Registered Rules

for

East Coast Credit Union Limited

As approved by members on the 9th December 2024

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Introduction

The Credit Union has been incorporated under, and is governed in accordance with, the Credit Union Acts 1997 (as amended) (the "Act") and such policies as the Board may adopt from time to time that are in accordance with such regulatory directions and guidance notes as the Central Bank of Ireland may circulate to Credit Unions generally or such classes of credit unions as to which the Credit Union may belong. The members delegate to the Board authority and responsibility for directing the Credit Union's affairs in accordance with such policies as the Board shall, in accordance with law, adopt from time to time. The Board oversees the implementation of such policies by the Manager, employees and Committee members by reference to such operational procedures as they may adopt from time to time for the efficient management of the credit union. These Rules are adopted by the members in compliance with the First Schedule to the Act and supplement the statutory provisions that the Act contains for their protection and the protection of the Credit Union.

Rule 1 Name

The name of the credit union shall be East Coast Credit Union Limited ("the credit union"). The credit union shall not use any name or title other than its registered name. The credit union may, with the prior approval of the Bank, change its name by a resolution passed at a general meeting of the credit union after the giving of such notice as is required by the Rules for a resolution to amend the Rules.

Rule 2 Objects

(1) The objects for which the credit union is formed are:-

- (a) the promotion of the accumulation of savings by members
- (b) the creation of sources of credit for the mutual benefit of members at a fair and reasonable rate of interest;
- (c) the use and control of members' savings for their mutual benefit;
- (d) the training and education of members in the use of money;
- (e) the improvement of the well-being of the members' community;

(f) the provision or arrangement for the provision of the following financial services: [pensions, pension related savings accounts, life assurance savings and investment policies, life cover, serious illness cover and mortgages; and

(g) the provision of such additional services to its members as are for their mutual benefit subject to section 48 of the Act.

(2) Pursuant to these objects, the credit union may acquire property of any description permitted by or under the Act and borrow and give security for same and do anything expedient for accomplishing, or conducive to or consequential upon, the objects for which the credit union is formed.

(3) These objects shall be pursued by the credit union in a manner that is at all time consistent with the principles of co-operation, equality, equity, mutual self-help and social responsibility.

Rule 3 Registered office

The registered office of the credit union shall be at Credit Union House, Main Street, Bray, Co. Wicklow or such other place as may from time to time be determined by the Board.

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.

(2) An applicant shall be admitted to membership only when:

(a) it shall have been determined that they eligible for membership in accordance with Rule 4(1); and

(d) in the case of a body (whether incorporated or unincorporated), it satisfies the requirements of section 17(7), (7A) and in the case of public bodies, (7B) and (7C);

(e) they have paid an entrance fee of €1.00 and has paid for a minimum of [5] share(s) and

(3) Unless a general meeting of the credit union decides otherwise from time to time, a person shall be treated as having the qualification required for admission to membership if the person is a member of the same household as, and is a member of the family of, another person who is a member and who has a direct common bond with those other members.

(4) If a member ceases to have the common bond required of members, the person may retain ~~his/her~~ membership and voting rights, and continue saving but any such member shall be left out of account in determining for any purpose whether a common bond exists between the members.

(5) A person under the age of sixteen may be a member of the credit union, and subject to paragraph (2), may enjoy all the rights of membership, other than voting rights, and can give all necessary receipts.

Where the member under age sixteen cannot give the necessary receipts, the signature of the parent or guardian, at the discretion of the board of directors, will be sufficient

A member of the credit union who is not of full age may not be a member of the board of directors or of a principal committee or an office manager of the credit union.

(6) Notwithstanding any other provision in these rules, a body (whether incorporated or unincorporated) other than a corporate credit union, may be admitted to, and retain membership of, the credit union, with the same rights and obligations as a natural person where:-

(a) the majority of the members of the body are, and continue to be, eligible for membership of the credit union,

(b) the body has the common bond, set out in the rules of the credit union, in relation to the other members of the credit union, or

(c) the body is a public body designated in an order made under subsection (7B) as being eligible for membership of

(i) the credit union, or

(ii) a category of credit unions to which the credit union belongs.

On application it must submit a copy of its rules and a copy of the resolution from its governing body authorising the application for membership.

(7) A member of the credit union shall not be excluded from membership by any amendment of the credit union's rules registered after he/she became a member.

(8) A person so admitted to membership of the credit union shall assist in financing an association or group of credit unions in accordance with rule 18

(9) A person ceases to be a member:

(a) on death; or
(b) their withdrawal from the credit union; or
(c) on ceasing to hold the minimum shareholding, in accordance with rule 4(2); or
(d) on expulsion from the credit union; or
(e) in the case of a member other than a natural person, on its dissolution, or the taking of an effective action to wind it up; or
(f) if, after admission, any defect is discovered in their qualification for membership at the time of his admission.

(10) A member may be expelled from the credit union by a resolution for their expulsion passed by not less than two-thirds of the members present and voting at a special general meeting called for the purpose, provided that the member concerned:

(a) is given at least twenty-one days' notice in writing of the meeting and the proposed resolution; and

(b) is given a reasonable opportunity of being heard at the meeting.

Expulsion and withdrawal

(11) Notwithstanding anything in these rules or in any contract, the credit union may require not less than 6(notice from a member of their intention to withdraw a share in the credit union and a member may not wit any shares at a time when a claim due on account of deposits is unsatisfied.

(12) If a member seeks to withdraw a share in the credit union at a time when the member has an outstanding li (including contingent liability) to the credit union, whether as borrower, guarantor or otherwise, that with(shall only be permitted if:

(a) such shares are not attached savings withing the meaning of section 32(3)(d) of the Act; or

(b) such shares are attached savings and such withdrawal has been approved by the credit committe credit officer.

(13) Where a member is indebted to the credit union and consents in writing to the credit union acting und(paragraph, the credit union may, by way of set-off against indebtedness, withdraw any of the member's and such withdrawal may be made notwithstanding anything in Rule 5(12) and (13)

(14) Subject to Rule 5(16) hereunder, all monies due in respect of withdrawable shares and deposits by the credit union to a member who withdraws or is expelled from the credit union shall be paid to such member after deduction of all monies due from them to the credit union; and the nominal value of non-withdrawable shares held by a member who is expelled (but not one who withdraws) may also be paid to the member(after deduction of all monies so due) and the nominal value of non-withdrawable shares held by a member who is expelled (but not one who withdraws) may also be paid to them (after deduction of all monies due).

(15) Notwithstanding anything in these rules or in any contract, the credit union may, if it thinks fit, postpone payment of the whole or any part of the monies to be paid as mentioned in paragraph (1) until the end of the period of sixty days beginning on the date of the expulsion or withdrawal of the member concerned. No payment in respect of shares shall be made by the credit union to a withdrawing or expelled member while any claim due on account of deposits is unsatisfied and no payment of any description shall be made to such a member unless all his/her liabilities (including contingent liabilities) to the credit union, whether as borrower, guarantor or otherwise, have been fully discharged or otherwise fully provided for by a person other than the credit union. The withdrawal or expulsion of a member from the credit union shall not operate to relieve that member from any liability to the credit union which exists at the time of the withdrawal or expulsion.

