

## **PWD Co-operative Credit Union**

### **Minutes of the 77<sup>th</sup> Annual General Meeting**

#### **1. Call to order**

The 77th Annual General Meeting (AGM) of the P.W.D. Co-operative Credit Union Limited was called to order shortly after 2:00 p.m. following confirmation that a quorum was present, with over 100 members attending both in person and online.

The Chairman invited the Secretary to confirm the required quorum and read the official Notice of Meeting.

#### **2. Reading of the notice of the 77<sup>th</sup> Annual General Meeting**

The Secretary read the Notice of the 77th Annual General Meeting to commence the meeting.

#### **3. Prayer**

Prayer was offered by Mrs. Dawn Benjamin-Simmonds after which prayer of the St. Francis of Assisi was repeated by all. The Chairman asked the audience to observe a “minute of silence” for those members who made their transitions in 2025. Their names were.

- Mrs. Winsome Weise-Shaw
- Andrene Hudson
- Vivienne Foster-O'Connor
- Yvonne Hyatt
- Fitzroy McKenly
- Mavis Robinson
- Delores Forbes
- Rosemarie Johnson

#### **4. Welcome and Apologies**

The President welcomed members attending both physically and virtually, noting the hybrid format of the meeting.

Apologies for absence were recorded for several members, and notice was given regarding a director who was temporarily absent due to urgent matters.

Apologies was offered for

- Paula Hamilton
- Althea Cole-Martin
- Elaine Thomas
- Joshua and Daniel Simmonds
- Mr. Bernard Allen

and for Director Melvin Young who was forced to leave the meeting and would return shortly.

The President welcomed attendees to the 77th AGM, describing it as both a formal business meeting and a valued social reunion for members. He emphasized the importance of reviewing the Credit Union's performance over the past year, examining financial results in comparison with prior years and industry standards, electing new leadership, and considering the organization's future business model. He also indicated that a proposed change to the agenda would allow Only to be addressed earlier in the meeting.

The session concluded this segment with the introduction of members seated at the head table, beginning with the Secretary to the Board. The President introduced and acknowledged members of the head table, including

- General Manager: Mrs. Joan Garfield
- Secretary: Mrs. Geraldine Miles
- Vice President: Mr. Patrick Rose
- Treasurer: Miss Karen Arscott
- Directors: Mr. Allman Fearon
- Director: Mrs. Grace Bailey
- Assistant Secretary: Miss Cheryl Hawkins

each greeted with applause. Members of the Credit and Supervisory Committees were also recognized, with their respective Chairpersons expected to formally introduce them.

Several special guests were welcomed, including representatives from the Credit Union League, the Registrar of Co-operatives and Friendly Societies, CUNA Caribbean Limited, Cumax Wealth Management, QNET, and the Auditor (who was en route). Former leaders and directors, including the longest-serving former President, were also acknowledged, along with administrative support staff and the media team responsible for broadcasting the meeting.

## **Resolutions**

The President requested a suspension of the Standing Orders to move the Resolutions (originally Item 12) forward on the agenda and to accommodate greetings from the Registrar's Office. The motion was moved by Mr. Dwight Thomas, seconded by Mr. Wayne Walton, and was carried.

The first Resolution addressed the role of the Supervisory Committee in loan approvals. Historically, loans for officers and committee members required a larger group's approval, including the Supervisory Committee. The proposed rule change seeks to remove the Supervisory Committee from the loan approval process since its primary role is to audit loans after approval, thereby improving governance and eliminating potential conflicts of interest.

The first Resolution proposed amending Article VI, Rule 26 regarding loan approvals for officers, directors, committee members, and staff. The amendment removes the requirement for two Supervisory Committee members to be present in approving such loans, leaving approval to a quorum of the Credit Committee and at least two Directors. The change aims to

eliminate conflicts of interest, since the Supervisory Committee's role is to audit loans after approval.

Voting procedures were explained for both in-person and online participants. The motion was moved by Mrs Sandra Grant and seconded by Mrs. Audrey Jones-Francis, and members voted. There were no objections in the room, and votes were recorded both physically and electronically the motion was carried.

