



# COOPERATIVE DEVELOPMENT AUTHORITY

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610-113



MEMORANDUM CIRCULAR NO. 2022-07  
Series of 2022.

SUBJECT: **GUIDELINES ON THE CALLING OF A GENERAL ASSEMBLY/  
REPRESENTATIVE ASSEMBLY BY THE AUTHORITY**

Pursuant to Section 4 (s) and (p) of Republic Act (RA) No. 11364, also known as the Cooperative Development Authority Charter of 2019, and Rule VIII of the Implementing Rules and Regulations of RA No. 11364, which empowers the Authority to promulgate and issue guidelines on the calling of a general assembly/representative assembly by the Authority under given circumstances, this Guidelines is hereby issued.

**Section 1. Title.** This issuance shall be known as the "Guidelines on the Calling of a General Assembly/Representative Assembly by the Authority".

**Section 2. Legal Bases.** This Guidelines finds support on the following legal provisions:

RA No. 11364

**"SEC.4. Powers, Functions and Responsibilities.** - The Authority shall have the following powers and functions:

***(s) Compel the cooperative to call a general or representative assembly, as deemed necessary, under the supervision of the Authority with the participation of their respective cooperative federations or unions, subject to the criteria or conditions to be defined in the IRR issued for this purpose.***

***(p) Conduct investigations, file necessary charges, discipline, suspend and/or remove erring officers and members of the cooperative for violation of cooperative laws, rules, regulations, issuances of the Authority, the ACBL, after due process, and direct the general assembly to replace the suspended/removed officers, in accordance with the rules and regulations as may be promulgated by the Authority."***

RA No. 9520

**"ART. 34. Meetings**

***(1) A regular meeting shall be held annually by the general assembly on a date fixed in the bylaws, or if not so fixed, on any dated (sic) within ninety (90) days after the close of each fiscal year: Provided, That notice of regular***

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*meetings shall be sent in writing, by posting or publication, or through other electronic means to all members of record.*

*(2) Whenever necessary, a special meeting of the general assembly may be called at any time by a majority vote of the board of directors or as provided for in the by-laws: xxx*

*“If the board fails to call a regular or a special meeting within the given period, the Authority, upon petition of ten per centum (10%) of all the members of the cooperative who are entitled to vote, and for good cause shown, shall issue an order to the petitioners directing them to call a meeting of the general assembly by giving proper notice as required in this Code or in the bylaws;*

*xxx*

*(4) The Authority may call a special meeting of the cooperative for the purpose of reporting to the members the result of any examination or other investigation of the cooperative affairs; xxx”*

**Section 3. Coverage.** This Guidelines shall apply to all types and categories of cooperatives registered with the Authority.

**Section 4. Grounds for the issuance of an Order by the Authority to compel the cooperative to call for a General Assembly/Representative Assembly.**

- a. If the cooperative fails to call a regular meeting within the date fixed in the bylaws, or if not so fixed, within ninety (90) days after the close of each fiscal year;
- b. Upon petition of ten per centum (10%) of all members of the cooperative who are entitled to vote, and for good cause shown, by giving proper notice as required in R.A. No. 9520 or in the bylaws;
- c. To report to the members the result of any examination, or other investigation of the cooperative affairs; and
- d. To replace suspended or removed erring officers as directed by the Authority in the exercise of its quasi-judicial power.

**Section 5. Review of Petition.** The Authority, prior to the issuance of the Order, shall review the petition filed under Section 4 (b) hereof. The petition must be verified and the ten (10%) per centum of all members entitled to vote must be met, based on the members on record of the cooperative as of the date of the filing of the petition with the CDA.



**Section 6. Order of the Authority.** Upon issuance of the Order by the Authority, the cooperative, through its officers, shall be directed to call for a general assembly/representative assembly on any of the grounds provided for in Section 4 hereof.

Whenever for any cause, there are no authorized officers or the officers authorized unjustly refuse to call a meeting, the Authority may issue an order, directing other officers of the cooperative or the petitioning members, as the case may be, to call a meeting of the cooperative by giving proper notice, as required by the law or the bylaws.

**Section 7. Jurisdiction and Supervision by the Authority.** The concerned regional office shall have jurisdiction over the cooperative and has the power to issue the order to call for the General Assembly/Representative Assembly and shall supervise the conduct of the meeting.