Rule 5 Meetings, adoption and amendment of Rules

Interpretation

a. Where the words "present and voting" appears in relation to general meetings it is to be construed as including reference to a member who in physically present and voting, or, a member in attendance and voting by electronic communications technology
b. "Electronic Communication Technology" in relation to general meetings means technology that enables real time transmission and real time two-way audio-visual or audio communications enabling attendees as a whole with a reasonable opportunity to participate in meeting using technology from a remote location

Annual General Meeting

(1) In respect of each financial year, an annual general meeting of the members ("the "AGM") shall be held in the State at such date, time and place as the Board may, by resolution, determine but not later than the 31st of January of the following year.

(2) At each AGM, the directors shall lay before the members the annual accounts, in accordance with the Act, for the financial year in respect of which the meeting is held; and a copy of those accounts shall be delivered, together with the notice of the meeting, to every person entitled under Section 80(1) of the Act to receive such a notice.

(3) Unless suspended by a two-thirds vote of the members attending, the order of business at AGMs shall be:

(a) the acceptance by the Board of the authorised representatives of members that are not natural persons;

(b) ascertainment that a quorum is present;

(c) adoption of standing orders;

(d) reading and approval (or correction) of the minutes of the last AGM and SGM (ifany);

(e) reports of the Board, the Manager, the auditor and the board oversight committee (in that order);

(f) declaration of dividend and rebate of interest (if any);

(g) reports of the nomination committee and of all other committees and any sub- committees;

(h) appointment of tellers;

(i) elections of the auditor, to fill vacancies on the board oversight committee and to fill vacancies on the Board (in that order);

(j) any other business; and

(k) announcement of election results and adjournment or close of meeting.

Special General Meetings

(4) The Board or the board oversight committee of the credit union may, whenever they think fit, convene a special general meeting of the credit union (an "SGM"). If, by notice in writing addressed to the secretary of the credit union (the "Secretary") at its registered office, a qualifying group of members so request, the Board shall convene an SGM; and, if, within one month from the date of the receipt of the notice, the Board

have not convened an SGM to be held within 6 weeks of that date, any 10 members, acting on behalf of the qualifying group who made the request, may convene an SGM. For the purposes of such a request, a group of members is a qualifying group if each of them has been a member throughout the period of 12 months ending on the date of the request and they together number at least 50 or, if it is less, at least 10% of the membership of the credit union at that date.

General Meetings Conducted by Means of Electronic Technology

(5) If the board resolves to conduct a general meeting wholly or partly by the use of electronic communications technology it shall ensure that the requirements of Section 78B of the Act are complied with in full with respect to the notice convening the meeting and its conduct.

Notice

(6) Before a general meeting of the credit union is held, the Secretary shall give notice of the meeting to the Bank, to the auditor of the credit union and to every member who, at the beginning of the relevant period, is eligible to vote at the meeting and such notice shall:

(a) state the date, time and place (where applicable) and the manner (where applicable) of the general meeting;

(b) be accompanied by the agenda for the meeting;

(c) include the number of any vacancies to be filled at the said meeting;

(d) in the case of a notice of an SGM, contain a statement that the annual accounts for the most recent financial year may be obtained, not later than 7 days before the date of the SGM, at the registered office;

(e) within the period beginning 21 days before and ending 7 days before the date of the meeting, be delivered personally, or by post to the Bank, to the auditor and to each member and, if delivered by post to any member, shall be so delivered to the address of that member as recorded in the books of the credit union; and

(f) be displayed in the public office(s) of the credit union.

(g) In the case of a general meeting proposed to be held wholly or partly by the use of electronic communications technology such Notice shall contain the following information

(i) the electronic platform to be used for the meeting
(ii) details for access to the electronic platform
(iii) where required by a board, the time and manner by which an attendee must confirm their intention to attend the meeting
(iv) any requirements or restrictions which the Board has put in place in order to identify attendees who intend to attend the meeting,
(v) the procedure for attendees to communicate questions and comments during the meeting, and
(vi) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting

(7) Service of notice of general meetings and delivery of all or any other notices, directions or documents shall be effected by any of the means specified in Section 188A of the Act and the credit union's annual accounts may be distributed or accessed by electronic means by those members who have consented (or are deemed to have consented) to such means and have not withdrawn such consent.

(8) The proceedings at a general meeting shall not be invalidated by the accidental omission to give notice to any member entitled to receive notice of the meeting or the non-receipt of notice by any member. A general meeting of which notice is given less than 7 days before the meeting but otherwise in accordance with Rule 5(6) shall not be invalid if not less than two-thirds of the members entitled to vote at the meeting and the auditor so agree in writing either before or during the meeting.

(9) No member shall have more than one vote on each question at any general meeting of the credit union or any adjournment thereof irrespective of his/her shareholding or the number of accounts in his/her name in the credit union provided, however, that except in voting at elections, the chair of the credit union (the "Chair") shall have a second or casting vote in the event of equality of voting.

(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.

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Member's Signature/ body corporate seal or authorized signature

Notes:

(a) 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

(b) 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.

(c) The proxy may be submitted by electronic means

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

(11) All members aged over 16 years shall be eligible to vote at a meeting of members. When voting is completed, the votes shall be tallied by the tellers. Any ballot paper which contains votes for more than the number required to be elected shall be void. All elections shall be by secret ballot and by majority vote (save for any special resolution or Rule amendment). When the votes have been counted by the tellers, the results shall be announced by the Chair. In the event that all vacancies are not filled by the first ballot further ballots shall be taken as required. In the event of an equality of votes between candidates for the remaining vacancies not filled in accordance with the above procedure one further ballot shall be taken and should that ballot fail to determine the issue, the vacancies shall be filled by lot from among such candidates

having an equality of votes.

(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 nor reasonably practical to do so and in which case, such notice shall be given in the manner prescribed by section 80A of the Act.

Proceedings at General Meetings

(13) The quorum for a general meeting shall be 10% of the members or 30 members, whichever is the less but in no case shall the quorum for a general meeting or for an adjourned general meeting be less than 10 members.

(14) It shall be the duty of the Secretary to keep minutes of all general meetings.

(15) A poll may be demanded at a general meeting (or an adjourned meeting) by the Chair or by at least 10 members present (whether physically present, or in attendance by use of electronic communication technology) having the right to vote at the meeting (or the adjourned meeting) on any question, other than the election of the Chair. A poll shall be taken in such manner as the Chair directs and he/she may appoint tellers (who need not be members) and fix a time and place (where applicable) and/or manner (where applicable) for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(16) If, at any general meeting of which notice has been given specifying the intention to propose or confirm a special resolution, the Chair declares that the resolution has been passed, that declaration shall, without more, be evidence of that fact until the contrary is proved. A copy of every special resolution for any of the purposes mentioned in the Act shall be signed by the Chair, countersigned by the Secretary and within 21 days of the date of the meeting at which the resolution was passed, sent to the Bank to be registered; and the special resolution shall not take effect until that copy is so registered.

