



RESOLUTION

WHEREAS the operating environment of the Credit Union has changed over the years and it is expedient at this time to review the By-laws in their entirety and to make such amendments as are necessary to bring the Society's operating rules in line with the current legislative provisions, as well as corporate governance best practices and to ensure that the processes of the Credit Union assist in its smooth functioning and exercise of its daily operations.

BE IT RESOLVED THAT the By-laws of the City of Bridgetown Co-operative Credit Union Limited be and are hereby amended in accordance with the detailed amendments proposed in the document entitled "**Proposed changes to By-laws and Rationale**" and dated August 2017 which is annexed hereto and deemed incorporated into this Resolution.

Signed

James Paul
Secretary
Board of Directors

AMENDMENTS TO BYLAWS

BY LAW 9 - VALIDATIONS COMMITTEE

Insert at Section 9 (c) to read as follows:

“A former employee of the Society who was terminated from his employment with the Society is not eligible to be elected to the Board of Directors, the Credit Committee or the Supervisory Committee within a period of five (5) years of his ceasing to be employed with the Society.”

Insert at Section 9 (d) to read as follows:

“Where a member has brought a claim, legal or arbitration action against the Society for whatever reason, he shall not be eligible to be nominated for any office within a period of five (5) years after that action has been decided, withdrawn or otherwise determined.”

BY LAW 11 – BOARD OF DIRECTORS

Section 11 (c) to be amended to read:

“Any member of the Board of Directors shall be deemed to have vacated his office if:

- i. He resigns by sending written or e-mailed communication to the Society;*
- ii. He ceases to hold ten (10) qualifying shares;*
- iii. Without due excuse approved by the Board he fails to attend three (3) consecutive meetings;*
- iv. He enters into arrangement with his creditors, applies for bankruptcy or is declared bankrupt;*
- v. He is convicted of an offence involving dishonesty;*
- vi. He becomes of unsound mind and has been found by a court in Barbados;*
- vii. He ceases to be a member of the Society;*
- viii. He becomes delinquent in his loan repayments to the Society for a period of ninety or more days;*
- ix. He fails to attend at least one training course which is specific to the functions of the Board and which is offered by the Society, the Barbados Co-operative and Credit Union League or an associated institution during the twelve month period subsequent to his election to the Committee and annually thereafter;*
- x. He initiates a claim or pursues legal or arbitration action against the Society for whatever reason;*

- xi. *He fails to complete the Declaration of Secrecy form annually within thirty (30) days subsequent to the date of the Annual General Meeting.*”

Section 11(g) (i) to be amended to read as follows:

“The Chief Executive Officer or his designee shall convene the first meeting of the Board of Directors which shall be attended by all members of the Board within thirty (30) days following the date of the Annual General Meeting, whereupon a President, Vice President, Treasurer, Secretary and Assistant Secretary shall be elected.”

Section 11 (g) (ii) to be amended to read as follows:

“The Board may appoint the Chief Executive Officer as Secretary, in which case he shall not be entitled to vote at Board Meetings.”

Insertion of Section 11 (g) (iii) to read as follows:

“The Board may appoint the Chief Financial and Risk Officer or his designee as Treasurer, in which case he shall not be entitled to vote at Board Meetings.”

Section 11 (k) to be amended to read as follows:

“Any person who has been removed from the Board of Directors, Credit or Supervisory Committee for whatever reason is not eligible to be elected to the Board of Directors, Credit or Supervisory Committee within a period of five (5) years of his removal.”

BY LAW 13 – CREDIT COMMITTEE

Insertion of Section 13 (c) to read as follows:

“Any member of the Credit Committee shall be deemed to have vacated his office if:

- i. He resigns by sending written or e-mailed communication to the Society;*
- ii. He ceases to hold 10 qualifying shares;*
- iii. Without due excuse approved by the Credit Committee he fails to attend three (3) consecutive meetings;*
- iv. He enters into arrangement with its creditors, applies for bankruptcy or is declared bankrupt;*
- v. He is convicted of an offence involving dishonesty;*
- vi. He becomes of unsound mind and has been found by a court in Barbados.*
- vii. He ceases to be a member of the Society.*
- viii. He becomes delinquent in his loan repayments to the Society for a period of ninety or more days;*
- ix. He fails to attend at least one training course which is specific to the functions of the Credit Committee and which is offered by the Society, the Barbados Co-operative and Credit Union League or an associated institution during the twelve*

- month period subsequent to his election to the Committee and annually thereafter;*
- x. He initiates a claim or pursues legal or arbitration action against the Society for whatever reason; or*
 - xi. He fails to complete the Declaration of Secrecy form within seven (7) days subsequent to the date of the Annual General Meeting”.*

Section 13 (d) (i) to be amended to read as follows:

“The Chief Operations Officer or his designee shall convene the first meeting of the Credit Committee which shall be attended by all members of the Committee, within seven (7) days following the date of the Annual General Meeting, whereupon a Chairman and Secretary shall be elected and the Committee shall meet at least weekly unless there is no business to transact.”

