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RULES OF THE NEW BUILDING SOCIETY, LIMITED.

CHAPTER 201.

THE NEW BUILDING SOCIETY.

12 of 1940.
3 of 1948.

An Ordinance to incorporate the New Building Society, Limited, and to transfer to that Society the assets of the British Guiana Building Society, Limited.

[6TH APRIL, 1940.]

Short title.

1. This Ordinance may be cited as The New Building Society Ordinance.

PART I.

Interpretation.

2. In this Ordinance and in the rules unless there be something in the subject or context repugnant to such construction or unless it is otherwise explained the following words and expressions have the meanings hereby assigned to them—

“ advance share ” means a share which is issued to a member when the amount thereof is advanced to a member in consideration of his giving security for the repayment of the same;

“ the Board ” means the Board of Directors of the Society;

“ financial year ” means the twelve months ending on the 31st December, inclusive, in any year;

“ investing share ” means a share which is fully paid up or is to be paid for by instalments or by a single payment and includes a preferent share;

“ purchase-tenancy contract ” means a contract entered into between the Society and a member whereby the Society agrees to sell such member immovable property subject to the condition that he shall be deemed to be a tenant of the Society until he has paid the purchase price and complied with such other terms as the Board may have imposed;

“ rules ” means the rules set out in the schedule hereto or the rules for the time being of the Society; Schedule.

“ the Secretary ” means the person appointed by the Board to carry out the duties of secretary of the Society and includes an acting or assistant secretary;

“ the Society ” means the building society hereby incorporated;

“ special resolution ” means a resolution passed by a majority of not less than three-fourths of such members of the Society as, being entitled so to do, vote in person or by their duly authorised representative at a general meeting of the Society of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

3. (1) The persons who have signed the petition to the Governor praying for the incorporation of the Society and all persons who shall hereafter become members of the Society in accordance with the provisions of this Ordinance and the rules shall be and are hereby incorporated as a building society by the name of “ The New Building Society, Limited ” and by that name shall be a body corporate with perpetual succession and with such constitution, objects and powers as are contained in this Ordinance and the rules. Incorporation
of the
Society.

(2) The Society may sue or may be sued and may acquire, hold, lease and dispose of land and other property in any part of the world. Power to sue
and hold
land.

(3) The Society shall have a common seal which it may change or renew from time to time. Common
seal.

CHANGE OF NAME.

4. (1) The Society may change its name by special resolution provided that the new name is not identical with that of any other company or society carrying on business in the Colony. Change of
name.

(2) Any change of name shall not affect any right or obligation of the Society or of any member thereof or other person concerned.

OBJECT AND POWERS OF THE SOCIETY.

Object of
the Society.

5. The object for which the Society is incorporated is to raise by the subscriptions of its members or in any other manner a stock or fund for making advances to its members upon the security of immovable property by way of mortgage or purchase-tenancy contract.

Society
deemed to
be a
Housing
Association.
3 of 1948,
s. 2.
Cap. 182.

6. The Society shall be a Housing Association for the purposes of the Housing Ordinance, and may exercise and perform all the powers and functions and discharge all the duties of a Housing Association under the said Ordinance in the same manner and to the same extent as if the Society were deemed and certified by the Governor in Council to be a Housing Association for the purposes of the said Ordinance.

Powers of
the Society.

7. The Society shall have power—

(1) To raise funds by the issue from time to time of shares of one or more denominations, either paid up in full or to be paid by periodical or other subscriptions and with or without accumulating interest and to repay such funds when no longer required for the purposes of the Society.

(2) To make temporary loans to its members upon the security of their investing shares.

(3) To impose fines and forfeitures on its members.

3 of 1948,
s. 3.

(4) (a) to receive deposits or loans at interest from its members or other persons or from the Government of the Colony or The Central Housing and Planning Authority or any Local Authority under the Housing Ordinance, or from any bank, joint stock company or other corporate body;

Cap. 182.

(b) for the purpose of receiving from any bank, joint stock company or other corporate body, any loan by way of overdraft or any loan raised for a merely temporary purpose for a period not exceeding twelve months, to pledge or hypothecate with such bank, joint stock company or other corporate body, notwithstanding the provisions of paragraph (a) of the proviso to subsection (1) of section 38 of this Ordinance, any of the Society's mortgage deeds, purchase-tenancy contracts or other securities by way of security for any such loan:

Provided that the total amount so received on deposit or loan and not repaid by the Society (exclusive of any deposit or loan made by the Government of the Colony or The Central Housing and Planning Authority or any Local

Authority under the Housing Ordinance, for the purpose of any housing scheme or other scheme under the said Ordinance) shall not at any time exceed two-thirds of the amount for the time being secured to the Society by mortgages from its members or under purchase-tenancy contracts, and in calculating this amount the amount due under any mortgage or contract in respect of which payments were upwards of twelve months in arrear at the date of the Society's last preceding balance sheet, shall be disregarded;

(5) To carry out any housing or other scheme under the Housing Ordinance as may be approved by the Government of the Colony or The Central Housing and Planning Authority or any Local Authority under the said Ordinance, and to do all other things incidental to the carrying out of any housing or other scheme as aforesaid.

3 of 1948,
s. 3.

(6) To invest any portion of the funds of the Society not immediately required for its purposes upon mortgages of immovable property to an amount not exceeding three-fourths of the value of such property exclusive of the value of any collateral security authorised by the rules, or in any bonds or securities issued or guaranteed by any government or municipal corporation within the British Empire, or in or upon any security in which trustees are for the time being authorised by law to invest, or in any savings bank or deposit account at any bank in the Colony:

3 of 1948,
s. 3.

Provided that any restriction imposed by this Ordinance or by the rules on the amount to be advanced upon mortgages shall not apply to any mortgages granted by the Society at the request of the Government of the Colony or The Central Housing and Planning Authority or any Local Authority under the Housing Ordinance, for the purpose of or in pursuance to any housing or other scheme under the said Ordinance.

(7) To do all other things incidental or conducive to the attainment of the object of the Society.

3 of 1948,
s. 3.

MEMBERS.

8. (1) Every person who holds a share in the Society shall so long as that share remains in force, be a member of the Society and be bound by the rules.

Definition of
member.

(2) Any person under the age of twenty-one years may be admitted as a member of the Society and may give all necessary acquittances but during his minority he shall not be competent to vote or hold any office in the Society.

Infants.

Limited
liability.

9. The liability of each member of the Society is limited in respect of an investing share to the amount actually paid or in arrear on such share and in respect of an advance share to the amount repayable in respect thereof under any mortgage or other security or under the rules.

MANAGEMENT.

Management
of the
Society.