Election procedure

(17) When nominations are announced tellers shall be appointed by the chair and ballot papers shall be distributed.

(18) When voting is completed, the votes shall be taken and tallied by the tellers. Any ballot paper which contains votes for more than the number required to be elected shall be void. All elections shall be by secret ballot and by majority vote. When the votes have been counted by the tellers, the results shall be announced by the chair. In the event that all vacancies are not filled by the first ballot further

ballots shall be taken as required. In the event of an equality of votes between candidates for the remaining vacancies not filled in accordance with the above procedure one further ballot shall be taken and should that ballot fail to determine the issue, the vacancies shall be filled by lot from among such candidates having an equality of votes.

One member one vote

(19) Irrespective of the number of shares held by him, no member shall have more than one vote.

Minimum voting age

(20) All persons not less than sixteen years of age who have been accepted into membership in accordance with the rules shall be eligible to vote at a meeting of members.

Rule amendments

(21) The Rules shall not be amended except by a resolution passed by not less than two-thirds of the members present and voting at an AGM or an SGM convened for the purpose of considering a resolution proposing a Rule amendment. Notice of the proposed amendment shall be given, in writing, to each member and to the auditor at the same time as the notice of the meeting is given. Notwithstanding the passage of the required resolution, no amendment shall take effect unless and until such amendment, duly signed by four members, one of whom shall be the Secretary and another a director, has been registered under the Act.

Supplementing provisions as to general meetings

(22) The Bank shall have the right to attend and speak at any general meeting of the credit union.

Member's Covenant

(23) The registered Rules shall bind the credit union and all members of it and all persons claiming through them respectively to the same extent as if each member had subscribed his/her name and affixed his/her seal to these Rules and there were contained in these Rules a covenant on the part of each member and any person claiming through him/her to conform to these Rules subject to the provisions of the Act.

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.

(2) The Board shall be elected, from among the members, by secret ballot at the AGM from a list of candidates nominated by the nomination committee established and operating in accordance with the Act.

(3) The board of directors may appoint the manager of the credit union to be a member of the board of directors for such term as they determine. Where a person so appointed ceases to be manager of the credit union, that person shall immediately upon such cessation cease to be a member of the board of directors of the credit union.

(4) Only a natural person of full age may be a director of the credit union.

(5) The following persons are not eligible to become a director of the credit union:

(a) an employee or voluntary assistant of the credit union or an employee of any other credit union;

(b) a member of the board oversight committee of the credit union;

(c) a director of any other credit union;

(d) an employee of a representative body of which the credit union is a member, where that employee's role could expose them to a potential conflict of interest;

(e) a public servant (within the meaning of the Financial Emergency Measures in the Public Interest Act 2009) assigned to the Department of Finance and involved in advising the Minister on credit union issues or in the examination of credit union issues;

(f) a member of the Commission of the Bank;

(g) an officer (within the meaning of section 2 of the Central Bank Act 1942) or other employee of the Bank and who is involved in the regulation of credit unions;

(h) the Financial Services Ombudsman (within the meaning of section 2 of the Central Bank Act 1942) or a Bureau staff member (within the meaning of section 57BA of that Act);

(i) a member of the Irish Financial Services Appeals Tribunal or a member of its staff (including the Registrar of the Appeals Tribunal appointed under section 57J of the Central Bank Act 1942);

(j) the chief executive of the National Consumer Agency, an authorised officer of that Agency (within the meaning of section 2 of the Consumer Protection Act 2007) or any other member of its staff;

(k) the auditor of the credit union or a person employed or engaged by that auditor;

(l) a solicitor or other professional adviser who has been engaged by or on behalf of the credit union within the previous 3 years;

(m) a person who is a spouse or civil partner, parent, sibling or child of a director, board oversight committee member or employee of that credit union.

(6) A person shall resign from being a director of a credit union if and when he/she becomes a person to whom any provision of paragraph (4) relates.

(7) The term of office of a director shall begin at the conclusion of the general meeting at which he/she is elected and shall not extend beyond the third subsequent AGM or beyond the limits prescribed by the Act. Subject to such limits on service as are prescribed by the Act, retiring directors shall be eligible for re-election on retirement.

(8) The regular terms of office for directors shall be fixed at a general meeting upon any increase or decrease in the number of directors**.** Regular terms shall be so fixed that at each AGM the number of directors whose term of office expires shall, as near as possible, be the same.

(9) Subject to compliance with the Act and financial services legislation, the Board may at any time and from time to time appoint, by a vote of a majority of the directors then holding office, a member (including a former director) to be a director to fill a casual vacancy. A director appointed under this Rule shall hold office from the date of the appointment to the next following AGM, or, if it is earlier, the next SGM at which an election is held for members of the Board, when he/she shall be eligible for re-election.

(10) The credit union may, by resolution of a majority of the members present and voting at an SGM called for that purpose, remove a director from office. The Secretary shall, not less than 21 days before the date of such SGM, give written notice of the meeting to the director concerned. Where notice is given of such a resolution and the director concerned makes, in relation to it, representations in writing to the credit union (not exceeding a reasonable length) and requests there notification to the members, the credit union shall subject to any directions to the contrary received from the Bank (unless the representations are received by it too late to do so), in any notice of the proposed resolution given to the members, state the fact of the representations having been made and send a copy of the representations to every member to whom notice of the meeting is sent (whether before or after the credit union receives the representations). The director concerned may require that, without prejudice to his/her right to be heard orally, the representations made by him/her shall be read out at the SGM. A vacancy arising from the removal of a director under this rule shall be filled in accordance with the provisions of Rule 6(8).

(11) Where the Secretary has given notice under section 54(5) of the Act that all the directors intend to resign on the same date or all the directors have been removed or suspended in accordance with section 96(1) of the Act or there is no Board, the board oversight committee shall convene an SGM, within one month of the occurrence of the event in question, to elect a Board.

(12) A director who is also a member of a principal committee shall, upon ceasing to hold office as a director, cease to be a member of any such committee.

Powers and functions of Board of Directors

(13) Subject to law and these rules the board of directors shall have responsibility for the general control, direction and management of the credit union

Voting

(14) Each director shall have one vote on any matter at a meeting of the board of directors and the chair of the meeting shall have a second or casting vote in the event of equality of voting.

