

<p>6.2 Casual Vacancies</p> <p>6.3 Suspension from Board of Directors</p> <p>6.4 Suspension from the Supervisory Committee</p> <p>6.5 Removal from office</p>		<p>Rule 6.2 Casual Vacancies</p> <p>If a vacancy occurs on the Audit & Risk committee, its remaining number shall have the power to co-opt a replacement for the remaining term of office</p> <p>Rule 6.3 Audit Plan</p> <p>The Audit & Risk Committee shall be responsible for establishing, implementing and maintaining an audit plan to examine and evaluate the adequacy and effectiveness of the Credit Unions systems and internal controls and shall report to the Board of Directors in relation to Internal Audit matters.</p> <p>Rule 6.4 Deleted</p> <p>Rule 6.5 Deleted</p>
<p>3.2 Matters Reserved for the Membership</p> <p>3.4 Special General Meetings</p>	<p>The members of the supervisory committee are elected by the membership annually at the Annual General Meeting.</p> <p>The proposed removal of the Supervisory Committee will no longer require this to be done.</p> <p>It is proposed to remove the election of the supervisory committee from the list of reserved matters for the membership.</p> <p>The proposed removal of the Supervisory Committee will no longer merit the reference to the Supervisory Committee.</p> <p>It is therefore proposed to remove the reference to the supervisory committee from this rule.</p>	<p>3.2 Matters Reserved for the Membership</p> <p>The following matters are reserved for decision by the Membership in the form of a General Meeting:</p> <ul style="list-style-type: none"> - The receipt of the annual accounts and reports of the Board and the auditor pertaining to them; - Ratification of the appointment of an auditor; - The election of Directors; - Ratification of the application of the surplus; - Changes to the Rule Book - The transaction of any other business included in the notice convening the meeting <p>3.4 Special General Meetings</p> <p>Any General Meeting of the Credit Union other than an Annual General Meeting shall be a Special General Meeting.</p> <p>A Special General Meeting shall not conduct any business other than that specified in the</p>

		<p>notice convening it. A Special General Meeting may be called in one of three ways:</p> <ol style="list-style-type: none"> 1. The Board of Directors of the Credit Union may for good reason convene a Special General Meeting for any purposes including those not specifically provided for elsewhere in these Rules; or 2. Upon an application, signed by one tenth of the total number of Members or 100 Members (whichever is the lesser number) delivered to the registered office of the Credit Union, the Board of Directors shall convene a Special General Meeting of Members. The purpose of the Special General Meeting shall be stated in the application and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting; or <p>If, within one month from the date of the receipt of the application (as noted above), the Board of Directors has not convened a Special General Meeting to be held within 6 weeks of the application, any three Members of the Credit Union acting on behalf of the signatories to the application may convene a Special General Meeting, and shall be reimbursed by the Credit Union for any costs incurred in convening such a meeting; or</p> <ol style="list-style-type: none"> 3. The Chief Executive may call a Special General Meeting either because the Board of Directors has broken up or is no longer functioning in accordance with these Rules or, under the auspices of the Credits Union’s Whistleblowing Policy, where the Chief Executive believes that the Board of Directors are no longer acting in the best interest of the Membership and has been unable to resolve this matter within the normal management framework.
<p>4.2 Board of Directors</p>	<p>The Board of Directors currently has 11 members but will require to increase this number to allow for governance changes.</p> <p>It is proposed the Credit Union shall have a minimum of 5 Directors and a maximum as determined by the Members at the Annual General Meeting from time to time.</p>	<p>4.2 Board of Directors</p> <p>The Credit Union shall have a minimum of 5 directors, the count being made of Associate, Nominated and Elected Directors or a maximum so determined by the members at the Annual General Meeting. This number will include the Chief Executive Officer as an Executive Director (Rule 5.2) whose appointment to the Board will be by virtue of</p>

		<p>his/her position. The Chief Executive Officer will not require to be elected and will serve for as long as they hold the position.</p> <p>For whatever reason, should the number of Elected Directors fall below 5 and, where the Board is of the opinion that there is no prospect within the following 12 weeks that this number will rise above 4, a Special General Meeting will be called to discuss possible resolutions.</p> <p>For whatever reason (e.g. vote of no confidence by Members at General Meeting), the number of Elected Directors falls to zero, the Chief Executive will call a Special General Meeting to discuss possible resolutions. The meeting is to be held within 4 weeks and the Chief Executive will Chair said meeting.</p>
<p>4.3 Nominations Committee</p>	<p>The proposed removal of the Supervisory Committee will no longer merit the reference to the Supervisory Committee.</p> <p>It is proposed to remove any reference to supervisors from this rule.</p>	<p>4.3 Nominations Committee</p> <p>The Board of Directors will form a Nominations Committee with a remit including:</p> <ul style="list-style-type: none"> a) Establishing and maintaining an appropriate application process for potential Directors; b) Meeting with prospective Directors, informing them of the role and preparing them for potential election; c) Determining the standards of fitness and propriety required of directors and potential directors; d) Determining whether or not a potential director name should appear on the ballot paper based on whether or not that they have demonstrated (or are judged to be capable of demonstrating) fitness and propriety for the role (Rule 7.3); e) Where deemed required, identifying people within the common bond (whether they are currently a member of not) with a skill set which may augment the Board of Directors Committee and encouraging them to stand for election; f) Evaluating the outcome of the efforts to generate interest from new volunteers where this has been delegated to the Chief Executive; and g) Annually certifying Directors under the Regulators Certification Regime. <p>The Nominations Committee will comprise of two directors, the Chief Executive and the member of staff with responsibility for regulatory compliance. The Chairperson must not serve on the Nominations Committee.</p>

<p>4.5 Nominations</p>	<p>The proposed removal of the Supervisory Committee will no longer merit the reference to the Supervisory Committee.</p> <p>It is proposed to remove any reference to the Supervisory Committee from this rule</p>	<p>4.5 Nominations</p> <p>All nominations for election to the Board of Directors should be completed in accordance with the prescribed application process (Rule 4.3).</p> <p>Nominations for election to the Board of Directors can be made at any time during the year. Nominations received less than 28 days in advance of a General Meeting will not be considered for that General Meeting but will be held over until a subsequent meeting.</p> <p>All nominations for election to the Board of Directors or require to be assessed and approved by the Nominations Committee (Rule 4.3) before the nominated person can appear on a ballot paper. The Nominations Committee will only allow a nomination to proceed to ballot if they consider that the nominee meets the competence requirements (Rule 7.3) or it is likely that they are able and willing to meet those requirements prior to the period of office commencing.</p> <p>Where the Nominations Committee does not approve the person for inclusion on the ballot paper they will, on behalf of the Credit Union, offer assistance and guidance as to how the Member can meet the competence requirements in order that their name may go forward to a future ballot.</p> <p>If the Member wishes to challenge the decision of the Nominations Committee to exclude them from the ballot paper, then the matter will be added to the agenda of the next General Meeting, at which a vote will be held to either ratify or overturn the Nominations Committee decision (decided by a majority show of hands).</p> <p>Details of all the nominees for election to the Board of Directors or who will appear on the ballot paper will be made available publically on the Scottish Police Credit Union website at least 14 days prior to the General Meeting at which their nomination will be considered and physical copies will be issued along with the ballot papers at the General Meeting itself.</p> <p>In the absence of extenuating circumstances, all nominees for election to the Board of Directors or must attend the General Meeting at which their nomination will be considered (Rule 4.6 (a)).</p>
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