10. The management of the business and affairs of the Society shall be vested in the Board who may exercise all powers and do all acts and things which may be exercised or done by the Society and are not by this Ordinance or the rules expressly directed or required to be exercised or done by the Society in general meeting, and who may make such by-laws as may be necessary provided the same are not inconsistent with this Ordinance or the rules.

GENERAL MEETINGS.

Annual and
other
General
Meetings.

11. A general meeting of the Society shall be held once at least in every calendar year after the close of the financial year of the Society and at such other times as may be prescribed by the rules.

Special
General
Meetings.

12. (1) The Board shall on the requisition of at least one-tenth of the whole number of the members of the Society or of fifty members, whichever is less, forthwith proceed to convene a special general meeting of the Society.

Requisition
to state
object of
meeting.

(2) The requisition shall state the object of the meeting and shall be signed by the requisitionists and deposited at the office of the Society and may consist of several documents in like form, each signed by one or more requisitionists.

Power of
requisi-
tionists to
call meeting.

(3) If the Board neglects within twenty-one days from the date of the requisition being so deposited or refuses to convene a meeting, the requisitionists or any four or more of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit.

Restriction
on business
to be
transacted.

(4) No business other than that specified in the notice convening the meeting shall be considered at the meeting.

Right to
attend and
vote at
meetings.

13. Subject to the provisions of this Ordinance and the rules every member shall be entitled to attend and vote at any meeting of the Society in accordance with the rules.

Rules.

14. (1) The Society shall be governed and managed in accordance with this Ordinance and the rules.

(2) The Society may by special resolution alter or rescind any rule or make any additional or new rule provided that no rule so made shall be inconsistent with this Ordinance and no rule or any alteration or revocation shall come into force until approved by the Governor in Council.

Power to alter, rescind or make rules.

(3) All rules so made and notice of any alteration or revocation of a rule shall be published in the Gazette within three months after approval by the Governor in Council.

Publication of rules in Gazette.

FINANCIAL PROVISIONS.

15. (1) The Society shall cause to be kept proper books of account showing the financial position of the Society.

Keeping of accounts.

(2) The books of account shall at all times be open to inspection by any director.

16. (1) The Society shall at every annual general meeting of the Society appoint an auditor or auditors to hold office until the next annual general meeting.

Auditors.
3 of 1948.
s. 4.

(2) No person other than a retiring auditor shall be appointed an auditor under subsection (1) of this section unless, not less than fourteen days before the annual general meeting, notice of the intention to nominate such person for appointment as auditor is given to the Society by a member.

3 of 1948,
s. 4.

(3) Where any such notice is given to the Society, the Society shall send a copy of the notice to the retiring auditor, and give notice thereof to the members either by advertisement or in any other mode allowed by the rules not less than seven days before the annual general meeting.

3 of 1948,
s. 4.

(4) The Board may appoint an auditor or auditors to hold office until the expiration of any current year—

3 of 1948,
s. 4.

(a) where no auditor is appointed under subsection (1) of this section;

(b) where the Board considers it advisable to appoint an auditor in addition to the auditor or auditors appointed by the Society;

(c) where the office of auditor has become vacant under subsection (5) of this section.

(5) The office of an auditor appointed under subsection (1) or (4) of this section shall become vacant where the auditor—

3 of 1948,
s. 4.

(a) dies; or

(b) resigns his office; or

(c) leaves the Colony; or

(d) becomes from any cause unable, in the opinion of the Board, to discharge the duties of his office efficiently.

3 of 1948,
s. 4.

(6) Where two or more auditors have been appointed under this section, and the office of one or more of such auditors has become vacant under subsection (5) of this section, the remaining auditor or auditors (if any) shall continue and act as the auditor until the vacancy has been filled, in the same manner and to the same extent as if there were no vacancy.

3 of 1948,
s. 4.

(7) An auditor appointed by the Society shall receive the remuneration fixed by the Society, and an auditor appointed by the Board shall receive the remuneration fixed by the Board.

Annual
account and
statement
and audit.
3 of 1948,
s. 5.

17. (1) The Secretary shall at least once in every year prepare an account of the income and expenditure of the Society and a general statement of its funds and effects, liabilities and assets showing—

(a) the amounts due to each class of members in respect of shares;

(b) the amounts due to depositors and creditors for loans;

(c) the balance due or outstanding on the Society's mortgage securities or purchase-tenancy contracts (not including prospective interest) and in respect of such mortgages and contracts the number thereof and the aggregate amount owing thereon, classified under the heads of mortgages or contracts (i) not exceeding five hundred dollars (ii) exceeding five hundred dollars but not exceeding one thousand dollars (iii) exceeding one thousand dollars but not exceeding two thousand dollars and (iv) exceeding two thousand dollars, and showing under each head the aggregate amount on mortgages or contracts on which repayments or payments are upwards of twelve months in arrear; and

(d) the amount invested in the funds or other securities.

Audit of
account and
statement.
3 of 1948,
s. 5.

(2) Every such account and statement shall be audited and attested by the auditor to whom the mortgage deeds, transports, purchase-tenancy contracts and other securities and title deeds belonging to the Society shall be produced.

Auditor's
certificate.
3 of 1948,
s. 5.

(3) The auditor shall either certify that such account and statement is correct, duly vouched and in accordance with law or specially report to the Society in what respect he finds it incorrect, unvouched or not in accordance with law and shall also certify that he has at the audit actually inspected such mortgage deeds, transports, purchase-tenancy contracts and other securities and title deeds.

(4) Every member, depositor and creditor for loans shall be entitled to receive from the Society a copy of such account and statement and a copy thereof shall be exhibited in a conspicuous place in every office of the Society.

Right of member to receive copy of account.

18. The Secretary and every officer of the Society having the receipt or charge of any money or other property of the Society shall give security to the satisfaction of the Board for the due rendering of a just and true account thereof and the due payment and delivery of such money and property.

Officers to give security.

19. (1) The Governor in Council may, if he thinks fit, on the application of not less than one-tenth of the whole number of members of the Society or of one hundred members, whichever is less, either—

Inspection and examination of affairs of the Society.

(a) appoint an accountant or actuary to inspect the books of the Society and to report thereon; or

(b) appoint an inspector to examine into and report on the affairs of the Society.

(2) Any such application shall be supported by such evidence showing that the applicants have good reason for requiring the inspection or examination to be made and that they are not actuated by malicious motives in their application, and such notice of the application shall be given to the Society as the Governor in Council may direct.

Evidence in support of application.

(3) The applicants may also be required to give or lodge security for the costs of the proposed inspection or examination.

Security for inspection or examination.

(4) All expenses of and incidental to the inspection or examination shall be defrayed by the applicants or out of the funds of the Society or by the members or officers or former members or officers of the Society in such proportions as the Governor in Council may direct.