Minutes

(15) Minutes of all meetings of the board of directors shall be recorded by the secretary and shall be signed by the chair and by the secretary and shall contain the following particulars:

(a) dates and place of meetings

(b) the names of the members present

(c) the name of the presiding member

(d) a short statement on all matters discussed, resolutions proposed and decisions made and a record as to whether the decision was made unanimously or by majority

the signed minutes shall be maintained in the minute book

Regular meetings

(16) The board of directors shall meet as often as may be necessary for the proper discharge of its business at a date, time and place to be selected by the directors provided that; The board shall hold at least 6(six) meetings in any year and the interval between any 2(two) meetings shall not be greater than 10(ten) weeks

(17) Meetings of the board of directors of the credit union shall be chaired by the chair or, in his/her absence, by the vice-chair or, in the absence of the chair and the vice-chair, in a manner prescribed by the Bank or, if no manner is so prescribed, by such director as is nominated by majority vote by the directors present to chair that meeting.

(18) All meetings of the board of directors, including but not limited to, matters relating to the agenda and minutes shall be conducted in accordance with section 54 of the Act.

Quorum

(19) A majority of the number of directors specified in the rules (inclusive of any vacancies) shall constitute a quorum for the transaction of any business at any meeting of the board of directors, but fewer than a quorum

may adjourn to any date not less than two nor more than thirty days from the date of the meeting.

(20) The quorum for an adjourned meeting shall be five or such greater number as the board of directors has previously decided by resolution.

(21) Notice of an adjourned meeting shall be given as provided in rule 6(22).

Additional meeting

(22) The chair or, in his/her absence, the vice-chair may call a special meeting of the board of directors at any time and shall do so upon the written request of any five directors. The chair or, in his/her absence, the vice-chair shall fix the date, time and place of such meetings unless the board of directors, by resolution, decides otherwise.

Notice

(23) All meetings of the board of directors shall be summoned in such manner as the board of directors may from time-to-time resolve.

Acts of a director

(24) The acts of a director of the credit union shall be valid notwithstanding any defect in the appointment of the director which may be subsequently discovered.

Supplemental provisions in relation to Directors

(25) A register of directors shall be kept by the secretary of the credit union and signed by all the directors each year after the annual general meeting or, in the case of a director appointed to fill a casual vacancy, after ~~his~~ appointment of the director.

(26) Where any of the following events occurs:

(a) the secretary of the credit union has given notice under section 53(17) of the Act that all the directors of the credit union intend to resign on the same date,

(b) all the directors have been removed or suspended in accordance with section 96(1) of the Act, or

(c) there is no board of directors,

the board oversight committee shall convene a special general meeting of the credit union, within one month of the occurrence of the event in question, to elect a board of directors.

(27) If the special general meeting referred to in paragraph (9) is not convened in accordance with the provisions of that paragraph, the Registrar may convene such a special general meeting under section 92(1)(b) of the Act

(28) A director of the credit union who is also a member of the membership committee, credit committee or credit control committee thereof, or who is also chair, vice-chair or secretary thereof shall, upon ceasing to hold office as a director, cease to be a member of any of the committees aforesaid, or cease to hold any of the offices aforesaid.

(29) A register of the members of the Board and the board oversight committee shall be kept by the Secretary and shall be signed by each member of the Board and the board oversight committee after an AGM or, in the case of a member appointed to fill a casual vacancy, after his/her appointment.

Board Oversight Committee

(30) The credit union shall have a board oversight committee which shall consist of 3 or 5 members and have the general duty of overseeing the performance by the directors of their functions. The board oversight committee shall be elected from among the members by secret ballot at the AGM. The board oversight committee shall choose from its number a chairman and secretary which offices shall not be held by the same person. The secretary shall prepare and have custody of records of all decisions and actions taken by the committee. The term of office of a member of the board oversight committee shall begin at the conclusion of the general meeting at which the member is elected and shall not extend beyond the third subsequent AGM. The regular terms of office for members of the board oversight committee shall be so fixed at a general meeting upon any increase to 5 members or decrease to 3 members, that:

(a) where the committee consists of 3 members, one shall retire at each AGM;

(b) where the committee consists of 5 members, two shall retire at each AGM;

(c) subject to paragraph (d), the members to retire at any time shall be those who have served longest since they were last elected and

(d) as between members who were last elected on the same day, the member (or members) to retire shall be determined by agreement or, in default of agreement, by the drawing of lots.

Subject to such limits on service as are prescribed by the Act, a retiring member of the board oversight committee shall be eligible for re-election or appointment. Casual vacancies shall be filled in the same manner as provided for in Rule 6(8). Where the secretary of the board oversight committee becomes aware that all the members of the board oversight committee intend to resign on the same date, he/she shall give written notice of their intention to the Bank and the Board. In the event that the number of members of the board oversight committee falls to less than half the number specified in these Rules, the secretary of the board oversight committee shall forthwith notify the Bank and the Board.

(31) The credit union may, by resolution of a majority of the members present and voting at an SGM called for that purpose, remove a member of the board oversight committee from office. The Secretary shall, not less than 21 days before the date of the SGM at which it is proposed to move such a resolution, give written

notice of the meeting to the member concerned and the provisions of Rule 6(9) shall apply *mutatis mutandis*.

(32) The acts of a member of the Board or the board oversight committee shall be valid notwithstanding any defect in the election or appointment of the member which may subsequently be discovered.

(33) Where the secretary of the board oversight committee has given notice that all the members of the board oversight committee intend to resign on the same date, all the members of the board oversight committee have been removed or suspended in accordance with section 96(1) of the Act or there are no members of the board oversight committee, the Board shall convene an SGM, within one month of the occurrence of the event in question, to elect a board oversight committee.

(34) At a meeting of the Board which is held immediately after the AGM or SGM at which an election is held for members of the Board and which is chaired by a member of the board oversight committee, the Board shall elect by secret ballot directors to fill such of the principal posts of Chair, vice-chair and Secretary as are then vacant. The term of office of the holder of a principal post shall be until the conclusion of the next AGM following his/her election to that post; and a person who has been a holder of a principal post shall be eligible for re-election to that post. In the event of a casual vacancy in a principal post, the Board may by secret ballot elect a director to hold that post until the next meeting at which an election should be held to fill any such vacancy. If a principal post falls vacant or for any other reason there is no holder of a principal post, anything that is required or authorised to be done by the holder of that post may be done by a director authorised in that behalf by the Board. The Chair or Secretary shall notify the Bank in writing of the election, appointment, retirement, removal or resignation from office of a Chair, vice-chair, director, Secretary or committee member and the notification shall be made within 14 days of the election, appointment, retirement, removal or resignation and state the full name and address of the officer concerned.

Procedural provisions

(35) The board oversight committee shall hold:

(a) at least one meeting in every two (2) months;

(b) meetings with the board of directors at least four times in every year to facilitated it in carrying out the assessment under rule 6(38) and

(c) the board oversight committee shall keep minutes of every meeting held by it under paragraphs (a) and (b)

(36) Members of the board oversight committee shall have the right to attend all meetings of the board of directors and all meetings of committees of the credit union. The board oversight committee shall ensure at least one of its members attends every meeting of the board of directors.

(37) The board oversight committee shall have access, at all times, to the books and documents (including draft documents) of the credit union to enable it to carry out its functions under the Act.

