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RULES  
OF THE  
BRIDGETOWN  
Co-operative Creamery,  
Limited.

DUBLIN  
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MIDDLE ABBEY STREET

BRIDGETOWN  
Co-operative Creamery, Limited.

RULES

(NOTE.—These Rules are copyright and the property of the Irish Agricultural Organisation Society. They may not be used by any society, or amended by any Society, when adopted, without the consent in writing of the Irish Agricultural Organisation Society.)

I.—INTERPRETATION.

*Construction of Rules.*

1. In construing these rules, the following words and expressions shall have, respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the rule or the context:—

(a) Words importing the singular or plural number include the plural and singular numbers.

(b) Words importing the masculine gender shall include the feminine gender.

(c) "Member" shall mean an individual or a society duly admitted to membership of the Society and holding the requisite amount of shares.

(d) "The Society" shall mean the Society to which these rules refer.

(e) The "Special Members" shall mean the signatories to the original application for registration of the Society.

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(f) "The Committee" shall mean the Committee of Management of the Society for the time being.

(g) "The Act" shall mean the Industrial and Provident Societies Act, 1893.

(h) "A society" shall mean a society registered under the Act.

(i) "He," "him," "they," and "person," include a society.

(j) "Registrar" shall mean the Assistant Registrar of Friendly Societies for Ireland.

(k) "Special Resolution" shall mean a resolution passed in accordance with section 51 of the Act.

(l) The "I.A.O.S." shall mean the Irish Agricultural Organisation Society, Limited.

II.—NAME, REGISTERED OFFICE, AND OBJECTS.

Name. 2. The name of the Society shall be the BRIDGETOWN CO-OPERATIVE CREAMERY, LIMITED.

Registered Office. 3. The registered office of the Society shall be at BRIDGETOWN, O'Brien's Bridge, Co. Clare, but may be changed by the Committee. Notice of any change of the office shall be sent to the Registrar within fourteen days after such change, in accordance with the Treasury regulations.

Objects. 4. The objects of the Society shall be:—  
(a) To develop and improve the industry of Dairying in Ireland by carrying on the manufacture and sale of butter, cheese, and other milk products.

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(b) To buy, sell and deal generally, wholesale and retail, in live and dead farming stock and produce, and all kinds of agricultural products, seeds, manures, implements, machinery and general requisites.

(c) To make arrangements with persons engaged in any trade, business or profession for the concession to members of the Society of any special rights, privileges and advantages, and in particular in regard to the supply of goods.

(d) To advance or lend any of the capital or other moneys of the Society for the time being on satisfactory security to members or others.

(e) To promote and encourage insurance by members and take the necessary steps to secure the indemnity to members against losses of property by fire or other accident and against pecuniary liability in respect of claims, under the Workmen's Compensation Act, or otherwise in respect of accidents or injuries happening to employees or to the property of members.

(f) Generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interests or convenience of its members or in pursuance thereof, and do all things which may be necessary or expedient from time to time for accomplishing the aforesaid objects or any of them.

III.—MEMBERSHIP.

(5.) The Society shall consist of the special members and of all such persons resident in, or occupying or grazing lands in, the parishes of Bridgetown, Garranboy, Clonlara, Kilbane and Castleconnell, covering the following townlands:—Fahey Beg, Fahey more, Leitrim, Ballyquin, Cloneyconry, O'Brien's Bridge, Ballybrack, Ardatagle, Upper and Lower, Yardfield, Ballynavin, Upper and Lower, Ballymoloney, Kilroughill, Lackarugh, Admission of Members.

Ross, Knockadrum, Knockadrehid, Clonfadda, Ardacloy, Clonboy, Ballycorney, Garranboy, Aherina, Springmount, Fermoy, Kilbane, Kilokennedy, Killeedan, Derrylush, Derrynahastna, and of such societies registered under the Act, wherever situated, as the Committee of Management may admit to membership. Applicants for membership shall pay an entrance fee of one shilling and subscribe for such one or more shares in the Society as the Committee may in each case prescribe. Every society admitted to membership may be represented by one delegate at the General Meetings of this Society.

No member, other than a society registered under the Act, shall hold an interest exceeding £200 in the shares of the Society.

Acceptance and supply of milk, mutually binding on the Society and its Members.

6. The Society, so long as it shall have a creamery working, shall, subject to the exceptions hereinafter mentioned in this Rule, accept from every member having milk to sell all milk produced by such member's cows kept or grazed on any lands within the area defined by Rule 5, provided such milk shall be delivered fresh and in good condition at the creamery of the Society at such times as the Committee shall appoint, and the Society shall pay for such milk at the current price or rate fixed by the Committee at the time of delivery for milk supplied to the creamery by members of the Society. In case of default by the Society it shall pay to every such member in respect of whom the Society has made default, as and for liquidated damages and not by way of penalty, the sum of one shilling per cow per day for every cow's milk not so accepted while such default continues.

