

DRAFT AMENDED BY-LAWS March 23, 2026

Brunswick Credit Union Limited
By-laws

As adopted on April 24, 2025

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ARTICLE 1 - DEFINITIONS AND INCONSISTENT PROVISIONS

Definitions

1.01 In these by-laws:

- (a) "Act" means the *Credit Unions Act*, SNB 2019, c. 25 (New Brunswick), including its regulations, as amended from time to time;
- (b) "Amalgamation Agreement" means the amalgamation agreement consented to by the Amalgamating Credit Unions to create the Credit Union;
- (c) "Articles" means the Articles of Amalgamation of the Credit Union;
- (d) "Atlantic Central" means the Atlantic Central continued under section 182 of the Credit Union Act S.N.S. 1994, c.4 (Nova Scotia);
- (e) "Board of Directors" means the board of directors of the Credit Union;
- (f) "CEO" means the Chief Executive Officer of the Credit Union;
- (g) "Commission" means the Financial and Consumer Services Commission continued under the *Financial and Consumer Services Commission Act*, SNB 2013, c. 30 (New Brunswick);
- (h) "Corporation" means the New Brunswick Credit Union Deposit Insurance Corporation established under the Act;
- (i) "Court" means the Court of King's Bench of New Brunswick;
- (j) "Credit Union" means Brunswick Credit Union Limited;
- (k) "Delegate" or "Delegates" means a person or persons appointed or elected, in accordance with the by-laws of Atlantic Central, to represent the Credit Union at Atlantic Central's meetings;
- (l) "Director" or "Directors" means a person or persons, elected or appointed to the Board of Directors;
- (m) "Immediate family" means children, parents, grandparents, grandchildren, siblings and spouses and partners;
- (n) "Member" or "Members" means a person or persons, as the case may be, who is or are member(s) of the Credit Union;
- (o) "Minister" means the Minister of Finance and includes any person designated by the Minister to act on the Minister's behalf;
- (p) "Officer" or "Officers" means a person or persons appointed as an officer or officers of the Credit Union pursuant to article 6.01 of these by-laws;
- (q) "Ordinary Resolution" means a resolution passed by a majority of the votes cast by the persons who voted with respect of that resolution or signed by all the persons entitled to vote on that resolution;

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- (r) "Patronage Refund" means an amount that under the Act is allocated among and credited or paid by the Credit Union to its Members, based on the business that has been done with it by each of those Members, and is further defined in article 3.36 of these by-laws ;
- (s) "Prescribed" means prescribed by the regulations made pursuant to the Act or, if the context requires, by the rules made by the Commission under the *Financial and Consumer Services Commission Act*;
- (t) "Regulatory Capital" means, in relation to a credit union:
 - (i) the value of the consideration paid for membership shares and any other shares issued by the Credit Union that are not redeemable within one (1) year;
 - (ii) the book value of any surplus shares issued by the Credit Union; and
 - (iii) the retained earnings of the Credit Union, unless the Credit Union has an accumulated deficit, in which case it means the amounts determined under paragraphs (i) and (ii) above, minus the accumulated deficit;
- (u) "Special Resolution" means a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast by the persons who voted in respect of that resolution or signed by all the persons entitled to vote on that resolution;
- (v) "Superintendent" means the Superintendent of Credit Unions appointed under the *Financial and Consumer Services Commission Act* and includes any person designated by the Commission or the Superintendent to act on the Superintendent's behalf;
- (w) "Tribunal" means the Financial and Consumer Services Tribunal established under the *Financial and Consumer Services Commission Act*.

ARTICLE 2 - MEMBERSHIP

Membership

- 2.01 The membership of the Credit Union consists of its incorporators and those persons whose applications for membership are accepted by the Credit Union.
- 2.02 Any person applying for membership must satisfy the membership share purchase requirements as set out in articles 3.03 to 3.06 of these by-laws.
- 2.03 A person under nineteen (19) years of age may be accepted as a Member of the Credit Union and shares may be held and money may be received by the Credit Union in that person's name or in the name of a trustee for that person if the trustee is a Member or is eligible to be a Member of the Credit Union.
- 2.04 The Credit Union may not be a member of another credit union.
- 2.05 Two (2) or more individuals may jointly hold a membership in the Credit Union but that joint membership is entitled to only one (1) vote.

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Membership Termination

- 2.06 The Directors may terminate the membership of a Member by a resolution passed by a majority of not less than three-quarters ($\frac{3}{4}$) of the Directors at a meeting called to consider the resolution.
- 2.07 Subject to subsection 44(1) of the Act, shares of an expelled Member shall be refunded; the terminated membership shall not release the terminated Member from any remaining liability to the Credit Union.
- 2.08 A Member whose membership is proposed to be terminated under article 2.06 of these by-laws is entitled to at least seven (7) days' notice of the meeting at which the resolution is to be considered, together with a statement of the grounds on which the membership is proposed to be terminated.
- 2.09 A Member whose membership is proposed to be terminated under article 2.06 of these by-laws is entitled to appear and be heard in person or by legal counsel at any meeting at which the resolution is to be considered.

Membership Withdrawal

- 2.10 A Member may withdraw from the Credit Union on such terms and conditions as the Act, the Articles or these by-laws may provide.
- 2.11 A Member may withdraw deposits in accordance with articles 3.31 through 3.33 of these by-laws.

