

2023 AGM: Proposed Rule Book Changes

**1 Introduction**

Members are asked to approve the following changes to of the Scotwest Credit Union Rule Book.

The proposed changes are noted below with proposed additions noted in green and proposed deletions struck through in red.

**2 Proposed Rule Changes**

Scotwest Credit Union

**Rule 10.4 The Common Bond** – amendment to our common bond to further include anyone living or working in Falkirk and Clackmannanshire local authority areas in addition to our existing local authority areas.

**Rule 10.5 Named Employers** – updates to our named employers in line with our growth strategy.

**Rule 10.6 The West of Scotland, Stirling, Perth and Kinross, Dumfries and Galloway and the Scottish Highlands** – update to the rule to reflect the inclusion of anyone living or working in the Falkirk and Clackmannanshire local authority areas in the common bond in addition to those in the local authority areas already named.

**Rule 10.8 Objects** – Addition of new statutory credit union objective.

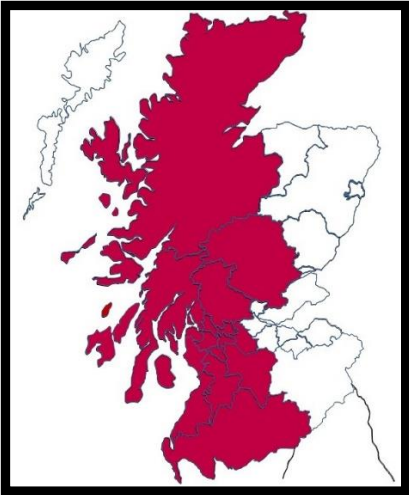
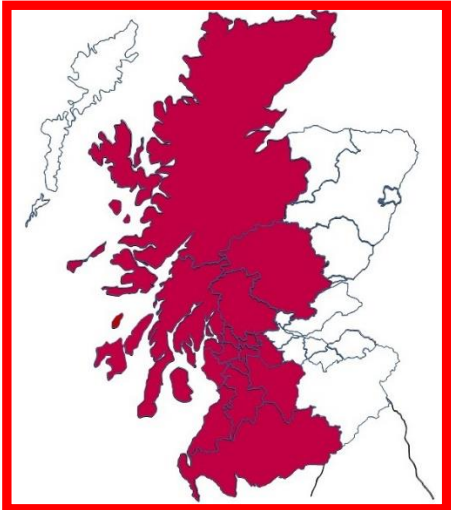
Governance

**Rule 30.2 Matters Reserved for the Membership** – addition of matter of ratification of a transfer of engagement from a credit union out with the existing common bond.

Board of Directors – Constitution

**Rule 40.3 Nominations Committee** – amendment to constitution of Nominations Committee, replacing the Compliance and Manager with the person with responsibility for organisational compliance

**3 Scotwest Credit Union Rule 10.4 The Common Bond**

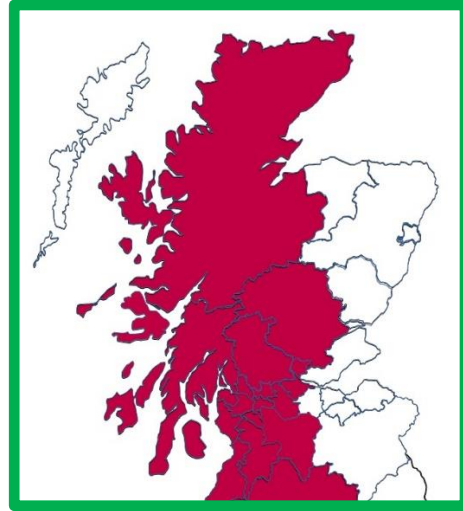
Current Rule	Proposed Rule
<p>Membership of the Credit Union is not open to the general public. The Credit Union must have a Common Bond which all of its members and potential members have in common and which is approved by the Relevant Authorities.</p> <p>Accordingly, admission to membership is restricted to persons who fall within a Common Bond appropriate to a Credit Union as follows:-</p> <p><b>i) Being employed by a particular employer:</b></p> <p>An individual who is employed by one of the employers as listed in Rule 10.5.</p> <p><b>ii) Residing or being employed in a particular locality:</b></p> <p>a) An individual who resides or is employed in the locality of ‘The West of Scotland, Stirling, Perth and Kinross, Dumfries and Galloway and the Scottish Highlands’ as defined per Rule 10.6 and as delineated by the attached map.</p> <div style="text-align: center;">  </div> <p>b) A corporate body, an individual in his/her capacity as a partner in a</p>	<p>Membership of the Credit Union is not open to the general public. The Credit Union must have a Common Bond which all of its members and potential members have in common and which is approved by the Relevant Authorities.</p> <p>Accordingly, admission to membership is restricted to persons who fall within a Common Bond appropriate to a Credit Union as follows:-</p> <p><b>i) Being employed by a particular employer:</b></p> <p>An individual who is employed by one of the employers as listed in Rule 10.5.</p> <p><b>ii) Residing or being employed in a particular locality:</b></p> <p>a) An individual who resides or is employed in the locality of ‘The West of Scotland, Stirling, <b>Falkirk, Clackmannanshire,</b> Perth and Kinross, Dumfries and Galloway and the Scottish Highlands’ as defined per Rule 10.6 and as delineated by the attached map.</p> <div style="text-align: center;">  </div>