(2.) After the Society shall have started a creamery for its members, no individual member of the Society, so long as he continues a member thereof, who shall have milk to sell, the produce of a cow or cows kept or grazed on lands within the area defined in Rule 5,

shall, without the written consent of the Committee first obtained, sell any such milk to any creamery other than a creamery of the Society, or to any company, society, person or persons who sells milk, or manufactures butter for sale. Any member of the Society committing a breach of this rule shall pay to the Society, as and for liquidated damages and not by way of penalty, the sum of one shilling per cow per day for every cow's milk sold contrary hereto.

(3.) The Society shall not receive milk supplies from any area outside the townlands mentioned in rule 5 in which area there is established a working co-operative creamery, affiliated to the Irish Agricultural Organisation Society, except by agreement with the committee of such creamery.

Exceptions :—(1.) Instead of proceeding for damages as aforesaid, the Committee may refuse to purchase the milk of any member who shall commit a breach of the terms of clause 2 of this rule.

(2.) The Society and its members respectively shall be temporarily absolved from the obligations imposed by this rule, in the event of and during cessation of work at the creamery of the Society caused by accident or owing to any labour or trade dispute or a strike of employees, or to the prevalence in the district served by the creamery of any disease infectious to man or beast, whereof notice has been given by any local sanitary or other public authority.

7. A person under the age of 21 but above the age of 16 may be a member of the Society and enjoy all the rights of a member (except as by the Act provided), and may execute all instruments and give all acquittances necessary to be executed or given under the Rules, but shall not be a member of the Committee, trustee, manager, or treasurer of the Society.

Nominations by Members.

8. The Secretary shall keep a book in which he shall register or record all nominations made by members of the Society of any person or persons other than an officer or servant of the Society, unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator, to whom his property in the Society, whether in shares, loans or deposits, or so much thereof as is specified in such nomination, if the nomination does not comprise the whole, shall be transferred at his decease, provided that the amount credited to him in the books of the Society does not, at the date of any such nomination, exceed £100.

The Secretary shall in like manner record or register all revocations or variations of such nomination by the nominator.

The nominator shall pay to the Society a fee of 3d. for the recording or registering of every such nomination, revocation, or variation.

Proceedings on death of nominator.

9. On receiving satisfactory proof of the death of a nominator, the Committee shall either transfer the property comprised in the nomination, in manner directed by it, or pay to every person entitled thereunder the full value of the property given to him, unless the shares comprised therein if transferred as directed by the nominator would raise the share capital of any nominee to an amount exceeding £200, in which case they shall pay him the value of such shares. An entry of such payment shall be made in the proper book, and thereupon the shares so paid for shall be extinguished. If the total property of the nominator in the Society at his death exceeds £80, the Committee shall, before making any payment, require production of a duly stamped receipt for the succession or legacy duty payable thereon, or a letter or certificate from the Commissioners of Inland Revenue, stating that no such duty is payable.

10. If any member entitled to property in the Society in respect of shares, loans, or deposits, not exceeding in the whole, at his death, £100, dies intestate, without having made any nomination thereof then subsisting, the Committee may, without letters of administration, distribute the same among such persons as appear to them, on such evidence as they deem satisfactory, to be entitled by law to receive the same, subject, if such property exceeds £80, to the obtaining from the Commissioners of Inland Revenue a receipt for the succession or legacy duty payable thereon, or a letter or certificate stating that no such duty is payable.

11. If any member entitled to an interest in the Society not exceeding £100 dies leaving a will and without having made any nomination which remains unrevoked at his death, or if any member entitled to an interest in the Society exceeding £100 dies, such interest shall be transferable or payable only to his executors or administrators, subject as aforesaid.

12. If any member become bankrupt, his interest in the Society shall be transferable or payable to the trustee of his property.

13. A member may be expelled if found guilty of conduct detrimental to the Society, provided :—

(a) That he shall have received, in writing, one month previously, complete particulars of the charge alleged against him; and

(b) That two-thirds of the members present at a Special General Meeting vote for his expulsion.

The full amount paid or credited upon the shares held by an expelled member, less such sums as may be due by him to the Society, shall be paid to him on expulsion and an entry of the cancellation of his shares shall be made thereupon in the share Register.

**Re-admission.** 14. An expelled member shall only be re-admitted by the vote of two-thirds of the members present at an Ordinary General Meeting and on a motion of which notice has been given at the preceding Ordinary General Meeting.

**Cessation of Membership** 15. Any member, all of whose shares have been transferred or cancelled, shall thereupon cease to be a member of the Society. A member shall not otherwise be entitled to withdraw from the Society.

#### IV.—CAPITAL.

**Ordinary Shares.** 16. The capital of the Society shall consist of Ordinary Shares of £1 each. They may be held by individuals or societies. Five shillings per share shall be paid on application and the balance in such calls as the Committee may from time to time direct, provided that a fortnight's notice of each such call shall be sent to the registered address of each member. Members may elect to pay up their shares in full at any time. The Committee shall have power to decide what number of shares shall be applied for by any person desiring to become a member in the Society; but no person shall be admitted to membership in the Society who has not first applied for at least one share.