Expenses thereof.

(5) Any accountant, actuary or inspector so appointed shall have power to require the production of all or any of the books, accounts, securities and documents of the Society and to make copies thereof and, if so authorised by the Governor in Council, to examine on oath in relation to the business of the Society any officer, member, agent and servant present or past, of the Society and to administer the oath accordingly.

Powers of accountant, actuary or inspector.

LEGAL PROVISIONS.

20. (1) Every dispute between a member or a person claiming through or under him and the Society or an officer thereof or under the rules shall be determined by arbitration in accordance with the provisions of the Arbitration Ordinance.

Determination of disputes.

Cap. 38.

Decision to
be final.

(2) Any decision so obtained shall be binding and conclusive on all parties and shall be final to all intents and purposes and shall not be subject to appeal.

Preservation
of ordinary
legal rights.

(3) Nothing in this section shall prevent the Society or any member thereof or any person claiming through or under him from obtaining in the ordinary course of law any remedy in respect of any debt due under any mortgage or other contract to which he or the Society would otherwise be by law entitled.

Payment of
sums not
exceeding
\$250 on
intestacy of
members or
depositors.

21. (1) If any member of or depositor with the Society having in the funds thereof a sum of money not exceeding two hundred and fifty dollars shall die intestate, then the amount due may be paid to the person who shall appear to the Board to be entitled under the Laws of Intestacy to receive the same, without taking out letters of administration, upon the Board receiving satisfactory evidence of death and a statutory declaration that the member or depositor died intestate and that the person claiming is so entitled.

Validity of
payment.

(2) Any payment as aforesaid by the Society shall be valid and effectual with respect to any demand from any other person or next of kin or as the lawful representative of such deceased member or depositor against the Society but such next of kin or representative shall nevertheless have his lawful remedy for the amount so paid against the person who has received the same.

Execution of
documents.

22. (1) Any document requiring to be formally executed by or on behalf of the Society shall be sufficiently executed if the seal of the Society is affixed thereto by the secretary in accordance with the rules.

Authentica-
tion of
documents.

(2) Any power *ad litem* or document or proceeding requiring authentication by the Society may be signed by a director and the Secretary and need not be under its seal.

Service of
documents
on the
Society.

23. (1) A document may be served on the Society by leaving it with the secretary at the office of the Society or by sending it by registered post addressed to the secretary thereat.

Service of
documents
by the
Society.

(2) A document may be served on any member or depositor or other person by leaving it at his address according to the books of the Society with any person residing there or by sending it through the post as a prepaid letter addressed to him thereat.

Presumption
as to
signatories.

24. Every person signing as chairman, director or secretary shall be taken so to be until the contrary is proved.

25. Every copy or extract purporting to be a copy or extract from the minutes, proceedings or rules of the Society signed by the secretary or purporting to be signed by the secretary shall be held and taken to be *prima facie* evidence of the matters and things therein contained and shall be judicially noticed.

Extracts to be *prima facie* evidence.

26. (1) No director, secretary, solicitor or other officer of the Society shall in addition to any remuneration prescribed or authorised by law or the rules, receive from any person any gift, bonus, commission or benefit for or in connection with any loan made by the Society or the purchase of any shares of the Society.

Gifts, etc., not to be accepted by officers.

(2) Any person paying or accepting any such gift, bonus, commission or benefit shall be liable on summary conviction to a fine not exceeding two hundred and fifty dollars.

Penalty for accepting gifts.

(3) Any person accepting any such gift, bonus, commission or benefit shall as and when directed by the court by which he is convicted pay over to the Society the amount or value thereof, and in default of such payment shall be liable to be imprisoned with or without hard labour for any time not exceeding six months.

Repayment of gifts.

DISSOLUTION.

27. (1) The Society may be terminated or dissolved by an instrument of dissolution signed by such number of members as hold not less than two-thirds of the number of shares of the Society.

Dissolution.

(2) The instrument of dissolution shall set forth and contain—

Contents of instrument of dissolution.

(i) the liabilities and assets of the Society in detail;

(ii) the number of members and the amount standing to their credit in the books of the Society respectively;

(iii) the claims of depositors and other creditors, if any, and the provision to be made for their payment;

(iv) the intended appropriation or division of the funds and property of the Society which shall be in accordance with the provisions of this Ordinance and the rules; and

(v) the name and consent of the liquidators or other persons who are to conduct the dissolution and their remuneration.

(3) Notice of the dissolution shall be published in the Gazette and in a newspaper circulating in the Colony.

Notice of dissolution.

28. In the dissolution of the Society the provisions of this Ordinance and the rules where applicable shall continue to apply as if the liquidators or other persons conducting the dissolution were the Board.

Obligation of liquidators.

Winding up
by the
court.
Cap. 328.

29. The Society may be wound up by the court under the provisions of the Companies Ordinance or any Ordinance amending or re-enacting the same and all the provisions of such ordinance with respect to winding up by the court shall apply to the Society.

Liability of
members
holding
advance
shares.

30. In the dissolution or winding up of the Society a member to whom an advance has been made under any mortgage or other security or under the rules shall not be liable, unless he so consents, to pay the amount payable under the mortgage or other security or rules except at the time or times and subject to the conditions therein expressed.

MISCELLANEOUS.

Cap. 328
not to apply
to Society.

31. The provisions of the Companies Ordinance or any amendments or re-enactments thereof shall not save as in this Ordinance provided apply or affect the Society.

Exemption
from
stamp duty.

32. No rules of the Society nor any copy thereof nor any power, or warrant of attorney granted by the Society, nor any receipts given by the Society, nor any entry in any book of receipt for money deposited in the funds of the Society nor for any money received by any member, his executors, administrators, assigns or attorneys, from the funds of the Society, nor any bond certificate or share certificate or transfer of any bond or share, nor any bond or other security to be given to or on account of the Society or by any officer thereof, nor any order on any officer for payment of money to any member, nor any appointment of an agent nor any certificate or other instrument for the revocation of any such appointment, nor any other instrument, agreement or document whenever required or authorised to be given, issued, signed, made or produced in pursuance of this Ordinance or of the rules shall be subject or liable to or charged with any stamp duty or duties whatsoever, provided that this exemption shall not extend to any mortgage.

PART II.

Interpre-
tation.

33. In this Part of the Ordinance, unless the context otherwise requires, the following expressions have the meanings hereby assigned to them respectively—

“the assets” means the movable and immovable property of every description of the old Society;

“the appointed day” *means such date as the Governor in Council may by order fix;

* The 1st May, 1940, fixed by Order in Council No. 12 of 1940, dated the 9th April, 1940.

“ the Court ” means the Supreme Court of British Guiana or any judge thereof;

“ the old Society ” means the British Guiana Building Society, Limited, incorporated under the British Guiana Building Society, Limited, Ordinance.

