

PROPOSED CHANGES TO THE RULES OF EAST COAST CREDIT UNION LTD

The change in the common bond area is brought about by the transfer of engagements between Bray Credit Union Limited and Wicklow and District Credit Union to form what is now known as East Coast Credit Union. The change reflects the combined common bonds of the two credit unions.

Rule 4 - Membership

- (1) Membership shall be limited to and consist of persons having the common bond of residence, occupation, employment or education within the area of the parishes of **Rathmichael and Shankill and the area served by Bray General Post Office via the sub post offices of Annamoe, Delgany, Enniskerry, Glendalough, Greystones, Kilcoole, Kilmacanogue, Moneystown, Newtownmountkennedy, and Roundwood** as it existed upon the founding of the Credit Union in 1964 and outlined on the attached map (Appendix 2) or any other common bond approved by the Bank and as have been duly admitted members in accordance with these Rules and comply with these Rules.

Change to:-

Rule 4 Membership

- (1) Membership shall be limited to and consist of persons having the common bond of residence, occupation, employment or education within the area **outlined in a map lodged with the Central Bank and attached as Appendix 2** or any other common bond approved by the Bank and as have been duly admitted members in accordance with and comply with these Rules.

Rule 5 Meetings, adoption and amendment of Rules

The Finance (Miscellaneous Provisions) Act, 2020 Amended section 82 of the Credit Union Act to allow the appointment of a proxy by any person entitled to attend and vote at the Annual General Meeting or Special General Meeting of a credit Union and this amendment caters for that

Rule 5.(10) Any member shall be entitled to appoint a proxy to attend and vote on their behalf at any general meeting. The form of proxy shall be in the following form (failing which it shall, be deemed invalid)

I/We, [Name, Address, Membership Number] of East Coast Credit Union Ltd. Hereby appoint [Name, Address, Membership Number (if applicable)] as my/our general proxy

to attend, speak and vote on my/our behalf at the annual/special general meeting of the Credit Union to be held on dd/mm/yyyy and at any adjournment thereof and to vote in such manner as the proxy may think fit.

Member's Signature/ body corporate seal or authorized signature

Notes:

In the case of a body corporate, the proxy shall, be under its seal and countersigned in accordance with its constitution or signed by a duly authorized officer and such written authorization accompanies the proxy

(a) The proxy must be submitted not later than 48(forty-eight) hours prior to the time for holding the meeting and any adjourned meeting or if applicable, the time appointed for holding a poll.

(b) The proxy may be submitted by electronic means

(c) The proxy shall not be invalidated by the death of the appointer or otherwise revoked unless the credit union receives notice in writing of such death or revocation prior to the commencement of the meeting or the holding of the poll

Rule 5(12) A general meeting of the credit union may, for good and sufficient reasons and with the consent of the majority of the members present and voting, be adjourned for not more than 90 days or such longer period as the Bank may require but no business shall be transacted at an adjourned general meeting other than business left unfinished at the meeting from which the adjournment took place and when a general meeting is adjourned for 30 or more days, the Secretary shall give notice of the adjourned meeting to the Bank, the auditor, and to every member who was entitled to notice of the meeting which was adjourned.

Change to

Rule 5(12) A general meeting of the credit union may, for good and sufficient reasons and with the consent of the majority of the members present and voting, be adjourned for not more than 90 days or such longer period as the Bank may require but no business shall be transacted at an adjourned general meeting other than business left unfinished at the meeting from which the adjournment took place and when a general meeting is adjourned for 30 or more days, the Secretary shall give notice of the adjourned meeting **in the same manner as prescribed in Rule 5(7) save where in the opinion of the Board it is not reasonably practical to do so and in which case, such notice shall be given in the manner prescribed by section 80A of the Act.**

The Credit Union Act as amended makes provision for the number of directors on a board of a credit Union to be between 7 and 11 but an odd number and that number to be set out in the Rules of the Credit Union. The board of East Coast Credit Union has 11 members

Rule 6 Board, committees and officers

Board of Directors

- (1) The credit union shall have a Board consisting of **seven, nine or eleven** directors which number may be changed to the lesser odd of not less than 7 by resolution passed as a Rule amendment in accordance with Rule 5 (19). No reduction in the number of directors may be made unless this occurs as a result of death, resignation or other action provided for in these Rules.

Whenever the number of members on the Board is increased by resolution at an AGM, one half of such additional members shall be elected at the said meeting for one year and one half for two years or such longer term not exceeding three years that is consistent with the Board's succession plan. Thereafter, their successors in office shall be elected or appointed as in Rule 6(2) and (6) and shall be consistent with the Board's succession plan.

Change to

Rule 6 Board, committees and officers

Board of Directors

- (1) The credit union shall have a Board consisting of **eleven (11)** directors which number may be changed to the lesser odd of not less than 7 by resolution passed as a Rule amendment in accordance with Rule 5 (22). No reduction in the number of directors may be made unless this occurs as a result of death, resignation or other action provided for in these Rules. Whenever the number of members on the Board is increased by resolution at an AGM, one half of such additional members shall be elected at the said meeting for one year and one half for two years or such longer term not exceeding three years that is consistent with the Board's succession plan. Thereafter, their successors in office shall be elected or appointed as in Rule 6(2) and (6) and shall be consistent with the Board's succession plan.

Section 56B of the Credit Union Act as amended makes mandates the Board to establish a nominations committee and the board has done so. The requirement is not included in our rules. We are recommending it be inserted.