**Loan Guarantee Shares.** 17. For the purpose of securing the repayment, with interest, at a rate not exceeding 5 per cent. per annum, of any advances of money, for the purposes of the Society, to any person, government department, or corporate body, who shall make such advance under the provisions of these rules and in order to secure the repayment of loans made to members under the provisions of Rule 27 (IV.) the Society may issue to every member, other than a society, such number of shares, hereinafter called Loan Guarantee Shares, as

shall be at least equal to the number of Ordinary Shares held by each such member in the capital of the Society.

The Loan Guarantee Shares so issued shall be Shares of the nominal value of £1 each, and shall be subject to the following conditions, viz. :—

(a) Each member shall be bound to apply for and accept allotments of all such Loan Guarantee Shares when making application for Ordinary Shares.

(b) Each member shall, on application, pay one shilling on every Loan Guarantee Share so allotted to him as aforesaid, and shall not be liable to pay up any portion of the balance uncalled on foot of such share, unless and until the Society is wound up.

(c) On the voluntary or compulsory winding up of the Society, each member shall be liable and bound to pay up such portion of the balance uncalled, on foot of each such Loan Guarantee Share held by him, as may be necessary, to repay to any person who has advanced money to the Society, as aforesaid, the amount due on foot of such advance and interest as aforesaid. Provided always, that no person, government department, or corporate body, who has advanced money to the Society as aforesaid, shall be entitled to exercise any remedy against the members in respect of Loan Guarantee Shares or in respect of the uncalled capital, unless and until the primary security, held by the person, government department, or corporate body, making such advance on the assets and undertakings of the Society, shall have first been exhausted.

(d) No Loan Guarantee Share can be transferred unless and until the Committee approve of the Transferee, and the Committee may refuse to sanction the transfer of any such share to any person without assigning any reason.

(e) Where all liabilities secured by Loan Guarantee Shares are discharged, holders of these shares may be repaid the amount remaining credited thereon, whereupon the shares shall be extinguished.

**Interest and Liability.** 18. Interest not exceeding the rate of 5 per cent. per annum may be paid on ordinary shares, but shall not be calculated on fractions either of £1 or of a calendar month. The liability of members shall be limited to their Ordinary Shares and Loan Guarantee Shares.

**Registration of Shares.** 19. A share register book shall be kept by the Secretary in which shall be recorded the names, places of residence, and descriptions of the members of the Society, the date of entrance to the Society of each member, the number, description, and value of the shares held by him, the date or dates when he acquired such shares and when he ceased to retain same. Every transfer of a share shall be registered in the same way.

If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any profits payable in respect thereof.

**Transfer of Shares.** 20. Every share shall be transferable as hereinafter mentioned.

A member may, with the consent of the Committee of Management, transfer all or any of his shares to any person upon giving one calendar month's notice in writing to the Secretary, stating the full name, place of residence, and occupation of such person, the number of shares intended to be transferred, and the consideration for the transfer.

The Committee shall not be bound to assign any reason for refusing to sanction any transfer of shares.

All transfers shall be in the form prescribed in Appendix IV. to the Schedule to these rules, and shall be duly stamped.

No shares shall be withdrawable.

21. Application for shares shall, in the case of individuals, be made in the forms prescribed in Appendix I. (a), (b). Societies seeking admission shall make application in the form prescribed in Appendix II. Applications shall be considered by the Committee at the next ensuing meeting, and notice of admission or otherwise shall be sent to the applicant within one week after the Committee meeting at which the application is considered. Where an application for shares is rejected the Committee shall not be required to assign any reason for such rejection.

22. The Society shall have a first lien on the ordinary shares held by any member and may set off any sum credited thereon towards the payment of any debt due by the member to the Society.

23. The Committee may sell and transfer any ordinary shares standing in the name of a member who is indebted to the Society, provided a fortnight's notice in writing has been given to the defaulting member, and apply so much of the proceeds as may be necessary to the discharge of the debt due together with the necessary expenses incidental to its recovery. A member in arrear of the calls duly made on his shares shall forfeit all rights of membership during the period of his default.

24. All moneys payable by a member to the Society, whether in respect of shares or otherwise, shall be debts due from such member to the Society and shall be recoverable as such either in the County Court of the district in which the registered office of the Society is situate or in that of the district in which such member resides, at the option of the Society, and the Com-

mittee may take legal proceedings for the recovery thereof.

## Loans.

25. The Committee may obtain loans for the purposes of the Society from members or other persons on the security of bonds, agreements, promissory notes, or mortgages to an extent not exceeding such amount as may be authorised by a General Meeting of the Society for such periods as they deem expedient. Should any member of the Committee become personally liable for any debt incurred on behalf of the Society he shall not be removed from office without his consent until such liability has ceased; subject to the provision contained in Rule 44.

## Deposits.

26. The Committee may also receive money on deposit from members and others, in such sums, at such rates of interest, and on such terms as regards withdrawal, to such aggregate amount as General Meetings may determine. Provided, however, that the total amount due upon such deposits shall not at any time exceed the amount of the subscribed share capital of the Society.