Effect on Termination and Withdrawal Provisions

- 2.12 No provisions in relation to the termination of or withdrawal from membership in the Credit Union shall affect the provisions of any contract between a terminated or withdrawing Member and the Credit Union and, without limiting the generality of the foregoing, no provision shall affect the term for which any person has agreed to place deposits with the Credit Union.
- 2.13 The termination of or withdrawal from membership in the Credit Union does not release a terminated or withdrawing Member from any liability to the Credit Union.

ARTICLE 3 - CAPITALIZATION AND OPERATING STANDARDS

Classes of Shares

- 3.01 Where applicable, the membership shares, surplus shares, Class A shares and Class AA shares shall have an issue price as provided for in the Articles.

Membership Shares

- 3.02 Membership shares shall have an issue price of five (5) dollars per share.

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- 3.03 The Credit Union is not limited as to the number of membership shares it may issue.
- 3.04 Membership shares shall rank behind all other classes of shares issued by the Credit Union and holders of membership shares shall not, upon the winding-upon liquidation of the Credit Union, be entitled to redeem, in whole or in part, any membership shares until the amounts outstanding on all other classes of shares have been paid in full.
- 3.05 Each Member is required to purchase a minimum of one membership share. Members may hold as many membership shares as they wish, up to a maximum of five thousand (5,000) shares.
- 3.06 Members under the age of nineteen (19) shall be required to purchase one (1) membership share.
- 3.07 The funds received for the purchase of membership shares are considered to be the Members' investment in the Credit Union and part of the Credit Union's equity so they are not covered by deposit insurance.

Surplus Shares

- 3.08 Surplus shares shall have an issue price of one (1) dollar per share.
- 3.09 The Credit Union is authorized to issue an unlimited number of surplus shares for an unlimited amount of dollars. The Credit Union may issue a fraction of surplus shares.
- 3.10 There will be no right to vote attached to the surplus shares.
- 3.11 A surplus share may not be converted to any other types of shares currently outstanding or that may be issued by the Credit Union.
- 3.12 Surplus shares are considered to be part of the Credit Union's equity and are not covered by Deposit Insurance.
- 3.13 In the event of a liquidation, insolvency or dissolution of the Credit Union, a surplus share ranks behind all rights of reimbursement of a depositor, behind other creditors, and stabilization board preferred shares, but will rank before the reimbursement of membership shares.
- 3.14 All Members shall receive surplus shares, unless they have applied in writing to the Board of Directors for exclusion.

Redemption of Surplus Shares

- 3.15 Surplus shares shall be redeemed or purchased by the Credit Union at a price per share not to exceed the issue price and may not be redeemable by the Credit Union before 1 year following their issuance. Such redemption or purchase is subject to compliance with the Act and to approval by the Board of Directors at such time as the Member is no longer eligible for membership or

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associate status in the Credit Union, or the Member or associate withdraws from membership or associate status in the Credit Union, or the Member or associate is terminated from membership or associate status by the Board of Directors, or the Member or associate is deceased.

- 3.16 Subject to Subsections 44(1) and 60(1) of the Act, the Credit Union shall not redeem surplus shares except under the following conditions:
- (a) A Member closes all of its accounts with the Credit Union and is no longer a resident of Canada.
 - (b) When the Member reaches the age of 60, application may be made to the CEO or a designate to redeem surplus shares. No application will be accepted until the individual has been a Member for at least 5 years.
 - (c) In the event the Member dies.
 - (d) In the opinion of the CEO, or its designate, the Member is facing a case of hardship or extenuating circumstances.
 - (e) The Board of Directors may declare a redemption of surplus shares. Payment of such redemption is subject to the approval of the membership at the Annual General Meeting.
 - (f) In the event a Member closes all of its accounts with the Credit Union, the funds in the surplus shares account will become available to the Member:
 - (i) if the balance of the account is greater than \$25.00 but less than \$100.00, five (5) days after receipt of a written application; or
 - (ii) if the balance of the account is greater than \$100.00, one (1) year after receipt of a written application.
 - (g) Notwithstanding the above six (6) conditions, Surplus shares shall not be redeemed:
 - (i) if the equity of the Credit Union is, or would be after the payment, less than that required under the Act, or
 - (ii) the amount is less than \$25.00.

Class A Preferred Shares

3.17 The Board of Directors of the Credit Union may, in its sole discretion, offer Members of the Credit Union the opportunity to purchase Class A preferred shares (the "Offering"). Any Member wishing to purchase Class A preferred shares will be required to acknowledge a disclosure document and sign a risk acknowledgement statement in respect of that Offering.

3.18 Class A preferred shares shall have an issue price of one hundred dollars (\$100.00) per share which will be added directly to the Credit Union's equity. The Class A preferred shares may be offered for sale, from time to time, at the discretion of the Board of Directors of the Credit Union and subject to the approval of the Superintendent of Credit Unions.