Cap. 223 of the 1929 Ed.

34. (1) Subject to the provisions of this Ordinance the assets shall on the appointed day by virtue of this Ordinance, be transferred to and vest in the Society.

Transfer to the Society of the assets of the old Society.

(2) If any question arises as to the extent or as the result of the transfer effected by this section that question may be referred to the Court by the Society, the old Society or any member of the old Society.

Determination of any question.

(3) Subject to the provisions of this Ordinance, the Society, on the transfer of the assets, may exercise and enforce all the rights, powers, privileges and benefits which were prior to the transfer vested in the old Society in respect of the assets.

Rights of the Society on transfer.

35. (1) The Society shall, as consideration for the transfer to the Society of the assets, issue—

Consideration for the transfer.

(a) to the several persons who hold Investment Bonds or who are depositors in or subscribers to the Endowment Investment Scheme of the old Society, bond certificates for the amount owing to them in respect of capital:

Provided that—

(i) any amount owing by any such bondholder or depositor or subscriber to the old Society whether in respect thereof or otherwise shall be brought into account and deducted from any amount so owing;

(ii) the Society may pay any part of the amount owing in cash;

(iii) any such bondholder or depositor or subscriber may within three months after the appointed day give notice in writing to the Society of his desire to be paid off in cash and after the expiration of twelve months from the appointed day unless a shorter period is fixed by the Board, the amount secured by such certificate shall be paid to him;

(iv) such bond certificates shall be redeemed at the expiration of ten years from the appointed day and may be redeemed in whole or in part on six months notice at any time after the expiration of five years from the appointed day;

(b) to the members of the old Society (whether past or present) who would have been entitled to the surplus assets on the final winding up of the old Society, fully paid investing shares equivalent to the value of such surplus assets on the appointed day;

(c) to the members of the old Society, (whether past or present) deferred shares in the Society equivalent to the deficiency between the amount owing to them by the old Society at the date of the winding up in respect of their shares and the amount of fully paid investing shares issued as aforesaid;

(d) to the mortgagors and to the holders of instalment-purchase contracts of the old Society advance shares for the amounts owing by them on their respective contracts on the appointed day, after bringing into account all sums already paid by them on any shares taken out pursuant to their contracts.

Overdue interest to be paid in cash.

(2) The Society shall out of the assets pay in cash to each bondholder, depositor and subscriber all overdue and current interest to the appointed day.

Distribution of shares.

(3) All shares issued under the provisions of this section shall be distributed among the persons entitled thereto in proportion to their interest in the old Society:

Provided that the interest of any such person who is indebted to the old Society shall be reduced by the amount of his debt if he is to receive investing shares, and if he is to receive deferred shares, such shares shall be issued subject to the payment of such debt, and that the Society may pay off any part of such interest in cash.

Outside creditors to be paid in cash.

(4) The Society shall also out of the assets pay in cash all outside creditors of the old Society on the appointed day.

Determination of value of assets.

36. (1) The Society and the old Society may enter into an agreement as to the value of the assets and the distribution of the consideration among the members of the old Society, but no such agreement shall have effect unless and until it has been confirmed by the Court and the Court may confirm any such agreement either with or without modification.

Application to the Court.

(2) Subject to the provisions of this Ordinance the value of the assets and the method of distributing the consideration shall be determined by the Court in accordance with the provisions of this Ordinance—

(a) on the application of the Society for the confirmation of any agreement, if the Court does not confirm it;

(b) on the application of the Society or the Official Receiver of British Guiana if both the Society and the old Society are unable to agree, or if within three months after the appointed day no agreement is entered into.

(3) In determining the value of the assets, regard shall be had to the fact that deferred shares are to be issued in respect of any deficiency and such allowance not exceeding twenty-five *per centum* may be made on the market or appraised value of any asset as will be sufficient to ensure the financial position of the Society.

Method of determining value.

(4) The Court may allow or fix such sum as it thinks fit to cover the costs of and incidental to this Ordinance and unless the Court otherwise determines the costs of all parties in any proceedings under the Ordinance shall be borne by the Society.

Costs.

(5) The decision of the Court shall be final in all proceedings under the Ordinance.

Decision final.

37. (1) For the capital purposes mentioned in the next following subsection the Society may borrow money by the issue of bond certificates.

Power of Society to borrow for capital purposes.

(2) Such powers of borrowing as aforesaid may be exercised for any of the following purposes—

Exercise of borrowing powers.

(a) the payment of the consideration for the transfer of the assets in so far as the consideration is required to be paid in cash;

(b) the redemption of any bond certificates issued as part of the consideration for the transfer of the assets in respect of which notices requiring payment thereof have been received in accordance with the provisions of this Ordinance;

(c) any other purpose within the power of the Society under this Ordinance.

38. (1) Bond certificates issued under the provisions of this Ordinance together with the interest thereon shall all rank *pari passu* as a first charge by way of floating security on the assets of the Society:

Bond Certificates.

Provided that except with the consent of the Governor in Council—

(a) no mortgage or other charge ranking in priority to or *pari passu* with the said bond certificates may be created or issued by the Society; and

(b) the amount for the time being secured by the said bond certificates shall not at any time exceed one hundred thousand dollars.

(2) The rate of interest payable on bond certificates issued as part of the consideration for the transfer of the assets from the old Society shall not be less than four *per centum per annum* and such interest shall start to accrue as from the appointed date.

(3) Subject to the provisions of the last preceding subsection bond certificates shall bear interest at such rate not exceeding five *per centum per annum* as the Board may determine at the date of issue of the said certificates.

(4) Bond certificates other than bond certificates issued as part of the consideration for the transfer of the assets may be redeemed in whole or in part, by the Society on six months' notice.

(5) Bond certificates may be transferred in whole or in part in multiples of one dollar, on payment of such fee for such transfer as the Board may fix but not exceeding sixty cents.

Fully paid
investing
shares.

39. Fully paid investing shares issued under this Part of the Ordinance shall for all purposes be treated as if they were fully paid investing shares issued under the rules, save that no such share may be withdrawn for a period of five years except with the consent of the Board.

Deferred
shares.

40. (1) Deferred shares issued under this Part of the Ordinance shall rank after all other shares of the Society and the holders thereof shall have no rights in respect thereof except as set out in this Ordinance.

Fund for the
redemption
of deferred
shares.

(2) The Society shall as and when the assets fall in or are realised ascertain to what extent, if any, the proceeds thereof exceed or are below the value at which the same were taken over and shall after bringing into account any sums spent on the assets since the appointed day and a proportionate part of the working expenses of the Society carry the amount of such excess or deficiency to an account to be called "Redemption of Deferred Shares Fund".

