall choose among themselves a Director to preside over the meeting. The Presiding Director shall exercise the same powers and rights and assume the same responsibilities as those of the President.

17.10 DUTIES OF THE SECRETARY

17.10.1 The Board shall appoint a Secretary who shall work under its control and guidance and whose powers and duties shall be:

- (a) to have charge of the ordinary and usual business operations of the society in accordance with the Act and the Rules.
- (b) to deposit with a bank approved by the Board all monies belonging to the society, which come into his possession.
- (c) to effect all payments by cheques, except for petty expenses for which an imprest of Rupees two thousand shall be provided.
- (d) to convene at the request of the President and attend all meetings of the society and shall keep a complete record of all such meetings, certified copies of which shall be sent to the Registrar.
- (e) to maintain the accounts in such a manner that the true and correct view of the business may be ascertained at any time. He shall render such annual and periodical statements in the form and manner as may be required.
- (f) to keep in safe custody all books, documents, correspondence and other records pertaining to the society,

- (g) to carry out all correspondence on behalf of the society.
- (h) to perform any other cognate duties entrusted to him by the Board.

17.11 DUTIES OF TREASURER

17.11.1 The duties and responsibilities of the Treasurer shall be:

- (a) to receive from the Secretary all monies collected by the latter on behalf of the society and to furnish to him thereupon a receipt on a form taken from the counterfoil book and obtaining at the same time the signature of the Secretary on the counterfoil;
- (b) to advance money to the Secretary for payments and obtain from him a receipt from the counterfoil book;
- (c) to remit to bank as approved by the General meeting, any cash held in his hand;
- (d) to keep separate all moneys belonging to the Society and on no account to mix them with any other moneys and to produce at all times when called upon by the Board, the Registrar or any person authorized by him, all moneys in his hands belonging to the society; and
- (e) to keep a record of all monies received by him from the Secretary and of all moneys given to the Secretary.

Provided that where the society maintains a bank account into which the Board has directed the Secretary to pay all money received, the Treasurer shall verify the paying-in-slips or pass book.

17.12 SECURITY FROM SECRETARY AND TREASURER

17.12.1 The Secretary and the Treasurer shall be required to give security in such amount as the Board may determine.

17.13 MEETING OF DIRECTORS

17.13.1 The Board of Directors shall meet as often as the interest of the society requires and at least once every month.

17.13.2 The meeting shall be convened:-

- (a) by the President of the society or, in his absence, by the vice-President or any Director elected to act as President;
- (b) at the request of at least three Directors, with a specific order of business; or
- (c) by the Registrar.

17.13.3 A decision of the Board shall not be valid unless a quorum is present.

17.13.4 Every decision shall be taken by a majority of votes.

17.13.5 In case of equality of votes, the Chairperson shall have a casting vote.

17.13.6 The proceedings at all Board meetings shall be recorded in a Minutes Book which shall be signed by the President, and the Secretary.

17.13.7 The minutes shall be approved at the next Board Meeting.

PART F - DIRECTORS

18 NUMBER OF DIRECTORS

18.1 The society shall be managed by a Board consisting of:-

- (a) Nine Directors elected by the General Meeting; ^{on a panel system} ~~and~~ @ ASRU
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- (b) not more than five Government nominees if ever the Government has any interest in the society.

18.2 Three of the nine Directors shall be elected to serve for a term of three years; three shall be elected to serve for a term of two years and the remaining three shall be elected to serve for a period of one year.

18.3 At every subsequent annual general meeting of the society three members shall be elected to serve for a term of three years in place of three Directors whose term of office has expired.

18.4 Only compliance members shall be eligible to stand as candidate for election.

19 ELECTION OF DIRECTORS

19.1 The Directors of the Board shall be elected by secret ballot at the General Meeting.

19.2 The Directors shall hold office for one year or until their next successors are elected and shall be re-eligible for election. ^{whose ~~for~~ term of office has expired} @ ASRU
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20 ROTATION OF DIRECTORS

20.1 No person shall hold office as President of the society for a continuous period of more than 3 years.

20.2 A Director shall cease to hold office if:

- (a) he fails to meet the requirements for eligibility as provided by the Act or by the rules during his term of office;
- (b) he fails to attend three consecutive meetings of the Board without reasonable cause;

- (c) he resigns by notice in writing;
- (d) he is removed from office in terms of section 53 (2) of the Act.