3.19 Class A preferred shares are non-voting shares.

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- 3.20 Only Members of the Credit Union shall be eligible to purchase Class A preferred shares. A purchaser of Class A preferred shares may purchase a minimum of Ten (10) fully paid shares and up to a maximum of five hundred (500) fully paid shares having a maximum aggregate value of fifty thousand dollars (\$50,000), with such purchase being made by full payment in money or as otherwise directed by the Board of Directors or as set out in the policies of the Credit Union. Class A preferred shares may not be held jointly by Members
- 3.21 Class A preferred shares may only be redeemed subject to Section 44 of the Credit Unions Act, the approval of the CEO and/or Board of Directors of the Credit Union and subject to terms and conditions as approved by the CEO and/or Board of Directors of the Credit Union.
- 3.22 Class A preferred shares shall rank ahead of all other classes of shares issued by the Credit Union with respect to any winding up or liquidation of the Credit Union.
- 3.23 The Class A preferred shares may be designated into different series and shall have such other terms and conditions as are set by the Board of Directors of the Credit Union, from time to time, including;
- (a) the maximum number of Class A shares a Member can purchase;
 - (b) the total consideration to be paid for each Class A preferred share;
 - (c) the term for each series of Class A preferred shares;
 - (d) that the Class A preferred shares may be callable by the Credit Union, with sixty (60) days written notification to the Member; and
 - (e) such other rights, privileges, restrictions, and conditions attached to each series of Class A preferred share issued which shall not be inconsistent with these By-Laws.
- 3.24 Subject to Section 46 of the Credit Unions Act, dividends may be declared and paid on the Class A preferred shares at such rate and in such manner as set by the Board of Directors of the Credit Union from time to time.
- 3.25 Dividends payable on Class A preferred shares shall accumulate daily.
- 3.26 Holders of Class A preferred shares are not entitled to any dividends other than those described herein.
- 3.27 The holders of Class A preferred shares are entitled to receive, and there shall accrue to them annual, cumulative, preferential, cash dividends ("Class A Dividends"). Class A Dividends will be paid in full on Class A preferred shares *pari passu* with dividends declared on all other Class A preferred shares and in priority to any dividends on any other shares of the Credit Union, and in priority to patronage refunds. For the term commencing on the commencement date of each Offering, Class A Dividends shall be paid in an amount equal to that percentage of the par value of the Class A preferred shares which is equal to the Bank of Canada Overnight Rate plus 50 basis points.

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- 3.28 Notwithstanding anything else contained herein, the Board of Directors of the Credit Union, may, in its sole and absolute discretion, fix by resolution, prior to the commencement date of each Offering, such higher dividend rate on the Class A preferred shares as it shall deem appropriate.
- 3.29 Once the dividend rate on the Class A preferred shares series is fixed as aforesaid, it shall not be changed during the term for each series' Offering.
- 3.30 Each series' Offering of the Class A preferred shares has a fixed term to maturity (the "Maturity Date"). Upon reaching the Maturity Date of a series' Offering, the shares shall be redeemed at their par value (\$100.00 per share), plus payment of any accumulated dividends, or rolled over into a new series' Offering of Class A preferred shares. Any Member who wishes to roll over into the new series' Offering of Class A preferred shares will be required to acknowledge an updated disclosure document and sign a new risk acknowledgement statement in respect of that series' Offering.
- 3.31 In any fiscal year, the Board of Directors of the Credit Union may declare and approve payment of none or only part of dividends payable on Class A preferred shares for that fiscal year. If in any fiscal year less than the full amount of the dividends payable on Class A preferred shares is paid, the portion of the Class A Dividends which is approved shall be paid to the holders of the Class A preferred shares in direct proportion to the number of Class A preferred shares held by such holders.
- 3.32 The Credit Union will not declare or pay any dividend on Class A preferred shares if:
- (a) the Credit Union, is, or would after the payment be, unable to pay its liabilities as they become due;
 - (b) the realizable value of the Credit Union's assets is, or would after the payment be, less than the aggregate of its liabilities and its equity other than retained earnings, or
 - (c) the equity of the Credit Union is, or after the payment would be, less than that percentage of the total assets of the Credit Union required by the Act.
- 3.33 If in any fiscal year of the Credit Union none or only part of the Class A Dividends is paid by the Credit Union, the Class A Dividends or portion thereof (hereinafter referred to as the "Unpaid Dividends") which are not paid shall be paid as soon as the Credit Union is in a financial position to do so. Until such time as the Unpaid Dividends are paid in full, no dividends shall be paid on any other class of shares in the capital stock of the Credit Union and no patronage refunds shall be paid.
- 3.34 Unpaid Dividends do not compound in any way while they remain unpaid.
- 3.35 There is no market through which Class A preferred shares may be sold. There is no inter-membership transfer rights of Class A preferred shares. There is no retraction right or privileges attached to Class A preferred shares other than the retraction rights owing to the holder of Class A preferred shares at the Maturity Date for each Offering.

