

C A W E C U

CREDIT UNION
CO-OPERATIVE SOCIETY LIMITED

Special General Meeting
4th December 2021



OUR OFFICES

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NATIONAL ANTHEM OF TRINIDAD AND TOBAGO

*Forged from the love of liberty,
In the fires of hope and prayer,
With boundless faith in our destiny
We solemnly declare.
Side by side we stand
Islands of the blue Caribbean Sea,
This our native land
We pledge our lives to thee.
Here every creed and race,
Find an equal place,
And may God bless our nation.
Here every creed and race,
Find an equal place,
And may God bless our nation.*

CREDIT UNION PRAYER

(St. Francis of Assisi)

Lord, make me an instrument of your peace;

Where there is hatred, let me sow love;

Where there is injury, pardon;

Where there is doubt, faith;

Where there is despair, hope;

Where there is darkness, light;

And where there is sadness, joy.

O Divine Master,

Grant that I may not

So much seek to be consoled as to console;

To be understood as to understand;

To be loved as to love;

For it is in giving that we receive;

It is in pardoning that we are pardoned;

And it is in dying

That we are born again to eternal life.

AMEN

MISSION STATEMENT

Our mission is to be a quality run

Co-operative, providing for the

financial and consumer needs of

our members, through prudent

management, viable operations

and continuous improvements

in our quality and range

of services.



Creating Our Future

Vision: To position CAWECU as an exemplary Credit Union in the industry and become a strong competitor on behalf of our membership.

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting (SGM) of the CAWECU Credit Union Co-operative Society Limited will take place as follows:

Date : Saturday December 04th 2021
Time : 10 a.m.

The Meeting will be facilitated virtually through the Zoom platform.

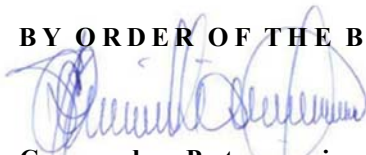
The Meeting is called for the following purposes:

AGENDA

1. National Anthem
2. Invocation / Credit Union Prayer
3. Opening Remarks / Welcome – President
4. Reading of Notice / Adoption of Agenda
5. Adoption of Standing Orders
6. Bye-Laws - Resolutions to Repeal and Replace Existing Bye-Laws Nos. 1-49
7. Other Matters
8. Vote of thanks
9. Closing Remarks

Members are required to have a device such as a computer, tablet or smartphone with internet access to participate in the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS



Cassandra Patrovani
Secretary
Board of Directors

Dated: November 9th 2021

STANDING ORDERS FOR VIRTUAL SGM

1. By default, members microphones and cameras are turned off for the duration of the meeting; except when allowed by the Chair to make audio/video contributions.
2. To make a contribution a member shall:
 - a. Type in the Q&A to post questions to the Chair,
 - b. Use the “Raise hand” function available on the Zoom platform and
 - c. Wait to be recognized by the Chair.
3. A member can also use the “Chat” feature via “Q&A” to:
 - a. Ask a question,
 - b. Raise a point of order,
 - c. Raise an objection,
 - d. Signal the need for the urgent attention of the Chair.
4. The moderator shall collate all matters raised via the Chat and transmit same to the Chair.
5. A member shall address the meeting ONLY when called upon by the Chair to do so.
6. A member must:
 - a. Ensure they are named correctly when joining the meeting to be recognized by the Chair.
 - b. Ensure that their contribution is clear and relevant to the subject before the meeting.
 - c. Limit all audio/video contributions; permitted by the Chair; to two (2) minutes.
 - d. Mute their microphone at the end of any audio/video contributions.
 - e. Ensure that their microphone is muted when taking any urgent calls.
 - f. Keep their phones on silent; NOT on vibrate; to prohibit interruption.
7. Members are advised to contact the Help Desk for assistance with any technical issues they are experiencing to minimize disruption of the meeting.
8. A member may not speak twice on the same matter, except when:
 - a. They are the mover of a motion – in which they have a right to reply, or
 - b. They need to object or explain (with the permission of the Chair).
9. All debate shall cease when the Chair determines that sufficient discussion has taken place.
10. No speeches shall be made on any matters put to the Chair, that has been carried or denied.
11. A member raising a “point of order” shall state the point clearly and concisely. (A “point of order” must have relevance to the “standing orders”.)
 - a. A member shall NOT call another member “to order” – but may draw the attention of the Chair to a “breach of order”.
 - b. In no event shall a member “call” the Chair “to order”.
12. The mover of a “procedural motion” – (adjournment, lay on the table, motion to postpone) shall have no right to reply.
13. When a motion is withdrawn, any amendment to it fails.
14. The Chairman has the right to a “casting vote”.
15. Provisions shall be made for the protection of the Chair from vilification (personal abuse).
16. No member shall impute improper motives against another member.
17. Electronic recording of these proceedings is prohibited unless prior permission is obtained from the Chair.