21 CO-OPTED DIRECTORS

- 21.1 Where a vacancy on the Board arises, and where the number of Directors falls below nine, the Board shall fill the vacancy, pending the next General Meeting, by co-opting from the members.
- 21.2 Notwithstanding subsection (21.1), the number of members co-opted shall not exceed two.
- 21.3 Where more than two vacancies arise, the Board shall, within 30 days of such occurrence, initiate procedures for convening a General Meeting for the purpose of electing new Directors to fill the vacancies.
- 21.4 The society may accept a non-member as Director in accordance with Section 51 of the Act.

22. ELIGIBILITY OF DIRECTORS

- 22.1 No person shall be eligible to serve as a Director or remain as Director if he is
 - (a) under 18 years of age;
 - (b) is involved directly or indirectly in any activity which is in conflict with or is likely to be prejudicial to the activities of the Society;
 - (c) has been convicted of an offence involving fraud, dishonesty or financial malpractice;
 - (d) is an undischarged bankrupt;
 - (e) has been convicted of an offence under the Act;
 - (f) has been found to have misused, mismanaged or misappropriated the funds of the Society; or
 - (g) is in arrears with the repayment of loan to the Society.
- 22.2 Where a Director has any interest, direct or indirect, in any matter before the Board, he shall, as soon as reasonably practicable, disclose to the Board the nature of his interest, and shall not take part in the deliberation of the Board relating to the matter.

23 QUORUM FOR BOARD MEETINGS

- 23.1 A majority of the number of directors of the Board shall constitute a quorum.

24 LIMITS ON THE POWER OF DIRECTORS

- 24.1 It shall be the duty of Directors of the society -
 - (a) to exercise their powers in accordance with this Act and within the limits and subjects to the conditions and restrictions imposed by the rules.

- (b) to obtain the authorization of the General Meeting before doing any act or entering into any transaction for which the authorization of a General Meeting is required by this Act or by the rules;
- (c) to exercise their powers honestly, in good faith, in the best interests of the society and for the respective purposes for which such powers are explicitly conferred;
- (d) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (e) to account to the society for any monetary gain, or the value of any other gain or advantage obtained by them, in connection with the exercise of their powers;
- (f) not to make use of, in a personal capacity, either directly or indirectly, or divulge any confidential information received by them on behalf of the society as directors;
- (g) not to compete or be in conflict with the society or become director or officer of any competitor of the society;
- (h) If they have any interest, whether direct or indirect, immediate or prospective, in any contract or transaction or proposed contract or proposed transaction with the society, to declare each of their respective interests to the meeting of Directors of the society at which the contract or transaction is first taken into consideration or to the first meeting of directors held after the interest arises, whichever is the earlier, and in such declaration to state the nature and extent of their respective interests and the effect or probable effect on them of the contract or transaction.
- (i) not to use any assets of the society for any illegal purpose or purpose in breach of paragraphs (a) to (c).
- (j) not to do, or knowingly allow to be done, any thing by which the society's assets may be damaged or lost otherwise than in the course of carrying out its business.
- (k) to cause to keep proper accounting records and make such records available for audit and inspection; and
- (l) to disclose any family link he may have with any employee of the society

25 SUB - COMMITTEE

- 25.1 The Board may appoint one or more such sub-committees of its own Directors and delegate to the sub-committee any of its powers and functions.
- 25.2 No decision of a sub-committee shall be implemented unless such decision has been ratified by the Board.

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PART – G: ORGANS OF CONTROL

26. INTERNAL CONTROLLER

- 26.1 The society shall appoint at least one Internal Controller at its Annual General Meeting on terms and conditions determined by the General Meeting.
- 26.2 The functions, powers and duties of the Internal Controller shall be as prescribed in the Act.