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- 3.36 Class A preferred shares shall have an issue price of one hundred dollars (\$100.00) per share and may be offered for sale, from time to time, at the discretion of the Board of Directors.
- 3.37 Only Members of the Credit Union shall be eligible to purchase Class A preferred shares. A purchaser of Class A preferred shares may purchase a minimum of Ten (10) fully paid shares, with such purchase being made by full payment in money or as otherwise set out in the policies of the Credit Union.
- 3.38 Class A preferred shares may only be redeemed subject to Section 44 of the Act, approval of the CEO and/or Board of Directors and subject to terms and conditions as approved by the CEO and/or Board of Directors. These terms and conditions may include being callable by the Credit Union, after two years from initial issue, with sixty (60) days written notification being provided to the Member; and
- 3.39 Class A preferred shares shall rank ahead of all other classes of shares issued by the Credit Union with respect to any winding up or liquidation of the Credit Union.
- 3.40 Subject to Section 46 of the Act, dividends may be declared and paid on the Class A preferred shares at such rate and in such manner as set by the Board of Directors from time to time.
- 3.41 The Class A preferred shares may be designated into different series and shall have such other terms and conditions as are set by the Board of Directors from time to time, including;
- (a) The maximum number of Class A preferred shares a Member can purchase;
 - (b) The total consideration to be paid for each Class A preferred share; and
 - (c) The rights, privileges, restrictions, and conditions attached to each Class A preferred share issued

Share Certificates

- 3.42 The Credit Union is not required to issue share certificates for membership or surplus shares.

Share Consideration

- 3.43 A share shall not be issued until the consideration for the share is fully paid in money or in property or past services that is the fair equivalent of the money that the Credit Union would have received if the share had been issued for money.
- 3.44 The Credit Union shall not issue a share if the proposed consideration for such share consists, in whole or in part, of a promissory note or a promise to pay.

Share Redemption

- 3.45 The Credit Union shall not make any payment to purchase or redeem shares issued by it if there are reasonable grounds for believing that:
- (a) the Credit Union is, or would after the payment, be unable to pay its liabilities as they become due; or
 - (b) the realizable value of the Credit Union's assets is, or would be, less than the aggregate of:
 - (i) its liabilities; and
 - (ii) the amount that would be required to pay shareholders on a redemption, repayment or in a liquidation, assessed rateably with the total Regulatory Capital to be purchased, redeemed or repaid.
- 3.46 Subject to article 3.26 of these by-laws, no shares issued by the Credit Union may be redeemed or paid out at a price or an amount exceeding the issue price.

Liens on Deposits and Shares

- 3.47 Notwithstanding any provision of the Act, the Credit Union has a lien on the deposits and shares of a Member or other person to whose credit the deposits and shares stand in the records of the Credit Union, and any interest on them, for any indebtedness due or accruing due to it by the Member or other person or for any obligation in relation to the indebtedness and the deposits and shares may not be withdrawn or redeemed unless the Credit Union consents.
- 3.48 The Credit Union may apply the deposits and shares on which it has a lien, and any interest on them, to any obligation in relation to the indebtedness without notice to any person.
- 3.49 For the purpose of article 3.29 of these by-laws, an indebtedness is deemed to be in default where:
- (a) an amount of the principal or interest is not paid on the date upon which it becomes due and payable; or
 - (b) there has been a failure to observe or perform any obligation relating to the indebtedness.

Withdrawal

- 3.50 Subject to article 3.26, a Member may withdraw any amount contained in the Member's deposit account together with any accrued interest at any time during the normal business hours of the Credit Union. Withdrawal of shares and deposits may be restricted subject to payment in full of any outstanding loans, service charges, or other liabilities owed by the withdrawing Member to the Credit Union.
- 3.51 The Credit Union may require up to ninety (90) days' notice in writing of a Member's intention to withdraw any amount contained in the Member's deposit account.

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- 3.52 Articles 3.31 and 3.32 of these by-laws do not apply in those circumstances where a Member has placed deposits with the Credit Union for a stated term or in an account on which a bill of exchange payable on demand may be drawn.

Dividends

- 3.53 Subject to article 3.29 of these by-laws, the Credit Union may declare and pay such dividends upon its outstanding surplus shares as may be established by a resolution of the Directors.

Patronage Refunds

- 3.54 Subject to the Act, and with the approval of the Board of Directors at the annual meeting of the Credit Union, the Credit Union may declare and pay to its Members patronage refunds, which shall be calculated and paid in accordance with these by-laws. The whole of any patronage refund or dividend on shares to be paid or credited to a Member may be applied to purchase surplus shares, on behalf of the Members.

Use of Patronage Refunds & Dividends

- 3.55 A Patronage Refund is defined as an amount calculated as a percentage of the interest paid, the interest earned and/or service fees designated by the Board of Directors earned by the Credit Union during its fiscal year, which is to be returned to the Member in proportion to the amount of interest paid, interest received and/or services fees designated by the Board of Directors paid by the Member through business done with the Credit Union.
- 3.56 An allocation based on interest paid by the Credit Union to the Member is subject to income tax. An allocation based on interest or service fees paid by the Member to the Credit Union would only be subject to income tax if the interest paid on the loan or service fees were used as deductible expenses in determining net income. T-5 income tax forms will be issued in accordance with the Income Tax Regulations.

Restriction on payment of Dividends or Patronage Refunds

- 3.57 The Credit Union shall not pay out a dividend on shares or pay out a Patronage Refund if there are reasonable grounds for believing that:
- (a) the Credit Union is, or would thereby be, unable to pay its liabilities as they become due;
 - (b) the realizable value of the Credit Union's assets is, or would thereby be, less than the aggregate of its liabilities and its Regulatory Capital other than retained surplus; or
 - (c) the Regulatory Capital of the Credit Union is, or would thereby be, less than the Prescribed amount.

Fiscal Year End

- 3.58 The fiscal year end of the Credit Union shall be December 31st.

ARTICLE 4 - MEETINGS

Rules of Order

4.01 The rules of order for all meetings of Members and the Board of Directors shall be based upon Robert's Rules of Order.