2023 AGM: Proposed Rule Book Changes

partnership, an individual in his/her capacity as an officer or a member of the governing body of an unincorporated association, if the body corporate, partnership or unincorporated association has a place of business in the above locality.

- iii) **Being a member of a bona fide organisation or being otherwise associated with other members of the society for a purpose other than that of forming a society to be registered as a Credit Union.**

An individual who is a member of a bona fide organisation as listed in rule 10.7.



b) A corporate body, an individual in his/her capacity as a partner in a partnership, an individual in his/her capacity as an officer or a member of the governing body of an unincorporated association, if the body corporate, partnership or unincorporated association has a place of business in the above locality.

- iii) **Being a member of a bona fide organisation or being otherwise associated with other members of the society for a purpose other than that of forming a society to be registered as a Credit Union.**

An individual who is a member of a bona fide organisation as listed in rule 10.7.

**4 Scotwest Credit Union Rule 10.5 Named Employers**

Current Rule	Proposed Rule
<p><b>The named employers are:</b></p> <ul style="list-style-type: none"> <li>• 1 Call Direct Limited</li> <li>• Aberdeen International Airport Limited</li> <li>• Aberlour Childcare Trust</li> <li>• Action for Children</li> <li>• Addaction</li> <li>• Advance Construction Scotland</li> <li>• Advanced Group (Scotland) Ltd</li> <li>• The Advisory Group</li> <li>• Affinity Trust</li> <li>• Affordable Cremations Scotland (Trading as Caledonia Cremation)</li> <li>• AG Barr Plc</li> <li>• Agility Bookkeeping</li> <li>• AGGREKO</li> <li>• AGS Airports</li> <li>• Albert Bartlett &amp; Sons (Airdrie) Ltd</li> <li>• Allied Vehicles Group</li> <li>• Alzheimer Scotland – Action on Dementia</li> <li>• Amey</li> <li>• Arnold Clark</li> <li>• ARUP</li> <li>• Ashurst</li> <li>• Babcock</li> <li>• Barnardos</li> <li>• Barr Holdings Ltd</li> <li>• Barrhead Travel Service Ltd</li> <li>• Bield Housing &amp; Care</li> <li>• Blackwood Homes and Care</li> <li>• Blazing Griffin</li> <li>• Blue Triangle (Glasgow) Housing Association Limited</li> <li>• British Polythene Industries</li> <li>• The British Red Cross Society</li> <li>• C-Change Scotland</li> <li>• Capability Scotland</li> <li>• Carr Gomm</li> <li>• Children 1<sup>st</sup></li> <li>• Chivas Brothers International Limited</li> <li>• Citizens Advice Direct</li> <li>• City Refrigeration Holdings (UK) Ltd</li> </ul>	<p><b>The named employers are:</b></p> <ul style="list-style-type: none"> <li>• <del>1 Call Direct Limited</del></li> <li>• Aberdeen International Airport Limited</li> <li>• <del>Aberlour Childcare Trust</del></li> <li>• <del>Action for Children</del></li> <li>• <del>Addaction</del></li> <li>• Abertay Housing Association Ltd</li> <li>• Advance Construction Scotland</li> <li>• Advanced Group (Scotland) Ltd</li> <li>• Advanced Procurement for Universities and Colleges (APUC)</li> <li>• The Advisory Group</li> <li>• <del>Affinity Trust</del></li> <li>• Affordable Cremations Scotland (Trading as Caledonia Cremation)</li> <li>• AG Barr Plc</li> <li>• Agility Bookkeeping</li> <li>• AGGREKO</li> <li>• AGS Airports</li> <li>• Albert Bartlett &amp; Sons (Airdrie) Ltd</li> <li>• Allied Vehicles Group</li> <li>• <del>Alzheimer Scotland – Action on Dementia</del></li> <li>• Amey</li> <li>• Ark Housing Association Ltd</li> <li>• Arnold Clark</li> <li>• ARUP</li> <li>• Ashurst</li> <li>• Babcock</li> <li>• <del>Barnardos</del></li> <li>• Barr Holdings Ltd</li> <li>• Barrhead Travel Service Ltd</li> <li>• Bield Housing &amp; Care</li> <li>• Blackwood Homes and Care</li> <li>• Blazing Griffin</li> <li>• Blue Triangle (Glasgow) Housing Association Limited</li> <li>• British Polythene Industries</li> <li>• <del>The British Red Cross Society</del></li> <li>• <del>C-Change Scotland</del></li> <li>• <del>Capability Scotland</del></li> <li>• <del>Carr Gomm</del></li> </ul>