Resolution to Repeal and Replace Existing Bye-Laws

Whereas the Board of Directors of the CAWECU Credit Union Co-operative Society Limited has been operating with its existing Bye-Laws for the past twenty-three (23) years,

And whereas the business and regulatory environment in which the Society operates, as well as, the service requirements of its members have changed considerably,

Be it resolved that the Special General Meeting held on Saturday 4th December 2021, hereby accepts the recommendation from the Board of Directors of the CAWECU Credit Union Co-operative Society Limited that the current Bye-Laws Nos 1-49 which were approved by the Commissioner for Co-operative Development on the 13th July 1998, be repealed and replaced by these proposed Bye-Laws Nos 1-55.

I, Cassandra Patrovani, Secretary-Board of Directors, so move.

Resolutions

Resolution No. 1

Be it resolved that the Special General Meeting Bye-Laws Amendments Document (Matrix Format) be adopted as read and utilized as the foundational source document, to facilitate the more efficient management and organized conduct of the polls to repeal the current Bye-Laws Nos. 1 – 49 and replace them with the proposed Bye-Laws Nos. 1 – 55.

Resolution No. 2

Be it resolved that Bye-Law #1 – Interpretation, of the current Bye-Laws, be repealed and replaced with Bye-Law No. 1 – Interpretation, of the proposed Bye-Laws.

Resolution No. 3

Be it resolved that Bye-Law #2 – Name, Registered Address and Area of Operations of the Current Bye-Laws, be repealed and replaced with Bye-Law #2 – Name, Registered Address and Area of Operations, of the proposed Bye-Laws.

Resolution No.4

Be it resolved that Bye-Law #3 – Objects, of the current Bye-Laws, be repealed and replaced with Bye-Law #3 – Objectives, of the proposed Bye-Laws.

Resolution No.5

Be it resolved that Bye-Law #4 – Qualification for Membership, Bye-Law #5 – Application for Membership, Bye-Law #6 – Termination of Membership, and Bye-Law #7 – Expulsion of Membership of the current Bye-Laws, be repealed and replaced with Bye-Law #4 – Membership, of the proposed Bye-Laws.

Resolution No. 6

Be it resolved that Bye-Law #8 – Liabilities of Members, of the current Bye-Laws, be repealed and replaced with Bye-Law #6 – Liabilities, of the proposed Bye-Laws.

Resolution No. 7

Be it resolved that Bye-Law #9 – Unclaimed Shares, of the current Bye-Laws, be repealed and replaced with Bye-Law #9 – Unclaimed Shares, of the proposed Bye-Laws.

Resolution No. 8

Be it resolved that Bye-Law #10 – Capital, of the current Bye-Laws, be repealed and replaced with Bye-Law #7 – Capital, of the proposed Bye-Laws.

Resolution No. 9

Be it resolved that Bye-Law #11 – Nominations, of the current Bye-Laws, be repealed and replaced with Bye-Law #5 – Nominations, of the proposed Bye-Laws.

Resolution No. 10

Be it resolved that Bye-Law #12 – Shares, and Bye-Law #13 – Withdrawal of Shares, of the current Bye-Laws, be repealed and replaced with Bye-Law

#9 – Shares, of the proposed Bye-Laws.

Resolution No. 11

Be it resolved that Bye-Law #14 – Deposits, of the current Bye-Laws, be repealed and replaced with Bye-Law #10 – Deposits, of the proposed Bye-Laws.

