



— ST FRANCIS —
CREDIT UNION

NOTICE OF SPECIAL GENERAL MEETING

*Virtual SGM to be held on
20th April 2021 @ 6pm*



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Notice of Special General Meeting

Under Section 79 and Section 80 of the Credit Union Act, 1997 and Rule 97 of the Standard Rules the Board of St Francis Credit Union hereby give notice to members of a Special General Meeting (SGM) to be held via Zoom Webinar on Tuesday 20th April 2021 at 6pm.

Members wishing to attend the Virtual SGM need to request an invitation to join and apply via email to: sgm2021@stfranciscu.ie and include the following information in your email:

- Name
- Member Number
- Member address

The request for attendance must be received by 5pm on 18th April 2021.

The following information is pertinent to this notice.

- St Francis Credit Union will be using Zoom Webinar as the electronic platform for the meeting.
- To gain access to the meeting a member must request an invitation to the virtual meeting by emailing sgm2021@stfranciscu.ie. This request must be received by 5pm on 18th April 2021. Following the request for invitation the member will receive an invitation by email to join the meeting on 20th April at 6 p.m.
- The information required to request an invitation is your name, member number and address.
- The Credit Union will be verifying members details prior to issuing invitations.
- All non-presenting participants will be muted and have their cameras switched off to allow the smooth running of the meeting. However, you can type a question to the host by clicking on the "Q&A" button on the bottom of the screen alternatively email your question to sgm2021@stfranciscu.ie by 5pm on 18th April 2021.
- Voting will be conducted by way of Online Poll and Members will be asked to vote Yes/No electronically for the rule changes when instructed by the Chairperson.
- Votes will be tallied electronically, verified by the Internal Auditor, and recorded by the meeting Secretary.
- This virtual SGM meeting will be recorded.

The most recent Audited Annual Accounts dated 30th September 2020 may be obtained not later than seven days before the date of the special general meeting at our registered office, Friars Walk, Ennis, Co. Clare.

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Credit Union Invocation

LORD,

MAKE ME AN INSTRUMENT OF THY 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 TO ETERNAL LIFE.

Order of Business

1. Acceptance of proxies by Board of Directors
2. Ascertainment that a quorum is present
3. Adoption of Standing Orders
4. Amendments to Standard Rules
5. Close of meeting

Standing Orders for Credit Unions for Virtual – Special General Meeting (ROI)

1. Voting

Each member shall be entitled to one vote irrespective of his/her shareholding, in accordance with section 82(2) of the Credit Union Act, 1997 (as amended).

Since this SGM will be a virtual meeting, voting on motions and elections will be by electronic means. Each member will be given the opportunity to exercise their vote electronically during the meeting.

2. Election Procedure - Electronic Voting

- Following the announcement of amendment to rules attendees will be given the opportunity to vote electronically “Yes” or “No” for the amendments. Those in attendance will be given 30 Seconds to record their vote. The mechanics of the electronic virtual voting process will be explained in more detail at the SGM by the Chair.

The votes will be tallied electronically and verified by our Internal Auditor and when the results become available the chair will announce the results.

3 - 4 Motions

- There will be no motions from the floor due to the difficulties in managing same remotely.

Members will be invited to submit questions to the board via “Q&A ” button on the toolbar in the Zoom Webinar and the board will address these during the SGM.

- The Chairperson’s decision on any matter relating to these Standing Orders or interpretation of same shall be final.

5 - 10 Miscellaneous

- The Chairperson of the credit union shall be the Chairperson of any general meeting, except where he/she is not available, in which case it shall be the Vice-Chair, except where he/she is not available, in which case the Board shall decide amongst themselves who shall act as Chair of any general meeting.
- The Chairperson may at his/her discretion, extend the privilege of the floor to any person who is not a member.
- Matters not covered by the Agenda may be introduced under “Other Business” at the discretion of the Chairperson. At a virtual

SGM in the current circumstances, this may not be practical, however, the option may be invoked if required.

- The Chairperson shall have a second or casting vote in addition to his/her own vote on matters other than voting at elections where there is an equality of votes (Standard Rule 99(1)).
- Any matter to be decided upon by a vote at the SGM shall, unless otherwise expressly provided for by law or the rules be decided upon by majority vote.
- We would ask that members bear in mind, that due to potential attendee numbers, it may not be possible to answer all questions during a live broadcast delivered by electronic means. However, we will endeavour to follow up and address queries following the meeting.

11. Adjournments

Adjournments of the SGM shall take place only in accordance with sections 81(1) and 80A of the Credit Union Act, 1997 (as amended).

12-18 Virtual Meeting Items

- All non-presenting participants will be muted and have their cameras switched off to allow the smooth running of the meeting.
- A member shall only address the meeting when called upon by the Chair to do so, when invited to contribute.
- All members are asked to utilise the “Q&A ” button on the bottom of the toolbar in Zoom Webinar to ask questions.
- All members are reminded to conduct themselves in a professional manner. Please refrain from sharing any explicit, violent or inappropriate content.
- Provision shall be made for the protection of the Chair from vilification (personal abuse)
- All members are asked to turn their mobile phone on silent as even the vibrate setting can cause disruptions.
- The SGM meeting will be recorded.

Amendments to Rules

Motion No. 1

That this Special General Meeting amends the Standard Rules for Credit Unions (Republic of Ireland) by the insertion of a new Rule 1A as follows:

Any reference in these rules to a member present and voting at a general meeting shall be construed as including a reference to a member in attendance and voting at a general meeting conducted wholly or partly by the use of electronic communications technology.

