



NAJ & Health Services Co-operative
CREDIT UNION LIMITED

NAJ & HEALTH SERVICES CO-OPERATIVE CREDIT UNION
SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CREDIT UNION'S RULES

NOTICE IS HEREBY GIVEN that the 45th Annual General Meeting of the **NAJ & Health Services Co-operative Credit Union Limited** will be a hybrid meeting to be held at Sullivan Hall, 2 Manhattan Road, Kingston 5 and on Zoom on Saturday, June 26, 2021 at 9:30 a.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 its attendant Regulations respectively provides for the amendment of the Co-operatives Society's Rules;

WHEREAS Article XXII, Rule 79 allows for amendments to the Rules of the NAJ & Health Services Co-operative Credit Union Limited; and

WHEREAS Article VII, Rule 32 is being proposed for amendments in the Rules of the NAJ & Health Services Co-operative Credit Union Limited; and to allow the Board to host electronic meetings.

WHEREAS Article IX, Rule 43 is being proposed for amendments in the Rules of the NAJ & Health Services Co-operative Credit Union Limited to allow the Credit Committee to host electronic meetings.

WHEREAS Article X, Rule 49 is being proposed for amendments in the Rules of the NAJ & Health Services Co-operative Credit Union Limited to allow the Supervisory Committee to host electronic meetings.

WHEREAS Article XI, Rule 53 is being proposed for amendments in the Rules of the NAJ & Health Services 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 electronic media shall constitute the quorum 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 and meetings of the Committee in co-operative societies were promulgated on the 15th of 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 VII, Rule 32 which reads:

The Board of Directors shall meet as often as the business of the Credit Union may require, and in any case not less frequently than once per month.

Be amended to include

Any meeting of the Board of Directors or any committee designated by the Board may be held by telephone conference call or other communications equipment including video conferencing technology. Each person entitled to participate in the meetings must consent to the meeting being held of that system. The system so employed must provide access to the meeting in a manner by which each person attending can be properly identified and heard. The system must facilitate the recording of any vote or other action taken at the meeting.

For the purpose of determining the quorum and for all other voting purposes, attendance at such meetings shall constitute presence in person at the meeting. For the purposes of this rule, the laws of Jamaica shall apply to any meeting of the Board or sub-committees and the meeting is deemed to take place in Jamaica; and

BE IT RESOLVED THAT Article IX, Rule 43 which reads:

The Credit Committee shall hold such meetings as the business of the Credit Union may require, and not less frequently than once per month. Due notice of such meetings shall be given to the other members of the Committee by the Secretary.

Be amended to include:

Any meeting of the Credit Committee may be held by telephone conference call or other communications equipment including video conferencing technology. Each person entitled to participate in the meetings must consent to the meeting being held of that system. The system so employed must provide access to the meeting in a manner by which each person attending can be properly identified and heard. The system must facilitate the recording of any vote or other action taken at the meeting.

For the purpose of determining the quorum and for all other voting purposes, attendance at such meetings shall constitute presence in person at the meeting. For the purposes of this rule, the laws of Jamaica shall apply to any meeting of the Credit Committee and the meeting is deemed to take place in Jamaica; and

BE IT RESOLVED THAT Article X, Rule 49 which reads:

The Supervisory Committee shall hold such meetings as the business of the Credit Union may require, and not less frequently than once per month. Due notice of such meetings shall be given to the other members of the Committee by the Secretary.

Be amended to include:

Any meeting of the Supervisory Committee may be held by telephone conference call or other communications equipment including video conferencing technology. Each person entitled to participate in the meetings must consent to the meeting being held of that system. The system so employed must provide access to the meeting in a

manner by which each person attending can be properly identified and heard. The system must facilitate the recording of any vote or other action taken at the meeting.

For the purpose of determining the quorum and for all other voting purposes, attendance at such meetings shall constitute presence in person at the meeting. For the purposes of this rule, the laws of Jamaica shall apply to any meeting of the Supervisory Committee and the meeting is deemed to take place in Jamaica.

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 questions; and
- (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 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) 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 NAJ & Health Services 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 or Special General Meeting.
- (vi) 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.
- (vii) 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.
- (viii) 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.
- (ix) 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.
- (x) 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
- (xi) 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.

(xii) The provision of these rules shall apply, with any necessary modification, to hybrid-meetings and virtual-only meetings

BE IT RESOLVED THAT Article XI, 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 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 members electronically, and an electronic link for attendees.

Article XI Rule 59 will be renumbered to 59:1 which reads:

If at the expiration of a reasonable period after the date fixed for any Annual or Special General Meeting, the members present are not sufficient to form a quorum, such Meeting shall be considered as dissolved if convened on the demand of members; in all other cases an adjournment may be taken to a date not fewer than fourteen (14) days thereafter. The same notice shall be given for the Adjourned Meeting as is prescribed in Rule 57 for the Original Meeting.

New Rule Article XI Rule 59.2 will be inserted 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 XXII, RULE 79 (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 (ii)** for the purpose by at least three-fourth of the members present either Physically, Virtual-only or at a Hybrid-meeting, 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.

Moved by :

Seconded by :

Date : June 26, 2021

There were persons present in-person and online 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

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SECRETARY

SEAL OF NAJ & HEALTH SERVICES CO-OPERATIVE CREDIT UNION