## 2023 AGM: Proposed Rule Book Changes

### 4 Scotwest Credit Union Rule 10.5 Named Employers (cont)

Current Rule	Proposed Rule
<ul style="list-style-type: none"> <li>• Clark Contracts</li> <li>• Coca Cola Enterprises East Kilbride</li> <li>• Common Thread</li> <li>• Community Integrated Care</li> <li>• Community Renewal</li> <li>• Cornerstone Community Care</li> <li>• Cosgrove Care Ltd</li> <li>• Creditfix</li> <li>• Crossreach</li> <li>• Crossroads Caring Scotland</li> <li>• Cube Housing Association</li> <li>• Dalziel Ltd</li> <li>• Dawn Fresh</li> <li>• Deafblind Scotland</li> <li>• Dentons</li> <li>• Altrad</li> <li>• Doosan Digital Innovation Europe</li> <li>• Douglas Laing and Co Ltd</li> <li>• Down's Syndrome Scotland</li> <li>• Enable Scotland</li> <li>• Enva</li> <li>• First Milk Ltd</li> <li>• Forth Valley College</li> <li>• Glasgow Airport</li> <li>• Grahams Family Dairy</li> <li>• Includem</li> <li>• IQVIA Inc</li> <li>• Johnnie Walker (Diageo Briands BV)</li> <li>• Kent Foods Ltd</li> <li>• Key Housing Association Limited</li> <li>• Little Stars Nurseries</li> <li>• Lockheed Martin</li> <li>• Mabbett &amp; Associates</li> <li>• Macfarlane Group Plc</li> <li>• Mackenzie Construction</li> <li>• Malcolm Group Ltd</li> <li>• McCurrach Group Ltd</li> <li>• McQueens Dairies</li> <li>• Morgan Sindall</li> <li>• Morrison Construction</li> <li>• Neighbourhood Networks</li> <li>• The National Autistic Society</li> <li>• National Deaf Children's Society</li> </ul>	<ul style="list-style-type: none"> <li>• <del>Children 1*</del></li> <li>• Cairn Housing Association Ltd</li> <li>• Caledonia Housing Association Ltd</li> <li>• Care Visions Children's Services</li> <li>• Chivas Brothers International Limited</li> <li>• Citizens Advice Direct</li> <li>• City Refrigeration Holdings (UK) Ltd</li> <li>• Clark Contracts</li> <li>• Coca Cola Enterprises East Kilbride</li> <li>• Common Thread</li> <li>• <del>Community Integrated Care</del></li> <li>• Community Renewal</li> <li>• Connecting Carers</li> <li>• <del>Cornerstone Community Care</del></li> <li>• <del>Cosgrove Care Ltd</del></li> <li>• Creditfix</li> <li>• <del>Crossreach</del></li> <li>• <del>Crossroads Caring Scotland</del></li> <li>• Cube Housing Association</li> <li>• Dalziel Ltd</li> <li>• Dawn Fresh</li> <li>• Deafblind Scotland</li> <li>• Dentons</li> <li>• Altrad</li> <li>• Doosan Digital Innovation Europe</li> <li>• Douglas Laing and Co Ltd</li> <li>• <del>Down's Syndrome Scotland</del></li> <li>• <del>Enable Scotland</del></li> <li>• Enva</li> <li>• First Milk Ltd</li> <li>• Forth Valley College</li> <li>• Glasgow Airport</li> <li>• Grahams Family Dairy</li> <li>• <del>Includem</del></li> <li>• Hanover (Scotland) Housing Association Ltd</li> <li>• The Hillcrest Group Ltd</li> <li>• IQVIA Inc</li> <li>• Johnnie Walker (Diageo Brands BV)</li> <li>• Kingdom Housing Association Ltd</li> <li>• Kent Foods Ltd</li> <li>• <del>Key Housing Association Limited</del></li> <li>• Link Group Ltd</li> <li>• Little Stars Nurseries</li> </ul>