Place of Meetings

4.02 The meetings of the Members of the Credit Union shall be held at such time and in such manner that the Board of Directors determine.

Calling Meetings

4.03 The Board of directors of the Credit Union:

- (a) shall call an annual meeting of Members which shall be held within four (4) months after the fiscal year end of the Credit Union to:
 - (i) consider the annual report of the directors, the financial statements and the auditor's report;
 - (ii) appoint the auditor;
 - (iii) elect directors; anddeal with such other matters as may properly come before the meeting; and
- (b) may at any time call a special meeting of Members.

Record Date

4.04 The record date for determining which Members are entitled to receive notice of a meeting of Members and vote at the meeting shall be at the close of business on the thirtieth day preceding the day on which the notice is given.

Notice of Meetings

4.05 Notice of the time and place of a meeting of Members shall be advertised on the Credit Union's website, social media sites, within branches or any other means, not less than fourteen (14) days nor more than thirty (30) days before the meeting and given to each Member entitled to vote at the meeting, and to the auditor of the Credit Union. The failure of a Member to be notified of a meeting shall not invalidate the proceedings of that meeting.

4.06 Where a meeting of Members is adjourned by one (1) or more adjournments for more than seven (7) days, notice of the adjourned meeting shall be given in the same way as for an original meeting.

4.07 All business transacted:

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- (a) at a special meeting of Members; and
- (b) at an annual meeting of Members, except consideration of the annual report of the Board of Directors, the financial statements, the auditor's report, notice from the Board of Directors of the maximum aggregate amount to be paid to all Directors as remuneration for the performance of their duties during the current fiscal year of the Credit Union, the election of Directors, the re-appointment of the auditor and any other business authorized by these by-laws to be transacted at an annual meeting; is deemed to be special business.

4.08 The notice of a meeting of Members at which special business is to be transacted shall include a statement of the nature of the business, in sufficient detail to permit the Member receiving the notice to form a reasoned judgement thereon.

Waiver of Notice

4.09 A Member or any other person entitled to attend a meeting of Members may in any manner waive notice of the meeting, and the attendance of the Member or other person at the meeting is itself a waiver of notice of the meeting, except where that person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

Member Proposals

4.10 A Member entitled to vote at a meeting of Members may submit to the Credit Union notice of any matter that the Member proposes to raise at the meeting or discuss at the meeting any matter in respect of which the Member would have been entitled to submit a proposal.

Quorum

4.11 Subject to article 4.05 of these by-laws, fifty (50) Members in attendance at the meeting constitutes a quorum for any meeting of Members.

4.12 Where a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

4.13 Where a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

Voting

4.14 Subject to article 4.04 of these by-laws, a Member who is eighteen (18) years of age or over, may vote at a meeting of Members.

4.15 Subject to article 4.16 of these by-laws and the Act, a Member of the Credit Union has only one (1) vote on any question that may be voted on at a meeting of Members, unless they are authorized

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under subsection 72(1) of the Act to vote on behalf of a body corporate or association, in which case they are entitled to vote on their own behalf as well as on behalf of the body corporate or association.

- 4.16 If a body corporate or association is a Member of Credit Union, the Credit Union shall recognize an individual authorized by a resolution of the directors or governing body of the body corporate or association to represent it at meetings of Members of the Credit Union.
- 4.17 An individual authorized under article 4.16 may exercise on behalf of the body corporate or association the individual represents, all the powers the body corporate or association could exercise if it were an individual Member.
- 4.18 Two (2) or more individuals may jointly hold a membership in the Credit Union but that membership is entitled to only one (1) vote.
- 4.19 An executor or administrator holding a membership in the Credit Union in the capacity of executor or administrator shall represent that membership at meetings of the Credit Union and may vote as a Member.

Method of Voting

- 4.20 Voting of Members, in relation to any issue before the Members, shall be in the form and manner established by the Board of Directors from time to time, and may include show of hands, or by ballot, mail, telephone, electronic means or other communication. The form and manner of voting to be used at any meeting of Members, or in relation to any issue before the Members, shall be determined and approved by Ordinary Resolution of the Board of Directors.
- 4.21 Subject to the method of voting established by the Board of Directors, a Member may demand a ballot before any vote by show of hands, and the Member's ballot shall be returned on or before the date and time of the meeting. The Member's ballot shall be counted at the meeting as if the Member was present at the meeting.

Voting by Proxy

- 4.22 No Member, other than a Member that is a body corporate or association, shall vote by proxy at any meeting of Members of the Credit Union.

Members to Call Meeting

- 4.23 The lesser of five percent of the membership at the end of the last fiscal year and 250 Members, who have the right to vote at a meeting sought to be held or such other number of Members or percentage of Members as these by-laws may provide, may, by written requisition, require the Directors to call a special meeting of Members for the purposes stated in the requisition.

