

**PWD CO-OPERATIVE CREDIT UNION LIMITED**  
**SPECIAL RESOLUTION**

**PROPOSED AMENDMENT TO THE CREDIT UNION'S RULES**

**NOTICE IS HEREBY GIVEN** that the 73<sup>rd</sup> Annual General Meeting of the **PWD Co-operative Credit Union Limited** will be hosted from the Spanish Court Hotel on Tuesday, November 30, 2021 at 2:00pm. for members to consider and if thought fit to pass the following special resolutions:

**WHEREAS** Section 11 and Regulations 41 of the Co-operative Societies Act and Regulations respectively, provide for the amendment of Rules;

**WHEREAS** Article XXII, Rule 78 allows for amendments to the Rules of the PWD Co-operative Credit Union Limited;

**WHEREAS** Article XI, Rule 53 is being proposed for amendments in the Rules of the PWD Co-operative Credit Union Limited;

**WHEREAS** it is being proposed that meetings of members may be conducted by attendance at a physical location, or by virtual-only or by hybrid-meeting;

**WHEREAS** electronic attendance shall be construed as if the members were present at the physical location where the meeting is being convened;

**WHEREAS** members attending meetings through electronic media shall constitute to the quorum requirement for a legally convened meeting of members of the Society;

**WHEREAS** The Co-operative Societies (Amendment) Regulations 2021 dealing with the holding of general meetings in cooperative societies were promulgated on the 15<sup>th</sup> January 2021;

**WHEREAS** this credit union has agreed to adopt and accept all the interpretations so ascribed under the said regulations and intends that all amendments hereunder proposed are to be operational immediately and binding upon members, consequent upon

approval at this general meeting of members and subject to the Registrar of Co-operative Societies' immediate certification:

**BE IT RESOLVED that Article XI, Rule 53 which now reads:**

- (i) The supreme authority in the Credit Union is vested in the General Meeting of members at which every member has a right to attend and vote on all resolutions;
- (ii) The first General Meeting of members after registration of the Credit Union shall be called the First Annual General Meeting, and shall have the same powers as are herein given to the Annual General Meeting

**Be amended to read** by adding the following additional sentences after the current sentences:

- (iii) References to a "meeting" shall mean a meeting convened and held in a physical location only or via virtual-only and/or in a hybrid manner through a combination of both a physical and electronic communication system. Members shall be deemed to be present at that meeting for all purposes of the Rules, applicable laws, and the Cooperative Societies (Amendments) Regulations 2021 and said attendance shall be construed to allow the member present in any one of these fora to attend and fully participate in any such meetings.
- (iv) A member's participation in the business of a general meeting shall include without limitation the right to communicate, to vote, and to have access in hard copy or electronic form all documents which are required to participate in the business of a general meeting; and participation in such a meeting shall constitute presence in person at such meeting and shall count towards the quorum and for all other voting processes.
- (v) References to "electronic communication system" shall include, without limitation, webcast, video or any form of conference call systems (telephone, video, web or otherwise) and other communication of any sound, document, and or other data.

- (vi) If a separate meeting place is linked to the main place of a general meeting by an electronic communication system, such member present at the separate meeting place shall be taken to be present at the general meeting and entitled to exercise all rights as if the member were present at the main physical location.
- (vii) All general meetings (including a Special or Annual General Meeting, any adjourned meeting or postponed meeting) may be held as a physical, virtual-only or hybrid-meeting.
- (viii) A virtual-only or hybrid-meeting may be held in Jamaica and any part of the world and at one or more locations as may be determined by the Board of Directors in its absolute discretion; however, the principal place and time of such meeting shall be construed to be held in the jurisdiction of Jamaica.
- (ix) Votes (whether by a show of hands or ballot or by way of a poll) may be cast  
Societies (Amendment) Regulations 2021
- (x) If voting is to take place at the meeting, there must be reasonable measures in place to verify that every person voting at the meeting by means of electronic communication system is sufficiently identified, and the Secretary shall keep a record of any vote or action taken.
- (xi) The failure or inability of a member to attend or remain in an Annual or Special General Meeting held in a hybrid or virtual-only meeting, as a result of a mistake or events beyond the control of PWD Co-operative Credit Union Limited shall not constitute a defect in the calling of the Annual or Special General Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual General Meeting.
- (xii) The provision of these rules shall apply, with any necessary modification, to hybrid-meetings and virtual-only meetings

**BE IT RESOLVED THAT Article XL, Rule 57 which now reads:**

At least seven (7) days before the date of any Annual or Special General Meeting, the Secretary shall post a notice of the meeting in a conspicuous place in the office and cause written notice thereof to be handed to each member in person or mailed to each member at his address as the same appears in the records of the Credit Union.

**BE AMENDED TO READ:**

- (i) At least seven (7) days before the date of any Annual or Special General Meeting, the Secretary shall issue a written notice of the meeting to be delivered by electronic means and printed in one daily newspaper.
- (ii) Where an Annual or Special General Meeting is either virtual-only or hybrid-meeting, the Secretary shall cause the notice of the meeting to provide instructions for attendance and participation, including voting by members electronically, and an electronic link for attendees.

ADD SUB-RULE (iii) at Rule 58 (d) to read:

“Where the meeting is held as a hybrid-meeting or virtual-only meeting and during the meeting a number of members participating, virtually, cease to be able to participate in the meeting, at any time and for any period during the meeting, in such numbers that the quorum requirement for that meeting is not met, all business transacted at that meeting, including matters put to the vote and any resolution passed, shall be void”

**BE IT RESOVLED THAT ARTICLE XIII, RULE 72 (AMENDMENTS TO RULES) WHICH NOW READS:**

These Rules may be amended by a resolution of the members at the Annual General Meeting or Special General Meeting called for the purpose by three-fourth votes of those present and entitled to vote, provided a copy of the proposed amendments together with a written notice of the meeting shall have been sent to each member or handed to him in person at least seven (7) days before the said meeting. No amendment shall become operative until it has been approved by the Registrar in accordance with the Act.

BE AMENDED TO READ:

These Rules may be amended by a resolution of the members at the Annual General Meeting or Special General Meeting called in accordance with **Article XI, Rule 53 (vii)** for the purpose by at least three-fourth votes of those present either Physically, Virtual-only or at a Hybrid-meeting entitled to vote, provided a copy of the proposed amendments together with a written notice of the meeting shall have been sent to each member by electronic means and printed in one daily newspaper at least seven (7) days before the said meeting. No amendment shall become operative until it has been approved by the Registrar in accordance with the Act.

All amendments are to be operational immediately and binding upon members consequent upon approval at this general meeting of members and subject to the Registrar of Cooperative Societies certification.

Moved by : John Tom (online)

Seconded by : Mary Sue (in-person)

Date :

There were ..... persons present at the time of voting

Voted for : (In-person votes) \_\_\_\_\_ (Virtual votes) \_\_\_\_\_

Against : (In-person votes) \_\_\_\_\_ (Virtual votes) \_\_\_\_\_

Abstained : (In-person votes) \_\_\_\_\_ (Virtual votes) \_\_\_\_\_

Signed

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**PRESIDENT**

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**SECRETARY**

**SEAL OF CREDIT UNION**