## Investments.

27. The Committee may invest any portion of the Society's capital as follows:—

(I.) In any security in which Trustees are for the time being by law authorised to invest.

(II.) In the shares of, loans to, or deposits with any other registered Society or Company, provided such Society or Company shall be one with limited liability.

(III.) As loans to Credit Societies registered under the Friendly Societies Act or to Societies registered under the Industrial and Provident Societies Act and affiliated to the I.A.O.S.

(IV.) In advances to members on real or personal security, subject to the following conditions:—

(a) Loans, when approved by the Committee, shall be granted to members who are able to obtain

two sureties approved by the Committee, or who can give such security as the Committee deem to be sufficient. Loans shall only be granted for some profitable or productive purpose, or one which, in the opinion of the Committee, will effect a saving or economy to the borrower. All money lent to members shall be applied to such purposes as the Society or its Committee of Management may approve.

(b) No member who is indebted for money lent to him by the Society shall be accepted as surety for another member requiring a loan, unless the Committee are unanimous that it is safe to do so.

(c) Members who desire to obtain a loan shall fill up a form stating the object for which the loan is intended, the term for which it is required, whether it is proposed to repay the loan by instalments, the names and addresses of the sureties who will sign with him any agreement or promissory note, or such other security as may be offered by the borrower. The application, if forwarded to the Secretary not less than two days prior to a meeting of the Committee, and, if found to be in order, shall be considered at that meeting.

(d) If the Committee are satisfied with the trustworthiness of the applicant, the sufficiency of the security offered, the profitability by productiveness or saving which the use of the loan may effect, and if they have sufficient funds under their control, they may sanction the loan.

(e) No loan shall be granted for a period exceeding one year, unless it be made repayable by regular instalments of equal amount; nor shall any loan be granted to a member which shall make the total sum owing from him to the Society at any time exceed £100.

(f) If the Committee decide that the loan cannot be made, either from lack of funds, or if they

otherwise deem it undesirable; or if they think proper to postpone the consideration of any application for a loan, notice to that effect shall be sent to the applicant by the Secretary. The Committee shall not be required to state their reasons for refusing any application for a loan.

(g) The interest to be charged for loans not made repayable by instalments shall in no case exceed  $7\frac{1}{2}$  per cent. per annum. The interest shall be payable on the same date as loan is repayable.

(h) If the Committee find it necessary for the borrower to make any payment on account of expenses incurred in connection with the loan obtained, then such payment shall be made by the borrower at the time that the loan is advanced.

(i) When a loan is sanctioned a notice shall be sent to the borrower to that effect, and if the borrower does not consent to take the loan on the terms offered by the Committee within one week from the date upon which assent is given the Committee shall not be held bound to complete the loan. If he consents to accept the terms offered, then, before the amount is advanced, the borrower, and his sureties, if required, shall execute a bill of exchange, promissory note, declaration as to possession of effects free from encumbrance, and agreement as to the terms of repayment, or any other document which the Committee may consider necessary.

(j) In the case of loans being sanctioned for the purchase of live stock, a policy of insurance for such stock shall, if the Committee deem it necessary, be taken out after the purchase.

(k) If the loan be repayable by instalments, the borrower shall be supplied with a card, upon which shall be stated the amount and terms of advance, and upon which the instalments, when repaid by him, shall be entered and initialled by the official to whom the money is paid.

(l) No person other than a member of Committee or the Secretary shall be present at any meeting of the Committee when an application for a loan is under consideration. A member of Committee who applies for a loan must withdraw while his application is being discussed. If there is a difference of opinion concerning the granting of a loan, the voting shall be taken by ballot. The proceedings with regard to loans at Committee meetings shall be kept secret, and any member of Committee or officer of Society infringing this rule shall be liable to expulsion or dismissal.

(m) In the event of any loan, or instalment of a loan, not being paid on the date when it is due, the Secretary shall send a notice to the defaulting borrower. If the amount due is not paid within two weeks, together with a fine of 3d. in the £ of the loan or instalment of loan owing, and no explanation is placed before the Committee for non-payment, then the borrower and his sureties shall be required to pay within fourteen days the whole amount then owing, or, if other security has been given, steps shall be taken towards the realisation of the same.

(n) A member failing to pay the amount due, and the fine, within the time named, and not giving, in the opinion of the Committee, a sufficient reason for non-payment, shall not be entitled to receive another loan from the Society.

(o) If, by reason of sickness, or other sufficient cause, notified to the Secretary before the loan is due, a member finds he will be unable to discharge his obligations to the Society, the Committee shall have power to remit the fine. They shall also have power to extend the time fixed for payment of the loan on such conditions as they think fit.

(p) If any member shall be found to have misapplied a loan, the Committee shall have power to recall the loan or otherwise bring the matter before a General Meeting with a view to the expulsion of the member under the provisions of Rule 13.