27. AUDIT OF SOCIETY

- 27.1 In compliance with the section 74 of the Act, the society shall appoint an auditor at its Annual General Meeting to audit its financial statements. The person so appointed shall not be the Registrar if its annual turnover exceeds 10 million rupees.

PART H – FUNCTIONING OF THE SOCIETY

28. INVESTMENT POLICY

- 28.1 The society may invest its funds in any approved and recognized financial institutions in accordance with the Act.
- 28.2 The Board is empowered to invest up to ten percent of its turnover without the prior approval of the General Meeting.

29. CREDIT POLICY

- 29.1 The Board shall from time to time fix the maximum liability, which the society may advance to members in the form of loans.
- 29.2 No loan shall be made to any person other than a member;
- 29.3 No loan shall be made:-
- (i) for any purpose which the Board considers to be unnecessary or opposed to the best interests of the members;
 - (ii) to any member who is known to the Board to have borrowed money for such purposes from any person other than the society;
 - (iii) to a member, which would bring his total indebtedness at the time of the loan in excess of the maximum credit limit as approved by the General Meeting;
 - (iv) to a member who is in arrears with any payment due to the Society and
- 29.4 Loans shall be made for productive and provident purposes and any other essential purposes as may be approved by the Board. No loan shall be made to a member within six months of his admission.

- 29.5 Repayment of a loan will be made through check-off from the salary/pension of the member. The period for the repayment shall be specified in the loan agreement at the time of acceptance of the loan so as to secure repayment or instalments of repayment at the earliest date compatible with the resources of the borrower. A borrowing member may at any time during the business hours of the society repay a loan granted to him in whole or in part prior to maturity or to the date of any instalment due.
- 29.6 The acknowledgement of a loan by the borrower shall be in the form of a pro-note. The Board may require the members to furnish two guarantors or subscribe a fixed or floating charge for all loans.
- 29.7 No person other than members of the Board and the Secretary, and the Registrar and his Staff shall be present at any meeting of the Board when an application for a loan is under consideration. A member of the Board who applies for a loan shall withdraw while the relevant application is being considered, but the absence of a Board member who temporarily leaves the meeting for this reason shall not affect the quorum.
- 29.8 All loans shall be repaid with interest punctually on or before the dates fixed for repayment.
- 29.9 Extension of the period of repayment shall only be allowed by the Board as provided under these Rules. Such extension will not be held to place the amount in arrears.
- 29.10 No member shall be entitled to receive another loan from the society if;
- (a) he is in default in the payment of a loan or of an instalment of a loan, and
 - (b) he does not satisfy the Board that such default is due to a good cause.
- 29.11 Loans shall be given for a specific purpose and shall be applied solely to that purpose. If a loan is not so applied it shall be immediately recalled in its entirety by the Board.
- 29.12 All loans shall be issued subject to the right of the society to call them in at least two months' notice or to call them in without notice when any loss is apprehended through a deterioration of the borrower's material position.
- 29.13 Default in payment of any instalment of a loan shall render the whole balance due to the society and payable without notice.
- 29.14 The rate of interest on loans to members shall be fixed by the General Meeting.
- 29.15 Loans shall be granted in compliance with the Loans Regulations and shall be approved by a Loans Committee comprising of the President, the Secretary and two Directors.
- 29.16 The Board shall have the power to impose other conditions it may deem fit.
- 30. LOANS AND DEPOSITS FROM MEMBERS/NON-MEMBERS**
- 30.1 The General Meeting shall from time to time fix the maximum amount, which the society may receive in deposits from members and loans from recognised financial institutions.
- 30.2 The Board shall fix the rates of interest on deposits and loans.

30.3 Each depositor shall be issued with a passbook or certificate by the society.

31 CONFIDENTIALITY

31.1 A Director of the board or any office bearer shall on no account disclose any information relating to the business of a member with the society except with the authorization of the court or where it is strictly necessary for the performance of his duties.