The meeting then moved to Resolution 2, which addresses Article VIII, Rule 35(vi). The existing rule states that the Treasurer shall act as General Manager of the Credit Union and outlines extensive financial and administrative duties, including custody of funds, signing financial instruments, maintaining records, preparing financial statements, submitting reports to the Co-operative Department, and managing deposits. The proposed change seeks to regularize governance practices, as the Credit Union now employs staff to perform these operational functions, making the original rule outdated.

The proposed amendment to the Treasurer's role shifts responsibilities from direct operational duties to financial oversight. Instead of personally carrying out day-to-day financial tasks, the Treasurer would ensure that financial records, reporting, and compliance requirements are properly executed by management, particularly the General Manager.

During discussion, a long-standing member, Mrs. Sandra Grant, raised concerns about how members could seek clarification on resolutions before meetings and suggested clearer communication channels in the future. She also questioned whether the amendment would merge the roles of Treasurer and General Manager or make the Treasurer a paid, full-time position. The President clarified that the roles would remain separate: the General Manager handles daily operations, while the Treasurer provides governance oversight and ensures accountability. The General Manager reports to the Board, with the Treasurer maintaining financial oversight.

Resolution 3 proposed formally retitling the Office Manager position to General Manager and clarifying that the General Manager manages operations under the direction of the Board—not the Treasurer.

Resolution 4 addressed Pay Day Loans. Currently, changes to the loan ceiling and repayment period require approval at a General Meeting, which is administratively burdensome. The proposal seeks to remove this requirement from the Rules, as Pay Day Loans are already governed under the Credit Policy and loan schedule. This change would allow greater operational flexibility without needing AGM approval for minor adjustments.

The President invited questions and called for motions to amend the Rules. Rule 2 was moved by Mr. Dwight Thomas and seconded by Mr. Everal Barnett. A vote was taken both in person and online, including votes for, against, and abstentions.

For Resolution 3, which proposed removing the Treasurer from serving as General Manager (retitled the General Manager), Miss Sakina Tobias moved the motion and Miss Ann-Marie Farquharson seconded it. The motion was carried.

Resolution 4, concerning the Pay Day Loan, was moved by Mr. Richard Ricketts and seconded by Mrs. Sandra Grant. Members voted accordingly. The Registrar indicated that the official results would be declared later.

The President welcomed the Auditor, Mr. Noel Smith of Smith and Associates, and invited Miss Kimberley Lindo from the League to bring greetings. She congratulated the Credit Union on its 77th AGM, highlighting its history since 1949, a 20% increase in loans in 2024 compared to 2023, a 93% increase in surplus, and growth in savings. She commended the Union's performance and encouraged continued vigilance and growth.

## **5. Minutes Confirmation and Amendments**

Following this, the meeting returned to the agenda. The Minutes of the previous AGM (pages 5–12) were presented. A motion to adopt the Minutes as read was moved by Mr. Wayne Walton and seconded by Miss Ann-Marie Farquharson it was carried. Members were invited to propose corrections page by page. One correction was noted by Miss Sakina Tobias regarding the correct spelling of “Burnett” in the Supervisory Committee section. The review of the Minutes then continued.

During the review of the Minutes, additional corrections were made. On page 9 (page 5 in the working format), “Benjamin” in Mrs. Dawn Benjamin-Simmonds’ name was corrected. On page 12, the phrase “And I am Patrick Rose” was discussed and repositioned for clarity. On page 11, a typographical error was corrected, replacing “stet” with “must be.” With no further amendments, the Minutes were confirmed following a motion by Mrs. Audrey Jones-Francis and seconded by Miss Nadine Gordon.

Under matters arising from the Minutes:

1. **Proxy Voting:** It was clarified that proxy voting is not permitted, as the Credit Union operates under the principle of “one member, one vote,” and only members present may vote at the AGM.
2. **Online Banking:** Members were informed that online banking has been live and operational since September of the previous year.
3. **Pay Day Loan:** The Pay Day Loan resolution had already been passed and incorporated into the Credit Policy, meaning members can now access it without further approval.

