BYE LAW OF THE

1/1/2020

NATIONAL ASSEMBLY SERVICE COMMISSION STAFF NON-INTEREST COOPERATIVE SOCIETY LIMITED (NASCS NICS)

ADDRESS
Plot 664, T.O.S. Benson Crescent, Utako, Abuja-FCT
Email: nascnoninterestcs@gmail.com

1.0 INTERPRETATIONS

All words and expressions used in this Bye-law have the meaning respectively assigned to them under section 2 of the Cooperative Societies ACT/REGULATIONS 2004 and Laws of the Federal Capital Territory, 2007, In particular, the following words or expression shall have the meaning respectively assigned to them below.

1. "Financial Year" means the period of twelve months beginning on 1st January and ending on 31st December, of the same year.
2. "The Law" means the Cooperative Societies Laws of the Federal Capital Territory, ACT/REGULATIONS, 2004.
3. "Bye-Law" means the registered Bye-law made by this society in exercise of any power conferred by any law and it includes a registered amendment of the Bye- law.
4. "Officer" includes the President, Secretary, Treasurer, Vice president, Financial Secretary, Assistant Secretary, Public Relation Officer (PRO), members of any Committee or other persons empowered under the regulations or bye-law to give directions with regards to the business of this society.
5. "Persons" include any company or association or body of persons, (corporate or incorporate).
6. "Regulations" means regulations made under this law as amended from time to time.
7. "The Director of Co-operatives" means the Director of Co-operatives Societies FCT, Abuja.
8. "Management Committee" means the governing body of this Society to whom the general management of its affairs is entrusted.
9. "Advisory Council" means the body in which the ultimate authority under the law all the affairs of this Society is vested.
10. "Member" includes a person or registered society admitted to membership of the society in accordance with the Bye-law and regulations.
11. "Dividends" means a portion of the profit realized by the society from its trading with specific capital raised through the sale of the shares of the society.
12. "Functional Committee" means an appointed body of persons within the society to whom specific duties are delegated by the Society.
13. Charity Charge: means an amount charged as penalty which must be disbursed to a charitable course.
14. "The Society" means National Assembly Service Commission Staff Non-Interest Cooperative Society. If there shall arise any doubt regarding the meaning or intention of any other provision of this Bye-law, the matter shall be referred to the Advisory Council for ruling.

2.0 <u>NAME, ADDRESS, AND AREA OF OPERATION</u>

2.1. Name

The name of the society shall be **NATIONAL ASSEMBLY SERVICE COMMISSION STAFF NON-INTEREST COOPERATIVE SOCIETY.**

2.2 Registered Address

Its address shall be: **Plot 664 T.O.S. Benson Crescent, Utako, Abuja-FCT, Email: - nascsnoninterestcs@gmail.com**

2.3. Area of Operation

The area of operation of the Society shall be within Nigeria

3.0 OBJECTIVES OF THE SOCIETY

The objectives of the Society are to promote the economic interest of its members and especially:

i. To provide finance facilities to its members at zero percent interest. Provided that administrative charges/commissions, profit, rent and/or any other charges as may be approved by the MANAGEMENT COMMITTEE and Advisory Council of the Society shall apply.
ii. To undertake any investment scheme as approved by the MANAGEMENT COMMITTEE and Advisory Council of the Society;
iii. To raise capital through Sukuk and shareholding by members in the society;
iv. To engage in any other economic or social activity as may be approved by the Management Committee subject to the final approval by the Advisory Council (AC).
v. To acquire access of land for sales or Farming activities or Estate development to meet the housing needs of members or for Industrial purposes as a form of investment for the economic benefit of members.

4.0 MEMBERSHIP

4.1 Membership:

The membership of the Society shall be open to:

1. All Employees of the National Assembly Service Commission (NASC);

2. All retired Staff of the NASC provided that such Retirees/Pensioners shall not be eligible for any elective position; and

3. Any employee of the Society who indicates interest in becoming a member provided such employee meets all membership requirements.

4.2 Admission

1. Application for membership shall be made by obtaining and filling a Membership/Entrance Form, which on completion shall be submitted to the Secretariat of the Society.
2. The Management Committee shall be responsible for assessing all applications for membership and where found suitable approve such applications. Every member may on admission be required to sign the Membership Card and Personal Ledger.
3. Every application for membership shall be accompanied with a non-refundable application fee of N2,000.00 or such other amount as may be determined by the Management Committee from time to time.
4. The Minimum monthly savings to be made by a Member shall be three thousand naira (N3,000) for Staff on SGL 01 to SGL 06 and five thousand naira (N5,000) for Staff on SGL 07 to SGL 17 and CONSOLIDATED or such other amount as may be determined by the Management Committee from time to time.

4.3 Declaration of Obligation:

Every member, on joining the Society, shall render to the Management Committee, a true and complete statement of his/her membership and indebtedness to any other Cooperative Society.

4.4 Membership Register

Every member, on admission shall be enrolled by having his/her name written in the Membership Register as evidence of membership and may be required to sign or print the register. By this, such member acquires the right of full participation in the affairs of the Society and assumes all rights and obligations relating thereto.

4.5 Liability of Members and Past Members

1. The Society shall assume full liability of its operations in accordance with provisions of the extant law as may be reviewed and published from time to time by the regulatory authority.
2. Liability of Members shall be limited to the number of shares held by each member.

4.6 Nominees:

1. Every member shall in writing nominate a person or persons to whom his/her shares or savings shall be transferred to in the event of death or permanent incapacitation. The member may, at any point, change this nominee.

2. The Membership Register shall have provision for the names and addresses of nominees as provided by Members.

3. In the event that such nominee is not admitted to membership after the death or permanent incapacitation of the original member, he/she shall be paid the value of the share or savings, less any sum due (including service charge as may be prescribed by the Management Committee) to the Society.