PART I – GENERAL MEETINGS

32. ~~MATTERS~~ ³² THAT MAY BE RAISED AT AN ANNUAL GENERAL MEETING

32.1 The General Meeting shall be the supreme authority of the society.

32.2 The society shall hold its Annual General Meeting not later than the end of February of each year.

32.3 The Annual General Meeting shall be convened by the Board.

32.4 The society shall at its annual General Meeting:

- (a) approve the programme of activities of the society prepared by the Board for the coming year;
- (b) approve the estimates of income and expenditure for the next financial year;
- (c) elect the directors of the Board;
- (d) consider:–
 - (i) the financial statement of the society for the preceding year duly audited together with the audit report;
 - (ii) a report of the Board on the activities of the preceding year; and
 - (iii) the manner of disposing of the surplus, if any;
- (e) approve the minutes of the preceding Annual General Meeting;
- (f) fix the maximum liability that the society may incur from any society or bank or public or private financial institution;
- (g) fix the investment, deposit and placement ceiling;
- (h) appoint the auditor and approve his remuneration where appropriate;
- (i) appoint the internal controller and fix his remuneration as appropriate; and
- (j) consider any other matter that may be raised under the rules.

32.5 SPECIAL GENERAL MEETING

32.5.1 A special general meeting -

- (a) may be convened by the Board at any time;
- (b) shall be convened by the Board -
 - (i) at the request of one fifth of the total number of members, within 21 days from the date of the request; or
 - (ii) at the request of the Registrar within 30 days from the date of that request.

32.5.2 Where the Board fails to comply with the request under subsection 32.5.1(b), the Registrar may convene a special general meeting.

Rule *DR Res 16/06*
2007

32.5.3 A special general meeting may conduct any business that may be conducted at an annual general meeting except the approval of accounts.

32.6 NOTICE OF GENERAL MEETING

32.6.1 Notice of any general meeting containing the time, date, place and agenda of the meeting shall be given -

(a) by the Board -

(i) at least 14 days before the holding of such a meeting to the Registrar who may attend and address the meeting in respect of any matter concerning the society; and

(ii) at least 8 days before the holding of such a meeting to the members; or

(b) by the Registrar to the members at least 72 hours before the holding of such a meeting, where the meeting is convened by the Registrar.

32.6.2 (a) Notice under subsection 32.6.1 shall be displayed conspicuously at the registered office of the society.

(b) The notice shall be published in at least one newspaper.

32.7 AGENDA OF THE GENERAL MEETING

32.7.1 The agenda of the general meeting shall be determined by:

(a) the Board; or

(b) the Registrar when the meeting is convened by him.

32.7.2 Any matter submitted to the Board at least 3 days before the general meeting in writing by at least one fifth of the total number of members.

32.7.3 Only matters on the agenda shall be considered at a general meeting.

32.7.4 A general meeting shall be chaired by the President of the society or in his absence by the Vice-President or in the absence of both by a member elected by the members present.

32.7.5 The President may, upon a decision of the general meeting, adjourn the meeting and, on resumption, deliberations shall relate only to matters that were left unattended on the agenda.

32.7.6 Members present at the general meeting shall sign the attendance register which shall be countersigned by the person chairing the meeting.

32.8 MINUTES OF GENERAL MEETING

32.8.1 The Secretary of the society shall keep the minutes of proceedings of the general meeting in a minute book and the minutes shall be signed by the Secretary and countersigned by the person chairing the meeting.

32.8.2 The minutes of the general meeting shall be read and approved by the members at the next general meeting.

32.8.3 A true copy of the minutes of the general meeting certified by the Secretary and the person chairing the meeting shall be forwarded to the Registrar within 7 days of the meeting.

32.8.4 Where the Secretary fails to submit the minutes of proceedings to the Registrar as provided in subsection 32.8.3, he shall commit an offence.

32.8.5 The Secretary shall, at least 7 days before a general meeting, make available for inspection by the members the minutes of proceedings of the last general meeting.