A question was raised about ensuring quorum during elections. The President explained that quorum is required for elections and reports alike. Although the Board had prioritized moving resolutions forward to secure required voting thresholds, the option to bring elections forward remained open. A motion was then moved by Mrs. Sandra Annansingh Grant and seconded by Mr. Errol Hamilton to proceed with the elections before continuing other reports. The motion was carried.

## **6. The Nominating Committee**

The Nominating Committee Report was presented by Miss Karen Arscott. She outlined committee appointments, retiring officers, and nominees for the Board of Directors,

**Retiring 2025**

Mr. Patrick Rose

Miss Cheryl Hawkins

Mrs. Geraldine Miles

**Retiring 2026**

**Unexpired Time**

Mr. Melvin Young

1 Year

Miss Karen Arscott

1 Year

Miss Grace Bailey

1 Year

**Retiring 2027**

**Unexpired Time**

Mr. Noris Gilbert

2 Years

Mr. Alman Fearon

2 Years

Mrs. Paula Brown

(Resigned)

The following members have expressed an interest in servicing on the Board of Directors. The Nominating Committee is recommending the following persons

**Recommended**

**Term**

Ms. Cheryl Hawkins

3 Years

Mr. Patrick Rose

3 Years

Mrs. Heneka Walkis-Porter

3 Years

Mrs. Kaydian Gordon

2 Years

Credit Committee, Supervisory Committee, and Delegates to the Jamaica Co-operative Credit Union League (JCCUL). Appreciation was expressed to retiring members, including Mrs. Paula Brown and Mrs. Geraldine Miles.

The nominees were presented, and a motion to accept the Nominating Committee Report was moved by Mr. Errol Hamilton and seconded by Mr. Dotson Bando. The Registrar's representative was then invited to assist with the elections.

Mr. Brown from the Registrar's Office conducted the confirmation of nominees. He asked for objections to the Board nominations; none were raised. A vote was taken by show of hands (including online participants), and the nominees were approved without a ballot since the number of nominees matched the vacancies. Sixty-three members in the room and ten online voted in favour. The motion was carried, and the nominees were confirmed to serve as Directors at the close of the AGM.

## **7. The Supervisory Committee Nominations**

The nominations for the Supervisory Committee were formally moved by Ms. Samira Christian and seconded by Ms. Beverley Johnson. A total of sixty-eight (68) members present in person and nine (9) members attending virtually voted in favour of the nominations. The motion was duly carried.

### **Those retiring for 2025 are as follows**

- Mrs. Althea Cole-Martin
- Mrs. Shanaine Stephens-Pagan
- Mrs. Audrey Jones-Francis
- Miss Sakina Tobias
- Miss Nadine Gordon

On expressing their willingness to continue to serve, these members are Nominated by the Committee.

<b>Recommended</b>	<b>Term</b>
• Mrs. Audrey Jones-Francis	1 Year
• Miss Nadine Gordon.	1 Year
• Mr. Christopher James	1 Year
• Miss Debbie McDonald	1 Year
• Mrs. Kathleen Marriott	1 Year

And these are for one year.

## **8. Credit Committee (Nominations)**

Next, the Credit Committee nominations (three vacancies, three nominees) were moved by Mrs. Sandra Grant and seconded by Miss Samira Christian. Sixty-nine members in the room and eight online voted in favour. With no objections, the nominees were confirmed.

The members of the Credit Committee retiring are as follows (Article IX, Rule No 41)

### **Retiring 2025**

Mr. Wayne Walton

Ms. Paula Hamilton

Ms. Angeline Brown

**Retiring 2026****Unexpired Time**

Mrs. Natalie Waldron Cato

1 Year

Ms. Janet Stewart

1 Years

On Expressing their willingness to serve, these members are being nominated by the Committee

**Recommended****Term**

Paula Hamilton

2 Years

Mr. Ian Williams

2 Years

Mrs. Natasha Smith-Johnson

2 Years

The motion for the acceptance of Mr. Noris Gilbert and Ms. Karen Arscot as delegates to the Jamaica Co-operative Credit Union League was moved by Mr. Errol Hamilton and seconded by Mr. Dotson Bando. It was carried.