(g) Members desirous of borrowing may be required to hold such number of Loan Guarantee Shares as the Committee may decide, provided that in no case shall any borrower be granted a loan to a greater amount than four-fifths of the face-value of the Loan Guarantee Shares held by him.

Voting re Investments.

28. The Committee may, subject to the Rules or Articles of Association of the body to which loans have been made or in which capital has been otherwise invested, appoint one of their number to vote on its behalf at meetings of any such Society or Company in which any portion of the Society's funds are invested.

General Meetings.

29. General Meetings of the Society shall be Ordinary or Special. An Ordinary General Meeting of the Society, to be called the Annual General Meeting, shall be held once yearly, at such time as shall be fixed by the Committee, and fourteen days' written notice of every such meeting shall be given to members.

Every meeting shall be held at the registered office of the Society unless a previous meeting shall have directed it to be held at some other place.

A Special General Meeting may be convened by the Committee at any time, on their own authority, or upon a requisition addressed to the Secretary signed by not less than one-fourth of the members of the Society for the time being, and stating the purpose of such meeting, on receipt of which notice the meeting shall be called by the Secretary. If the Secretary shall fail, for three days, to convene a meeting, after the receipt of such requisition to him, the signatories thereto may convene same at the expense of the Society. Notice, stating the time, place and purpose of every Special General Meeting shall be given to each member, not less than six clear days before the date of such meeting, except where, in cases of urgency, the Committee shall resolve to convene a Special General Meeting on shorter notice.

30. Notice of a General Meeting shall be deemed to have been duly given, if left at or posted to the registered address or place of residence of members, in due time before such meeting.

Notice.

31. No meeting of the Society shall proceed to business unless at least ten persons, entitled to vote thereat as members of the Society or delegates from societies which are members, shall be present within one hour of the time of meeting; otherwise, such meeting if it be or is to be considered an Ordinary General Meeting of the Society, or if it is a Special General Meeting convened by the Committee, shall stand adjourned to that day week at the same time and place, but if it be convened by notice or upon a requisition from members, shall be absolutely dissolved.

Quorum.

32. Any General Meeting may be adjourned from time to time for any period not exceeding twenty-eight clear days. No meeting shall be rendered incapable of transacting business by want of a quorum after the chair has been taken. No business shall be transacted at an adjourned meeting except what relates to the original agenda of such meeting.

Power of Adjournment.

33. A General Meeting of the Society shall be convened by the Special Members as soon as possible after its incorporation, at which a statement of the business and affairs of the Society, since its formation, shall be submitted and a committee shall be elected and officers and an auditor of the Society appointed by a majority of the members present in accordance with Rule 40.

First General Meeting and business thereof.

34. At every Annual General Meeting of the Society a general statement signed by the Chairman and Secretary, showing the transactions of the Society during the previous year, its present condition and the state of its affairs generally, and the Auditor's report and balance sheet, shall be read to the meeting, and the statement of accounts audited and approved by the Auditor shall be produced for the inspection of members;

Business of Annual General Meeting.

an election shall be held for vacancies in the committee, appointments of officers and auditors, if necessary, shall be made, and such other business transacted as may be deemed proper and expedient.

Business confined to that stated on Agenda.

35. No business shall be transacted at Special General Meetings save that for the purpose of which the meeting is convened and of which notice shall be given in the notice convening every such meeting.

Ordinary Meetings made Special.

36. An Ordinary General Meeting may, at the conclusion of its ordinary business, be made Special, for any purpose of which notice has been duly given.

Chairman of Meetings.

37. The Chairman of the Committee for the time being shall be entitled to preside as chairman at every meeting of the Society. In his absence, each meeting shall choose a chairman, who shall be one of the Committee, if any be present.

Mode of voting.

38. If at any meeting the votes are equal the Chairman shall have a casting vote. All questions shall be decided in the first instance by a show of hands, unless five members present demand a ballot, in which case a ballot shall be taken. Each person present and entitled to vote shall have only one vote.

No proxy votes. Election of Committee and Officers

39. No voting by proxy shall be admissible.  
40. At the first General Meeting referred to in Rule 33 there shall be elected, by a majority of the members then present, such number of persons, members of the Society as the meeting shall decide, to be a Committee of Management and a Public Auditor, who shall all continue in office until the next Annual General Meeting of the Society unless previously removed by a resolution passed by a majority of two-thirds of the members present at any General Meeting duly called for that purpose, and at every Annual General Meeting one-fourth of the said Committee shall go out of office in such rotation as shall be decided by the first Ordinary General Meeting of the Society, and others may be elected in their place, and at every such

meeting a Public Auditor shall be appointed for the ensuing year, or, in failure thereof, the Auditor last appointed shall continue to hold office; and if any such Auditor dies, resigns or is removed previous to such meeting the said Committee shall appoint a person to fill the vacancy. All retiring members of the said Committee or other officers shall be eligible for re-election. The officers of the Society shall receive such remuneration for their services as may be agreed upon at any Annual General Meeting. Seven days' previous notice in writing shall be given to the Secretary of the intention of any member to propose any person, other than a retiring member of the Committee, for election to the Committee; provided always that if the members present at a General Meeting unanimously consent, the Chairman of such meeting may waive the said notice and submit to the meeting the name of any person duly qualified.