Proportion
of profits.

(3) The Society shall also carry to such fund such part of the profits, if any, of the Society before creating any reserves, as represents the proportion which the capital of the deferred shares for the time being bears to the capital of the other shares of the Society.

Final
division of
fund.

(4) When all the assets as they existed on the appointed day with the exception of fixed assets, have fallen in or have been realised the deferred shares shall be extinguished and cancelled and the amount, if any, standing at the credit of the fund shall,

subject as in this Ordinance provided, be divided *pari passu* among the holders of the shares, and each holder shall be entitled to his share thereof on surrender of his certificates.

(5) The Board may make such interim divisions of the fund as it thinks fit and upon such divisions the deferred shares shall be cancelled and written off *pro rata*. Interim divisions.

(6) The holders of deferred shares shall not be entitled to receive more than the capital of their shares and after payment thereof, any surplus in the fund shall be applied to the general purposes of the Society. Surplus in fund.

41. Advance shares issued under this Part of the Ordinance shall be held on such terms and conditions as the Board may determine, and the holders of such advance shares shall be subject to every obligation and liability imposed by their respective contracts with the old Society as if the said contracts had originally been made with the Society, but the Board may modify any of the terms of the said contracts. Advance shares.

42. The old Society shall, as soon as the shares to be issued as consideration for the transfer have been issued and distributed in accordance with this Ordinance, be dissolved and the Official Receiver of British Guiana shall file in the Registry of the Supreme Court a certificate stating the date of such dissolution. Dissolution of old Society.

PART III.

43. (1) Stamp Duty shall not be chargeable on any agreement as to the consideration to be given by the Society for the transfer of the undertaking or on any transport, transfer, assignment, agreement, certificate or other document that may have to be executed or issued by reason of this Ordinance. Exemption from stamp duty.

(2) The Official Receiver of British Guiana shall accept in full satisfaction of any fees or commission to which he would otherwise have been entitled the fees and commission charged by him to the appointed day.

44. All costs, charges and expenses preliminary to and of and incidental to the preparing for obtaining and passing of this Ordinance and carrying the same into effect or otherwise in relation thereto shall be paid by the Society. Costs of Ordinance.

Saving the
rights of
the Crown.

45. Nothing in this Ordinance shall affect or be deemed to affect the rights of Her Majesty the Queen, Her heirs or successors or of any bodies politic or corporate or other person or persons except the persons mentioned or referred to in this Ordinance and those claiming by, from, through and under them.

S.2.

SCHEDULE.

RULES OF THE NEW BUILDING SOCIETY, LIMITED.

(As amended on the 20th February, 1942, 15th March, 1948, 14th March, 1949, and 27th March, 1950.)

PLACE OF OFFICE.

Chief office.

1. (1) The Chief Office of the Society shall be situated in the City of Georgetown, in the county of Demerara.

Branch
offices.

(2) The Board may from time to time establish branch offices in such place or places as it may think fit.

Publication
of situation
of office.

(3) Notice of the situation of the chief office and any change thereof shall be published in the Gazette.

MEMBERSHIP.

Admission.

2. (1) Any person may be admitted as a member of the Society at any time on making application to the Board for an investing share in form A in the appendix to these rules and on paying the entrance fee on such share as hereinafter provided or on obtaining a transfer for any such share.

Right of
company to
be a member.

(2) Any company authorised by its memorandum to hold shares in or to invest its money in other corporate bodies may be a member of the society, and the secretary of such company or the person duly appointed in that behalf shall be entitled to represent and vote on behalf of the company.

Joint
holders.

(3) Two or more persons may jointly hold a share or shares in the Society. In such case the person whose name stands first on the register shall alone be entitled to receive communications and to vote in respect of such shares. The receipt of any one or more of the holders shall be a good discharge for any dividend, interest, profit or bonus paid in respect of such shares.

Power of
Board to
refuse
registration.

(4) The Board may decline to register any share in more than four names and may decline to issue any shares to any person or company.

REGISTER OF MEMBERS.

Register.

3. (1) A register shall be kept, in which shall be entered the christian and surname, occupation and place of abode of every member; and as often as any member shall change his place of abode, he shall within fourteen days give notice thereof to the secretary. Upon such notice being given, the alteration shall be entered in the register by the secretary; and all notices by circular shall be deemed duly given by the secretary by putting the same in a post office at Georgetown addressed to the member according to the last entry on the register.

Female
member to
give notice
on marriage.

(2) Any female member who may marry shall give notice in writing thereof to the secretary, and of the christian and surname, place of abode, and profession or business of her husband.

(3) Upon the death of any member, his legal personal representative, or other person entitled, shall, within one month afterwards, give notice thereof, in writing, to the secretary, stating the christian and surname, place of abode, and profession or business of such personal representative, or other person entitled to the shares of such deceased member.

Notice to be given on death of member.

ENTRANCE FEE.

4. On admission or taking additional shares every member shall pay such entrance fee if any not exceeding twelve cents per share as the Board may appoint.

Entrance fee.

COPY OF RULES.

5. On admission every member shall be furnished with a copy of the rules for which he shall pay twenty-four cents.

Copy of rules.

PASS BOOK

6. (1) Every member of the Society other than a member holding fully paid shares shall be furnished with a pass book in which his account with the Society shall from time to time be made up.

Pass book.

(2) Any member losing his pass book shall immediately give notice thereof in writing to the secretary, and such member shall, on request, be supplied with another, containing a copy of his account, on payment of a fine of twenty-four cents.

Loss of pass book.

(3) If any person other than the member to whom it belongs shall produce any pass book, and represent himself to be the member therein named, and shall thereupon withdraw or receive any money in respect of the account contained in the pass book, neither the Society nor any of its officers shall be held responsible for the same, unless notice in writing of the loss of the pass book shall have previously been given to the secretary.

Exemption from liability.

(4) Every member shall leave his pass book at the chief office of the Society, or with one of its duly appointed agents, as often as shall be required by the Board, for the purpose of examination by the auditors, or in default thereof shall be fined sixty cents. There shall be delivered to him a receipt for his book, which he shall return on applying for the book.

Examination of pass book.

SHARES.

7. (1) The stock or funds of the Society shall be raised by the issue of—

Issue of shares.

(a) fully paid up investing shares of \$50 each or of such other denomination as the Board may fix, upon which interest at a rate not exceeding four *per centum per annum* shall be receivable by the member half-yearly and the amount of which shares shall after a period of one year or such other period not exceeding five years as the Board may fix, be withdrawable at three months' notice in writing from the member to the secretary, subject nevertheless to the provisions of the rules; and

(b) subscription investing shares with accumulative interest, of \$100 each realisable by a single payment or by monthly or other subscriptions, and in periods of years according to such scale or scales as the Board may from time to time prescribe; and

(c) any other forms of investing shares and on such terms as the Board may from time to time fix.