Mr. Brown then announced the earlier Resolution results:

Resolution 1: 89 of 134 members voted in favour (66.4%). It failed due to insufficient majority and 45 abstentions.

- Resolution 2: 73 of 132 voted in favour (55.3%). It failed.
- Resolution 3: 81 of 132 voted in favour (61.4%). It failed.
- Resolution 4: 77 of 132 voted in favour (58.3%). It failed.

All Resolutions failed primarily due to a high number of abstentions.

Concerns were raised by online members about technical issues with the Zoom polling system. Mr. Brown explained that the polls were launched properly and that hybrid meetings can present challenges. He noted that resolutions could be brought back at a Special Meeting or next AGM, but not at the current meeting since voting had already concluded. Members acknowledged the need to improve the process for future meetings.

The President stated that the Board would reconvene to consider next steps and options.

**9. Reports**

The meeting then proceeded to Reports. A motion was passed to suspend Standing Orders it was moved by Mr. Dwight Thomas and seconded by Mr. Wayne Walton to allow the Treasurer's and Auditor's Reports to be presented before other reports, due to the Auditor's time constraints, it was carried.

Miss Arscott introduced the Treasurer's Report (pages 30–98) and requested a motion to present an abridged version of the Auditor's Report, which was moved by Mr. Richard Ricketts and seconded by Mrs. Dawn Benjamin-Simmonds.

Mr. Noel Smith of Smith & Associates presented the Independent Auditor's Report (dated March 27, 2025). He confirmed that the financial statements for the year ended December 31, 2024, give a true and fair view of the Credit Union's financial position and performance, in accordance with International Financial Reporting Standards (IFRS). He outlined the basis for the opinion, management's responsibilities, and the auditor's responsibilities under International Standards on Auditing (ISA).

### **10. Auditor's Closing Remarks**

The Auditor outlined additional responsibilities, including assessing risks of material misstatement (due to fraud or error), evaluating internal controls, reviewing accounting policies and estimates, and determining whether the Credit Union can continue as a going concern.

Under the Co-operative Societies Act, the Auditor confirmed that:

- All necessary information was obtained.
- Proper accounting records were maintained.
- The financial statements agree with the records and comply with the Act.

The audit engagement partner was Georgette McKenzie.

### **11. Treasurer's Report – Financial Performance 2024**

After a motion to take the report as read was moved by Miss Samira Christian and seconded by Mrs. Ashiba Spence-Claves, it was carried. The Treasurer highlighted key economic factors:

- Inflation fell to 5% in 2024 (lowest since 2018).
- The Jamaican dollar depreciated slightly.
- BOJ policy rate stood at 6%.
- Net International Reserves remained strong.

### **Financial Highlights for 2024:**

- Net Income: \$8.10 million (up 162% from prior year).
- Total Assets: \$638.87 million (↑ 10.35%).
- Net Loans: \$493.56 million (↑ 19.58%).
- Voluntary Shares: \$327.67 million (↑ 6.33%).
- Deposits: \$145.73 million (↑ 19.54%).

- Investment Securities: \$115.60 million (↑ 14.18%).
- Total Capital: \$105.09 million (↑ 11.97%).

Non-performing loans declined significantly from \$54.43M to \$35.01M, reflecting improved credit quality.

Operating expenses increased (mainly personnel and administrative costs), but loan loss provisions decreased sharply from \$7.12M to \$113,000.

The institutional capital ratio declined to 7.79% (below the 8% standard), and the Board plans transfers to strengthen reserves.

## **12. Member Questions & Responses**

- **Interest to Members:** A member questioned why interest on savings and shares declined despite higher surplus. The President explained that interest rates are determined at the beginning of the year based on affordability and market conditions, and surplus is calculated after interest expenses.
- **Montgomery Property Sale:** Clarified that rental income was earned before the property was finalized for sale mid-year. The larger loss on disposal included legal and selling costs.