Supplemental provisions relating to Board Oversight Committee

(38) The credit union shall meet all such expenses as may be reasonably incurred by its board oversight committee in carrying out its function.

<u>Principal Committees</u>

(39) The Board shall appoint a credit committee and a credit control committee, each of not less than 3 members of the credit union, which shall decide on applications for credit. No person shall be eligible to serve at the same time on both the credit and credit control committees. Neither the credit control officer nor the credit officer shall be eligible to serve on either committee. The committees shall each choose from its number a chair and a secretary, which offices shall not be held by the same person. The secretary shall prepare and maintain complete records of all meetings of the committees. The committees shall each meet as often as necessary to carry out their functions. Notice of such meetings shall be given to the committee members in such manner as the committees may from time to time prescribe. The committees shall submit a written report to the Board at each meeting of the Board and comply with any Board instruction.

(40) The credit committee and/or a credit officer shall inquire into the character and financial circumstances of an applicant for credit and the security offered, if any, in order to ascertain the applicant's ability to repay a loan in accordance with its terms and determine whether the loan is for a provident or productive purpose. When funds are not available to make all the loans for which there are applications, preference shall be given to the applications for smaller loans if the need and credit factors are comparable. Subject to the limits imposed by the Act, regulations and these Rules, and the general policies or specific directives of the Board, the credit committee or the credit officer shall determine the security, if any, required for each loan and the terms upon which it shall be repaid.

(41) The Board shall approve and put in place a process for approval of membership applications.

(42) If the board oversight committee considers that an officer who is not an employee has taken any action or decision which, in the opinion of the committee, is not in accordance with the law or these Rules, then, after consulting the Bank, it may either suspend the officer by a unanimous vote of all the members of the committee taken at a meeting of the committee called for the purpose of considering his/her suspension or convene an SGM to consider whether to remove the officer in the light of the action or decision taken by him/her but no action shall be taken under this Rule without the officer concerned being given an opportunity to be heard by the members of the board oversight committee.

(43) If an officer who has been suspended by the board oversight committee in accordance with Rule 6(42) does not resign within 7 days of the vote by the committee, the committee shall convene, for a date not more than 21 days after the expiry of those 7 days, an SGM for the purpose of reviewing the suspension and to consider whether to remove the officer in the light of the action or decision taken by him/her. Without prejudice to the requirements of section 80 of the Act, not less than 10 days before the date of a meeting of the board oversight committee called as mentioned in Rule 6(43) and the date of an SGM, the board oversight committee shall give written notice of the meeting to the Bank and to the officer concerned.

(44) At an SGM held under this Rule, the members, according to the purpose or purposes for which the meeting was convened, may, by secret ballot ratify the suspension of the officer concerned and remove him/her from office or rescind the suspension of that officer or remove that officer from office; but no officer shall be so removed from office without being given an opportunity to be heard by the members present at the meeting. Where an officer of a credit union is removed from office at an SGM, the vacancy caused by the removal shall be filled in such manner as may be determined by the meeting.

Other Officers

(45) The Board shall appoint a Manager who shall be the chief executive officer of the credit union and a risk officer, a compliance officer, an internal audit officer, and such other officers as the Board may consider necessary for the more effective management of the credit union. The Manager shall have responsibility for the day-to-day management of the credit union's operations, compliance with its policies and performance and shall be responsible to the Board. The roles and responsibilities of such other officers as shall be appointed shall be clearly defined and documented.

(46) The Board shall approve the appointment by the Manager of a person, other than a member of the credit committee or a member of the credit control committee or a credit control officer, as a credit officer to work under the supervision of the credit committee and delegate to the credit officer the power to approve credit:-

(a) that is fully secured by the shareholding of the borrowing member or to an amount (as the Board may determine from time to time), specified in writing by the Board, in excess of that shareholding; or

(b) that qualifies as emergency credit within such definitions and limitations as to amount, the terms of repayment and security required for emergency credit as may be established in writing by the Board.

(47) The Board shall approve the appointment by the Manager of a person, other than a member of the credit control committee, or member of the credit committee or a credit officer, as a credit control officer to assist the credit control committee and work under its supervision and control.

Remuneration

(48) The credit union shall not pay any remuneration, directly or indirectly, to a director or a member of the board oversight committee, credit committee, credit control committee or membership committee for any service performed by that person in that capacity. Nothing in this Rule shall be regarded as prohibiting the payment or reimbursement of expenses which are necessarily incurred by a director or board oversight committee member in the course of performing any service on behalf, or for the benefit, of the credit union and which are approved by at least two directors (not including the person whose expenses are being approved). Nothing in this Rule shall be regarded as prohibiting any officer or voluntary assistant of the credit union, acting not as such but in his/her professional capacity, from tendering for the supply of, and if successful supplying, goods or services to the credit union.

Rule 7 Maximum amount of interest in shares

Subject to any requirements prescribed by the Bank under section 27(2) of the Act a member shall not have or claim an interest in shares in the credit union exceeding an amount which, when aggregated with the amount held by the member on deposit with the credit union, exceeds such maximum sum or limit as may be set by the Board which sum shall not exceed such maximum amount or limit as may be prescribed by law or by the Central Bank of Ireland from time to time.

Rule 8 Withdrawal of shares

(1) Notwithstanding anything in these rules or in any contract, the credit union may require not less than 60 days' notice from a member of his/her intention to withdraw a share in the credit union and a member may not withdraw any shares at a time when a claim due on account of deposits is unsatisfied.

(2) If a member seeks to withdraw a share in the credit union at a time when he/she has an outstanding liability (including contingent liability) to the credit union, whether as borrower, guarantor or otherwise, that withdrawal shall only be permitted if:

(a) such shares are not attached savings within the meaning of Section 32(3)(d) of the Act; or

(b) such shares are attached savings and such withdrawal has been approved by the credit committee or a credit officer.

(3) Where a member is indebted to the credit union and consents in writing to the credit union acting under this paragraph, the credit union may, by way of set-off against the indebtedness, withdraw any of the member's shares and such a withdrawal may be made notwithstanding anything in Rules 8(1) and (2).

(4) Subject to Rule 8(5), all monies due in respect of withdrawable shares by the credit union to a member who withdraws or is expelled from the credit union shall be paid to him/her after deduction of all monies due from him/her to the credit union and the nominal value of non- withdrawable shares held by a member who is expelled (but not one who withdraws) may also be paid to him/her (after deduction of all monies so due).

(5) Notwithstanding anything in these Rules or in any contract, the credit union may, if it thinks fit, postpone payment of the whole or any part of the monies to be paid as mentioned in Rule 8(4) until the end of the period of 60 days beginning on the date of the expulsion or withdrawal of the member concerned. No payment in respect of shares shall be made by the credit union to a withdrawing member while any claim due on account of deposits is unsatisfied and no payment of any description shall be made to such a member unless all his/her liabilities (including contingent liabilities) to the credit union, whether as borrower, guarantor or otherwise, have been fully discharged or otherwise fully provided for by a person other than the credit union. The withdrawal of a member from the credit union shall not operate to relieve that member from any liability to the credit union which exists at the time of the withdrawal.