Until the first Committee shall have been appointed according to these rules the Special Members shall constitute the Committee of the Society and have all the powers of such Committee.

41. If at any meeting at which an election of members of the Committee ought to take place, the places of the vacating members of the Committee are not filled up, the vacating members or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year and so on from time to time, until their places are filled up.

Unfilled vacancies.

42. The business and affairs of the Society shall be conducted by the Committee of Management, who shall have the control of all business carried on by or on account of the Society, the determination of the persons to be employed therein, the rates of payment to be made for work or service done on account of the Society, and the appointment and removal of employees necessary for conducting such business, and the

Management of business.

Committee may assign to any such employees such duties, wages and salaries as they think fit.

Sub-Committees.

43. The Committee may delegate any of the powers hereby given to them to a Sub-Committee of its own members, who shall, in the functions entrusted to them, conform in all respects to the instructions given them by the Committee.

Disqualification of a Committeeman.

44. No person carrying on any business similar to that in which the Society is engaged shall be eligible as a member of its Committee or as an officer of the Society.

The office of a Committeeman shall be vacated (a) if he hold any office or place of profit under the Society, (b) if he become bankrupt or insolvent or compounds with his creditors, (c) if he become of unsound mind or become a lunatic, (d) if he be convicted of an indictable offence, (e) if he cease to hold the necessary qualification to be a member of the Committee, (f) if he absent himself from meetings of the Society for a period of two consecutive months without special leave of absence from the other members of the Committee, (g) if he give the Committee one month's notice in writing that he resigns his office. But any act done in good faith by a Committeeman, whose office is vacated as aforesaid, shall be valid unless prior to the doing of such act, written notice shall have been served upon the Secretary and communicated to the other members of the Committee, or an entry shall have been made in the minute book of the Committee, stating that such Committeeman has ceased to be a member of the Committee. Any member or members of the Committee may be removed from office by a resolution of a Special General Meeting, subject to the provisions of Rule 25.

Contractor with Society no disqualification, but Contractor may not vote in respect thereof.

45. A Committeeman shall not be disqualified by his office from entering into contracts, arrangements or dealings with the Society, nor shall any contract, arrangement or dealing with the Society be voided nor shall the Committeeman be liable to account to

the Society for any profit arising out of any contract, arrangement or dealing with the Society by reason of such a Committeeman being a party to or interested in or deriving a profit from any such contract, arrangement or dealing and being at the same time a member of the Committee of the Society; provided that such Committeeman discloses to the Committee, at or before the time when such contract, arrangement or dealing is determined upon, his interest therein, or, if his interest is subsequently acquired, provided that he, on the first occasion possible discloses to the Committee the fact that he has acquired such interest. But no Committeeman shall vote as a member of the Committee in regard to any contract, arrangement or dealing in which he is interested, or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Committee.

46. Any casual vacancy occurring in the Committee may be filled by co-option, but any person so co-opted shall only retain his office until the next Annual General Meeting of the Society, when he shall retire, but shall be eligible for re-election.

Casual vacancies.

47. The quorum of a Committee Meeting shall be at least one-third of its total membership.

Quorum; Meetings.

48. There shall be at least twelve Ordinary Committee meetings in the year. Special meetings may be held at any time on giving twenty-four hours' notice in writing. Special Committee Meetings shall transact no business other than that appearing on the Agenda paper which shall accompany the notice convening the meeting. An Ordinary Committee Meeting may, at the conclusion of its ordinary business, be made special for any purpose of which notice has been duly given.

49. The Committee shall appoint one of their body as their Chairman. The person so appointed shall be

Chairman of Committee.

also Chairman of the Society. He shall hold office for one year and shall be eligible for re-election by the Committee. He shall be entitled to vote at all meetings of the Committee, and shall have a casting vote whenever there shall be an equality of votes on any question. The Chairman of each meeting shall sign the minutes of the last previous meeting.

#### VII.—THE MANAGER, SECRETARY, AND OFFICIALS.

Manager.

50. The Committee shall appoint and may remove a General Manager, who shall have such functions, powers, and remuneration as they shall from time to time decide, provided, however, that the Manager may only be dismissed by the vote of two-thirds of the members present at a Special Committee Meeting, of which notice shall have been duly given, in accordance with Rule 48.

Secretary.

51. The Committee may appoint and remove a Secretary, who may also be a member of the Committee, or may make such other provision as they deem expedient for the discharge of secretarial work, and arrange the terms of remuneration therefor. The procedure in the case of the dismissal of the Secretary shall be identical with that laid down by Rule 50 for the dismissal of the Manager.

Employees.

52. The Committee shall appoint and may remove all employees of the Society, fix their salaries, and arrange their duties.

Security.

53. All officials and employés of the Society having charge of money or property belonging to the Society

shall, before entering into employment, provide such security as the Committee deem adequate, and in such form as they may approve.

