



NOTICE OF SPECIAL RESOLUTIONS

Members are notified that the following special resolutions will be considered at the AGM, in accordance with Section 10A of the Co-operative Societies Act CAP 378A and By-Law 91.

The proposed amendments relate to:

1. Amendment to By-Law 66 – Loan Approval Process
2. Amendment to By-Law 14 – Dual Membership Applications

The full wording of the proposed amendments is included below. Members are encouraged to review them prior to the meeting. At the AGM, the Chair will read the short version of each resolution for discussion and voting.

RESOLUTION LPECCUL-2026-01

Amendment to By-Law 66 – Loan Approval Process

28 March 2026

WHEREAS, By-Law 66 currently requires that loans to an Officer, Director, Credit Committee member, Supervisory Committee member or employee, in excess of his or her total holdings in shares, deposits and accumulated earnings, be adjudicated by an Extra-Ordinary Credit Committee;

AND WHEREAS, the Board of Directors intends to adopt the recommendation of the Financial Services Commission to apply the normal lending procedures to such loan applications and remove the requirement for a special committee to adjudicate these loans;

AND WHEREAS, By-law 66 currently reads:

66. (1) *No loan shall be made unless approved by:*

- (a) the Credit Committee; or*
- (b) the Extra-Ordinary Credit Committee in accordance with By-Law 66(2); or*
- (c) an employee(s) authorised under By-Law 64(1).*

(2) An Extra-Ordinary Credit Committee shall comprise the members of the Board, the Credit Committee and the Supervisory Committee and shall be convened if an Officer, Director, Credit Committee member, Supervisory Committee member or employee requires a loan in excess of his total holdings in shares, deposits and accumulated earnings, or if a loan is referred to it by the Credit Committee.

(3) A quorum of the Extra-Ordinary Credit Committee shall be a simple majority of the Board, the Credit Committee and the Supervisory Committee sitting together. A meeting of the Committee is not properly constituted unless a quorum of members of the Credit Committee is present. At such meetings, loans shall be approved by a vote of two-thirds of the members present.

(4) No member of the Credit Committee, the Board, the Supervisory Committee or any Loans Officer shall be present at the discussion of the approval of or approve a loan to himself, to a



person for whom he is proposed surety or any other person with whom he has a fiduciary relationship.

PROPOSED WORDING – BY-LAW 66

66. (1) No loan shall be made unless approved by:

- (a) the Credit Committee; or
- (b) an employee(s) authorised under By-Law 64(1).

(2) No member of the Credit Committee, the Board, the Supervisory Committee or any Loans Officer shall be present at the discussion of the approval of or approve a loan to themselves, a person for whom they are proposed surety, or any other person with whom they have a fiduciary relationship.

BE IT NOW RESOLVED that By-Law 66 be amended as set out above.

BE IT FURTHER RESOLVED that this amendment shall take effect upon approval by the Financial Services Commission in accordance with the applicable legislation.

Proposed by: _____

Seconded by: _____



RESOLUTION LPECCUL-2026-02

Amendment to By-Law 14 – Membership Applications

28 March 2026

WHEREAS, the by-laws of the Society currently provide under by-law 14 (2) (a) (iv) that:

“No person shall be a member of more than one Credit Union unless the first Credit Union has agreed in writing thereto.”

AND WHEREAS, the Financial Services Commission has granted an exemption to the credit union sector from the requirements of Section 52(1) of the Co-operative Societies Act Cap.378A relating to multiple credit union memberships;

AND WHEREAS, it is necessary for the Society to amend its by-laws to ensure that its governance documents remain consistent with the current regulatory framework;

BE IT NOW RESOLVED THAT:

1. By-law 14 (2) (a) (iv) of the Society’s by-laws be deleted in its entirety.
2. The following provision be inserted as the new by-law 14 (2) (a) (iv):

“Membership in the Society shall be subject to the provisions of the Co-operative Societies Act Cap.378A, the Regulations made thereunder, and any directives or exemptions issued by the Financial Services Commission from time to time.”

3. By-Law 14 (2) (a) (v) be amended to read as follows:

“Where a person becomes a member of more than one credit union, the Society shall comply with any applicable regulatory or statutory reporting requirements relating to such membership.”

BE IT FURTHER RESOLVED that this amendment shall take effect upon approval by the Financial Services Commission in accordance with the applicable legislation.

Proposed by: _____

Seconded by: _____



VOTING INSTRUCTIONS

- Each resolution is a **special resolution** requiring a **two-thirds majority** of members present and voting.
- Members should refer to the **full text above** for details.
- At the AGM, only the **short resolutions** will be read for discussion and vote.