4.7 Termination/Withdrawal of Membership

Membership shall be terminated by:

- Death;
- Permanent insanity/incapacitation;
- Expulsion;
- Voluntary withdrawal subject to the Member giving the Management Committee "three (3) months' notice conveyed" in writing provided that the withdrawing member is not indebted to the Society. However, any member who wishes to withdraw his membership without giving the 3 months' notice or at any date earlier than the 3 months' notice shall forfeit a sum equal to 5% of his savings balance as charity charge to the Society.

4.8 Re-Admission into Membership

1. Any past member who exited the Society withdrawing his membership may re-apply for readmission after an interval of not less than 12 calendar months from date of withdrawal except where a waiver is granted by the Management Committee.
2. Such member shall pay a 'Re-Admission Fee' of N2, 000.00 or any amount which will be determined by the Management Committee from time to time.

4.9 Expulsion

A member may be expelled for;

1. Repeated failure to make thrift savings for 3 consecutive months;
2. Repeated failure to pay any obligation due from him/her to the Society over a period of three (3) months or as may be determined by the Management Committee;
3. Conviction by a court of competent jurisdiction for a criminal offence involving violence, fraud, dishonesty, financial impropriety, etc.

4. Giving false information to the Society
5. Misconduct or other acts contrary to the stated objects of the society or any such activities that may cause embarrassment or reputational damage to the Society; and
6. Dismissal by the Bank by reason of a disciplinary action taken against him.

4.10 Transfer of Interest on Death, Permanent Incapacitation, Expulsion of a Member

1. Upon the death/permanent incapacitation of a Member, the Society shall:

a. Transfer the share or interest of such Member to the person nominated by him/her provided that the nominee is a Member of the Society; or

b. Where there is no person so nominated or the person so nominated is not a Member of the Society or a court of competent jurisdiction is administering the estate of the deceased/permanently incapacitated Member, the Society shall pay to such nominee, heir, legal representative or a court of competent jurisdiction, as the case may be, a sum representing the value of such member's share or interest, as ascertained in accordance with this bye-laws or regulations made for that purpose.

c. The Society shall pay all other monies due to the deceased/permanently incapacitated Member from the Society to such nominee, heir, legal representative or court of competent jurisdiction as the case may be, as stated in subsection (4.9. 1.a &b) above.

2. Upon the withdrawal or expulsion of a Member, the Society shall pay to such member, the sum standing to his credit less any sum due to the Society.
3. All transfers and payments made by the Society in accordance with the provisions of this Bye-law shall be valid and effectual against any demand made upon the Society by any other person.

4.11 Dues to Member

Any money due on any account from this Society to a Member or a past member shall firstly be offset from the Member's credit or a liability for which he was a surety before the balance is transferred to him/her.

4.12 Rights of a Member Whose Membership is Terminated

Any Member whose membership of the Society is terminated in accordance with Any of the events listed in this Bye-law shall:

1. Be entitled to appeal against the termination of his or her membership within 60 days to the Advisory Council of the Society and where such appeal is successful, the person shall be reinstated as though his membership was never terminated.

2. Where his/her appeal is rejected or where he/she decides not to appeal the termination, he/she shall be entitled to a refund of his/her stake, less any deduction as provided in this Bye-law and it shall be paid to him/her within (90) days of the termination of his/her membership or rejection of his/her appeal.

4.13 Obligation of Members

All members shall adhere strictly to the rules and regulations governing the Society and shall contribute on a monthly basis the thrift savings into an account designated by the Society for that purpose.

5.0 CONSTITUTION AND DUTIES OF GENERAL MEETING

5.1 Powers of the General Meeting

The ultimate authority in all the affairs of this Society shall be vested in the Members sitting in a General Meeting of the Society.

5.2 Quorum

The presence of at least one quarter (1/4) of the members shall be a requirement for the disposal of any business at the General Meeting. If no quorum is formed, the meeting may be adjourned for a period of not less than 7 days and not more than 15 days. All Members should be duly informed of the adjournment. Thereafter, the number of members present at any such adjournment shall form a quorum.

5.3 The Annual General Meeting:

The annual General Meeting shall be held within the first quarter of the succeeding year after the Annual Statements of Account have been Prepared and approved by the Director of Co-operatives.

5.3.1 Duties of the Annual General Meeting

The Meeting shall, in addition to discussing ordinary agenda of an Annual General Meeting, discuss other matters which shall include:

1. Receiving Annual report, Annual budget and Plans of the Society, Report on the preceding year's operations of the Society with the Statement of Accounts from the Management Committee;
2. Dealing with any communication received from the Advisory Council.
3. Other matters as presented by the Management Committee.

5.3.2 Proceedings of Annual General Meeting (AGM)

1. The Secretary General shall be responsible for organizing all General Meetings.
2. The President shall be the Chairman of the AGM and shall ensure that:

i. Unrelated issues for consideration are not lumped together at General Meetings;
ii. Statutory businesses shall be clearly and separately set out; and
iii. The Advisory Council and the Management Committee shall ensure that decisions reached at General Meetings are properly and fully implemented in a timely manner.

5.4 Notice of Meetings:

1. The notice required for all types of General Meetings from the commencement of this Bye-law shall be twenty-one days from the date on which the Notice was sent out.

5.5 Extra-Ordinary General Meeting:

1. An Extraordinary General Meeting may be called at any time by the Advisory Council, a majority of the Management Committee or on request from the Director of Cooperatives or from not less than one-fourth of the Members of the Society.

2. The notice of such meeting shall clearly state the object to be discussed and no other business shall be transacted or discussed therein.

3. Where the Director of Cooperatives convenes such meeting , he/she may direct what matters shall be discussed and may not need to give 21 days' notice as in bye-law 5.4.1 above.

5.6 Advisory Council (AC) Meeting

To effectively perform its oversight functions and monitor performance, the Advisory Council shall meet at least once in every quarter to attend to issues relating to its functions/responsibilities to the Society.

5.7 Management Committee (MC) Meeting

1. The Management Committee shall meet at least once in a month and at any other time the need arises. The Management Committee may generally regulate its meetings as it deems fit.

