



# COOPERATIVE DEVELOPMENT AUTHORITY

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## MEMORANDUM CIRCULAR NO. 2023- 03

Series of 2023

**TO : ALL CONCERNED**

**SUBJECT : GUIDELINES IN THE ADOPTION OF VIDEOCONFERENCING IN THE CONDUCT OF ASSEMBLY MEETINGS**

Pursuant to rule-making power of the Authority under Section 4(a) of Republic Act (RA) No. 11364, also known as the Cooperative Development Authority Charter of 2019, the following Guidelines are hereby issued.

### **Section 1. Title.**

This issuance shall be known as the "Guidelines in the Adoption of Videoconferencing in the Conduct of Assembly Meetings"

### **Section 2. Coverage.**

This Guidelines shall cover cooperatives of all types and categories, except electric cooperatives, whose general assembly meeting and election shall be held at the time and place as stated in the by-laws and opted to adopt videoconferencing in conducting its assembly meetings.

Further, it shall cover FY2023 and FY2024 Annual Regular General Assembly Meetings (ARGAM) as well as special assembly meetings.

### **Section 3. General Guidelines.**

As a rule, assembly meetings shall be conducted in a manner provided in their by-laws. However, due to technological advancement, safe and healthy measures, increased level of participation of members and other equally important considerations in favor of the viability and growth of cooperatives, cooperatives are allowed to conduct their assembly meetings through videoconferencing or a combination of physical attendance and videoconferencing.

### **Section 4. Schedule of Meeting.**

The ARGAM shall be held on the date fixed in by-laws while special general assembly meeting may be conducted anytime based on the provisions of their bylaws.



## **Section 5. Notice of Meeting.**

Notice of meeting shall be served by the Secretary to all members of record in accordance with the manner of giving notice as stated in the by-laws or through electronic communications, at least one (1) week before the said meeting. It shall include the date, time, and agenda thereof and the minutes of meeting of the last General Assembly meeting, consolidated reports of the Board of Directors and Committees, audited financial statements, and other papers which will provide the members with adequate information to intelligently participate in the proceedings, in case of annual regular general assembly meeting . The notice shall also state the following:

- 5.1. Manner of casting of votes and the period during which vote by videoconferencing will be accepted;
- 5.2. Contact information of the Secretary or office staff whom the coop member may notify about his or her intention to participate in the meeting if it will be conducted through videoconferencing;
- 5.3. The requirements and procedure for nomination and election (when meeting is for the election of directors and members of committees);and
- 5.4. Information that the meeting through videoconferencing will be recorded.

## **Section 6. Casting of Votes.**

In the election or removal of the members of the Board of Directors, Election Committee, and Audit Committee, or in any matter that needs to be voted upon, members entitled to vote may cast their votes through virtual platforms, and/or other electronic communications, notwithstanding the absence of a provision in the bylaws of their cooperatives. The votes shall be sent to the Election Committee for counting which in turn shall send the result to the Presiding Officer and Secretary.

The cooperative shall take the necessary measures to protect the confidentiality of the votes cast and preserve the integrity of the voting process.

## **Section 7. Formulation of Policies/Procedure by the Cooperatives.**

In the conduct of general assembly meetings through videoconferencing, cooperatives shall adopt their own policies/procedures, taking into account the following:

- 7.1. The number of members of the cooperative and their location;
- 7.2. Urgency and importance of the matters to be discussed and voted upon in the meeting;
- 7.3. Manner of verifying the identity of the members in the meeting and who among the said members are entitled to vote;
- 7.4. Procedure to enable members to vote during the meeting, including ensuring the protection of the integrity and secrecy of the votes;

7.5 Procedures in the casting of votes, canvassing and declaration of winners

7.6. Procedure in documenting and recording the meetings, either through video or audio, as well as the accessibility of said recordings later on, if requested by a member, and ensuring at the same time the security of said recordings.

7.7. Ensure that data storage equipment or facility is available in order to preserve the videoconferencing recordings;

7.8. Make sure that suitable equipment and facilities are available for the conduct of meeting by videoconferencing, such as reliable and strong internet connection capable of supporting numerous simultaneous connections.

7.9. Ensure that the attendees are able to clearly hear and see the other participants during the course of the meeting and that attendees are able to communicate and understand each other;

7.10. Ensure that the video recordings of the meeting are within the actual time of the said meeting without any interruption. Should there be an interruption, the recording shall restart from the point where it stopped, stating the time and fact of stoppage or interruption;

7.11. Procedure in obtaining the attendance of participants in the meeting; and

7.12. Other matters to address administrative, technical or logistical concerns for an effective and efficient videoconferencing meeting.

### **Section 8. Amendments to the Bylaws.**

Cooperatives who opt to conduct the General Assembly meetings through videoconferencing or a combination of physical attendance and videoconferencing as an alternative mode shall amend their by-laws adopting the provisions of this guidelines within two (2) years from its effectivity. Pending the approval of the amendment of the bylaws, cooperatives may conduct their general assembly meetings through videoconferencing or a combination of physical attendance and videoconferencing.

### **Section 9. Sanctions.**

Noncompliance to any of the above conditions shall be a ground for disqualification of the erring member(s) of the Board of Directors and different committees, to run for re-election on the next two (2) succeeding elections, to any positions in the cooperative, after due process.

It may also be a ground for the invalidity of the conducted assembly meetings, after due process. Pending the resolution, all decisions made during the General Assembly meeting shall be held in abeyance.

If the conducted assembly meeting is found to be invalid, all decisions and resolutions made during said meeting shall also be rendered invalid.

**Section 10. Repealing Clause.**

All other circulars or guidelines or parts thereof which are inconsistent with the provisions of this Memorandum Circular are hereby repealed, amended or modified accordingly.

**Section 11. Effectivity.**

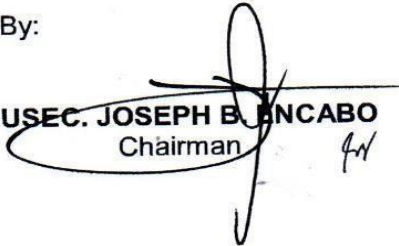
This Circular shall take effect upon publication in the official gazette or in the newspaper of general circulation and 15 days after its filing with the Office of the National Administrative Register (ONAR).

Approved per CDA Board Resolution No. 065, S-2023 dated January 26, 2023.

Issued this 8th day of February 2023, Quezon City.

For the CDA Board of Directors:

By:

  
**USEC. JOSEPH B. ENCABO**  
Chairman

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