33 QUORUM AT GENERAL MEETINGS

33.1 Where the society consists of:

(a) not more than 40 members, one half of the number of members or 5 members, whichever is the lesser;

(b) more than 40 and ^{less} not more than 400 members, one quarter of the number of members or 40, whichever is the lesser;

(c) more than 400 and ^{less} not more than 800 members, ^{one quarter of the number} 80 members, of members or 80, whichever is the lesser;

(d) more than 800 and ^{less} not more than 1600 members, ^{one quarter of the number} 160 members; of members or 160, whichever is the lesser; or

(e) more than 1600 members, ^{less} 200 members or one quarter of the number of members or 200, whichever is the lesser;

shall constitute the quorum for the purposes of the General Meeting.

Handwritten notes: A circled 'A' with an arrow pointing to (c), and the date '16/06/2007' written below.

Handwritten signatures and initials at the bottom right of the page.

33.2 ADJOURNED MEETINGS

33.2.1 Where, within 30 minutes after the time fixed for any general meeting other than a general meeting convened by the Registrar, the number of members present is not sufficient to form a quorum, the meeting shall –

(a) where the meeting was convened at the request of the members, be considered as dissolved; or

(b) in any other case, stand adjourned to the same day, two weeks following the adjourned meeting at the same time, place and with the same agenda.

33.2.2 Where a meeting is adjourned under subsection 33.2.1(b), the Secretary shall, not later than 48 hours after the meeting is adjourned, cause a notice to that effect to be posted at the registered office of the society.

33.2.3 Where at a meeting which is held following the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be deemed to form a quorum.

34. VOTING POWER OF MEMBERS

34.1 Every member shall have one vote, which shall be exercised in person and not by proxy.

34.2 A decision at a General Meeting shall be taken by a simple majority of votes.

34.3 Voting shall be exercised by **secret ballot** for the election of Directors. For motions and resolutions, the voting shall be by show of hands or as may be decided by the person presiding over the meeting.

34.4 The assistance of the Electoral Commissioner's Office or of the Registrar of Co-operative Societies may be sought for the conduct of an election at a General Meeting.

PART J - SPECIAL DECISIONS

35. AMALGAMATION

35.1 Subject to the provisions of the Act, the society may resolve at a Special General Meeting to amalgamate with one or more societies to form one society.

36. MERGER

36.1 The society may, at a special General Meeting called for that purpose, resolve to merge with another society in compliance with the provisions of the Act.

37. CONVERSION

37.1 The Society may resolve to convert the society into another class of society at a Special General Meeting in compliance with the provisions of the Act.

PART K - AMENDMENT OF RULES

38 PROCEDURES FOR AMENDMENTS OF RULES

- 38.1 The amendments to the rules of the society shall be made by a resolution passed at a Special General Meeting held as per the Act.
- 38.2 No amendment shall be effective unless the approval of the Registrar is obtained in accordance with the Act.

PART L - DISPUTES

39. SETTLEMENT OF DISPUTE BY ARBITRATION

- 39.1 Any dispute arising out of these rules concerning the business of the society which cannot be settled by the Board or a General Meeting shall be referred to the Registrar, as provided in the Act.

PART M - MISCELLANEOUS

40. BOOKS AND DOCUMENTS OF SOCIETY

- 40.1 The following books and documents shall be kept by the society:-
Minutes Book;
Applications for membership;
A register of shares;
A register showing any declaration of interest by any director;
Applications for loan;
Promotes;
Cash Books;
Ledger/s;
Members' Register; and
Such other books as the Registrar may from time to time prescribe.

40.2 FINANCIAL YEAR

- 40.2.1 The financial year of the society shall be the period starting on 1 July and ending on 30 June of the following year.

40.3 LIQUIDATION

- 40.3.1 The society shall be liquidated only by order of the Registrar in accordance with provisions of the Act.

40.4 SEAL OF SOCIETY

- 40.4.1 The corporate seal of the society shall bear the name and the registered number of the society. It shall be kept by the secretary and shall be used only by the officers who have authority to sign documents.

40.5 **AUTHORITY TO SIGN DOCUMENTS**

40.5.1 The Secretary shall certify all statements of accounts of its members. Cheques, deeds and other documents legally binding the Society shall be signed jointly by the President and Secretary.