Resolution No. 12

Be it resolved that Bye-Law #15 – Loans, of the current Bye-Laws, be repealed and replaced with Bye-Law #14 – Loans to Members, of the proposed Bye-Laws.

Resolution No. 13

Be it resolved that Bye-Law #16 – Passbook, of the current Bye-Laws be repealed and replaced with Bye-Law #12 – Passbook/Statement of Accounts, of the proposed Bye-Laws.

Resolution No. 14

Be it resolved that Bye-Law #17 – Financial Year, of the current Bye-Laws, be repealed and replaced with Bye-Law #17 – Financial Year, of the proposed Bye-Laws.

Resolution No. 15

Be it resolved that Bye-Law #18 – Application of Funds, of the current Bye-Laws, be repealed and replaced with Bye-Law #8 – Application of Funds of the Society, of the proposed Bye-Laws.

Resolution No. 16

Be it resolved that Bye-Law #19 – Investments, of the current Bye-Laws, be repealed and replaced with Bye-Law #13 – Investment, of the proposed Bye-Laws.

Resolution No. 17

Be it resolved that Bye-Law #20 – Lien, of the current Bye-Laws, be repealed and replaced with Bye-Law #11 – Lien in Shares, Deposits, Dividends, of the proposed Bye-Laws.

Resolution No. 18

Be it resolved that Bye-Law #21 – Distribution of Surplus, of the current Bye-Laws, be repealed and replaced with Bye-Law #15 – Distribution of Surplus, of the proposed Bye-Laws.

Resolution No. 19

Be it resolved that Bye-Law #22 – Provision for Public, Co-operative or Charitable Purpose, of the current Bye-Laws, be repealed and replaced with Bye-Law #16 – Provision for Public, Co-operative or Charitable Purpose, of the proposed Bye-Laws.

Resolution No. 20

Be it resolved that Bye-Law #23 – General Meetings, of the current Bye-Laws, be repealed and replaced with Bye-Law #19 – General Meetings, of the proposed Bye-Laws.

Resolution No. 21

Be it resolved that Bye-Law #24 – Notice of Meetings, of the current Bye-Laws, be repealed and replaced with Bye-Law #20 – Notice of Meetings, of

the proposed Bye-Laws.

Resolution No. 22

Be it resolved that Bye-Law #25 – Adjournment/Dissolution of General Meetings, of the current Bye-Laws, be repealed and replaced with Bye-Law #22 – Adjournment/Dissolution of General Meeting, of the proposed Bye-Laws.

Resolution No. 23

Be it resolved that Bye-Law #26 – Voting, of the current Bye-Laws, be repealed and replaced with Bye-Law #28 – Voting, of the proposed Bye-Laws

Resolution No. 24

Be it resolved that Bye-Law #27 – Powers and Duties of the Annual General Meeting, of the current Bye-Laws, be repealed and replaced with Bye-Law #24 – Powers and Duties of the Annual General Meeting, of the proposed Bye-Laws.

Resolution No. 25

Be it resolved that Bye-Law #28 – Board of Directors of the current Bye-Laws, be repealed and replaced with Bye-Law #25 – Board of Directors, of the proposed Bye-Laws.

Resolution No. 26

Be it resolved that Bye-Law #29 – Disqualification of a Board or Committee Member, of the current Bye-Laws, be repealed and replaced with Bye-Law #27 – Disqualification, of the proposed Bye-Laws.

Resolution No. 27

Be it resolved that Bye-Law #30 – Board Meetings, of the current Bye-Laws, be repealed and replaced with Bye-Law #28 – Board Meetings, of the proposed Bye-Laws.

Resolution No. 28

Be it resolved that Bye-Law #31 – Power and Duties of the Board, of the current Bye-Laws, be repealed and replaced with Bye-Law #29 – Responsibility of the Board, of the proposed Bye-Laws.

Resolution No. 29

Be it resolved that Bye-Law #32 – Rules, of the current Bye-Laws, be repealed and replaced with Bye-Law #26 – Policies, of the proposed Bye-Laws.