Insertion of Section 13 (d) (ii) to read as follows:

“For the purpose of this by-law, where all Credit Committee members consent, a meeting of the Credit Committee (except the first meeting after the Annual General Meeting) may be held by means of a telephone system or a communication facility other than a telephone which permits all persons participating in the meeting to hear and speak with each other; and a person so participating is deemed to be present at that meeting.”

Section 13 (e) to be amended to read as follows:

“Any person who has been removed from the Board of Directors, Credit or Supervisory Committee for whatever reason is not eligible to be elected to the Board of Directors, Credit or Supervisory Committee within a period of five (5) years of his removal.”

BY LAW 14 – SUPERVISORY COMMITTEE

Insertion of Section 14 (c) to read as follows:

“Any member of the Supervisory Committee shall be deemed to have vacated his office if:

- i. He resigns by sending written or e-mailed communication to the Society;*
- ii. He ceases to hold ten (10) qualifying shares;*
- iii. Without due excuse approved by the Supervisory Committee he fails to attend three (3) consecutive meetings;*
- iv. He enters into arrangement with his creditors, applies for bankruptcy or is declared bankrupt;*
- v. He is convicted of an offence involving dishonesty;*
- vi. He becomes of unsound mind and has been found by a court in Barbados;*
- vii. He ceases to be a member of the Society;*
- viii. He becomes delinquent in his loan payments to the Society for a period of ninety or more days;*
- ix. He fails to attend at least one training course which is specific to the functions of the Credit Committee and which is offered by the Society, the Barbados Co-operative and Credit Union League or an associated institution during the twelve*

- month period subsequent to his election to the Committee and annually thereafter;*
- x. He initiates a claim or pursues legal or arbitration action against the Society for whatever reason; or*
 - xi. He fails to complete the Declaration of Secrecy form within thirty (30) days subsequent to the date of the Annual General Meeting.”*

Insertion of Section 14 (d) read as follows:

“Any Director or member of the Credit Committee who voluntarily resigns or whose term comes to an end by rotation is not eligible to be elected to the Supervisory Committee within a period of three (3) years of his departure from the Board or Credit Committee.”

Insertion of Section 14 (f)(i) to read as follows:

“The Chief Internal Auditor or his designee shall convene the first meeting of the Supervisory Committee which shall be attended by all members of the Committee within thirty (30) days following the date of the Annual General Meeting, whereupon a Chairman and Secretary shall be elected.”

Insertion of Section 14 (f) (ii) to read as follows:

“For the purpose of this by-law, where all Supervisors consent, a meeting of the Supervisory Committee (except the first meeting after the Annual General Meeting) may be held by means of a telephone system or a communication facility other than a telephone which permits all persons participating in the meeting to hear and speak with each other; and a person so participating is deemed to be present at that meeting.”

Section 14 (l) to be deleted.

BYLAW 15 – LOANS TO MEMBERS

Section 15 (b) to be amended to read as follows:

“The Society shall not grant to one (1) member or group that is related to another member or group, any loan or give any financial guarantee or incur any other liability on behalf of such member or group so that:

- i. *The total value of the advances, credit facilities, financial guarantees or other liabilities at any time exceed 2.5% of the most recent audited realized reserves and undivided surplus and total share savings held by the members of the Society.*
- ii. *Where a portion of the facilities referred to above is unsecured, that portion exceeds 0.125% of the most recent audited realised reserves and undivided surplus and total share savings held by members of the Society.*
- iii. *Notwithstanding subsection ii above the total value of unsecured loans of the Society shall not exceed 20.0% of the total loans, advances and guarantees owned by members.”*

Insertion of Section 15 (c) to read as follows:

“The Society shall not grant credit facilities on terms and conditions more favourable than the terms and conditions generally applicable to borrowing members to:

- i. *Any subsidiary or affiliate.*
- ii. *Any firm in which any elected officer or employee or the immediate relative of such elected officer or employee has an interest or controls 20% or more of the voting shares.*
- iii. *Any member if the credit facilities are guaranteed by an elected officer, or any immediate relative of an employee or elected officer.”*

Note where there are insertions/deletions in this document the sections will be renumbered appropriately.