2. Any member of the Management Committee who fails to attend three consecutive Management Committee Meetings without any genuine reason shall cease to be a member of the Management Committee and his/her Office shall be declared vacant by the Management Committee for re-nomination by the Advisory Council.

3. Any matter arising at any Management Committee shall be decided by a simple majority of votes, and in the event of an equality of votes, the Presiding Officer shall have a casting vote.

4. A member of the Management Committee may, at any time, request to convene a meeting of the Management Committee so long as such request is supported by a simple majority of members of the Management Committee.

5. A resolution in writing and signed by all the members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

6. Each member of the Management Committee shall be entitled to a vote each at the Management Committee Meetings.

7. The quorum necessary for the transaction of the business of the Management Committee shall be simple majority. The Management Committee members present at a particular meeting where the quorum is complete may elect a Chairman for that meeting in the absence of the President of the Society.

5.8 Voting

1. Voting on issues in General Meetings shall be by show of hand, except where by vote of 2/3 of members present, a secret ballot on special/ sensitive matter is demanded.

2. All matters shall be decided by a simple majority of votes of the members present. Each member shall have one voting right only.

3. Where there is equality of votes at any meeting, the Chairman of such meeting shall have a casting vote or may call for a second voting.

5.9 Venue

The Secretary shall ensure that the venue of the meeting is convenient and easily accessible to the Members.

5.10 Resolutions

Subject to the provisions of this Bye-law or any other relevant law, all resolutions to be passed at any meeting of the Society shall be by Ordinary Resolution.

6.0 MANAGEMENT OF THE SOCIETY

The activities of the Society shall be managed by the following:

1. Advisory Council (AC)

2. Management Committee (MC) and
3. Administrative Officers.

6.1 Advisory Council

There is hereby established under this Bye-law, a body to be known as the Advisory Council (AC) to be appointed by the Members of the Society, sitting in a General Meeting on the recommendation of the Management Committee.

6.1.1 Composition of the Advisory Council

The AC shall consist of minimum of 5 or maximum of 7 members (of which at least one shall be a female) as follows:

1. The President of the Society;
2. Two (2) Staff of the Commission who are members of the Society one of which must not be below the rank of an Assistant Director (A/D) and the other below the rank of an A/D;
3. Two (2) persons who has knowledge in Islamic Commercial Jurisprudence;
4. Provided however that the Advisory Council may consult any other expert when the need arises.

6.1.2 Qualification and Eligibility for Appointment as a Member of the Advisory Council

Except for the President of the Society who shall be a member of the Advisory Council by virtue of his/her office, no person shall qualify for appointment as a Member of the AC except:

1. His/Her appointment is approved by the Members of the Society at a General Meeting of the Society;
2. He/She is knowledgeable in Islamic Commercial Jurisprudence, responsible and of good character;
3. He/She is experienced in administrative, business, finance and other related fields.

6.1.3 Powers/Functions of the Advisory Council

The Advisory Council shall:

1. Elect its Chairman and Secretary from among its members provided that the President shall not be elected as the Chairman or Secretary of the Advisory Council.
2. Be responsible for constitution and appointment of Management Committee members;
3. Approve the quarterly and yearly activities of the Society;
4. Approve all products and services offered by the Society;

5. Ensure that the programmes and activities of the Society are carried out in accordance with the provision of principles of Islamic commercial Jurisprudence;
6. Ensure that the programmes and activities of the Society are carried out in accordance with provision of the Bye-law;
7. Examine and approve financial statements and budget received from the Management Committee annually.
8. Consider the audit and inspection reports of the Auditor and the Director of Cooperatives;
9. Ensure that all activities of the Management Committee are in conformity with the objects of the Society;
10. Make a written annual report to the General Meeting of its findings on the examination of the books of the Society;
11. Carry out any other activity as may be assigned by members at AGM.

6.1.4 Disqualification as a Member of the Advisory Council

A person shall cease to be a Member of the Advisory Council if:

1. He/She fails or refuses to make impactful participation in the affairs of the Advisory Council and as a result has his/her position declared vacant through a vote of no confidence by other members of the Advisory Council;
2. He/She becomes of unsound mind or, due to ill-health or other reasons, is incapable of carrying out his/her duties;
3. He/She is convicted of any criminal offence by a court of competent jurisdiction except for traffic offenses or contempt proceedings;
4. He/She is guilty of gross misconduct in relation to his/her duties under this Bye-law;
5. He/She is disqualified or suspended from practicing his/her profession in Nigeria by order of a competent authority made in respect of him/her personally;
6. He/She becomes bankrupt;
7. He/She is dismissed by his/her employer;
8. He/ She is removed by Members of the Society at a General Meeting, supported by two-third (2/3) majority of the Members present and voting at the General Meeting.

6.1.5 Honorarium and Other Payments of the Advisory Council

1. The Advisory Council shall be entitled to running/sitting allowance to be determined by the General Meeting on the recommendation of Management Committee.

2. The Advisory Council members shall be paid travel, hotel allowances and other expenses incurred by them in the course of their official duties in connection with the business of the Society within and outside Nigeria.

3. The Management Committee shall have the power to authorized reasonable honorarium for any member of the Society who carried out special assignment on behalf of the Society.

6.1.6 Tenure of Office

1. The Advisory Members shall hold office for a term of three (3) years and be eligible for re-appointment for another term of three (3) years at the end of their first term.
2. At the expiration of each three-year term, the Management Committees shall nominate new Council Members and present same at the General Meeting for ratification.

6.2 The Management Committee (MC)

Subject to the Law provision of the law as contained in the Bye-law, the day-to-day administration of the Society shall be vested in the Management Committee. It also shall have the power to create sub-committees/Functional Committees to it may delegate part of its functions provided that a member of the Management Committee shall head such committees.