Resolution No. 30

Be it resolved that Bye-Law #33 – Minutes of Meeting, of the current Bye-Laws, be repealed and replaced with Bye-Law #32 – Minutes of Meetings, of the proposed Bye-Laws.

Resolution No. 31

Be it resolved that Bye-Law #34 – Motions, of the current Bye-Laws, be repealed and replaced with Bye-Law #33 – Motions, of the Proposed Bye-Laws.

Resolution No. 32

Be it resolved that Bye-Law #35 – Duties of Officers, of the current Bye-Laws, be repealed and replaced with Bye-Law #30 – Duties of the Executive Officers, of the proposed Bye-Laws.

Resolution No. 33

Be it resolved that Bye-Law #36 – Supervisory Committee, of the current Bye-Laws, be repealed and replaced with Bye-Law #34 – Supervisory Committee, of the proposed Bye-Laws.

Resolution No. 34

Be it resolved that Bye-Law #37 – Credit Committee, of the current Bye-Laws, be repealed and replaced with Bye-Law #35 – Credit Committee, of the proposed Bye-Laws.

Resolution No. 35

Be it resolved that Bye-Law #38 – Education Committee, of the current Bye-Laws, be repealed and replaced with Bye-Law #36 – Education Committee, of the proposed Bye-Laws.

Resolution No. 36

Be it resolved that Bye-Law #39 – Seal, of the current Bye-Laws, be repealed and replaced with Bye-Law #41 – Seal, of the proposed Bye-Laws.

Resolution No. 37

Be it resolved that Bye-Law #40 – Age Qualifications of Officers, of the current Bye-Laws, be repealed and replaced with Bye-Law #40 – Eligibility, of the proposed Bye-Laws.

Resolution No. 38

Be it resolved that Bye-Law #41 – Books and Registers to be Maintained, of the current Bye-Laws, be repealed and replaced with Bye-Law #42 – Books and Registers to be Maintained, of the proposed Bye-Laws.

Resolution No. 39

Be it resolved that Bye-Law #42 – Amendments, of the current Bye-Laws, be repealed and replaced with Bye-Law #43 – Amendments of Bye-Laws, of the proposed Bye-Laws.

Resolution No. 40

Be it resolved that Bye-Law #43 – Conduct of Business Affairs of the current Bye-Laws, be repealed and replaced with Bye-Law #44 – Conflict of Interest, of the proposed Bye-Laws.

Resolution No. 41

Be it resolved that Bye-Law #44 – Reserve Fund, of the current Bye-Laws, be repealed and replaced with Bye-Law #45 – Reserve Fund, of the proposed Bye-Laws.

Resolution No. 42

Be it resolved that Bye-Law #45 – Borrowing Powers, of the current Bye-Laws, be repealed and replaced with Bye-Law #47 – Maximum Liability, of the proposed Bye-Laws.

Resolution No. 43

Be it resolved that Bye-Law #46 – Bonding of Financial Officers, of the current Bye-Laws, be repealed and replaced with Bye-Law #48 – Security for Financial Officers, of the proposed Bye-Laws.

Resolution No. 44

Be it resolved that Bye-Law #47 – Disputes, of the current Bye-Laws, be repealed and replaced with Bye-Law #49 – Disputes, of the proposed Bye-Laws.

Resolution No. 45

Be it resolved that Bye-Law #48 – Contract of Employment, of the current Bye-Laws, be repealed and replaced with Bye-Law #50 – Contract of Employment, of the proposed Bye-Laws.

Resolution No. 46

Be it resolved that Bye-Law #49 – Interpretation, of the current Bye-Laws, be repealed and replaced with Bye-Law #54 – Interpretation of Bye-Laws, of the proposed Bye-Laws.