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- 4.24 The requisition referred to in article 4.23 of these by-laws which may consist of several documents of like form each signed by one (1) or more Members, shall state the business to be transacted at the meeting and shall be sent to the registered office of the Credit Union.
- 4.25 On receiving the requisition referred to in article 4.23 of these by-laws, the Directors shall call a meeting of Members to transact the business stated in the requisition, unless the business of the meeting as stated in the requisition includes a matter described in paragraphs 83(5)(b) to (e) of the Act.
- 4.26 If the Directors do not call a meeting within thirty (30) days after receiving the requisition referred to in article 4.23 of these by-laws, any Member who signed the requisition may apply to the Superintendent for an order, calling a meeting and directing the manner of conducting the meeting. That order is final and not subject to appeal to the Tribunal.
- 4.27 A Meeting called, held, and conducted in accordance with article 4.23 of these by-laws is for all purposes a meeting of Members of the Credit Union duly called, held, and conducted.
- 4.28 Unless the Members otherwise resolve at a meeting called under article 4.23 of these by-laws, the Credit Union shall reimburse the Members for the expenses reasonably incurred by them in requisitioning, calling, and holding the meeting.

Meeting Called by Superintendent and Quorum

- 4.29 If for any reason, it is impracticable to call a meeting of Members of the Credit Union in the manner in which meetings of Members may be called or to conduct the meeting in the manner required by the Act and these by-laws or for any other reason the Superintendent thinks fit, the Superintendent may order a meeting to be called, held, and conducted in such manner as the Superintendent directs.
- 4.30 Without restricting the generality of article 4.30 of these by-laws, the Superintendent may order that the quorum required by the Act or these by-laws be varied or dispensed with at a meeting called, held, and conducted pursuant to article 4.30 of these by-laws.

Enacting, Amending, or Repealing By-laws

- 4.31 Subject to the Act and the Articles, the Members may at any annual meeting or general meeting called for that purpose by Special Resolution of the Members, enact, amend, or repeal these by-laws in relation to those matters authorized or required by the Act to be dealt with by by-law.
- 4.32 Notwithstanding article 4.32, no by-law and no amendment or repeal of these by-laws is effective until it is approved by the Superintendent.
- 4.33 A proposed by-law or a proposed amendment or repeal of these by-laws may be sent to the Superintendent for approval before its adoption by the Members.

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- 4.34 Where a by-law or an amendment or repeal of these by-laws is approved by the Superintendent before its adoption by the Members of the Credit Union:
- (a) the by-law or the amendment or repeal of these by-laws must be adopted by the Members within thirty (30) days after receipt of the approval of the Superintendent; and
 - (b) a certified copy of the adopted by-law or the amendment or repeal of these by-laws must be filed with the Superintendent within thirty (30) days after its adoption by the Members or such later time as may be authorized by the Superintendent.
- 4.35 If the Credit Union fails to comply with article 4.35, the by-law, amendment, or repeal is void.

ARTICLE 5 - BOARD OF DIRECTORS

Number of Directors

- 5.01 The Board of Directors shall consist of twelve (12) members who shall be elected amongst the Members.

Initial Directors

- 5.02 The initial Directors of the Credit Union and their respective terms of office will be as set out in the Amalgamation Agreement.

Eligibility

- 5.03 In order to be eligible and to stand for election as a Director, a person must, for at least one year prior to the date of the person's nomination for election:
- (a) be a Member of the Credit Union under article 2.01 ; and
 - (b) have their principal residence in the geographical region served by the Credit Union.
- 5.04 If a person wishing to stand for election as a Director has previously been employed by a regulatory authority overseeing the activities of the Credit Union or a credit union, that person must have left their former employer in good standing. For the purposes of this provision, 'good standing' means that the person must not have been terminated for cause or been subject to any disciplinary actions, unresolved investigations, or formal disputes at the time of their departure from the regulatory body or a credit union. The Nominating Committee reserves the right to request verification of the person's standing with their former employer as a condition of standing for election as a Director.
- 5.05 The following persons are disqualified from being a Director of the Credit Union:
- (a) anyone who is less than nineteen (19) years of age;
 - (b) anyone who is not an individual;
 - (c) anyone who is not a member of the Credit Union;

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- (d) a person who has the status of bankrupt;
 - (e) an employee of the Credit Union, Atlantic Central, the Corporation or the Commission;
 - (f) an auditor of the Credit Union or a member of a firm of accountants of which the auditor is a member;
 - (g) a solicitor of the Credit Union;
 - (h) a person employed in the Civil Service whose official duties are concerned with the affairs of credit unions;
 - (i) without the written approval of the other Directors, a person, or the spouse of a person, who has a loan with the Credit Union that is more than three (3) months in arrears;
 - (j) a person, or the spouse of a person, who has a loan with the Credit Union that is more than six (6) months in arrears;
 - (k) a person who is a member of the Immediate family of an employee of the Credit Union.
 - (l) a former employee of the Credit Union or a person who is a member of the Immediate family of a former employee of the Credit Union who was employed by the Credit Union in the three years preceding an Annual General or Special Meeting of Members;
 - (m) a person who is an employee or board member of a bank, a mortgage broker, a mortgage company (excluding League Savings and Mortgage) or a credit union which does business in the Credit Union's trade area; and
 - (n) a person who is not a resident of Canada; and
 - (o) any person who does not meet such requirements as may be set out in these by-laws.
- 5.06 Whenever it is necessary to determine whether a person complies with the qualification requirements, the Nominating Committee shall make the determination and the decision of the Nominating Committee shall be final and conclusive.
- 5.07 If a Director changes their principal residence outside the geographical area served by the Credit Union, that Director shall not, for that reason only, be disqualified from serving the balance of their term of office.

