



CREDIT UNION

Cayman Islands Civil Service Association
Co-operative Credit Union Limited

RESOLUTIONS TO CREDIT UNION RULES APPROVED AT AGM SINCE 2012

RESOLUTIONS TO THE 45TH AGM (2019/2020)

RESOLUTION NO. 1

WHEREAS Article IV Deposits, Rule 20, does not specifically state that non-members may not deposits funds into the Credit Union; and

WHEREAS the demand for loan products exceeds demand for deposits; and

WHEREAS the Credit Union requires additional funds to meet the demands of members for loan products which generate the income to pay dividends;

BE IT RESOLVED that this Annual General Meeting of CICSA Co-operative Credit Union Limited, approve that the Rule 20 be amended to accept deposits from eligible non-members, specifically, core employers under the Bond, as an additional measure to ensure the Credit Union can meet the demand of members for loans while maintaining required liquidity coverage ratios.

Proposed by: The Board of Directors

RESOLUTION NO. 2

WHEREAS Article X Credit Committee, Rule 49, ii, iii and iv relates to authorization to approve types of loans such as within share, unsecured, and out of share; and

WHEREAS CIMA has required that the Credit Union's credit granting policies and procedures should be consistent with the Rules; and

WHEREAS the Board of Directors reviews and approves the Credit Union Credit Policy which includes authorization limits for approval of all loans;

BE IT RESOLVED that this Annual General Meeting approve the replacement of Rule 49 ii, iii, and iv with Rule 49 ii as follows: all loans should be approved in accordance with the authorization limits prescribed in the Credit policy as reviewed and approved by the Board of Directors.

BE IT ALSO RESOLVED that this Annual General Meeting approve the change of numbering of Rule 49 v to 49 iii based on the change above.

Proposed by: The Board of Directors

RESOLUTION NO. 3

WHEREAS Article XIII, Elections, Rule 65 relates to the nomination process for directors and committee members; and

WHEREAS CIMA has required that the Credit Union update the Rules to provide appropriate guidance to the Board and all Committees with regards to their roles and responsibilities, which should be compliant with the Authority's requirements as outlined in section 5.4 of the Statement of Guidance on Corporate Governance; and

WHEREAS the Board of Directors have approved a Nomination Committee Manual which includes terms of reference for directors and committee members and the procedures and operations of the Nomination Committee;

BE IT RESOLVED that this Annual General Meeting approve the amendment of Rule 65ii as follows: The Nomination Committee shall comply with the requirements outlined in the Nomination Manual, as reviewed and approved by the Board from time to time, for all nominees for the election of directors and committee members , including each member being nominated from the floor at an Annual General Meeting.

Proposed by: The Board of Directors

RESOLUTIONS TO THE 44TH AGM (2018/2019)

RESOLUTION NO. 1

WHEREAS the Credit Union Rules were amended in 2012 to implement permanent shares (Article II Qualifications for membership, Rule 6c, 12b, Article III Shares and Liabilities, Rule 14b, Rule 15, and Article XIV, Rule 69f);

WHEREAS Rules 6c, 12b, 14b, 15 and 69f relating to permanent shares have not been implemented by the Credit Union; and

WHEREAS all existing voluntary shares are recorded as liabilities and not as share capital in the financial statements as they can be withdrawn on demand; and

WHEREAS permanent shares will enhance the capital and reserves as well as the liquidity of the Credit Union as they cannot be withdrawn until the member ceases to be member.

BE IT RESOLVED that this Annual General Meeting of CICSA Co-operative Credit Union Limited, approve the implementation of permanent shares by payment of a permanent **share dividend** of \$25 amounting to \$333,850 to create a permanent share account for each member in good standing (not delinquent and not non-compliant) as of 31 July 2019.

Proposed by: The Board of Directors

RESOLUTION NO. 2

Whereas Article VIII, Board of Directors, Rule 36 states that "No Director or Committee member, other than the Treasurer may be compensated for his services," **and**

WHEREAS the complexity and compliance within the regulatory environment has increased significantly and will continue to increase; **and**

WHEREAS the Credit Union's governance structure must attract and retain directors and committee members charged with governance that have the relevant skills and experience; **and**

WHEREAS directors and committee members continue to work hard and commit an increasing amount of time to their fiduciary duties and obligations with regards to the changes in and/or additional laws and regulations.

BE IT RESOLVED that this Annual General Meeting of CICSA Co-operative Credit Union Limited, approve that the first sentence of Rule 36 be removed and replaced to state that: "All directors and committee members are eligible for a fixed fee per meeting as determined by members at an Annual General Meeting."

The amounts proposed per meeting are as follows:

Position	Fee per Meeting
Chairman of the Board of Directors	\$400
Other Directors	250
Chairman of Committees	125
Members of Committees	100

Proposed by: The Board of Directors

RESOLUTIONS TO THE 43RD AGM (2017/2018)

RESOLUTION NO. 3

It is hereby resolved that in accordance with the provisions of Article XXII, Rule 81 of the Rules, Article XV, Rule 70. ii of the Rules be and is hereby amended by adding the following as new sub-rules e, f and g:

- e) In loans to or purchase of savings bonds from the Cayman Islands Government, but not exceeding 10% of the Credit Union's total assets;
- f) In money market funds, but not exceeding 2% of the Credit Union's total assets; and
- g) In investment equity shares of local companies listed on a stock exchange, not exceeding 2% of the Credit Union's total assets.