

## AMENDMENT OF STANDARD RULES FOR CREDIT UNIONS (NORTHERN IRELAND)

### **Resolution No. 1**

That this Annual General Meeting agrees to delete Rule 54 of the Standard Rules for Credit Unions (Northern Ireland) to remove the requirement for credit unions to complete and return the Return of Officers form to the Irish League of Credit Unions.

### **Resolution No. 2**

That this Annual General Meeting agrees to amend the wording of Rule 96 Appeals of the Standard Rules for Credit Unions (Northern Ireland) by the insertion of the following “**reduced or**”, “**loans officer,**” & “**loans officer**” to the existing wording as follows:

#### ***Rule 96. Appeals***

##### ***Existing Wording***

*An applicant whose applications for a loan has been refused by the credit committee, or in the case of an officer by the special committee, may appeal to a meeting of the board of directors augmented by one member of the supervisory committee but excluding any officer who is also a member of the committee that refused the loan. Such meeting may require the attendance of any member of the committee that refused the loan for the purpose of informing the committee why the loan was refused. The majority decision of such meeting shall be final and may reverse the decision of the credit committee or of the special committee as the case may be. If the withdrawal of a director from this appeal meeting would cause the meeting to become inquorate, the remaining members shall be treated as constituting a quorum while the matter in question is being considered or determined.*

#### ***Rule 96. Appeals***

##### ***New Wording***

*An applicant whose applications for a loan has been **reduced or** refused by the credit committee, **loans officer**, or in the case of an officer by the special committee, may appeal to a meeting of the board of directors augmented by one member of the supervisory committee but excluding any officer who is also a member of the committee that refused the loan. Such meeting may require the attendance of any member of the committee or **loans officer** that refused the loan for the purpose of informing the committee why the*

*loan was refused. The majority decision of such meeting shall be final and may reverse the decision of the credit committee or of the special committee as the case may be. If the withdrawal of a director from this appeal meeting would cause the meeting to become inquorate, the remaining members shall be treated as constituting a quorum while the matter in question is being considered or determined.*

### **Resolution No. 3**

That this Annual General Meeting agrees to amend the wording of Rule 97 Loan Officers of the Standard Rules for Credit Unions (Northern Ireland) deletion of existing wording and replacement with new Rule 97:

#### ***Rule 97. Loan officer***

##### ***Existing Wording***

*To facilitate the work of the credit committee, the board of directors shall appoint a loan officer or officers who shall not be the chairman or president, secretary or treasurer of the credit union, to work under the supervision of the credit committee, and shall delegate to such officer(s) the power to approve loans, subject to such limitations as to amount, duration, terms of repayment and security required as shall have been established in writing by the board of directors. The loan officer shall furnish to the credit committee a record of each loan approved or not approved by the loan officer within seven days of the date of receiving the application therefore and such record shall be considered by and become part of the records of the credit committee at its next meeting. All applications for loans not approved by the loan officer shall be considered by the credit committee.*

#### ***Rule 97. Loan Officer***

##### ***New Wording***

*To facilitate the work of the credit committee, the board of directors shall appoint a loan officer or officers who shall not be the chairman or president, secretary or treasurer of the credit union, to work under the supervision of the credit committee, and **may** delegate to such officer(s) the power to approve loans, **reduce or refuse** subject to such limitations as to amount, duration, terms of repayment and security required as shall have been established in writing by the board of directors. The loan officer shall furnish to the credit committee a record of each loan approved, **reduced or refused** by the loan officer within seven days of the date of receiving the application therefore and such record shall be considered by and become part of the records of the credit committee at its next meeting.*

*All applications for loans not approved by the loan officer shall be considered by the credit committee.*

**Resolution No. 4**

That this Annual General Meeting amends rule 91 Membership of Credit Committee of the Standard Rules for Credit Unions (Northern Ireland) by the insertion of the following:

*“The exclusion of the treasurer of the credit union from the credit committee shall not apply to the consideration and approval of loans to corporate members made by the credit committee”*

to read as follows:

***Rule 91. Membership***

*The membership of the credit committee shall not include the treasurer of the credit union.*

*The exclusion of the treasurer of the credit union from the credit committee shall not apply to the consideration and approval of loans to corporate members made by the credit committee.*

**Motion No. 5**

That this Annual General Meeting amend rule 110 of Standard Rules for Credit Unions (Northern Ireland) by the deletion of section (e) and re-numbering of the rule:

**Delete**

*(e) submit to the board of directors together with his financial statements such figures as will enable the board to determine whether the provisions of Article 28 (6) of the Order are being complied with; and re-number the rule.*

**Resolution No. 6**

That this Annual General Meeting amends the Standard Rules for Credit Unions (Northern Ireland) in Rule 113 by the deletion of the following Rule 113:

***Rule 113. Membership***

*The supervisory committee shall consist of not less than three and not more than seven members of full age. In the event that the Credit Union is unable to form a*

Supervisory Committee the Board may appoint an external company to carry out internal audit duties.

And by the insertion of the following new Rule 113:

**Rule 113. Membership**

- a) *The supervisory committee shall consist of not less than three and not more than seven members of full age. For the avoidance of doubt, the Board has full responsibility for the appointment and allocation of the Internal Audit Function under Rule 88(a).*
- b) *Where the Internal Audit Function is performed by the supervisory committee, the supervisory committee may recommend to the Board that it be provided by an employee, outsourced external providers or any combination thereof. The Board will work with the supervisory committee in those circumstances and the Board will ensure that appropriate written terms of reference are in place to reflect the allocation of such responsibilities, duties and roles. In that event, the supervisory committee duties, obligations and powers under this Section 16 and elsewhere under these rules shall remain in place.*
- c) *In the event that the credit union is unable to form a supervisory committee, the Board will ensure that the Internal Audit Function is provided by an employee or outsourced external provider or any combination thereof. In those circumstances, the duties, obligations and powers of the supervisory committee under these rules shall be suspended and not be exercised by any other party (except to the extent that it is necessary at the appointment of the Board to fulfil any statutory or regulatory obligation of the credit union).*
- d) *In the event that the credit union is unable to form a supervisory committee under Rule 113 (c), the Nominating Committee will make a call for nominations to the supervisory committee of at least three and not more than seven members of full age in accordance with Rules 62 and 74 in advance of each AGM. The duties, obligations and powers of the supervisory committee shall remain suspended until a supervisory committee can be formed at the AGM.*
- e) *In the event that a supervisory committee can be re-formed under Rule 113 (d), the duties, obligations and powers of the supervisory committee under this Section 16 and elsewhere under these rules will come into force, the day after the AGM.*

That this Annual General Meeting amends the Standard Rules for Credit Unions (Northern Ireland in Rule 62 by the insertion of “(unless the Nominating Committee under Rules 73(4) and 113(d) has been unable to put forward appropriate nominations for the appointment of persons to the supervisory committee).”

To read as follows:

***Rule 62 Vacancies on the supervisory committee***

*At every annual general meeting of the credit union the members present shall by secret ballot fill every vacancy in the supervisory committee (unless the Nominating Committee under Rules 73(4) and 113(d) has been unable to put forward appropriate nominations for the appointment of persons to the supervisory committee).*

**Resolution No. 8**

That this Annual General Meeting amends the Standard Rules for Credit Unions (Northern Ireland by the insertion of a new Rule 55A, to read as follows:

***Rule 55A. Means of Participation in General Meetings***

- a) *The board of directors may make arrangements for members to attend and participate in a general meeting by:*
- (i) attendance at a physical meeting place;*
  - (ii) simultaneous attendance and participation at a secondary meeting place; and/or*
  - (iii) using an electronic platform, in exceptional circumstances as determined by the board of directors.*
- b) *A general meeting may be held:*
- (i) solely as a physical meeting;*
  - (ii) solely as an electronic meeting accessible by using an electronic platform, in exceptional circumstances as determined by the board of directors; or*
  - (iii) by offering members the option to attend and participate at a physical meeting place (which may include a secondary meeting place) or by using an electronic platform.*
- c) *Where the board of directors decides that members may attend and participate in a general meeting by using an electronic platform, the notice of general meeting given under Rule 56 shall set out details of the electronic platform for the general meeting (including any access*

*arrangements for such electronic platform and any other information that the credit union may specify).*

- d) Notice of a general meeting held under Rule 55A (a)(ii) or (iii) must also state in addition to the nature of the business of the meeting and such other matters as provided for in these rules:
  - (i) the electronic platform to be used;*
  - (ii) details for access to the electronic platform;*
  - (iii) whether or not the general meeting will be recorded;*
  - (iv) the time and manner by which an attendee must confirm his or her intention to attend the meeting;*
  - (v) any requirements or restrictions which the credit union has put in place in order to identify attendees who intend to attend the meeting;*
  - (vi) the procedure for asking questions; and*
  - (vii) the procedure for the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.**
- e) Details of any physical meeting place, secondary meeting place and/or electronic platform that shall be stated in a notice of general meeting given under Rule 56 shall constitute the place of such meeting.*
- f) A member who attends and participates in a general meeting held under Rule 55A (a)(ii) or (iii) shall be counted in the quorum for that general meeting.*
- g) Any temporary failure or disruption of electronic platform shall not invalidate the general meeting or any proceedings relating to the general meeting.*
- h) A credit union shall not be liable in respect of any failure or disruption relating to the equipment used by a member to access the general meeting by an electronic platform that occurs and which failure or disruption prevents or interferes with the member's participation, by way of such technology, in the meeting.*
- i) The board of directors may make arrangements for any documents which are required to be made available for inspection by members at a general meeting to be available for inspection at any secondary meeting place (in addition to the principal physical meeting place) and/or to be accessible electronically on an electronic platform.*
- j) The credit union shall require any persons wishing to attend a general meeting (whether at any principal physical meeting place, or any secondary meeting place, or by using an*

*electronic platform) to comply with any identification and verification procedures, and security arrangements as the board of directors shall reasonably specify from time to time.*

#### **Resolution No. 9**

That this Annual General Meeting amends the Standard Rules for Credit Unions (Northern Ireland) by the insertion of new definitions in alphabetical order in Section 33 Interpretation and Rule 178 as follows:

*‘electronic platform’ means one or more electronic facilities as may be approved by the board of directors from time to time that enable members to attend and participate simultaneously in a general meeting of the credit union without attending a physical meeting place”.*

*‘secondary meeting place’ – a secondary physical meeting place (or more than one such place) for a general meeting at which members may attend and participate in the general meeting simultaneously as an alternative to attending the principal physical meeting place”.*

#### **Resolution No. 10**

That this Annual General Meeting amends references to “members present” under the standard Rules for Credit Unions (Northern Ireland) under Rules 61, 62 and 63 by the deletion of “present”, and by the insertion of “**(unless the Nominating Committee under Rule 73(4) and 113(d) has been unable to put forward appropriate nominations for the appointment of persons to the supervisory committee)**” to Rule 62, to read as follows:

##### **Rule 61. Vacancies on the board of directors**

*At every annual general meeting of the credit union, the members shall by secret ballot fill every vacancy in the board of directors.*

##### **Rule 62. Vacancies on the supervisory committee**

*At every annual general meeting of the credit union the members shall by secret ballot fill every vacancy in the supervisory committee **(unless the Nominating Committee under Rule 73(4) and 113(d) has been unable to put forward appropriate nominations for the appointment of persons to the supervisory committee).***

##### **Rule 63. Vacancy for auditor**

*Subject to the provisions of the Order and Rule 64, the members at an annual general meeting shall by secret ballot fill a vacancy in the office of auditor.*