6.2.1 Composition

The Management Committee shall consist of the following officers:

a) President
b) Vice President
c) Secretary General
d) Assistant Secretary General
e) Internal Auditor
f) Financial Secretary
g) Treasurer
h) Publicity Secretary

6.2.2 Appointment/Nomination into Management Committee

A person shall become a member of the Management Committee of the Society through appointment/nomination by the members of the Advisory Council.

6.2.3 Qualification to Hold an Office

A person shall be eligible for appointment into Management Committee if:

1. He/she is an active Member of the Society;
2. He/she must have adequate knowledge /or qualification in non-interest finance;
3. He/she is a person of proven integrity, unquestionable character and possesses good inter personal skill;

4. He/she is a confirmed Staff of the Commission;
5. He/she is nominated by at least 3 active Members of the Society;
6. Save for the pioneer Management Committee of the Society, he/she has been Member of the Society for at least 2 consecutive years;
7. He/She is not a Member of the Advisory Council or an Administrative Officer;
8. He/She has the necessary skills and competence for the position;
9. He/She has never been removed as a Member of the Management of the Management Committee.

6.2.4 Tenure of Office

1. The Management Committee members shall hold office for a term of three (3) years and be eligible for re-appointment for another term of three (3) years at the end of their first term.

6.2.5 Cessation of Member(s) of Management Committee

A Member of the Management Committee shall cease to hold office if:

1. He/She fails, refuses or is unable to discharge his/her functions as a Member of the Management Committee;
2. He/She becomes of unsound mind or, owing to ill-health or any other reasons, is incapable of carrying out his/her duties;
3. He/She is convicted of any criminal offence by a court of competent jurisdiction except for traffic offenses or contempt proceedings;
4. He/She is guilty of gross misconduct in relation to his/her duties under this Bye-law;
5. He/She is disqualified or suspended from practicing his/her profession in Nigeria by order of a competent authority made in respect of him/her personally;
6. He/She becomes bankrupt;
7. He/She is dismissed by the Commission;
8. He/She fails to attend 3 consecutive Management Committee Meeting without genuine reason;
9. He/She engages in any act unbecoming of a Member of the Management Committee;
10. He/She engages in any act capable of bringing the Society to disrepute;
11. He/ She is removed by Members at the General Meeting, called for that purpose.

Provided that the removal shall be supported by two-third majority of the Members present and voting at that Meeting.

6.2.6 Removal of a Member(s) of the Management Committee

1. The Advisory Council by unanimous decision taken at its meeting remove member(s) before the expiration of their tenure of office and report same to the Emergency General Meeting of the Society summoned for that purpose.

2. Where notice is given of an intended Emergency Meeting of Advisory Council to remove a Member of the Management Committee under this section and such member make a written representation to the Society. A copy of the representation shall be made available to every member of Advisory Council.

3. Where such representation are unable to be sent out as required in this Section as a result of its being received too late or due to the Society's default, the aggrieved Management Committee member may without prejudice to his/her right to be heard orally required that the representation be read put in the meeting.

4. The foregoing provisions need not be complied with if it is found and proved that the rights conferred by the action are being or about to be abused.

5. Upon proof of such above, notice shall be made to the Advisory Council for endorsement of such non-compliance with the above provision by the Society.

6. A vacancy created by the removal of a member(s)of the Management Committee under this Section shall be filed meeting at which he/she if removed or subsequent meetings as a casual vacancy.

6.2.7 Appointment to Fill Vacancy into Management Committee

1. Where any of the Management Committee Office(s) becomes vacant not less than 90 days before the expiration of the tenure, the AC shall within 30 days appoint person(s) to fill in such vacant office(s).

2.The Shura Committee shall within 15 days appoint qualified person(s) into that office, who shall be sworn-in within 3 days as a Member of the Management Committee to complete the remaining term of the tenure.

3. The term so occupied by the new appointees shall be regarded as a complete tenure in determining his/her eligibility for re-appointment.

6.2.8 Powers of the Management Committee

1. Without prejudice to the general powers conferred on the Management Committee by this Bye-law, the Committee shall exercise the following powers:

a. The day-to-day administration of this Society;
b. Creation of sub-committees/functional committees to which it may delegate part of its functions provided that a member of the Management Committee shall head such committees;
c. Laying down administrative rules and procedures for the smooth running of the Society provided such rules and procedures do not violate or contravene the spirit and letters of the law and this Bye-law;

d. Admission of new members and keeping an appropriate and updated register of members

6.2.9 Duties/Functions of the Management Committee

The members of the Management Committee shall:

1. Stand in a fiduciary relationship towards the Society and shall exercise due diligence and good faith in all its dealings/transaction with and on behalf the Society;
2. At all times act in the best interest of the Society so as to enhance its business, and promote the purposes for which it was formed;
3. Ensure that products and services offered by the Society are of good quality, accepted standards in line with the principles of Islamic Commercial jurisdiction;
4. Prepare and present to the Advisory Council the audited financial statements and the budget of the Society;
5. Consider the audit and inspections reports of the Society from the Auditor and the Director of Cooperatives;
6. Present to the Advisory Council for its appraisal on a quarterly basis, the Society's Monthly Performance Report;
7. Preserve and ensure safe custody of the Society's property /assets;
8. Pay all expenses, including travelling expenses, incurred by any Member of the Management Committee or person(s) co-opted to a committee in the course of execution of his/her duties.
9. Issue new and transfer old shares subject to the approval of the Advisory Council; and
10. Not delegate the powers vested on it under any provision of this Bye-law in such manner as to constitute an abdication of duty.
11. Carry out any other activity as may be assigned by Advisory Council.

6.2.10 Duty to observe Sections 6.2.6 and 6.2.7 of this Bye-law

1. No provision contained in this Bye-law or in any contract, shall relieve any Management Committee member from the duty to act in accordance with Sections 6.2.6 and 6.2.7. or relieve him/her from any liability incurred as a result of any breach of the duties conferred upon him under a fore mentioned sections;

2. Members of the Management Committee shall conduct the affairs of the Society in line with the provisions of this Bye-law;

3. To ensure the maintenance of true and accurate accounts of all monies received and expended as well as the assets and liabilities of the Society, the Management Committee shall present to the Annual General Meeting Audited Financial Statements for consideration and approval;
4. examine the accounts, sanction the contingent expenditure and ensure the maintenance of the prescribed registers;
5. consider the Inspection Report of the Director of Cooperatives and take corrective actions;
6. Summon General Meetings;
7. Provide support in the inspection of the books by any person authorized to do so.