Resolution No. 47

Be it resolved that the undermentioned new, additional Bye-Laws be approved for inclusion, as submitted in the proposed Bye-Laws:

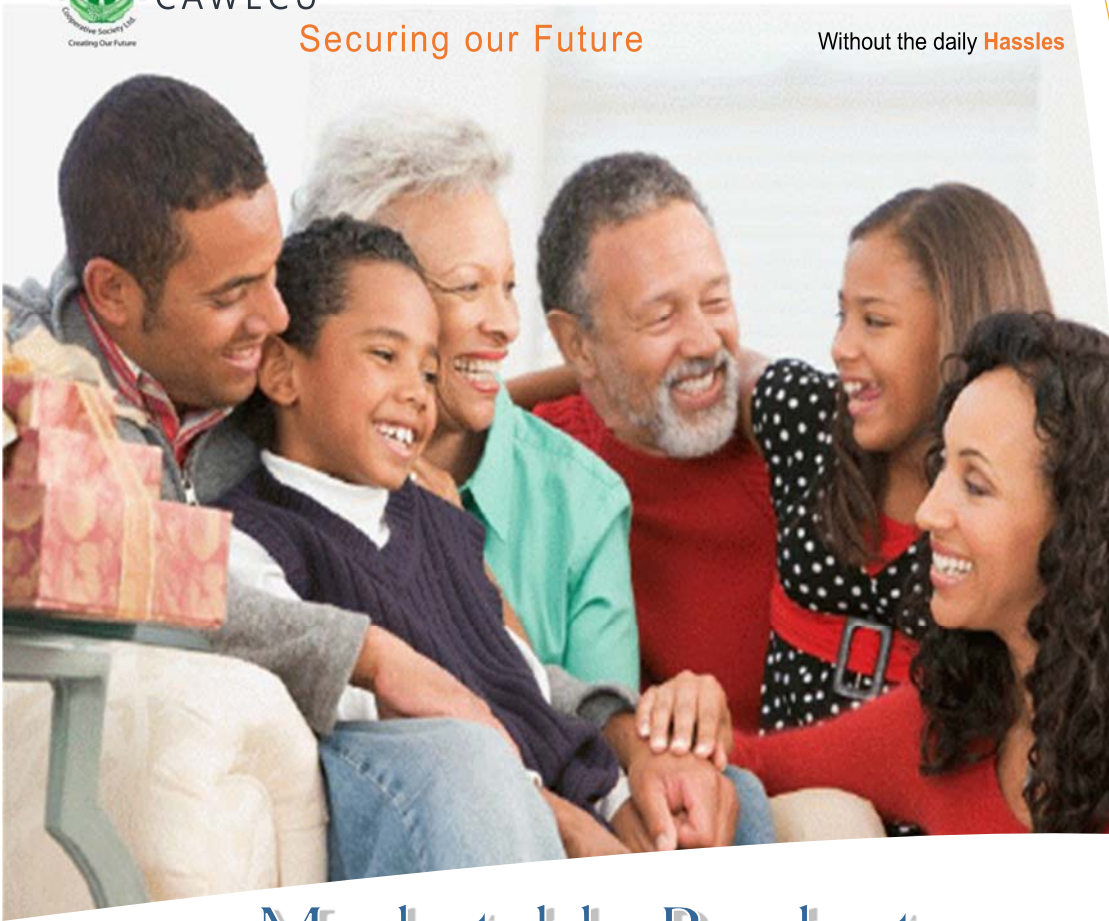
- i) Bye-Law #18 – Audit of Accounts
- ii) Bye-Law #21 – Confidentiality
- iii) Bye-Law #31 – General Manager
- iv) Bye-Law #37 – Nominating Committee
- v) Bye-Law #38 – Leave of Absence
- vi) Bye-Law #39 – Vacancy on the Board or other Statutory Committee
- vii) Bye-Law #46 – Education Fund
- viii) Bye-Law #51 – Allowances to Officials
- ix) Bye-Law #52 – Code of Ethics
- x) Bye-Law #53 – Audit



CAWECU

Securing our Future

Without the daily Hassles



Marketable Products

Financial Services

1. Savings

- ⇒ Shares
- ⇒ Deposits

2. Loans

- ⇒ Emergency
- ⇒ Consumer

Credit Facilities

- ⇒ Groceries
- ⇒ Over the counter drugs
- ⇒ Natural Health Products
- ⇒ Travel
- ⇒ Household Items

Insurance Services

- ⇒ Group Health & Life Plan
- ⇒ Primary Health Care -
"PrimeHealth"

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