54. The Committee shall open a bank account in the name of the Society which shall be operated as they may determine.

Bank Account.

#### VIII.—FEDERATION.

55. The Society shall, within one month from the date of registration, make application for one fully paid share in, and further allot one fully paid £1 share to the Irish Agricultural Organisation Society. It shall further contribute annually to that body an affiliation fee, in accordance with the scale laid down from time to time by the Annual General Meeting of the Irish Agricultural Organisation Society, and if this affiliation fee be not paid by the thirty-first day of March following it shall forfeit all rights of membership in the Irish Agricultural Organisation Society. Provided always that the Committee of the Irish Agricultural Organisation Society may reserve to itself the right to remit such forfeiture where satisfactory cause may be shown by the defaulting Society. The books and accounts of the Society shall be open to the inspection of any duly accredited representative of the Irish Agricultural Organisation Society during business hours. The Society shall, in addition to its affiliation fee, contribute to the I.A.O.S. a sum of not less than one shilling per annum for each of its members towards the expenses of agricultural organisation. This subscription shall be due and payable by the Society on the 1st day of January in each year. The Committee may make such arrangements as appear to them to be desirable for the collection of these amounts either by deduction from milk payments or otherwise.

Irish Agricultural Organisation Society, Ltd.

IX.—STATUTORY OBLIGATIONS AND  
MISCELLANEOUS.

- Seal. 56. The Society shall have its name engraven in legible characters upon a seal which shall be in the custody of the Chairman. It shall only be used under the authority of a resolution of the Committee, and shall be attested by the signatures of two members of the Committee and the Secretary.
- Name. 57. The registered name of the Society shall be painted or affixed and kept painted or affixed on the outside of every office or place of business of the Society, in a conspicuous position and distinct letters, and such name shall be legibly stated in all notices, advertisements and other official publications of the Society, purporting to be sent by or on behalf of the Society, and in all bills of parcels, invoices, receipts, and letters of credit of the Society.
- Change of Name, &c. 58. The Society may by Special Resolution :—  
(a) Change its name.  
(b) Amalgamate with or transfer its engagements to another Society or Company, or accept a similar transfer.  
(c) Convert itself into a Company.  
(d) Voluntarily dissolve by resolution to wind up under the Companies Act, or  
(e) Wind up by an instrument of dissolution signed by three-fourths of the members for the time being.
- Appointment of Liquidator. 59. Should the Society have obtained advances on the security of Loan Guarantee Shares under Rule 17, the appointment of a liquidator, in the event of dissolution, shall be vested in the Irish Agricultural Organisation Society, or such other body as may be hereafter constituted to carry on the work of Agricultural Co-operative Organisation in Ireland.

60. The accounts of the Society shall be audited by a Public Auditor, who shall be appointed by the first Ordinary General Meeting of the Society, and subsequently by the first Ordinary General Meeting in each year, which shall also fix his remuneration. No employee of the Society shall act as its Auditor. Casual vacancies in the position of Auditor may be filled up by the Committee. The Auditor shall present statements of accounts in such form for such periods as the Committee may decide; he shall duly fulfil the obligations imposed and enjoy the rights conferred on Public Auditors by the Act and the Treasury Regulations. Auditor.
61. The Committee shall before the 31st day of March in each year furnish to the Registrar the form of Annual Return in the manner prescribed by the Treasury Regulations, accompanied by a copy of every Auditor's report relating to the preceding year. Annual Return.
62. A copy of each Annual Return shall be delivered gratuitously on application to every member or person interested in the funds of the Society. Members and Return.
63. A copy of the last annual balance sheet for the time being, together with the Auditor's report, shall be always kept hung up in a conspicuous place in the Society's registered Office. Balance Sheet.
64. Each member shall, on payment of the entrance fee, prescribed by Rule 5, receive a copy of the Society's rules; other persons shall, on demand, be furnished with a copy on payment of one shilling. Rules.
65. Any member or person interested in the funds of the Society may inspect his own account and the register of members during business hours at the Society's registered Office. Inspection of Accounts by Members.
66. Any ten members may apply to the Registrar to appoint an accountant to inspect the books of the Society and to report thereon. Inspection by Registrar.

- Application to Registrar. 67. One-tenth of the members may make application to the Registrar :—  
(a) To appoint one or more inspectors to examine into and report upon the affairs of the Society; or  
(b) To call a Special Meeting of the Society in accordance with Section 50 of the Act.
- Alteration of Rules. 68. Rules may, subject to the written consent of the I.A.O.S., as laid down in the prefatory notice to these rules, be made, altered, rescinded, or amended by a majority of two-thirds of the members present at a Special General Meeting called for the purpose. Every alteration or amendment shall be duly registered, and on registration embodied in or issued with the rules of the Society for the time being. No new rule shall be made, nor any of the rules repealed or altered, until the consent of the I.A.O.S. has been obtained, in writing, nor unless the text of the proposed new rules or amendments shall have been circulated with the notice convening the meeting.
- Disputes and Arbitrations. 69. Any dispute arising between the Society and its members or between the Society and other societies, shall, unless amicably adjusted, be submitted to the arbitration of the Irish Agricultural Organisation Society. The costs of the arbitration shall be borne as the I.A.O.S. directs, and such sum as the I.A.O.S. decides shall be deposited prior to the hearing of the case. The award of the I.A.O.S. shall be final.
- Irrelevant Subjects. 70. No political or sectarian discussion shall be raised, nor shall any resolution which deals with irrelevant subjects be proposed either at a General or Committee Meeting of the Society.
- Depreciation. 71. Depreciation shall be calculated at the following rates upon the cost price of the buildings and plant,

