

# Resolutions to the

# Annual General Meeting



**David Grey**

**Secretary of the Board**

# PROPOSED AMENDMENTS TO QNET'S RULES

**NOTICE IS HERREBY GIVEN** that the 13th Annual General Meeting of **Quality Network Cooperative Limited** will be held on Wednesday September 13, 2023 at 10:00 a.m. for members to consider and if thought fit to pass the following special resolutions:

WHEREAS Section 11 and Regulations 41 of the Co-operative Societies Act and Regulations, respectively provide for the amendment of the Co-operative Society's Rules; and

WHEREAS Article XI, Rule 49 allows for amendments to the Rules of Quality Network Cooperative Limited; and

WHEREAS Article V, Rules 32, 33 and 34 and Article XII, Rule 56, are being proposed for amendments in the Rules of Quality Network Co-operative Limited.

**BE IT RESOLVED that Article V Rule 32 Nominating Committee, which now reads:**

A Nominating Committee of no less than three (3) representatives of members shall be appointed by the Board of Directors at least sixty (60) days prior to the Annual General Meeting of the delegates for the purpose of nominating Directors.

**BE AMENDED TO READ**

A nominating committee shall be appointed by the Board of Directors at least one hundred and twenty (120) days prior to each Annual General meeting (AGM) and shall consist of at least three (3) members only one of whom shall be a Board Member who shall be the Chairman of the Committee.

- a. Not less than ninety (90) days prior to the AGM the Nominating Committee shall meet to consider the following:
  - i. The vacancies that will arise at the AGM on the Board of Directors.
  - ii. A preliminary list of nominations to be made to fill such vacancies.
  - iii. All other matters related to the filling of such vacancies.
- b. Not less than sixty (60) days prior to the AGM the Nominating Committee shall notify the member societies in writing of the vacancies for the Board of Directors and invite nominations by petition from the delegates to be made for each vacancy. The nomination must be signed by the President and Secretary of the Member Society pursuant to the definition of a Delegate. The committee may use electronic mail to notify the member societies.
- c. The written notice shall state the closing date for receiving nominations.
- d. The written notice from the Nominating Committee shall indicate that there will be no nomination from the floor.
- e. Upon consideration of all nominations made and received, the Nominating Committee shall interview and recommend at least one (1) person to fill each vacancy.
- f. Each nominee must include statement of qualifications and biographical data with the nomination.
- g. The nominating Committee shall have the authority to include candidates not nominated by petition among those to be considered by the Committee, and of its own accord, seek suitable candidates to fill the vacancies.
- h. Members of the Nominating Committee shall not be eligible for nominations

- i. A delegate seeking nomination to hold office shall be disqualified if:
  - i. He/she fails to satisfy the Registrar that he/she is a fit and proper person to perform corporate governance functions.
  - ii. He/she is not a delegate as defined in our rules
  - iii. His/her membership in any other co-operative at the time of the Nominating Committee's deliberation has been judged delinquent.
- j. The Nominating Committee shall submit a list of such nominations to the Secretary of the Co-operative at least thirty (30) days before the Annual General Meeting.
- k. The Secretary of the Board of Directors will no later than ten (10) days prior to the AGM notify the members in writing or by way of electronic mail of the nominations recommended by the Nominating Committee. This notice shall be included in the AGM report to the delegates.
- l. A profile of each nominee recommended by the Nominating Committee shall be included in the notice.
- m. The final selections with the terms of office shall be presented at the AGM by the Nominating Committee.

**BE IT RESOLVED THAT ARTICLE V Rule 33 - Nominations by Committee, which now reads:**

The Nominating Committee shall make nominations to fill each vacancy. It shall submit a list of such nominations to the Secretary of the Co-operative at least thirty (30) days prior to the Annual General Meeting of delegates.

**BE DELETED**

**BE IT RESOLVED THAT ARTICLE V Rule 34 Ballots, Which now reads:**

If there are more candidates than the number of vacancies required to be filled or there are vacancies of different duration which are to be filled according to the number of votes, then the election shall be by votes (whether by a show of hands or ballot or by way of a poll) and may be cast through or by electronic means or otherwise, in keeping with the Co-operative Societies (Amendment) Regulations, 2021. Each member shall be entitled to one (1) vote for each vacancy subject to Rule 21.

**BE AMENDED TO READ**

**Rule 34 Ballots**

After the Nominees of the Nominating Committee have been placed before the delegates, an Inspector of Elections shall be appointed in accordance to Rule 22 and will preside over the elections.

- a. If sufficient nominations are recommended by the Nominating Committee to provide at least as many nominees as vacancies to be filled, the election shall not be conducted by vote (whether by a show of hands or ballot or by way of a poll or by electronic means or otherwise) and the Inspector of Election shall declare each nominee elected by general consent or acclamation at the AGM.
- b. If there are more nominations recommended by the Nominating Committee than the number of vacancies required to be filled there shall be voting (whether by a show of hands or ballot or by way of a poll) and may be cast through or by electronic means or otherwise, in keeping with the Co-operative Societies (Amendment) Regulations, 2021. Each member shall be entitled to one (1) vote for each vacancy subject to Rule 21.
- c. The Inspector of Election shall be responsible for conducting and tallying the vote and announcing the results.

d. In the event a vacancy arises between the close of nomination and the Annual General Meeting, or if there are insufficient nominees to fill all vacancies the Nominating Committee shall appoint a delegate to fill such vacancy until the next Annual General Meeting in accordance with the Rules of the Society.

**BE IT RESOLVED THAT ARTICLE XIII, Rule 56 Annual Report to Members, which now reads:**

An Annual Report shall be prepared and dispatched to members not later than one hundred and twenty (120) days after the close of the Co-operative’s financial year. Such report shall contain in appropriate details items as outlined in Rule 17.

**BE AMENDED TO READ**

An Annual Report shall be prepared and dispatched to members not later than one hundred and twenty (120) days after the **approval of the audited financials by the Registrar of the Department of Co-operatives and Friendly Societies.** Such report shall contain in appropriate details items as outlined in Rule 17.

Moved by : \_\_\_\_\_

Seconded by : \_\_\_\_\_

Date : \_\_\_\_\_

There were \_\_\_\_\_ persons present at the time of voting-----in person and----- online

Voted for : \_\_\_\_\_

Against: \_\_\_\_\_

Abstained: \_\_\_\_\_

President

Secretary

SEAL