Rule 9 Loans

(1) The credit union may make a loan to a member or following the commencement of Section 18 of the Credit Union (Amendment) Act, 2023, enter into an agreement (a) with one or more other credit unions to participate in a loan to a member of those other credit unions or (b) between the credit union and one or more other credit unions and one or more members or members of those other credit unions in accordance with which the credit union may provide a loan to the members of those other credit unions.

(2) Loans may be made, as the credit union considers appropriate upon such security (or without security) and terms as the Board may require, the ability of the member to repay the loan being the primary underwriting consideration. The manner in which loans may be applied for, considered and made shall be determined by reference also to such policies as the Board may adopt in accordance with the Act and the Consumer Credit Directive (2008/48/EC) and the European Communities (Consumer Credit Agreements) Regulations 2010. (and any amending or superseding legislation)

(3) Subject to the limits prescribed by law and by these Rules, the Board shall determine from time to time the maximum amount which may, at a particular time, be on loan to a member either by way of secured loans or by way of unsecured loans, and such limits shall apply equally to all members. The credit union may make loans to a member provided the amount of the member's outstanding liability (including contingent liability) to the credit union, whether as borrower, guarantor or otherwise, does not exceed the limits set by Board policy.

(4) The credit union may accept, in respect of a loan, in addition to other forms of security, a guarantee by a member, or a pledge by a member of shares in or deposits with the credit union, and, where such a guarantee or pledge is accepted, it shall be deemed to be a security for the loan. The credit union shall not accept from an officer of the credit union a guarantee for a loan to another member unless that other member is the officer's spouse, civil partner, child or parent.

(5) The credit union shall not make a loan to a member unless it is approved:

(a) by such number of members of the Board voting by secret ballot at a meeting of the board at which the application for the loan is considered as represents at least two-thirds of those present and a majority of the members of the Board as a whole; or

(b) by such number of members of the credit committee present at a meeting of that committee at which the application for the loan is considered as represents at least two- thirds of those present and a majority of the committee members as a whole; or

(c) by a credit officer or

(d) in accordance with a loan approval process which has been approved by the board of directors in accordance with section 36(2)(b) of the Act

(6) Any person knowingly responsible for the issue of a non-compliant loan to a non-member shall be jointly and severally liable with the borrower to the credit union in the amount of the loan and accrued interest.

(7) If an application for a loan which was considered by the credit committee or by a credit officer or in

accordance with a loan approval process referred to in section 36(2)(d) of the Act was not approved under Rule 9(5), the member (or non-qualifying member) may appeal to an appellate body constituted in accordance with the Credit Complaints Policy and which by a decision of at least two thirds of such members of the body present at the meeting at which the appeal is considered, may give approval to the loan~~,~~ overriding the decision of the credit committee or credit officer, or that made in accordance with the approval process, as the case may be.

(8) The credit union may purchase and maintain such insurances as the Act may require or permit and as the Board consider necessary or desirable including insurance of members in relation to their shares and to loans made to them.

(9) Following the commencement of section 26 of the Credit Union (Amendment) Act 2023, the credit union may refer a member to another credit union for the provision by that credit union of loan or other services or the credit union may provide loan or other services to a member of another credit union referred to it. In either instance the recipient of the service shall be considered a member of the credit union providing the service for their purpose only of the provision of the service concerned and for the period during which the service is provided.

Rule 10 Custody and use of seal

The credit union shall have its name engraved in legible characters on a seal which shall be kept in such custody as the Board may appoint. The seal of the credit union shall be used only under the authority of a resolution of the Board, the date whereof shall be mentioned in the instrument to which the seal is attached, and shall be attested by the signatures of two directors of the credit union and the countersignature of the Secretary for the time being.

Rule 11 Audit of Accounts

The credit union shall ensure that proper accounts of the credit union are kept and audited in accordance with the requirements of the Act and any other relevant legal requirements.

Audit of accounts

(1) The auditor of the credit union appointed in accordance with the Act shall make a report to the members on the accounts examined by him/her and on the annual accounts which are to be laid before the credit union at the AGM during his/her tenure of office; and the auditor's report shall be read at the AGM and shall be open to inspection by any member.

(2) Before signing his report, the auditor shall meet with and report to the directors and the members of the board oversight committee on the annual accounts and any matter relating thereto which he/she considers should be drawn to their attention.

(3) The auditor's report shall state whether:

(a) he/she has obtained all the information and explanations which, to the best of his/her knowledge and belief, were necessary for the purposes of his/her audit;

(b) he/she is of the opinion that proper accounting records have been kept by the credit union;

(c) the credit union's annual accounts are in agreement with the accounting records of the credit union;

(d) he/she is of the opinion that the credit union's annual accounts have been properly prepared so as to conform with any requirements made by or under the Act and give a true and fair view:

(i) in the case of the balance sheet, of the credit union's state of affairs as at the end of the financial year;

(ii) in the case of the income and expenditure account, of the income and expenditure of the credit union for the financial year; and

(e) the credit union's annual accounts contain any statement required under section 111(1)(c) to be included by the body of accountants concerned.

(4) Without prejudice to Rule 11(4), where the report of the auditor relates to any accounts other than the income and expenditure account for the financial year in respect of which he/she is appointed, that report shall state whether those accounts give a true and fair view of any matter to which they relate.

(5) The auditor shall have a right of access at all reasonable times to the books and documents of the credit union, and shall be entitled to require from the officers and voluntary assistants of the credit union such information and explanations that are within their knowledge or can be procured by them, as he/she thinks necessary for the performance of his/her duty as auditor.

(6) The auditor shall be entitled to attend any general meeting of the credit union and to be heard at any general meeting on any part of the business which concerns him/her as auditor and the credit union shall give the auditor the same notice of, and any other communications relating to, a general meeting that a member is entitled to receive.

Rule 12 Settlement of disputes and complaints

(1) Any dispute between the credit union and a member or former member in such capacity as a member or any person claiming through any such member or former member (in their capacity as such) shall be dealt with in accordance with the Act and such policies as the Board may adopt.

(2) In the event that the complaint is not resolved to the satisfaction of the complainant, the matter in dispute may be referred at the discretion of the complainant to arbitration under the Arbitration Acts by a single arbitrator to be agreed between the Board and the complainant, or failing agreement on such appointment, the arbitrator shall be a person appointed by the Bank. The costs of the arbitrator shall be met by the credit union. Costs shall be determined by the Bank in accordance with the Act. The arbitrator shall not be

beneficially interested, whether directly or indirectly, in the funds of the credit union. A decision made on a dispute by the arbitrator shall be binding and conclusive on all parties without appeal; and

(i) the decision shall not be removable into any court of law or restrainable by injunction;

(ii) application for the enforcement of the decision may be made to the District Court;

(iii) where no decision is made on a dispute within 50 days after application to the credit union, the complainant may apply to the District Court which may hear and determine the matter in dispute.