(2) The Society shall have the right at time to pay off the whole or any part of an investing share on six months' notice.

Right to pay off shares.

(3) All investing shares of the Society (whether fully-paid or matured or otherwise) shall rank *pari passu* in proportion to the amount of principal and interest to which the holders of such shares are entitled.

Certificate
of shares.

8. (1) Each member, to whom fully paid investing shares are issued, shall be entitled to a certificate of such shares, under the seal of the Society specifying the number, denomination and amount thereof respectively, which certificate shall be evidence of his title thereto:

Provided that the Society shall be under no obligation to issue certificates in respect of advance shares or of any investing shares issued under the provisions of rule 7 (1) (c).

Defaced
certificates.

(2) If any certificate shall be worn out or defaced, the Board may, upon production thereof, order it to be cancelled, and may issue a new certificate in lieu thereof to the member entitled.

Lost certifi-
cates.

(3) If any certificate shall be lost or destroyed, the Board may issue a new certificate in lieu thereof to the member entitled, upon payment by him of a fine of sixty cents and upon satisfactory evidence of the loss or destruction, or, in default thereof, upon such indemnity as they deem sufficient being given.

TRANSFER AND TRANSMISSION OF SHARES.

Transfer of
shares.

9. (1) Any member may transfer his investing shares to any person, approved by the Board, or to any existing member, on payment to the Society of all arrears, fines and other payments then due, and such transfer fees, if any, as the Board may determine.

(2) No transfer shall be valid unless made in form B in the appendix to these rules, and a proper record of all transfers shall be made in a book to be kept for that purpose by the secretary.

Insolvency,
etc., of
member.

10. (1) Upon any member holding investing shares becoming insolvent, or entering into any composition with his creditors, or availing himself of any proceedings for the relief of insolvent debtors, or having any judgment or execution against his estate and effects, or if his shares, or any of them, shall be charged in favour of any person, by or through a judge's order or otherwise, the trustee, assignee, execution creditor, or person obtaining such charge, shall not by reason thereof become a member of the Society, but shall be at liberty to withdraw the share or shares, or interest of such member, or to sell or transfer the same to any other person duly admitted as member of the Society.

(2) Such shares shall, nevertheless, be subject to all the rules and regulations of the Society, to which they would have been liable in the hands of the member originally holding the same.

Cap. 43.

(3) If the trustee of any insolvent member shall disclaim the shares of such member, under the provisions of the Insolvency Ordinance, or any amendment thereof, such shares shall immediately be taken and deemed to be absolutely extinguished.

Incapacity of
member.

11. If it shall appear to the Board that any member has become lunatic, or of unsound mind, or incapable of managing his affairs, and that no committee, receiver or guardian has been appointed (although the contrary may in either case be the fact), the Board may, subject to such conditions as they think fit, allow the withdrawal of the whole or any portion of the amount in the books of the Society standing to the credit of such member by the person who appears to the Board to have the care of such member or

the management of his affairs and such withdrawal shall be considered a valid act of such member and be binding upon him and upon all persons claiming through or under him.

12. At any time within one month after the payment of the entrance fee by any person, the Board may decline to admit or continue such person as a member; and notice thereof shall be given in writing to such person, and the entrance fee, and any other payment made to the Society by him, shall be returned or tendered to him by the secretary. Upon such notice being given and payment or tender made to such person he shall cease to be a member of the Society.

Determin-
ation of
membership
by Board.

WITHDRAWAL OF SHARES.

13. Any member may withdraw the whole or any part of the moneys standing to his credit in respect of subscription investing shares on giving one month's notice in writing in the prescribed form and leaving therewith his pass book.

Withdrawal.

14. The following fees shall, if the Board deem it expedient, be paid upon the withdrawal of any shares, viz.: eight cents in the dollar on the total amount of the principal and interest withdrawable, if the share be withdrawn within two years of its issue or during the first half of the term for which it shall have been originally issued, and four cents in the dollar if withdrawn after two years of its issue or during the remaining half; but the Board may, at their discretion, reduce, or absolutely waive, the payment of the withdrawal fees, or may suspend the requiring of payment thereof for any period that they think proper.

Fees payable
on with-
drawal.

15. Investing shares under notice of withdrawal shall be paid out in rotation, according to the order of the applicants on the list kept by the secretary for that purpose; or if the Board should, in consequence of the number of applications for withdrawal, and the insufficiency of the funds in hand, think it desirable, then in such manner that each member may receive in equal proportion of the money which he has paid in, so that all such members may be simultaneously accommodated with a portion of their shares. In case the expenses of the Society, or any losses sustained by it, exceed the amount of the Society's fund available for the same, shares under notice of withdrawal shall be chargeable with their due proportion of such excess; and this rule shall equally apply to members cancelling their shares, previously to taking an advance from the Society.

Payment of
withdrawn
shares.

16. Subject to the foregoing provisions, the amounts payable on the withdrawal of investing shares, upon which all subscriptions due and all fines, fees, and other sums, shall have been paid, and the amounts payable on the withdrawal of investing shares, upon which a single payment in advance shall have been made in commutation of the periodical subscriptions, as hereinbefore provided, together with payment of all fines, fees and other sums due, shall be according to such tables as the Board shall from time to time decide.

Amount
payable on
withdrawal.

17. When the funds of the Society do not permit of payment of the amount withdrawable being made immediately after the expiration of a notice to withdraw investing shares, such amount shall bear interest at such rate, not exceeding two *per centum per annum*, as the Board shall, from time to time, determine.

Interest on
withdrawn
shares.

ADVANCES.