Additional Directors for Merger

- 5.08 If the Credit Union acquires all or substantially all of the assets of another credit union (the "Transferring credit union"), the Directors may at the time of acquiring the assets of the Transferring credit union or within a reasonable period after such time, by Special Resolution, amend article 5.01 to increase the number of directors if necessary to appoint as additional Directors one or more persons who were directors of the Transferring credit union at the date of the asset transfer and designate their terms of office, and such appointed Directors will be in addition to the number of Directors determined under article 5.01. Additional Directors appointed pursuant to this article 5.09 shall not be required to meet the requirements of article 5.03 in order to be eligible to become a Director.

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Powers and Duties of Directors

5.09 The Board of Directors shall:

- (a) exercise the powers of the Credit Union directly, or indirectly through the employees and agents of the Credit Union;
- (b) direct the management of the business and affairs of the Credit Union;
- (c) authorize termination of membership and establish the form and manner in which all applications for membership or associate status are accepted. The Board of Directors may delegate to the CEO the authority to approve applications for membership or associate status;
- (d) establish the manner in which interest rates on loans, and deposits are determined;
- (e) declare such dividends and patronage refunds as these by-laws may authorize;
- (f) appoint an Audit & Risk committee and any other committees it deems necessary and delegate appropriate levels of authority to these committees;
- (g) approve a loan policy for the Credit union and review such policy on an annual basis;
- (h) approve an investment policy and authorize investments on behalf of the Credit Union, approve all other policies deemed necessary for the effective operation of the Credit Union;
- (i) ensure effective internal control processes are in place for the Credit Union;
- (j) oversee the risk management program of the Credit Union;
- (k) ensure the Credit Union maintains adequate insurance and bonding coverage;
- (l) authorize the write-off of uncollectible loans;
- (m) appoint signing authorities for the Credit Union;
- (n) elect officers of the Credit Union deemed appropriate, specify their duties and, subject to the Act, delegate to them powers to manage the business and affairs of the Credit Union ;
- (o) hire a CEO for the Credit Union;
- (p) appoint Delegates and alternate Delegates as required by Atlantic Central's by-laws and the policies of the Credit Union; and
- (q) perform such other duties as may be required by the Act, Regulations, and these by-laws, to ensure the effective and efficient management of the Credit Union.

5.10 A Director who relies in good faith upon:

- (a) financial statements of the Credit Union represented by an Officer or the auditor of the Credit Union to reflect fairly the financial condition of the Credit Union; or

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- (b) the report of a lawyer, accountant, engineer, appraiser or any other person whose profession lends credibility to any statement made by that person, is not liable pursuant to section 109 of the Act.

Director training

- 5.11 Atlantic Central may approve director training programs and enter into agreements and other arrangements with persons to provide the programs.
- 5.12 If required to do so by Atlantic Central, the following persons shall, within the period specified by Atlantic Central, complete a director training program:
 - (a) every person elected or appointed for the first time as a Director; or
 - (b) every Director who has not previously successfully completed a director training program approved by Atlantic Central.
- 5.13 The Board of Directors is also authorized to adopt and implement policies for Director training and development.

Term

- 5.14 Each Director named in the Amalgamation Agreement holds office from the Date of Amalgamation until the end of their respective term provided in the Amalgamation Agreement.
- 5.15 The Members of the Credit Union shall, by Ordinary Resolution at the first meeting of the Members and at each succeeding annual meeting of the Members at which an election of Directors is required, elect directors to hold office for a term not exceeding three years.
- 5.16 Subject to article 5.08 of these by-laws, a Director is eligible for re-election but is not in any case eligible to serve as a Director for more than nine (9) consecutive years.
- 5.17 It is not necessary that all Directors elected at a meeting of Members hold office for the same term.
- 5.18 A Director not elected or appointed for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following that Director's election or appointment.
- 5.19 Notwithstanding anything contained in this section, if Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected or appointed.

Nominating Committee

- 5.20 For the purpose of electing Directors, the Board of Directors shall appoint a nominating committee of not less than three members (the "Nominating Committee") appointed by the Board of Directors at least sixty (60) days prior to any meeting of Members where elections are being held.

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5.21 The Nominating Committee shall:

- (a) convene a meeting of its members at least forty-five (45) days prior to any meeting of Members where elections are being held;
- (b) appoint from within its members a chair of the Nominating Committee;
- (c) identify the number of positions for which elections are to be held;
- (d) select from the Members, qualified candidates for nomination, and require any nominee selected to submit a nomination form in accordance with these by-laws and approved by the Nominating Committee;
- (e) subject to article 5.03 of these by-laws, determine whether a person complies with the eligibility requirements
- (f) make its best efforts to recruit and encourage nominations from Members who possess the necessary skill, competence and experience valued by the Board of Directors;
- (g) prior to accepting a candidate for nomination, determine to its own satisfaction that the person to be nominated:
 - (i) is qualified to be elected pursuant to the Act and these by-laws; and
 - (ii) has consented to the nomination.
- (h) present, its report to the Board of Directors, which report shall:
 - (i) provide notification of all vacant positions for which elections are to be held; and
 - (ii) provide notification of all candidates being nominated by the Nominating Committee and the position they are being nominated for.

Call for Nominations

5.22 A call for nominations to the position of Director shall be posted in the office(s) of the Credit Union, and communicated to the Members by any other means as determined by the Board of Directors.