(3) This Rule shall be deemed to be an arbitration agreement within the meaning of the Arbitration Acts.

(4) Nothing in this rule shall prevent the credit union, or any member of the credit union, or any person claiming through or under a member of a credit union, from obtaining in the ordinary course of law any remedy to which the credit union, member or person is entitled in respect of any contract, excluding that constituted by these rules.

Rule 13 Withdrawal of membership, deceased and bankrupt members and nominations

Withdrawal

(1) A person ceases to be a member on his/her withdrawal from the credit union or on ceasing to hold the minimum shareholding, in accordance with Rule 4(2) or on death or on expulsion from the credit union or in the case of a member other than a natural person, on its dissolution, or the taking of an effective action to wind it up or if, after admission, any defect is discovered in his qualification for membership at the time of his/her admission. Subject to Rule 8, a member may withdraw from membership of the credit union at any time, by notice in writing to the credit union.

Deceased members

(2) If a member dies and, at his/her death, their property in the credit union (whether in savings, loans, insurance or otherwise) does not in the whole exceed does not in the whole exceed the amount standing specified, on the date of the member's death, for the purpose of this subsection in an order made by the Minister under subsection (2), Credit Union (Amendment) Act 2023. and is not the subject of a nomination under Rule (4), the Credit Union may, without letters of administration or probate of any will, accede to a written request to discharge the member's funeral vouched expenses and distribute the balance of the property among such persons as appears to the Credit Union (on such evidence as they consider satisfactory) to be entitled by law to make such request for payment and to receive the balance of the property.

Bankrupt members

(3) If any member becomes bankrupt his/her property in the credit union not automatically assigned to the credit union against a loan or guarantee of a loan shall be transferred or paid to the Official Assignee in Bankruptcy.

Nominations

(4) Subject to Rule 8 (5) a member who is of or over the age of 16 may, by a written statement signed by him/her and made in any book kept at the credit union's registered office, or delivered at or sent to that office during his/her lifetime, nominate a person or persons to become entitled at his/her death to the whole, or such part or parts as may be specified in the nomination, of any property in the credit union (whether in savings, loans, insurances or otherwise) which he/she may have at the time of death. The signature of the person making the written statement referred to in subsection above shall be witnessed by two (2) other persons.

(5) The nomination of a person who is at the date of the nomination an officer of the credit union shall not be valid unless that person is a member of the nominator's family.

(6) For the purpose of the disposal of any property which is the subject of a nomination, if at the date of the nominator's death the amount of his/her property in the credit union comprised in the nomination exceeds the amount standing specified, on that date, for the purposes of this subsection in an order made by the Minister under subsection (10) of the Credit Union (Amendment) Act 2023, the nomination shall be valid to the extent of the amount standing so specified, but not further or otherwise.

(7) A nomination may be revoked or varied by a subsequent nomination by the member or by any similar document in the nature of a revocation or variation signed by the nominator and delivered to the credit union's registered office during his/her lifetime; but such a nomination shall not be revocable or variable by the will of the nominator or by any codicil to his will.

(8) The credit union shall keep a record of the names of all persons nominated by its members and such other details as will positively identify the nominees and of all revocations or variations (if any) of nominations.

(9) The marriage of a member shall operate as a revocation of any nomination made by him/her before marriage, but if, in ignorance of a later marriage, an officer of the credit union transfers any property of that member in pursuance of such a nomination, the receipt of the nominee shall be a valid discharge to the credit union, and the credit union shall be under no liability to any other person claiming the property. A nomination shall be revoked by the death of the nominee before the death of the nominator.

(10) Where any member has made a nomination under Rule 13(4), the Board, on receiving satisfactory proof of the death of that member, and if and to the extent that the nomination is valid, shall in the case of each person entitled under the nomination either transfer to him/her, or pay him/her the full value of, the property to which he/she is so entitled.

(11) If the transfer of any shares comprised in a nomination in the manner directed by the nominator would raise the shareholding of any nominee beyond the maximum for the time being permitted in the credit union, the Credit Union shall not transfer to that nominee more of those shares than will raise his/her shareholding to that maximum and shall pay him/her or transfer to his/her deposit account the value of any of those shares

not transferred.

(12) Where any sum falls to be paid to a nominee under the age of 16 years, the credit union may pay that sum to either parent, or to a legal guardian, of the nominee or to any other person of full age who will undertake to hold it on trust for the nominee or to apply it for his/her-benefit and whom the credit union may think a fit and proper person for the purpose and a receipt for that sum signed by that parent, legal guardian or other person shall be a sufficient discharge to the credit union for all money so paid.

(13) All payments or transfers made by the credit union to a person appearing to the credit union at the time of payment or transfer to be entitled to such payment shall be valid and effectual against any demand made upon the credit union by any other person.

Mental incapacity

(14) Where, after considering medical evidence, that the member is incapable by reason of a mental condition to manage and administer his/her own property; and that no person has been duly appointed to administer his/her property on his/her behalf, whether by a court, pursuant to Part II of the Powers of Attorney Act, 1996, or otherwise and it is proved to the satisfaction of the board of directors that it is just and expedient to do so, the credit union may pay the amount of any property belonging to a member or other person (whether in the form of savings, loans, insurances or otherwise) to any person whom the board judges proper to receive it on the member's behalf and who furnishes to the board a statement which certifies that the proposed recipient understands that it is his/her duty to apply the amount which is proposed to be paid in the best interests of the person to whom it belongs; and is aware that he/she may incur civil or criminal liability if he/she misapply the whole or any part of that amount; and is not aware that any other person has authority to receive the whole or any part of that amount, whether by virtue of an order of a court, a power of attorney or otherwise. A receipt for that amount signed by such a person shall be a sufficient discharge to the credit union for such sum so paid.

Rule 14 Treatment of debts of certain officers

A director or a member of the board oversight committee shall be deemed to have resigned from their position as a director or member of such committee if he/she is more than 90 consecutive days in arrears under any debt obligation owing to the credit union and they shall not continue to serve in such role thereafter.

Rule 15 Remedy for debts from members

(1) All money payable to the credit union by a member shall be recoverable summarily as a civil debt by the credit union from the member.

(2) The credit union shall have a lien on the shares pledged at the time of the loan, deposits, dividends and interest of any member for any debt due to the credit union from that member and may set off any sum credited to the member on those shares, deposits, dividends and interest in or towards the payment of that

debt.

Rule 16 Dormant accounts

The credit union may deal with shares and deposit accounts as herein after provided when no member-initiated transaction has occurred on the account for a period of three years and when no reply has been received from the member within thirty days to a notice sent, by ordinary post, to him at his last known address, of intent by the credit union to mark the account(s) dormant. Dividends and interest shall continue to be payable on such accounts.