**4 Scotwest Credit Union Rule 10.5 Named Employers (cont)**

Current Rule	Proposed Rule
<ul style="list-style-type: none"> <li>• National Society for the Prevention of Cruelty to Children</li> <li>• nPower</li> <li>• Neighbourhood Networks</li> <li>• Penumbra</li> <li>• Phoenix House</li> <li>• The Poverty Alliance</li> <li>• Quarriers</li> <li>• Real Life Options</li> <li>• Remploy</li> <li>• Richmond Fellowship Scotland Ltd</li> <li>• RJ McLeod (Contractors) Ltd</li> <li>• Robertson Homes</li> <li>• Rock Compliance Limited</li> <li>• Sacro</li> <li>• Saltire Facilities Management</li> <li>• Scottish Association for Mental Health</li> <li>• Scottish Autism</li> <li>• The Scottish Government</li> <li>• Scottish Children’s Reporter Administration</li> <li>• Scottish Enterprise</li> <li>• Scottish Power</li> <li>• Scottish War Blinded</li> <li>• Scottish Water</li> <li>• Seamab</li> <li>• Search Consultancy Ltd</li> <li>• Sense Scotland</li> <li>• Simon Community Scotland</li> <li>• Skills Development Scotland</li> <li>• Slater Menswear</li> <li>• SMS plc</li> <li>• Snowfactor</li> <li>• Scottish Fire and Rescue Service</li> <li>• SRS Care Solutions</li> <li>• SSE</li> <li>• Star Refrigeration Ltd</li> <li>• Strathclyde University</li> <li>• Tennent Caledonian Breweries</li> <li>• Terumo Aortic</li> <li>• Thistle Foundation</li> <li>• Trespass</li> <li>• Trust Housing Association Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Lockheed Martin</li> <li>• Mabbett &amp; Associates</li> <li>• Macfarlane Group Plc</li> <li>• Mackenzie Construction</li> <li>• Malcolm Group Ltd</li> <li>• McCurrach Group Ltd</li> <li>• McQueens Dairies</li> <li>• Morgan Sindall</li> <li>• Morrison Construction</li> <li>• <del>Neighbourhood Networks</del></li> <li>• <del>The National Autistic Society</del></li> <li>• <del>National Deaf Children’s Society</del></li> <li>• <del>National Society for the Prevention of Cruelty to Children</del></li> <li>• nPower</li> <li>• <del>Neighbourhood Networks</del></li> <li>• Ogilvie Group</li> <li>• Penumbra</li> <li>• Phoenix House</li> <li>• The Poverty Alliance</li> <li>• Quarriers</li> <li>• Real Life Options</li> <li>• Remploy</li> <li>• <del>Richmond Fellowship Scotland Ltd</del></li> <li>• RJ McLeod (Contractors) Ltd</li> <li>• Robertson Homes</li> <li>• Rock Compliance Limited</li> <li>• Sacro</li> <li>• Saltire Facilities Management</li> <li>• <del>Scottish Association for Mental Health</del></li> <li>• <del>Scottish Autism</del></li> <li>• The Scottish Government</li> <li>• Scottish Children’s Reporter Administration</li> <li>• Scottish Enterprise</li> <li>• Scottish Power</li> <li>• <del>Scottish War Blinded</del></li> <li>• Scottish Water</li> <li>• <del>Seamab</del></li> <li>• Search Consultancy Ltd</li> <li>• <del>Sense Scotland</del></li> <li>• Simon Community Scotland</li> <li>• Skills Development Scotland</li> <li>• Slater Menswear</li> </ul>

