

STANDING ORDERS

1. MANNER IN WHICH THE AGM WILL BE CONDUCTED

The AGM shall be facilitated through the following electronic platform only: ZOOM Webinar. The functionalities on ZOOM Webinar shall be utilised in order to ensure expedience and proper conduct of the AGM: These functionalities include:

- i. The Q & A Function
- ii. Voting facility
- iii. Raise hand function

And, any other manner or technology deemed appropriate by the Chair.

All participants will be on mute and cameras turned off for the duration of the AGM. All questions can be submitted through the Q & A Function during the AGM.

2. VOTING

Each member shall be entitled to one vote irrespective of his/her shareholding, in accordance with Rule 5(7). Voting will be by electronic means via Zoom Webinar Polling. When the voting is complete and confirmed, the results shall be announced and declared.

Where a proposer or seconder is required, this will be achieved by clicking on the Raise Hand Function. The name of the proposer and seconder will be declared for minute purposes.

3. ELECTION PROCEDURE

- i. Elections to the Board of Directors, to the Board Oversight Committee and the position of Auditor shall be by majority vote and by secret ballot.
- ii. A list of candidates for the election of the Board, Board Oversight Committee, and the position of Auditor, where applicable, will appear on each member's screen at the AGM.
- iii. Each member will select/approve the candidate(s) for election from the list provided.

4. MOTIONS

- i. All motions from a member must be received by the credit union within 5 days in advance of the AGM in order for the credit union to facilitate the voting process as required. You can do this by emailing us at marketing@clcu.ie.
- ii. The proposer must acknowledge his/her presence and propose the motion when asked to do so at the AGM by the Chair. The motion must be seconded by a member at the AGM. This will be achieved by clicking on the Raise Hand Function when requested.
- iii. If the proposer is not present when the motion is called, the motion shall be deemed to have failed.
- iv. A proposer of a motion may speak for such period as shall be at the discretion of the Chair at the meeting and shall have the right of reply before the motion is put to the meeting for a vote, when called upon to do so by the Chair and for such time as the Chair deems appropriate. The proposer will be prompted by the "Count Down" facility on ZOOM Webinar which can be seen on his/her screen.

- v. In exercising his/her right of reply, a proposer may not introduce new material.
- vi. The Chair reserves the right of response to all motions and to present a counter-motion.
- vii. Members are entitled to propose questions or comments on any such motion and must do so through Q & A Function. Such questions or comments shall be read aloud by the Chair and at the discretion of the Chair.
- viii. The Chair shall have the absolute right to decide at any time when a motion has been sufficiently discussed and may put the motion to a vote.

5. MISCELLANEOUS

- i. The Chair of the Board of Directors shall be the Chair of any general meeting, except where he/she is not available, then 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. At the discretion of the Chair, he/she may nominate/ assign responsibility to any individual(s) to facilitate and ensure the proper running order of any general meeting in conjunction with the Chair.
- ii. Questions will be addressed at the end of the presentations and elections. Questions can be submitted through the Q & A Function during the AGM. It is endeavoured to address all questions and comments but in the interest of expedience and the proper conduct of the meeting, all questions and comments may not be addressed at the AGM.
- iii. Matters not covered by the Agenda may be introduced under "Other Business" at the discretion of the Chair.
- iv. The Chair's decision on any other matter relating to these Standing Orders or interpretation of same shall be final.
- v. In accordance with Rule 5(7) 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 shall have a second or casting vote in the event of equality of voting. Voting by proxy shall be allowed only when a member other than a natural person votes through a representative, who is a member of the group, duly authorised in writing for that purpose and accepted as such by the board of directors.
- vi. Any matter to be decided upon by a vote at the AGM shall, unless otherwise expressly provided for by law or the rules, be decided upon by simple majority.

6. SUSPENSION OF STANDING ORDERS

Any one of these Orders or all of these Standing Orders may be suspended on a motion to this effect receiving a two-thirds majority of those present and entitled to vote.

7. ALTERATION OF STANDING ORDERS

Standing Orders may be amended or altered at a general meeting and only if a motion to this effect has received a two-thirds majority of those present and voting.

8. ADJOURNMENTS

Adjournments of the AGM shall take place only in accordance with Rule 5(9).