- Advances. 18. Whenever the funds of the Society are, in the opinion of the Board, sufficient for the purpose they shall be employed in making advances or loans to members as herein provided, and the order in which members become entitled to advances shall from time to time be determined by the Board.
- Application for advance. 19. Every application for an advance or loan shall be made in writing to the secretary in such form as the Board shall from time to time prescribe.
- Advance shares. 20. On the granting of an advance or loan to an applicant such number of advance shares (or fractional tenth parts of shares) as shall be sufficient to cover the amount of the advance shall be allotted to such applicant (hereinafter referred to as "an advanced member") who shall pay the prescribed entrance fee. One hundred dollars shall be the full value of an advanced share.
- Conditions and terms. 21. (1) Advances for the purpose of or pursuant to any housing or other scheme under the Housing Ordinance shall be made upon such terms and conditions as the Board may from time to time prescribe.
- (2) Other advances shall be made upon such terms and conditions as the Board may from time to time direct:
- Provided always—
- (i) that no advance in excess of three-quarters of the value of the security offered shall be made;
- (ii) that no advance in respect of such security shall exceed ten thousand dollars;
- (iii) that no advance shall be made upon property subject to a prior mortgage or mortgages unless all such prior mortgages are in favour of the Society;
- (iv) that no advance shall be made for the purchase of a property with a view to a purchase-tenancy contract with a member in respect thereof unless such member deposits with the Society or has at his credit in the Society in shares or otherwise or provides additional security of not less than one-quarter of the value thereof;
- (v) that in determining the amount of any advance the value of any collateral security offered to the Society other than the following shall not be taken into account—
- (a) a charge upon or assignment of a policy of life assurance; provided that the value of the policy shall be assessed at an amount not exceeding the surrender value thereof at the time the advance is made;
- (b) a charge upon money deposited with the Society;
- (c) a charge given by the member upon any stocks, funds or shares in which trustees are for the time being authorised to invest trust money;
- (d) a guarantee given by an insurance company or other corporate body approved by the Board;
- (e) a guarantee which any local authority or public body may be authorised to make for the purpose of encouraging the erection or purchase of dwellings and similar buildings.

22. Every advanced member shall repay his advance with interest at such rate as shall be determined from time to time by the Board by monthly instalments or otherwise as may be agreed upon, and the Board in agreement with such member shall have power from time to time to vary the terms of repayment and make further advances. Repayment.

23. The mortgage or other security which an advanced member shall be required to execute to secure an advance shall be prepared by the Society's solicitors at the expense of the member who shall also pay any expense which may be incurred by the Society in examining, valuing or investigating the property or security offered. The mortgage or agreement shall be in such form and contain such powers, covenants, agreements, stipulations and conditions as such solicitors shall consider necessary and proper. Mortgage or other security.

24. No advanced member may sell any property mortgaged to the Society or transfer any agreement unless and until the consent in writing of the Board has been obtained to the sale and the intended purchaser has become a member and has accepted a transfer of the advance shares held by such member and pays a transfer fee thereon of sixty cents for the first share and twelve cents per share for any additional number of shares or part thereof. Restriction on sale of mortgaged property.

25. An advanced member shall be deemed to have terminated his membership as such upon payment of all sums due on his advance shares together with all interest, fines, fees or other payments due by virtue of these rules and/or under the terms of the mortgage or other agreement. Termination of advanced membership.

26. A member desiring to pay off his mortgage or the sum due under any agreement may do so at any time upon giving three months' notice in the prescribed form or upon payment of interest in lieu of the notice. Right of anticipating payments.

SUBSCRIPTIONS.

27. (1) The subscriptions of investing and advanced members shall become due and payable at the Society's office on the first working day of each month, or of each period as the case may be. Subscriptions.

(2) The Society shall incur no responsibility for loss of payments made through the post. Exemption from liability.

28. Every member failing to pay his monthly or other periodical contribution on an advance share within sixteen days of its becoming due shall be fined at the rate of one cent in every dollar or part of a dollar of his contribution in arrear and shall be charged two cents in the dollar or part of a dollar for every subsequent month or part of a month during which that contribution remains unpaid. Fines.

29. Any subscription or other payment received from a member may be applied in or towards satisfaction of such fines and subject thereto in or toward satisfaction of the subscriptions or other payments in arrear or due. Right of appropriation.

30. The Board may in such cases as it may think fit reduce or remit any fines. Power to reduce fines.

31. When the amount of the fines due and unpaid by any member is equal to all the subscriptions he has paid, he shall forfeit his shares and cease to be a member. Forfeiture.

PROFITS.

Profits. 32. (1) As at the 31st December in each year, the Board shall make a valuation of the assets and liabilities of the Society. If the valuation placed on the assets by the Board is less than their book value the deficiency shall be provided for as a charge against profits in the accounts of the Society for the year.

(2) After all liabilities and contingent liabilities have been provided for including the interest payable by the Society on loans and deposits, the profits of the Society shall, subject to the provisions of the Ordinance and these rules, be applied in payment of interest due on investing shares in proportion to the moneys paid up on the same.

(3) There shall be set aside out of the profits such sums as the Board think proper as a reserve fund to meet contingencies or to equalise interest or for such other purposes as the Board shall in their absolute discretion think conducive to the interests of the Society.

(4) The Board may pay out of the profits such sums as it may from time to time determine to any provident or other fund established for the benefit of the staff or in payment of any superannuation allowances or the premiums for the insurance of the lives of the staff or any one of the staff.

(5) The Board may carry forward any profit it may deem prudent not to divide.

Bonus. 33. Subject to the provisions of the last preceding rule, any profits of the Society may be applied in payment of bonus on the various issues of investing and advance shares at such rates and payable at such times and under such conditions as the Board may from time to time determine; provided that no distribution of bonus shall be made if the reserve fund aforementioned amounts to less than five *per centum* of the mortgage and purchase-tenancy assets available under section 7 (4) of the Ordinance.

LOSSES.

Losses. 34. If during any year the Society sustain any loss exceeding the amount of its reserve fund the excess shall be debited to the accounts of the members in respect of their shares in proportion to the amounts standing to the credit of each at the beginning of such year.

MEETINGS.

Annual general meeting. 35. The annual general meeting of the Society shall be held as soon as conveniently may be after the 31st December and not later than the 31st March. At such meeting the audited accounts and the Directors' report shall be presented to the members, and the requisite number of Directors elected to fill vacancies and the remuneration of Directors and auditors shall be determined, and any other business transacted of which due notice shall have been previously given.

Half-yearly or special general meeting. 36. The Board may, whenever it thinks fit, hold a half-yearly general meeting or call a special general meeting at such time and place as the Board may determine.

Notice of meeting. 37. Every annual, half-yearly or special general meeting shall be summoned by advertisement to be inserted in one or more newspapers of the Colony at least seven days before the date of the meeting and for such period as aforesaid, a copy of the notice shall be conspicuously exhibited in the registered office of the Society.