and shall be chargeable in the accounts against the trade of the Society :—

- (a) On buildings constructed of brick or stone and slate, 5 per cent. per annum;  
(b) On buildings constructed of wood and iron, not less than 10 per cent.;  
(c) On Separators and all high speed machinery, and on horses, not less than 15 per cent.; and  
(d) On all other plant and machinery, and on vans and carts, not less than 10 per cent., provided that when any buildings or plant are discarded, the undischarged balances of their first cost shall be written off.

Depreciation shall also be charged on the first cost of all subsequent renewals and additions at the foregoing rates, and the charge therefor shall be included in Part 2 of the Trade Account of the Society so as to show the net profit earned by the Society as the balance of the Trade Account.

X.—ALLOCATION OF PROFITS.

72. The net profits of the Society, after payment of interest on loan capital, shall be applied as follows :—  
(a) To the payment of interest, which shall not be cumulative, on paid-up share capital not exceeding 5 per cent.  
(b) To Reserve Fund, at the rate of not less than 10 per cent. of the total net profit, until such Reserve Fund shall at least equal the nominal share capital of the Society.  
(c) To a dividend to persons employed by the Society and to members at an equal rate in the £, calculated on the amount of their wages and their trade respectively, during the period to which the division relates.  
(d) To the creation of a fund for promoting Co-operative Organisation. Profits.



Ordinary General Meetings may apply a proportion not exceeding 10 per cent. of the total net profit to any lawful purpose connected with the work of the Society or the Co-operative movement.

No profit arising from the Society's loan business shall be divided by way of bonus, dividend or otherwise, amongst the members. Any surplus accruing from this source, after defraying costs of administration, shall be placed to a Loans Reserve Fund. Should the Society cease to make loans to its members any accumulation of the Loans Reserve Fund may, by direction of a General Meeting, be transferred to the General Reserve Fund of the Society, either wholly or in part, or may be dealt with under Clause (d) of this rule.

The foregoing are the rules of the Bridgetown Co-operative Creamery, Limited.

B. SKEHAN.

MICHL. CROWE.

JAMES SMYTH.

PATRICK RAHILLY.

JOHN WOULFE.

JOE AHERN.

MICHAEL M'KEOGH.

MICHAEL P. HOGAN, *Secretary.*

APPENDICES.

I.—APPLICATION FOR ORDINARY SHARES (a) BY AN INDIVIDUAL.

.....*Co-operative Creamery, Limited.*

I, the undersigned, hereby apply for..... Ordinary transferable £1 shares in the above-named Society, in respect of which I agree to make the payments required by the rules of the Society and otherwise to be bound thereby.

*Signature of Applicant*.....

*Address*.....

*Occupation*.....

*Witness*.....

*Date*.....

(b) APPLICATION FOR LOAN GUARANTEE SHARES.

.....*Co-operative Creamery, Limited*

I, the undersigned, hereby apply for..... transferable Loan Guarantee Shares of £1 each in the above-named Society, in respect of which I agree to make the payments required by the Rules of the Society and otherwise to be bound thereby.

*Signature of Applicant*.....

*Address*.....

*Occupation*.....

*Witness*.....

*Date*.....

II.—APPLICATION FOR SHARES BY A SOCIETY.

.....*Co-operative Creamery, Limited.*

We, the undersigned, Secretary and two members of the Committee of the..... Society, Limited, hereinafter called the applicant, in

virtue of a resolution thereof dated..... hereby apply on its behalf for..... ordinary transferable £1 shares in the above-named Society, in respect of which the applicant hereby agrees to make all payments required by the rules of the above-named Society and otherwise to be bound thereby. In witness whereof we have signed our names hereto by the authority of the applicant.

Signed on behalf of the.....

.....*Society, Limited.* having its registered

Office at .....

.....*Member of Committee*

.....*Member of Committee.*

.....*Secretary.*

*Date*.....

III.—FORM OF APPOINTMENT OF DELEGATE.

.....*Co-operative Creamery, Limited.*

We, the undersigned, Chairman (or President) and Secretary of the .....*Society, Limited,* by the authority of a resolution of its Committee dated .....hereby nominate and appoint..... of.....to represent this Society at all meetings of the above-named Society, and to vote thereat until this authority is duly withdrawn or cancelled.

Signed on behalf of the.....

.....*Society, Limited.*

.....*Chairman.*

.....*Secretary*

*Date*.....