6.2.11 Honorarium and Other Payments:

1. The Management Committee shall be paid sitting allowance to be approved by the General Meeting based on the recommendation of the Management Committee.
2. The Management Committee members shall be paid all travelling, hotel s and other expenses properly incurred in the course of their official duties.
3. The Management Committee shall have the power to authorized reasonable honorarium for any member of the Society who carried out any special assignment on behalf of the Society subject to certification and/amendment by the Advisory Council.

6.2.12 Conflicts of Duties and Interest:

A member of Management Committee shall:

1. Not allow his personal interests to conflict with official duties under this Bye-law
2. Not, in the course of managing the affairs of the Society, make any secret profit or other unexplained benefits in connection to his/her official role.
3. Be accountable to the Society for any secret profit made by any or any unexplainable benefit derived contrary to the provisions of Subsection 6.2.10(2) above.
4. After resigning from the Society, be accountable and may be lawfully restrained from misusing information about the Society, which he/she was privy to by virtue of his/her position; and
5. Not be absolved of responsibility if he/she discloses any profits after they were made. He/she shall not be held accountable where he/she discloses his/her interest to the AC prior to the consummation of the transaction before such profits are realized.

6.2.13 Legal Position of Management Committee Members:

Management Committee members are jointly and severally responsible for the Society's moneys and properties in their care and as such, shall:

1. Account for the funds over which they exercise control;
2. Refund any fund improperly expended; and
3. Exercise their powers honestly, in the interest of the Society as a whole, and not in their own or sectional interests.

6.3 DUTIES OF THE MANAGEMENT COMMITTEE

Unless otherwise stated or directed, the following officers of the Society shall have the following duties assigned to their offices:

6.3.1 The President

The President of the Society shall:

1. Preside over Executive and General Meetings of the Society;
2. Summon Meetings through the Secretary General;
3. Be a joint signatory to the bank account of the Society;
4. Provide overall leadership and direct the affairs of the Management Committee;
5. In consultation with the other Management Committee Members, prepare the annual operating plan and budget of the Society;

6. Be a member of the Advisory Council; and
7. Exercise such other powers as shall from time to time be conferred on him by the members A/C.

6.3.1.1 The Vice President

The Vice President shall:

1. Preside over Executive and General Meetings of the Society in the absence of the President.
2. Perform such other functions as may be assigned to him by the President and Management Committee from time to time.

6.3.2 The Secretary General/Assistant Secretary

The Secretary General shall:

1. Be a person qualified to practice law in Nigeria;
2. Be responsible for handling secretariat functions of the Society;
3. Be responsible for membership, general administrative and legal functions of the Society;
4. Sign documents on behalf of the Society and keep custody of the seal of the Society;
5. In consultation with the other Management Committee Members, prepare the Annual Report and Action Plan for the Society;
6. Be a joint-signatory to the Society's account; and
7. Perform any other function as may from time to time be assigned to him by the Advisory Council/Management Committee.

Assistant Secretary

The Assistant Secretary shall:

1. Perform the function of the Secretary General in the absence of the Secretary General.
2. Perform such other functions as may be assigned to him by the Secretary General from time to time.
3. Shall assist the Secretary General in the discharge of his/her duties.

6.3.3 Internal Auditor

The Internal Auditor shall:

1. Be an Accountant;
2. Have knowledge or experience in Islamic Finance;
3. Audit all processes, procedures and financial accounts of the Society;
4. Submit monthly, quarterly and annual account report to the Management Committee;
5. Monitor all activities and ensure strict compliance with applicable laws, rules and regulations; and

6. Perform any other function as may from time to time be assigned to him by the Advisory Council/Management Committee/Members of the Society.

6.3.4 Financial Secretary/Assistant Financial Secretary

The Financial Secretary shall:

1. Hold an academic qualification not below a Higher National Diploma in Accounting or its equivalent
2. Shall have qualification(s) and or experience in Islamic finance.
3. Serve as the Chief Accounting Officer of the Society handling contributions, funds management, Financing, revenue assurance and benefit pay-outs;
4. Prepare monthly, quarterly and annual statement of account;
5. Be co-signatory to the Society's account; and
6. Perform any other function as may from time to time be assigned to him or her by the Advisory Council (AC) or Management Committee.

6.3.5 The Treasurer/Assistant Treasurer:

The Treasurer shall:

1. Be responsible for the safe keeping of all funds of the Society;
2. Receive, keep and maintain all necessary books of financial account of the Society;
3. Prepare monthly statement of account;
4. Be a joint-signatory to the Society's account;
5. In conjunction with the President, Secretary and the Financial Secretary, prepare and submit monthly, quarterly and annual budget to the Advisory Council;
6. Perform any other function as may from time to time be assigned to him or her by the Advisory Council (AC) or the Management Committee.

6.3.6 Publicity Secretary

1. Shall disseminate information regarding the activities of the Society to the members and the general public as the need may arise.
2. Shall project and promote the image of the Society at all times.

6.4 ADMINISTRATIVE OFFICEERS/STAFF OF THE SOCIETY

1. The Society may employ such number of Administrative Officers, as it may deem necessary for the efficient performance of the functions of the Society.
2. The Administrative Officers shall be knowledgeable in running/administering cooperative society.
3. The Administrative Officers shall be under the direct supervision of the Management Committee.
4. The Administrative Office of the Society shall comprise of but not limited to the following:

i. Chief Operating Officer, who shall have qualification (s) and/or experience in Islamic finance
ii. Admin Officer;
iii. Office Secretary;
iv. Account Clerk;
v. Asset and Investment Clerk;
vi. Any other officer as may be determined, from time to time, by the Management Committee.