38. (1) All questions submitted to a general meeting shall be decided by a majority of members present, and qualified to vote at such meeting, taken by a show of hands unless a poll be demanded by not less than ten such members present, whereupon the meeting shall appoint two scrutineers and the poll shall be taken in such manner and either at once or at such time within two months, and place, as the Board shall determine. Mode of voting.
- (2) Every member shall have one vote provided that an investing member with less than \$100 to credit shall not be qualified to vote.
- (3) For the purpose of a poll members unable to attend any meeting or adjourned meeting may appoint proxies to record their votes. Proxies.
- (4) The result of the poll shall forthwith be exhibited at the registered office of the Society, and so remain for a period of one month. Result of poll.
- (5) In the case of equality of votes the chairman shall have a casting vote. Casting vote.
39. A meeting may be adjourned from time to time by resolution, or removed from one place to another, and every meeting by adjournment or removal shall be deemed a continuation of the original meeting. Adjournment of meeting.
- DIRECTORS.**
40. The number of Directors shall not be less than three nor more than six unless otherwise determined by a general meeting. Number.
41. The first Directors shall be appointed by the Governor in Council and shall include at least two of the persons named as such in the petition to the Governor praying for the incorporation of the Society. First Directors.
42. (1) Subject to the provisions of these rules the Society in general meeting shall appoint the Directors of the Society and may increase or reduce the number of Directors in office. Appointment of Directors.
- (2) Until the deferred shares issued under the provisions of the Ordinance have been extinguished or cancelled the Governor in Council shall have the right to nominate one-third of the Directors.
- (3) If any person or company agrees to underwrite the issue of any bond certificates or to guarantee the capital or interest of any such certificates or the due redemption thereof, such person or company, and if more than one then the majority of them, shall, so long as any bond certificates issued pursuant to the underwriting agreement are held by them or during the existence of any such guarantee, also have the right to nominate one-third of the Directors.
43. The Board shall have power at any time and from time to time to appoint any other qualified person as a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed and subject to any such appointment or appointments being confirmed at the next annual general meeting. Additional Directors
44. Every Director other than a Director appointed by the Governor in Council under rule 42 shall possess a qualification in his own right of not less than five paid up investing shares of the value of not less than two hundred and fifty dollars or ten subscription investing shares. Qualification.

- Remuneration. 45. Such remuneration shall be paid to the Board for their services as is determined by a general meeting of the Society and the Board shall decide how such remuneration shall be apportioned between its members.
- When office of Director to be vacated. 46. (1) A Director shall cease to be such if—
 (i) he becomes insolvent or compounds with his creditors;
 (ii) he be found a lunatic or becomes of unsound mind;
 (iii) he ceases to be qualified to act as a Director;
 (iv) his qualification shares shall be in arrear for two months;
 (v) he is absent from four consecutive meetings of the Board without special leave of absence from the Board, and the Board shall resolve that his office is vacant.
- Resignation. (2) A Director shall be entitled to resign his office, and the Board shall have power to accept his resignation.
- Period of office. 47. (1) The first Directors shall hold office until the third annual general meeting of the Society and thereafter the whole of the Directors shall retire from office at the annual general meeting in every second year.
 (2) The retiring Directors shall be eligible for re-election and shall act as Directors throughout the meeting at which they retire.
- Restriction on nomination. 48. No person not being a retiring Director or a person nominated under the provisions of rule 42 shall unless recommended by the Board for election be eligible for election to the office of Director at any general meeting, unless he or some other member intending to propose him has at least seven days and not more than twenty-eight days before the meeting left at the office a notice in writing duly signed signifying his candidature for the office or the intention of such member to propose him.
- Removal. 49. No Director or other officer of the Society shall be removed from office during his term of office except as expressly provided in these rules otherwise than by special resolution:
 Provided always that the Board shall have power to suspend any officer if and on such terms as the Board shall think fit.
- Validity of acts of Directors. 50. All acts done at any meeting of the Board, or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they, or any of them, were disqualified, be as valid as if there was no vacancy or every such person had been duly appointed and was qualified to be a Director.
- Alternate Directors. 51. A Director may at any time appoint by writing under his hand an alternate Director to act for him during his absence from the Colony. The appointment of an alternate Director shall not be deemed to increase the number of Directors.
- Chairman. 52. (1) The Board shall appoint out of their body a Chairman and Vice-Chairman and in the absence of either Chairman or Vice-Chairman the Board shall appoint a Chairman for any meeting.
- Casting vote. (2) The Chairman may exercise a casting vote when necessary.

53. (1) The Board shall meet as often as may be necessary but as far as possible a meeting shall be held at least once a month. Meetings of Board.

(2) The quorum for a Board meeting shall be fixed by the Board from time to time but until so fixed shall be two. Quorum.

(3) No Director shall vote upon any question affecting his own individual interest or conduct. Restriction of voting.

OFFICERS.

54. The Board shall appoint a solicitor or firm of solicitors, a secretary and such other officers and agents and with such remuneration as may be deemed necessary or right by the Board, who shall also from time to time define what duties they are to perform in addition to those defined in the rules. Appointment of officers.

55. (1) The solicitor shall transact all the necessary legal business of the Society and shall be paid for the same according to any scale of charges approved by the judges or in the absence thereof by the Board. Solicitor.

(2) The solicitor may attend all meetings of the Board and all meetings of members but he shall not be entitled as such to vote on any question. He shall attend all meetings at which his presence shall be required.

(3) Previous to each annual meeting two Directors, the solicitor, and the auditors shall attend to inspect the securities of the Society held in the Colony whether in the custody of the bankers or of any other person and the solicitor shall report in writing to the Board as to the result of the inspection.

56. (1) The secretary shall attend all meetings of the Society and of the Board and shall perform all the duties pertaining to the office. Secretary.

(2) The secretary shall keep true and correct minutes of the proceedings at every meeting and true and correct accounts of the transactions of the Society in such books as may be necessary.

(3) The secretary shall be liable to pay the amount of any loss suffered by the Society through his neglect.

57. The seal of the Society shall not be used without the authority of the Board and shall not be affixed to any document except in the presence of two Directors or pursuant to a resolution signed by two Directors and with the attestation of the secretary or such other person or persons as the Board may appoint to seal and attest documents. The seal.

58. No payment shall be made out of the funds of the Society except by order of the Board and all such payments shall be made by cheque upon the bankers of the Society for the time being signed by two members of the Board and countersigned by the secretary or in such other manner as the Board may from time to time direct. Payment out of funds.

APPENDIX.

r. 2.

FORM A.—APPLICATION FOR SHARES.

.....19.....

The Secretary,
The New Building Society, Limited.

Sir,

I desire to be admitted a member of your Society and hereby apply for the following shares—

Number of Shares.	Description.	Amount to be paid.
	Entrance fee thereon. Copy of rules.	

I enclose the sum of \$.....in payment.

(Signature).....

Name in full.....

Address

Occupation.

r. 9 (2)

FORM B.—TRANSFER OF SHARES.

I,.....
a member of the New Building Society, Limited, in consideration of the sum of.....paid to me by.....
of.....
(hereinafter referred to as "the transferee") do hereby transfer to the transferee my share(s) numbered.....of and in the funds of the said Society to hold the same unto the transferee, his executors, administrators and assigns subject to the rules and the payment prescribed thereby.

AND I, the transferee, approved by the Board do hereby agree to accept the share(s) subject to the same rules and payments.

As WITNESS our hands this.....day of.....19.....