**4 Scotwest Credit Union Rule 10.5 Named Employers (cont)**

Current Rule	Proposed Rule
<ul style="list-style-type: none"> <li>• Turner &amp; Co (Glasgow) Ltd</li> <li>• Turning Point Scotland</li> <li>• University of Glasgow</li> <li>• University of the Highlands and Islands</li> <li>• University of West of Scotland</li> <li>• VASCUTEK LTD</li> <li>• Virgin Money</li> <li>• Volunteer Development Scotland Ltd</li> <li>• Weir Group PLC</li> <li>• Wheatley Group</li> <li>• The Wise Group</li> <li>• Who Cares? Scotland</li> <li>• William Grant and Sons</li> <li>• Woodward International, Inc</li> </ul>	<ul style="list-style-type: none"> <li>• SMS plc</li> <li>• <del>Snowfactor</del></li> <li>• South of Scotland Enterprise</li> <li>• Scottish Fire and Rescue Service</li> <li>• Scottish Sea Farms</li> <li>• Spinal Injuries Scotland</li> <li>• SRS Care Solutions</li> <li>• SSE</li> <li>• Star Refrigeration Ltd</li> <li>• Strathclyde University</li> <li>• Tayside Contracts</li> <li>• Tennent Caledonian Breweries</li> <li>• Terumo Aortic</li> <li>• <del>Thistle Foundation</del></li> <li>• Trespass</li> <li>• <del>Trust Housing Association Ltd</del></li> <li>• Turner &amp; Co (Glasgow) Ltd</li> <li>• Turning Point Scotland</li> <li>• University of Glasgow</li> <li>• University of the Highlands and Islands</li> <li>• University of West of Scotland</li> </ul>

**5 Scotwest Credit Union Rule 10.6 The West of Scotland, Falkirk, Clackmannanshire, Stirling, Perth and Kinross, Dumfries and Galloway and the Scottish Highlands**

Current Rule	Proposed Rule
<p>'The West of Scotland, Stirling, Perth and Kinross, Dumfries and Galloway and the Scottish Highlands' is defined as the locality comprising the following sixteen unitary local authorities as defined in Schedule 1 of the Local Government etc. (Scotland) Act 1994 (c39) or their successor organisation(s) by statute:</p> <ul style="list-style-type: none"> <li>• Argyll and Bute</li> <li>• City of Glasgow</li> <li>• Dumfries and Galloway</li> <li>• East Ayrshire</li> <li>• East Dunbartonshire</li> <li>• East Renfrewshire</li> <li>• Highland</li> <li>• Inverclyde</li> <li>• North Ayrshire</li> <li>• North Lanarkshire</li> <li>• Perth and Kinross</li> <li>• Renfrewshire</li> <li>• Stirling</li> <li>• South Ayrshire</li> <li>• South Lanarkshire</li> <li>• West Dunbartonshire</li> </ul>	<p>'The West of Scotland, Stirling, Falkirk, Clackmannanshire, Perth and Kinross, Dumfries and Galloway and the Scottish Highlands' is defined as the locality comprising the following <del>sixteen</del> eighteen unitary local authorities as defined in Schedule 1 of the Local Government etc. (Scotland) Act 1994 (c39) or their successor organisation(s) by statute:</p> <ul style="list-style-type: none"> <li>• Argyll and Bute</li> <li>• City of Glasgow</li> <li>• Clackmannanshire</li> <li>• Dumfries and Galloway</li> <li>• East Ayrshire</li> <li>• East Dunbartonshire</li> <li>• East Renfrewshire</li> <li>• Falkirk</li> <li>• Highland</li> <li>• Inverclyde</li> <li>• North Ayrshire</li> <li>• North Lanarkshire</li> <li>• Perth and Kinross</li> <li>• Renfrewshire</li> <li>• Stirling</li> <li>• South Ayrshire</li> <li>• South Lanarkshire</li> <li>• West Dunbartonshire</li> </ul>