6.4.1 Appointment of Administrative Officers

The power to employ Administrative Officers of the Society and to exercise disciplinary control over them shall be vested in the Management Committee. This power shall be exercisable in accordance with the provisions of rules and regulations of the Society as well.

6.4.2 Duties and Responsibilities of Administrative Officers

The Administrative Officers shall perform such duties and responsibilities as may be prescribed in a framework to be issued by the Society.

6.4.3 Renumeration of Administrative Officers

1. The remuneration of Administrative Officers shall be aligned with the long-term interests of the Society and its members.
2. Levels of remuneration shall be sufficient to attract, retain and motivate Administrative Officers of the Society and this shall be balanced against the Society's interest in not paying excessive remuneration.
3. Where remuneration is linked to performance, it shall be designed in such a way as to prevent excessive risk taking.
4. The Society shall have a remuneration policy put in place by the Management Committee in consultation with Advisory Council, which shall be disclosed to the Members in the Annual Reports.

7.0 THE SECRETARIAT:

1. The Society shall have a secretariat where its activities shall be coordinated.
2. The Management Committee shall supervise the secretariat.
3. The Management Committee shall employ officers of the Secretariat who will handle the day-to-day running of the Society.
4. Appropriate entry point and conditions of service for any employed staff shall be determined by the Management Committee from time to time.
5. Promotion of staff shall be considered after a minimum of 3 years on a grade
6. Staff shall be entitled to renumeration, allowances and incentives as agreed by the Management Committee.

7. Employees shall be considered for confirmation as a full staff after one (1) year of satisfactory service.
8. Every Staff shall have mandatorily maintain a target savings of 5% of their salary in an account with the Society to serve as a perk based on years of service. The Society shall augment the savings with a severance bonus of 20% contribution in the case of a confirmed staff who must have spent five (5) years in the service of the Society.
9. The management shall put in place comprehensive staff policy stating clearly the terms and conditions of service of the Administrative Staff.

8.0 BONDING OF OFFICERS AND EMPLOYEES:

Every officer or employee of the Society who receives or pays out money on behalf of the Society shall be for re-assuming his duties furnish a bond with two sureties and in an amount to be determined by the Management Committee. In addition, the Society may also take Fidelity Insurance for its paid employees who handle cash or stocks on behalf of the Society.

9.0 EXTERNAL AUDITOR

1. The Society shall have an External Auditor whose responsibility shall be to provide audit of financial statements of the Society to give a true and fair view of the state of affairs of the Society at the end of each financial year.
2. The year referred to in (1) above shall include examination of overdue debts, if any, and a valuation of the assets and liabilities of the Society.
3. The financial year of the Society shall be a period of twelve months beginning from 1st January to 31st December of every year.

9.1 Powers of External Auditor

An External Auditor appointed under this Bye-law shall have power to:

1. Summon at the time of the audit, any officer, agent, servant or member of the Society who he/she has reason to believe can give material information in regard to any transaction of the Society or the management of its affairs; and
2. Require the production of any book or document relating to the affairs of, or any cash or security, belonging to the Society, by the officer, agent, servant or member of the Society in possession of such book, document, cash or security.

9.2 External Auditor's Report

The External Auditor's report shall specifically cover income and expenditure, balance sheet, general state of the financial affairs of the Society, management of the affairs of the Society, overdue debts, valuation of assets and liabilities, disposal of profit, remuneration in kind earned by the President of the Society, including a valuation of benefits in kind, verification of cash balance and securities and a statement as to whether the members of the Management Committee have made available to the auditors all the documents, records and information necessary to the audit.

9.3 Tenure of External Auditor

External Auditors of the Society shall be appointed for a two-year tenure and may be re-appointed for another term of two years and shall thereafter not be eligible for re-appointment until the expiration of the waiting period of a minimum of 4 years.

10.0 SOURCES, USE AND CUSTODY OF FUNDS

10.1 Sources of Funds

The funds of the Society shall comprise:

1. Membership registration form;
2. Investments (Partnerships in trading, services, imports & exports, manufacturing & agriculture);
3. Levies;
4. Wills, bequeaths, or grants by individuals or corporate entities;
5. An undetermined number of shares of the value of N1:00k.
6. Savings of members as defined in this Bye-law.
7. Surplus arising out of the business of the Society.
8. Capital raised through the buying and selling of Sukuk.
9. Miscellaneous sources as approved by the Advisory Council.
10. Provided that all investments shall be based on Islamic profit and loss sharing model.

10.2 Internal Funds:

The funds of the Society may be held in the form of:

(a) A reserve fund;
(b) A depreciation fund;
(c) A Takaful (insurance) fund;
(d) Development, educational or other funds approved by the Advisory/General Meeting and the Director of Cooperatives;
(e) Current or Savings Accounts or cash, *Takaful* deposits; or
(f) Stocks of shares or goods.

10.3 Employment of Funds

The funds of the Society shall be devoted strictly to the promotion of the aforementioned objectives of the Society, activities permitted by this Bye-law, and any other purpose approved by the Advisory Council.

10.3 Investment of Funds

The Advisory Council (AC) shall, in consultation with the Management Committee, determine the mode of investment of such funds of the Society, as are not required for current use, in a manner that shall not be contrary to Islamic injunctions.

10.4 Reserve Funds

The reserve fund is indivisible and no member is entitled to claim a specified share in it except with the written permission of the Director of Cooperatives. It shall not be utilized for the business of the Society, but shall be invested in accordance with relevant sections of the Nigerian Cooperative Societies Act, 1993.

11.0 POWER TO BORROW MONEY

1. The Society may, subject to a resolution passed by 2/3 majority of the members present and voting at the General Meeting, borrow, whether by way of mortgage or otherwise of on such terms and conditions as the Society with there solution aforesaid may determine, such sums of money as may be required for the purposes for which the Society is established.
2. There shall be attached to any resolution to borrow under this Bye-law, the condition that the money shall be utilized for a specified purpose(s).
3. Provided that the borrowing in (1) above shall be in accordance with the principles of Islamic Injunctions.