Rule 17 Amalgamations and Transfer of Engagements

Amalgamations

Subject to compliance with section 130 of the Act, the credit union, by resolution passed at an annual general meeting or at a special general meeting called for the purpose may amalgamate with or transfer its engagements to, or accept a transfer of engagements from, another credit union.

Rule 18 Affiliation with associations or Groups of Credit Unions

(1) The credit union may affiliate with any association or group of credit unions subject to the passing of a motion to that effect by two thirds of the members present and voting at the annual general meeting or extraordinary general meeting held for thatpurpose.

(2) In consultation with, or making application to, the Registrar for all services under section 48 to 52 of the Act, the credit union may do so through an association or group of credit unions.

(3) On or before the 31s. January in each year during the time the credit union is affiliated to an association or group of credit unions, each person who was a member on 30th. September of the preceding year shall pay an annual affiliation fee. The affiliation fee may be deducted by the credit union from the share account of the member.

APPENDIX 1

INTERPRETATION

‘the Act’ means the Credit Union Act 1997;

‘the Acts’ means the Credit Union Acts 1997 to 2012;

‘the 2012 Act’ means the Credit Union and Cooperation with Overseas Regulators Act 2012;

‘amendment’ in relation to the rules of a credit union, includes a new rule, and a resolution rescinding a rule, of the credit union;

‘annual accounts’ has the meaning given by section 111(6) of the Act;

‘annual general meeting’ has the meaning given by section 78(1) of the Act;

‘annual return’ means the annual return which the credit union is required by section 124 of the Act to send to the Registrar

‘APR’ in relation to a credit agreement entered into between the credit union and a member means the annual percentage rate of charge

‘Bank’ means the Central Bank of Ireland;

‘board of directors’ means the body which has general control, direction and management of a credit union and to which section 53 of the Act relates;

‘board oversight committee’ has the meaning given by section 76L of the Act;

‘books and documents’ includes accounts and records made in any manner, and ‘books or documents’ shall be construed accordingly;

‘business continuity’ and ‘business continuity plan’ have the meanings given to them, respectively, by section 76I of the Act;

‘chair’ has the meaning given by section 55A(2) of the Act;

‘civil partner’ has the same meaning as it has in the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010;

‘cohabitant’ has the same meaning as it has in the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010;

‘common bond’ means a common bond falling within section 6(3) of the Act;

‘the Companies Acts’ means the Companies Acts, 1963 to 1990, together with any enactment wich is to be construed as one with those Acts

‘compliance officer’ has the meaning given by section 76D of the Act;

‘the Court’ means the High Court

‘credit union’ means a society registered as such under the Act, including a society deemed to be so registered by virtue of section 5(3) of the Act;

‘debentures’ means any debentures, debenture stock or bonds of a credit union, whether constituting a charge on the assets of the credit union or not

'financial services legislation' where applicable to credit unions acting under any authorisation from the Bank provided for by law, means:

(a) the designated enactments within the meaning of section 2 of the Central Bank Act 1942,

(b) the designated statutory instruments within the meaning of section 2 of the Central Bank Act 1942, and

(c) the Central Bank Acts 1942 to 2011 together with the statutory instruments made under those Acts;

'general meeting' means an annual general meeting or a special general meeting;

'manager' means the individual appointed to the role of manager of the credit union under section 63A of the Act;

'management team' has the meaning given by section 55(1)(i) of the Act;

'meeting' includes, a meeting of delegates appointed by members;

'member of the family' in relation to any person, means that person's father, mother, grandfather, grandmother, father-in-law, mother-in-law, spouse or civil partner, cohabitant, son, daughter, grandson, granddaughter, brother, sister, half-brother, half- sister, uncle, aunt, nephew, niece, first cousin, step-son, step-daughter, step-brother, step-sister, son-in-law, daughter-in-law, brother-in-law or sister-in-law;

'Minister' means the Minister for Finance;

'mutatis mutandis' – "changing those things which need to be changed" or more simply "the necessary changes having been made"

'nomination committee' has the meaning given by section 56B(1) of the Act; **'non-**

qualifying member' has the meaning given by section 17(4) of the Act;

'officer' includes:

(a) the chair, the secretary or any other member of the board of directors, a member of a principal Committee, a member of the board oversight committee, risk management officer, compliance officer, credit officer or credit control officer of the credit union,

(b) an employee of the credit union to whom paragraph (a) does not apply,and

(c) a voluntary assistant of the credit union,

but does not include an auditor appointed by the credit union in accordance with the requirements of the Act;

'organisation meeting' has the meaning given by section 77(1) of the Act;

'pass book' includes any type of written statement of account;

'persons claiming through a member' includes the executors or administrators and assignees of a member and, where nomination is allowed, the member's nominee;

'prescribe' has the meaning given by section 2 of the Act;

'principal committee' means a credit committee, credit control committee or membership committee;

‘the register’ means the register maintained under section 8(5) of the Act

‘registered’ means for the time being entered in the register maintained by the Bank and ‘registration’ shall be construed accordingly;

‘Registrar’ means the Registrar of Credit Unions

‘regulations’ means regulations made by the Minister under the Act

‘risk management officer’ has the meaning given by section 76C(1) of the Act;

‘risk management system’ has the meaning given by section 76B(1) of the Act;

‘rules’ means the registered rules for the time being of the credit union and shall include any registered amendments of the rules

‘savings’ has the meaning given by section 27(1) of the Act;

‘savings protection scheme’ means the scheme established by the Irish League of Credit Unions to protect, in whole or in part, the savings of members of the credit union in the event of insolvency or other financial default on the part of the credit union and, for this purpose, "savings" includes shares, deposits and all other funds held by a credit union on behalf of its members;

‘share’ means each sum of one euro standing to the credit of a member of the credit union in respect of shares in the register of members required by the Act to be kept by the credit union;

‘special general meeting’ shall be construed in accordance with section 79 of the Act;

‘special resolution’ means a resolution which is passed by a majority of not less than three quarters of such members of a credit union present and voting and who are for the time being entitled to vote in person at any general meeting of which notice, specifying the intention to propose the resolution, has been duly given according to the rules of the credit union;

‘strategic objectives’ has the meaning given by section 76A(1) of the Act;

‘strategic plan’ has the meaning given by section 76A(1) of the Act;

‘surplus funds’ shall be construed in accordance with section 45(2) of the Act

‘unincorporated society’ means a society which has written rules but is not incorporated under any statute or Act of the Oireachtas.

‘voluntary assistant’ means a member of the credit union who, although not a remunerated employee of the credit union, is engaged in any way in the operation of the credit union.

The masculine shall, where necessary, include the feminine and the singular shall, where necessary, include the plural.

The marginal notes and headings are inserted for convenience of reference only and shall not affect the construction of these rules.

Reference to an Act or Regulations means the relevant Act or Regulations in force including every statutory extension, modification and re-enactment thereof from time to time in force.

APPENDIX 2