## **Acceptance of the Treasurer's Report**

1. The motion for the Treasurer's Report Accepted was Moved by Miss Desmarie Barnett Seconded by Miss Sylvia Edwards and was carried.
2. A motion that the Maximum Borrowing Limit will remain at 16 times capital was moved by the Treasurer Ms. Karen Arscott, and seconded by Mr. Damon Escoffery it was carried.
3. A motion for the Appropriation of Net Undistributed Surplus was moved by the Treasurer Ms. Karen Arscott and seconded by Mr. Damon Escoffery. The motion was duly carried as follows:
  - 10% dividend on Permanent Shares (\$650,400)
  - Honoraria: \$500,000
  - Scholarships: \$150,000
  - 20% statutory reserve: \$1.62M
  - Transfers to institutional reserves to strengthen capital
  - Total appropriation to Institutional Capital: \$21.78M

## **Board of Director's Report**

The President then moved the meeting forward to the Board of Directors' Report (pages 14–19) and requested a motion for it to be taken as read. Moved by Miss Ann-Marie Farquharson seconded by Mr. Christopher Seaton, it was carried.

The President reported strong financial performance for 2024. Membership increased to 2,131 members, and total assets reached a record \$636 million, despite the Credit Union being classified as the second smallest in Jamaica. Growth was positive across most areas, although membership growth was below the desired standard. Loan growth in 2023 was 19.54%, exceeding the national credit union average of 13.88%, and voluntary shares grew by 6.33% in 2024. A total of 2,900 loans valued at approximately \$255.7 million were granted—the highest in the Credit Union's history.

The Credit Union also maintained its commitment to corporate social responsibility by awarding two scholarships in 2024. Board members continued to serve voluntarily and maintained active participation in scheduled and ad hoc meetings.

Online banking services were officially launched, allowing members to conduct transactions remotely, with additional features such as bill payments and loan applications to be introduced. Members were also encouraged to utilize the Credit Union's card services for local and international transactions.

Training initiatives during the year included anti-money laundering, enterprise risk management, online banking, and transaction monitoring. Appreciation was extended to members, management, staff, and several partner organizations for their continued support.

A motion was made for the Board of Directors report to be accepted was moved by Ann-Marie Farquharson seconded by Mr. Christopher Seaton it was carried.

During the discussion period, a member raised concerns about attracting younger members, competitive motor vehicle loan interest rates, and participation in the Credit Bureau. The President confirmed that loan rates are periodically reviewed to manage risk and that the Credit Union has now joined the Credit Bureau.

### **Credit Committee's Report**

The Credit Committee reported granting 2,923 loans totalling approximately \$253 million in 2024, a 12.26% increase over 2023. The top loan categories were debt consolidation, personal expenses, and motor vehicle loans.

### **Supervisory Committee's Report**

The Supervisory Committee reported holding 35 meetings during the year and conducting compliance reviews, including surprise cash counts and member file audits. Recommendations were made to improve member data updates, account activity monitoring, and transitions for youth accounts. The Committee concluded that the Credit Union remains well-managed and compliant.

All committee reports were adopted by the membership, and the meeting continued with the remaining agenda items.

### **Any other business and Closing**

During Any Other Business, members discussed the process for updating youth accounts as minors transition to full membership. The President clarified that although many services are available online, verified identification, including a national ID and TRN, must still be presented in person for certain updates and transactions.

Members expressed pride and support for the Credit Union, with the President reaffirming the importance of shared ownership and member feedback.

Newly elected Board, Supervisory Committee, and Credit Committee members were formally recognized, while appreciation and gifts were presented to outgoing and long-serving volunteers for their dedicated service.

Sponsors, including CUNA Caribbean, Cumax Wealth Management Limited, and Quality Network Co-operative Limited (QNET), provided prizes distributed through draws and trivia activities. Members were also reminded about the expanded FIP Plans and other financial products and services offered by the Credit Union. The meeting concluded with expressions of gratitude to members, partners, regulators, and staff for their continued support and participation.

### **Adjournment:**

The 77th Annual General Meeting was officially adjourned at 5:08 p.m., following approximately four hours of proceedings.