



**COMMUNITY & WORKERS OF JAMAICA (C&WJ)**  
**CO-OPERATIVE CREDIT UNION LIMITED**  
**SPECIAL RESOLUTION**

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

**NOTICE IS HEREBY GIVEN** that the 57<sup>th</sup> Annual General Meeting of the **C&WJ Co-operative Credit Union Limited** to be held at 51 Half-Way-Tree Road, Kingston 10, on Wednesday May 5, 2021 at 3 p.m. 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 provide for the amendment of Rules;

**WHEREAS** Article XXIV, Rule 84 allows for amendments to the Rules of the C&WJ Co-operative Credit Union Limited; and

**WHEREAS** Article XII, Rule 62 is being proposed for amendments in the Rules of the C&WJ Co-operative Credit Union Limited; and

**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; and

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

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

**WHEREAS** The Co-operative Societies (Amendment) Regulations 2021 dealing with the holding of general meetings in co-operative 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 Cooperative Societies' immediate certification.

**BE IT RESOLVED that Article XII, Rule 62 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 questions;
- (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 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 Co-operative 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 was 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 through or by electronic means or otherwise, in keeping with the Co-operative 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 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 C&WJ 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 decisions, 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 XII, Rule 66 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 Head Office and each branch office of the Society and cause appropriate notice to appear in the media and/or cause written notice to be handed to each member in person or mailed to each member at his address as the same appears on the Records of the Society. Such notice may also be communicated to each member via any available electronic medium provided by the member to the Society.

**BE AMENDED TO READ:**

- (i) 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 Head Office and each branch office of the Society and cause appropriate notice to appear in one daily newspaper and/or cause written notice to be handed to each member in person or mailed to each member at his address as the same appears on the Records of the Society. Such notice may also be communicated to each member via any available electronic medium provided by the member to the Society.
- (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 member, electronically, and an electronic link for attendees

**ADD SUB-RULE (i) at Rule 67 (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 XXIV, RULE 84(AMENDMENTS TO RULES) WHICH NOW READ:**

These Rules may be amended by a resolution of the members at any Annual or Special General Meeting called for the purpose by a majority of not less than three-fourths of the members present at the general meeting at which the resolution was proposed, provided that a written notice of the meeting has been placed in a conspicuous place at the Head Office and in each branch office of the Society and/or in the Media 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 Law.

**BE AMENDED TO READ:**

These Rules may be amended by a resolution of the members at any Annual or Special General Meeting called in accordance with Article XII, Rule 62 for the purpose by a majority of not less than three-fourths of the members present at the general meeting at which the resolution was proposed either Physically, Virtual-only or at a Hybrid-meeting, provided that a written notice of the meeting has been placed in a conspicuous place at the Head Office and in each branch office of the Society and/or in the Media 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 Law.

Moved by :

Seconded by :

Date : 5<sup>th</sup> May, 2021

There were ..... persons present in person and virtually 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.....

**PRESIDENT**

.....

**SECRETARY**

**SEAL OF CREDIT UNION**