**Section 8. Notice of Meeting.** Notices of meetings shall be served by the secretary to all members of record through electronic communications, in accordance with the manner of giving notice as stated in the bylaws, at least one (1) week before the said meeting. It shall include the date, time, and agenda thereof, minutes of meeting of the last General Assembly meeting, consolidated reports of the Board of Directors and Committees, audited financial statements, and other documents which will provide the members with adequate information to intelligently participate in the proceedings.

**Section 9. Waiver of Notice.** Notice of any meeting may be waived, expressly or impliedly, by the member concerned: *Provided*, That attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 10. Who shall preside at the meeting.** The chairman or, in his absence, the vice-chairman, shall preside at the meeting called for by the Authority. However, when there are no authorized officers or the officers authorized unjustly refuse to call a meeting, the Authority may issue an order, directing other officers of the cooperative or the petitioning member/s, as the case may be, to preside thereat until at least a majority of the members present have chosen from among themselves, a presiding officer.

**Section 11. Order of Business.** As far as practicable, the order of business of a regular or a special general assembly meeting of a cooperative shall be in accordance with its bylaws or as prescribed by the Authority.

**Section 12. Quorum.** Unless otherwise provided in the bylaws, the quorum for general assembly meetings shall consist of at least twenty-five per centum (25%) of all the members entitled to vote. In the case of cooperative banks, the quorum shall be as provided for under Article 99 of R.A. No.9520. In the case of electric cooperatives, a quorum, unless otherwise provided in the bylaws, shall consist of five per centum (5%) of all the members entitled to vote.

At least twenty-five per centum (25%) of all representatives/delegates shall constitute a quorum for the representative assembly meeting.

**Section 13. Voting System.** Only members entitled to vote shall be qualified to participate and vote in any General Assembly/Representative Assembly meeting. A member is entitled to only one vote regardless of the number of shares he/she owns. In the case of members of secondary or tertiary cooperatives, they shall have one (1) basic vote and as many incentive votes as provided for in the bylaws but not to exceed five (5) votes. The votes cast by the delegates shall be deemed as votes cast by the members thereof.

No proxy and/or cumulative voting shall be allowed. However, the bylaws of a cooperative other than a primary may provide for voting by proxy. Voting by proxy means allowing a delegate of a cooperative to represent or vote on behalf of another delegate of the same cooperative. Action on all matters shall be in any manner that will truly and correctly reflect the will of the membership.

**Section 14. Roles of Federation or Unions.** In cases where a cooperative, who is a member of a federation or union, is compelled to call a General Assembly/Representative Assembly meeting, said federation or union shall be required to participate in order to render assistance and to act as an observer during the conduct of the meeting. In case of multiple membership in a federation or union, each federation or union where the cooperative is a member shall send an authorized representative to attend said General Assembly/Representative Assembly meeting.

The roles of the federation or union representatives shall extend only to the following:

- a. Assist the cooperative in ensuring that the procedure in calling the General Assembly/Representative Assembly meeting is observed;
- b. Witness the conduct of the meeting;
- c. Provide technical advisory and clarificatory assistance; and
- d. Assist the election committee in performing its functions in case the meeting involves the conduct of an election.

**Section 15. Liability of federation or union representatives.** Federation or union representatives, who willfully and knowingly act beyond their roles as herein provided, shall be subject to disciplinary action by the Authority.

**Section 16. Formulation of policies/procedure by the Authority.** The Authority shall adopt policies/procedures in the conduct of General Assembly/Representative Assembly meetings through videoconferencing, teleconferencing, audio conferencing or a combination thereof.

**Section 17. Separability Clause.** If for any reason, any provision of this Guidelines is declared null and void or unconstitutional, the other provisions hereof which are not affected thereby shall continue to be in full force and effect.



**Section 18. Repealing Clause.** All previous circulars and/or Guidelines issued by the Authority which are inconsistent with this Guidelines are hereby repealed or modified accordingly.


**Section 19. Effectivity.** This Guidelines shall take effect after fifteen (15) days following the completion of its publication in the Official Gazette and the filing of the copy thereof with the Office of National Administrative Registry (ONAR).

Approved per BOD Resolution No. 596, S-2021 dated November 24, 2021.

Issued this 1st day of March 2022.

**For the Board of Directors:**

By:

  
**USEC. JOSEPH B. ENCABO**  
Chairman N N