12.0 OPERATION OF BANK ACCOUNT

1. The Society shall operate such number of bank account(s), in any non-interest bank(s) in Nigeria as may be determined by the Management Committee.
2. The signatories to the account shall be categorized as follows:

i. Category A- the President and Financial Secretary; and

ii. Category B- Secretary General and Treasurer.

3. A combination of A and B category may sign cheques to withdraw **funds from the Society's account.**

13.0 SHAREHOLDING:

1. The Society shall have N15,000,000 Share capital which shall be divided into 15,000,000 at N10 per share. Members at General Meeting may increase such share capital as the need arises.
2. Every member shall hold at least 10 shares which shall not be transferable except in accordance with this Bye-law. The minimum shareholding may be increased by the decision of the Advisory Council (AC) as the business of the Society may demand.
3. No member shall hold any shares in trust for a non-member.

13.1 Withdrawal of Shares

Shares shall not be withdrawn unconditionally; however, where there is a favourable financial situation at the end of the financial year, the Management Committee may repay any member whose membership may have been terminated during the year a sum not exceeding the amount initially paid by such member on account of shares, provided that not more than five percent of the total paid share capital shall be thus paid out in any one year without the Director of Cooperatives' permission.

13.2 Transfer of Shares or Interests in the Society

A Member may, subject to the approval of the Management Committee, transfer all or any part of his/she shares or interest in the Society. Provided that the transferee shall be a member of the Society.

13.3 Limit on Share Holding:

No member shall hold more than 10% of the total number of shares paid up by all members. Where a member, by inheritance or otherwise, possesses more than the maximum holding permitted, the Management Committee, shall sell the excess or buy them for disposal by the Society.

13.4 Charge and Set-Off in Respect of Shares of Members

The Society shall have a charge

a) Upon the shares or deposits of a present, past or deceased member; and

b) Upon any dividend, bonus or profits payable to a present or past member, or to the estate of deceased member, in respect of any debt due to it from the present, past or deceased member and may set off any sum credited or payable to the present or past member or passed on to the estate of a deceased member in or towards payment of any debt.

14.0 COMPULSORY SAVINGS:

1. Every member shall make regular thrift, savings, minimum of which shall be three thousand naira N3,000 for officers on SGL 01to 06 and five thousand naira N5,000 for SGL 07 to SGL 17 and Consolidated per month.

2. The rate of bonus payable on shareholdings and savings shall be determined after the surplus has been ascertained and necessary reserves created.

3. No member shall withdraw the part/whole of his/her savings except on withdrawal of membership after giving a minimum of 30 calendar day notice to the Society.

15.0 DISPOSAL OF SURPLUS

Excess income over expenditure (after provision has been made for Zakat, depreciation and payment of standard fees- Audit, Consultancy etc.) for the financial year shall be announced at the next General Meeting.

16.0 APPROPRIATION

When a member from whom money is due pays any sum to the Society, it shall be appropriate in the following order;

a) To share payments, penalty and other miscellaneous charges due to him

b) To principal loan

16.1 Disposal of Surplus

At the annual General Meeting the excess of income over expenditure (after provision has become made for depreciation and for payment of audit and supervision fee, and bonus for desk officers or paid servants of the society) during the previous financial years shall be announced.

1. The net surplus shall be appropriated as follows;

a.	Reserve fund	-	25%
b.	Education fund	-	10%
c.	Audit and supervision fees paid to Office of the Director of Cooperative FCT, Abuja	-	1%
d.	Honorarium	-	5%
e.	AGM expenses	-	5%
f.	Dividend	-	54%
	Total	**-**	**100%**

17.0 REGISTRAR'S APPROVAL

The appropriation of the net surplus shall be subject to approval by the Registrar of Cooperatives and governed in all respects by the profit and loss sharing model of the Society.

18.0 DIVIDEND

The dividend paid on shares shall be calculated based on a monthly percentage stake of each member applied to the net surplus realized for each of the calendar months of a given financial. The monthly stake of each member shall comprise:

1. Current month's contribution;
2. Previous month closing contribution brought forward as opening balance (if any); and
3. Shared surplus/loss realized in the previous month brought forward (if any).

19.0 COMMITTEES

The Management Committee shall in consultation with the Advisory Council (AC) decide the establishment of committee(s) for the smooth and effective running of the Society.

20.0 SEAL

1. The Society shall have a common seal, which shall be:

i. Affixed to all documents and correspondences required to be executed by the Society.

ii. Kept in custody of the Secretary General of the Society.

2. All transactions and documents to which seal is to be affixed shall be done with written consent of the President and the Secretary.

21.0 FINANCING

Financing may be granted to members, subject to AVAILABILITY of funds and shall be for purposes, which in the opinion of the Management Committee are productive or necessary, and in the best interest of the borrower.

21.1 Conditions for the Grant of Financing:

No-Financing shall be granted to:

1. A person other than a member of the Society;
2. A member whose instalments of shares are in arrears;
3. A member who has not made thrift savings under this Bye-law for a period exceeding the time limit of 12 months;
4. A member whose indebtedness to the Society at the time of the Financing exceeds his maximum exposure limit; and
5. A member without a guarantee by a staff of NASC

21.2 Applications for Financing

Application for Financing shall be made to and processed by the Management Committee.

21.3 Financing to Members

1. No Financing shall be made to a member who has not reached 6 months as a financial member of the Society except in the case of transfer of an existing Financing of a past member to his nominee or other successor in interest.

2. A member shall qualify to be a financial member upon regular contribution of a minimum of N3,000 for SGL 01 to 06 and N5,000 for SGL 07 to SGL 17 and consolidated per month for six (6) consecutive months.

21.4 Maximum Exposure Limit

1. The maximum exposure limit of each applicant for a Benevolent Loan shall be determined as twice the total savings of the applicant at the time of the application. This however is subject to maximum exposure approved by the Management Committee, availability of funds, the principle of making credit available to as many members as are qualified and the securities offered.