Motion No. 2

That this Special General Meeting amends Rule 96 of the Standard Rules for Credit Unions (Republic of Ireland) in paragraph (1), by the deletion of *“in the State at such date, time and place”* and the insertion of *“at a time, at a place in the State (where applicable) and in the manner (where applicable)”* so as to read as follows:

- (1) In respect of each financial year, a meeting (to be known as the “annual general meeting”) of the members of the credit union shall be held **at a time, at a place in the State (where applicable) and in the manner (where applicable)** as the board of directors may, by resolution, determine. For the purposes of these rules, the first annual general meeting of the credit union shall be the one held in October, November, December or January next after the organisation meeting.

And by the insertion of a new Rule 96A as follows:

Rule 96A

- (1) The credit union need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this Rule.
- (2)
 - (a) The credit union may provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.
 - (b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting.
- (3) The use of electronic communications technology pursuant to paragraph (2) may be made subject only to such requirements or restrictions put in place by the credit union as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
- (4) The credit union shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to paragraph (3).
- (5) The credit union that provides for the use of electronic communications technology

Amendments to Rules (continued)

for participation in a general meeting by an attendee shall endeavour to ensure, as far as practicable, that—

- (a) such technology:
 - (i) provides for the security of any electronic communications by the attendee,
 - (ii) minimises the risk of data corruption and unauthorised access, and
 - (iii) provides certainty as to the source of the electronic communications.
 - (b) in the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and
 - (c) such technology enables the attendee to:
 - (i) hear what is said by the chair of the meeting and any person introduced by the chair, and
 - (ii) speak and submit questions and comments during the meeting to the chair to the extent that the attendee is entitled to do so under the rules of the credit union.
- (6) Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
- (7) Unless such failure or disruption is attributable to any wilful act of the credit union, the credit union shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by the use of such technology, in the meeting.
- (8) Where, in the opinion of the board of directors, it is deemed necessary, due to exceptional and unexpected circumstances, the board of directors may, by resolution, cancel a general meeting at any time prior to the holding of the meeting.

Motion No. 3

That this Special General Meeting amends Rule 98 of the Standard Rules for Credit Unions (Republic of Ireland) so as to read as follows:

Rule 98. Notice of general meetings

- (1) Before a general meeting of the credit union is held, the secretary of the credit union shall, in accordance with paragraph (2), give notice of the meeting to the Bank, to the auditor of the credit union, to the Irish League of Credit Unions and to every member of the credit union who, at the beginning of the relevant period, is eligible to vote at the meeting.

Amendments to Rules (continued)

- (2) Subject to paragraph (4), the notice required by paragraph (1):
- (a) shall state the date, time, place (***where applicable***) and ***manner of holding (where applicable)*** of the general meeting;
 - (b) shall be accompanied by the agenda for the meeting;
 - (c) in the case of a notice of a special general meeting, shall contain a statement that the annual accounts for the most recent financial year may be obtained, not later than seven days before the date of the general meeting, at the registered office of the credit union;
 - (d) shall, within the relevant period, be delivered personally or by post to the Bank, to the auditor, to the Irish League of Credit Unions and to each member of the credit union 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;
 - (e) shall be displayed in the public office or offices of the credit union; ***and***
 - (f) ***shall, in the case of a general meeting proposed to be held wholly or partly by the use of electronic communications technology, state***
 - (i) ***the electronic platform to be used for the meeting,***
 - (ii) ***details for access to the electronic platform,***
 - (iii) ***where required by a credit union, the time and manner by which an attendee must confirm his or her intention to attend the meeting,***
 - (iv) ***any requirements or restrictions which the credit union 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.”***
- (b) In paragraph (4), by the insertion of “and containing such information” after “in such form” so as to read as follows.
- (4) With the consent of the Bank, given where the Bank considers there are exceptional circumstances justifying the application of section 80(4) of the Act, the notice required by paragraph (1) shall be given by publishing a notice, in accordance with paragraph (5), at such times (or within such period) and in such form ***and containing such information*** as the Bank may require.

Amendments to Rules (continued)

And

by the insertion of a new Rule 98A as follows:

98A

- (1) Notwithstanding Rule 98 but subject to paragraph (2), notice for the purposes of Rule 96A(8) shall be given in the same manner as the notice for the general meeting referred to in Rule 98 but where, in the opinion of the board of directors, giving such notice in that manner is not reasonably practicable, notice shall be given:
 - (a) where the credit union has a website, on that website,
 - (b) by email to every member for whom the credit union has an email address, and
 - (c) in at least one national newspaper published in the State and circulating in the area in which the registered office of the credit union is situated, in a local paper and on local radio.
- (2) Paragraph (1) of this Rule shall not apply where all members agree in writing to the cancellation, change of venue or change of means of holding the general meeting concerned, or to dispensing with notice for the general meeting.”.

Motion No. 4

That this Special General Meeting amends Rule 99(3)(a) of the Standard Rules for Credit Unions (Republic of Ireland) to provide for the notice requirements for an adjourned meeting (to include information with respect to an electronic meeting) so as to read as follows:

- (3) Subject to paragraph (3) in rule 98:
 - (a) Paragraph (2)(a), (b), (d), (e), **(f)** of Rule 98 shall apply to a notice under paragraph (2)(b) of this rule as they apply to a notice under paragraph (1) of that rule; and