**6 Scotwest Credit Union 10.8 Objects**

Current Rule	Proposed Rule
<p>The objects of the Credit Union shall be:</p> <ul style="list-style-type: none"> <li>• The promotion of thrift among its Members by the accumulation of their savings;</li> <li>• The creation of sources of credit for the benefit of its Members at a fair and reasonable rate of interest;</li> <li>• The use and control of Members savings for their mutual benefit; and</li> <li>• The training and education of Members in the wise use of money and in the management of their financial affairs.</li> </ul> <p>The Credit Union may, by resolution of its Board of Directors, adopt additional social goals within its policies, provided that these social goals contribute to the social or economic development of the community within the Common Bond area.</p>	<p>The objects of the Credit Union shall be:</p> <ul style="list-style-type: none"> <li>• The promotion of thrift among its Members by the accumulation of their savings;</li> <li>• The creation of sources of credit for the benefit of its Members at a fair and reasonable rate of interest;</li> <li>• The use and control of Members savings for their mutual benefit; <del>and</del></li> <li>• The training and education of Members in the wise use of money and in the management of their financial affairs.; and</li> <li>• To carry on one or more of the financial activities specified in section 1ZA(1) of the Credit Unions Act 1979 for the benefit of the members of the society.</li> </ul> <p>The Credit Union may, by resolution of its Board of Directors, adopt additional social goals within its policies, provided that these social goals contribute to the social or economic development of the community within the Common Bond area.</p>



2023 AGM: Proposed Rule Book Changes

**7 Governance Rule 30.2 Matters Reserved for the Membership**

<b>Current Rule</b>	<b>Proposed Rule</b>
<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"><li>• The receipt of the annual accounts and reports of the Board and the auditor pertaining to them;</li><li>• Ratification of the appointment of an auditor;</li><li>• The election of Directors;</li><li>• Ratification of the application of the surplus;</li><li>• Changes to the Rule Book</li></ul>	<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"><li>• The receipt of the annual accounts and reports of the Board and the auditor pertaining to them;</li><li>• Ratification of the appointment of an auditor;</li><li>• The election of Directors;</li><li>• Ratification of the application of the surplus;</li><li>• Changes to the Rule Book</li><li>• Ratification of a transfer of engagement from a credit union out with the existing common bond.</li></ul>

**6 Board of Directors - Constitution**

**Rule 40.3 Nominations Committee**

Current Rule	Proposed Rule
<p>The Board of Directors will form a Nominations Committee with a remit including:</p> <ul style="list-style-type: none"> <li>• Establishing and maintaining an appropriate application process for potential Directors;</li> <li>• Meeting with prospective Directors, informing them of the role and preparing them for potential election;</li> <li>• Determining the standards of fitness and propriety required of directors and potential directors;</li> <li>• Determining whether or not a potential director’s name should appear on the ballot paper based on whether or not that have demonstrated (or are judged to be capable of demonstrating) fitness and propriety for the role (Rule 60.3);</li> <li>• 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 and encouraging them to stand for election;</li> <li>• Evaluating the outcome of the efforts to generate interest from new volunteers where this has been delegated to the Chief Executive;</li> <li>• Annually certifying Directors under the Regulators Certification Regime;</li> <li>• Where deemed conducive to the successful functioning of the Board of Directors, recommending that a Director be nominated to serve further periods of up to three years upon completion of two consecutive terms of three years; and</li> <li>• Where deemed beneficial, inviting ex-Directors to participate in and assist with Directors training activities.</li> </ul> <p>The Nominations Committee will ordinarily comprise of two directors, the Chief Executive and the Compliance and Risk Manager. The Chairperson must not serve on the Nominations</p>	<p>The Board of Directors will form a Nominations Committee with a remit including:</p> <ul style="list-style-type: none"> <li>• Establishing and maintaining an appropriate application process for potential Directors;</li> <li>• Meeting with prospective Directors, informing them of the role and preparing them for potential election;</li> <li>• Determining the standards of fitness and propriety required of directors and potential directors;</li> <li>• Determining whether or not a potential director’s name should appear on the ballot paper based on whether or not that have demonstrated (or are judged to be capable of demonstrating) fitness and propriety for the role (Rule 60.3);</li> <li>• 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 and encouraging them to stand for election;</li> <li>• Evaluating the outcome of the efforts to generate interest from new volunteers where this has been delegated to the Chief Executive;</li> <li>• Annually certifying Directors under the Regulators Certification Regime;</li> <li>• Where deemed conducive to the successful functioning of the Board of Directors, recommending that a Director be nominated to serve further periods of up to three years upon completion of two consecutive terms of three years; and</li> <li>• Where deemed beneficial, inviting ex-Directors to participate in and assist with Directors training activities.</li> </ul> <p>The Nominations Committee will ordinarily comprise of two directors, the Chief Executive and the <del>Compliance and Risk Manager</del> person with responsibility for organisational</p>



2023 AGM: Proposed Rule Book Changes

6 Board of Directors - Constitution

Rule 40.3 Nominations Committee

Current Rule	Proposed Rule
Committee.	compliance. The Chairperson must not serve on the Nominations Committee.