40.6 **TERMINATION OF EXISTENCE**

40.6.1 The society shall be liquidated in the manner prescribed by the Act.

40.7 **RULES**

40.7.1 These rules are supplementary to the provisions of the Co-operatives Act 2005 and any subsequent amendments, the Regulations made under section 126 of the Act and any subsequent amendment. Any matter not specially provided for in the Act, the regulations or these Rules shall be decided in such manner as the Registrar of Co-operative Societies may direct.

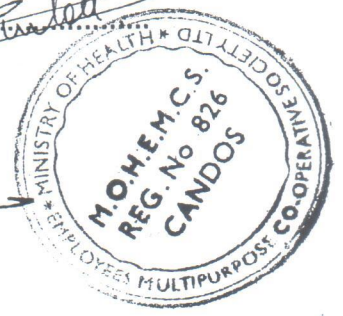
The foregoing rules made in accordance with the provisions of section 22 and 135 of the Co-operatives Act 2005 as subsequently amended were duly read, explained, and adopted at an adjourned Special General Meeting of the Society held on 16th day of June 2007 and attended by nineteen (19) members.

Name of President Cyril TOUSSAINT Signature [Signature]
Name of Secretary D. Jagdish RAMTOHUL Signature [Signature]
Name of Director KOONWAR HURLOLL Signature [Signature]

16 June 2007

Registered on 16th day of June 2007

Signature of Registrar of Co-operative Societies [Signature]



Pavindershdeep
SARTANZ
MSRC
16/06
2007

BACKGROUND INFORMATION ON EXISTING CO-OPERATIVE SOCIETIES AMENDING THEIR RULES UNDER SECTION 135 OF THE CO-OPERATIVES ACT 2005 (as amended)

1	Name of Society	:	Ministry of Health Employees Multi-purpose Co-operative Society Limited
2	Date of Registration of Society	:	25.07.79
3	Registered No. of Society	:	826
4	Address of Society	:	2 nd Floor Mystic Complex, Royal Road, Candos
5	Area of operation of Society	:	All over the island & the outer islands
6	Hours of business of Society	:	8.30 a.m to 4 p.m (weekdays). 8.30 a.m to noon on Saturdays
7	Liability of Member: Limited/Unlimited	:	Limited
8	Total Membership of Society	:	5095
9	Date of General Meeting for amendment of Rules to comply with the provisions of Co-operatives Act 2005 (as amended)	:	16 th June, 2007.
10	Whether Accounts 2005/06 already Audited	:	No
11	No. of members present at the Adjourned General Meeting 2005/06	:	19
12	No. of members voting at SGM in favour of amendment state(whether adjourned meeting)	:	19
13	Paid up Ordinary shares as on the date of the meeting	:	Not available
14	Turnover of Society (Year 2005/06)	:	Rs 46,083,496(03/04 figure)
15	Name & Address of President of Society	:	Mr Cyril Toussaint Robert Edward Hart St Curepipe Tel No. 42533019
16	Name & Address of Secretary of Society	:	Mr Jagdish Ramtohol, c/o of Ministry of Health Employees Multi-purpose Co-operative Society Limited 2 nd Floor, Mystic Complex Royal Road Candos Tel No.4253019

- 17 Name & Address of Internal Controller : Not yet appointed
- 18 Affiliation to Secondary Society : MCU Ltd & MACOSCLE
- 19 Name of Auditor (Registrar or otherwise) : Partner-Baker Tilly
Level 3
Alexander House
35 Cybercity
Ebene Tel No. 4030850
- 20 Banking Institutions :
Name : State Bank of Mauritius Ltd
Address : Royal Road
Candos
- 21 Date of Registration of amended rules under sections 22 and 135 of the Co-operatives Act 2005 (as amended) : 16th June, 2007
- 22 Co-operatives Act 2005 Amended Rules (CAO5AR) Number : CAO5AR 440
- 23 Balances due to co-operative Development Fund : Audit and Development A/c: Rs 500 (June 2007)
- 24 Whether society owns its business premises/office : Yes
- 25 Certified correct

Name and signature of PCO Ms. G. Beegoo

Name and signature of Ag. DCO Mr M. Poonet