2. The maximum exposure limit of each retired member applicant foe a Benevolent Loan shall not exceed the member's ordinary savings. In exceptional cases, a Financing above the member's ordinary savings may be given where adequate security is provided.

21.5 Financing to Members

1. In line with the Society's objective no interest shall be charged on Financing granted to members. In case of default in repayment, such member or his guarantor as the case may be, shall be reported to the Department of Finance and Account for necessary action.
2. Issuance of dud cheques is considered a gross misconduct by the Society and thus the Society reserves the right to refer any such erring member to Law Enforcement Agency for prosecution.

21.6 Appropriation of Debit Payment:

When member debtor pays any sum to the Society, it shall be appropriated in the following order:

i. Principal Financing;
ii. Penalty and other miscellaneous charges.

22.0 DISPUTES

Any dispute within or concerning the Society and its members or past members shall be referred to the Advisory Council for settlement. Where the Advisory Council (AC) is unable to settle it, such dispute shall be referred to the Registrar of Cooperatives foe settlement.

23.0 FINE

The General Meeting of the Society may impose a fine of a minimum of N5,000 but nit exceeding N10,000 on members, for flagrant or repeated contravention of this Bye-law.

24.0 POWER TO MAKE FRAMEWORK/POLICIES AND GUIDELINES

1. the Advisory Council in consultation with the MANAGEMENT COMMITTEE shall have power to set-out framework, develop policies or guidelines for the effective discharge of the Society's objectives as provided for under this Bye-law.

2. Such framework, policies or guidelines shall include those in respect of conditions on which Financing/investment may be granted to members, including:

i. The rate of profit sharing on investment;
ii. The maximum amount to be lent to a member;
iii. The maximum period to be granted for the repayment of a Financing;
iv. the extension of the term for repayment of Financing;
v. The purpose for which a Financing can be granted; and
vi. The consequences of default in payment or repayment of any sum due on account of shares or Financing and the consequences of failure to use a Financing for the purpose for which it is granted.

25.0 PRESCRIBED BOOKS OF INSPECTION

Accounts and Records shall be maintained in the form prescribed by the Chief Registrar and shall include the following:

1. A Membership and Attendance Register, showing the name, address specimen signature and occupation of every member, the number of shares held by him, the date of his admission to membership, the Nominee appointed under Bye-law 4.5, and the member's attendance at General Meeting;
2. A cash book showing receipts, expenditure, and balance on each day a business transaction is conducted;
3. General Ledger;
4. Personal Ledger with accounts for each member; depositor and creditor
5. Financing register showing instalments for repayment of Financing;
6. Procurement register showing instalment payments for goods procured from the Society;
7. Minute book for proceedings of the Advisory Council (AC), General and Management Committee Meetings;
8. Register of bonus payment;
9. Bond book showing details of members from whom capital for investment is raised; and
10. Such other records as may be prescribed by the Registrar of Cooperatives.

26.0 INSPECTION OF BOOKS:

The books, accounts, register and other documents of the Society shall be open for the inspection of any accredited Co-operative official at all reasonable times:

Provided that no person other than an Officer or a member of Management Committee of the Society or Administrative Staff shall be allowed to see the personal account of any member without that member's consent. Copies of this Bye-law shall be available for inspection at the Registered Address of the Society at all reasonable hours.

27.0 ANNUAL STATEMENT

1. The society shall prepare yearly, in such form, as may be prescribed by the Registrar of Cooperatives:

i. An Account showing the income and expenditure for the year; and

ii. A Statement of Financial Position (balance sheet).

2. The Account shall be due for submission on or before the 31st day of March, or such other date as the Registrar of Cooperatives may direct, and a copy of each account shall be sent to the Registrar of Cooperatives for approval within such time as the Registrar of Cooperatives may direct.

28.0 RECEIPTS

It shall be the duty of every member:

1. To assist on obtaining a receipt from the proper receipt book, or such other form of receipt as may be approved by the Registrar of Cooperatives, for every sum of money paid to the Society;

2. To sign, or make thumb print in the proper book, in token of receipt, whenever any sum of money is paid or repaid to him by the Society.

29.0 TERMINATION OF ACTIVITIES OF THE SOCIETY

Where it is evident that the Society will cease to exist due to circumstances whatsoever, the standard liquidation/winding up /termination regulatory guideline and Islamic Law provision will be strictly followed to ensure equitable and transparent closure and pay-outs to all Members of the Society.

29.1 Disposal of Funds of Liquidation

Where the Society is to be liquidated has been cancelled, the funds, including the reserve funds shall be applied in the following order of priority:

1. The cost of liquidation;
2. Discharge of the liabilities of the Society; and
3. Payment of Members' total stake.

29.2 Notice of Closing of Liquidation to be published in the Gazette

1. Notice of liquidation of the Society shall be published in the Federal Republic of Nigeria Official Gazette; and no published claim against the funds of the Society shall be made after two years have lapsed from the date of the publication in the Federal Gazette of the notice.

2. Any surplus funds after meeting all the obligations of the Society shall be distributed to Members in accordance with this Bye-law.

30.0 REVIEW, AMENDMENT OF BYE-LAW

No amendment to this Bye-law shall be effective except:

1. It is passed by two third (2/3) majority of Members present and voting at General Meeting called for that purpose;
2. It does not contradict any of the objects of the Society and the Nigerian Cooperative Society Act;
3. Three copies of the amendment are forwarded to the Director of Cooperatives for registration in accordance with the requirement of applicable law.

CERTIFICATION

I hereby certify that the foregoing Byelaw of National Assembly Service Commission Staff Non-Interest Cooperative Society Limited No…………………………….
of ………………………………………. has been registered under Section 7 of the National Cooperative Society **Act Cap 98 LFN 2004.**

This…………………. Day of ……………………. 2020

……………………………………..

Registrar of Cooperatives