5.23 A call for nominations shall include:

- (a) a description of the position of Director;
- (b) names and contact information for Nominating Committee members;
- (c) a nomination form, or information on how to obtain one, in an approved form signed by two Members in good standing, signed by the nominee declaring their eligibility and consent to serve as a Director in accordance with the Act and these by-laws;
- (d) the requirement that nomination forms are accompanied with a brief biography of the nominee; and
- (e) the accepted methods for delivering the nomination form and deadline for submission.

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- 5.24 A call for nominations shall be posted and open for acceptance for a minimum period of thirty (30) days prior to the close of nominations. Nomination forms shall be submitted to, and received by, the Nominating Committee no later than forty (40) days prior to the date of any Members' meeting where elections are being held;
- 5.25 Directors whose terms have expired and who wish to be re-elected will follow the same nomination procedures as above;
- 5.26 Following the close of nominations, no new nominations shall be permitted and the Nominating Committee shall confirm the number of eligible nominees. Where the number of nominees equals the number of vacancies available, or where there are insufficient nominees to fill the vacant positions of Director, those duly nominated shall be declared elected by acclamation and their respective term shall be determined by draw if there are different terms available;
- 5.27 Where the number of nominees exceeds the number of positions to be elected, a list of nominees and their respective biographies shall be posted in the office(s) of the Credit Union, and communicated to Members by any other means as determined by the Board of Directors from time to time;
- 5.28 Where vacancies still exist following the close of nominations, the Directors shall fill the vacancies pursuant to article 5.40.

Voting for Eligible Directorial Candidates

- 5.29 For the purposes of conducting elections related to an annual or special meeting:
- (a) voting shall be in the form and manner established by the Board of Directors from time to time, and may include mail ballot, in-branch ballot, electronic voting, or other means. The form and manner of voting to be used at any meeting of Members, or in relation to any issue before the Members, shall be determined and approved by Ordinary Resolution of the Board of Directors;
 - (b) the Nominating Committee shall appoint a returning officer who shall oversee the balloting procedures, appoint poll captains from staff to assist in the advance polling in the office(s) and oversee the distribution, collection and tally of all ballots;
 - (c) where practical, poll captains appointed pursuant to this section shall be individuals who are not eligible to vote; but in no instance, shall a person who is a candidate nominee be appointed;
 - (d) the method of election shall be by one (1) secret ballot per Member;
 - (e) at the discretion of the Board of Directors, the method of election may provide for advance polling in the office(s) of the Credit Union in addition voting at the Members' meeting;

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- (f) if advance polling in the office(s) of the Credit Union is implemented, it shall be conducted for at least fifteen (15) business days, ending two (2) business days prior to the date of the Members' meeting where results of elections are to be announced;
- (g) if the Board of Directors establishes that the voting is to take place in advance of the Members' meeting, the returning officer shall oversee the tally of the votes taken in the advance polling, and shall announce the results of the elections at the Members' meeting. The nominees receiving the highest number of votes shall be declared elected;
- (h) where a Member votes for more than the number of positions to be elected on a ballot, the ballot is declared spoiled and is not to be counted;
- (i) where a vacancy exists due to an unexpired term of a Director, that position shall be filled for the remainder of the term vacated;
- (j) where the nominees are to be elected for various terms with one (1) ballot, the nominee(s) receiving the highest number of votes shall be declared elected for the longest term(s);
- (k) for the purposes of declaring nominees as elected in the event of a tie:
 - (i) If the position(s) of Director(s) cannot be filled because two (2) or more nominees receive an equal number of votes, the meeting may, by Ordinary Resolution of those Members present, provide that a second ballot at the Members' meeting may be cast. Only those nominees so tied for the position(s) shall be entered on the second ballot;
 - (ii) In the event a tie remains, the Returning Officer shall write the names of the nominees separately on blank sheets of paper of equal size and of the same colour and texture, and after folding them in a uniform manner so that the names are concealed, deposit them in a receptacle and direct some person to pick one of the sheets. The nominee(s) whose name(s) appears on the sheet(s) picked will become the Director(s).

Resignations, Removals, and Suspensions

5.30 A Director ceases to hold office when the Director:

- (a) dies or resigns;
- (b) is removed in accordance with these by-laws;
- (c) becomes disqualified pursuant to the Act or these by-laws;
- (d) no longer resides in Canada.

5.31 The resignation of a Director becomes effective at the time a written resignation is received by the Credit Union, or at the time specified in the resignation, whichever is later.

5.32 The Members may, by Ordinary Resolution, at a special meeting remove any Director from office.

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- 5.33 A vacancy created by the removal of a Director from office may be filled at the meeting of the Members at which the Director is removed, or if not so filled, may be filled according to articles 5.36 through 5.39 of these by-laws.
- 5.34 A Director who resigns or who is being removed from office is entitled to receive notice of and to attend and be heard at a meeting of Members at which the Director's resignation or removal is being considered.
- 5.35 The Board of Directors may, by a vote of not less than seventy-five (75) percent, suspend another Director if, in their opinion, a breach of policy by the suspended Director does not justify immediate removal. The suspension may be lifted if the Directors elect, by Ordinary Resolution, that the breach has been resolved.

Filling Vacancy

- 5.36 A vacancy created by the removal or resignation of a Director may be filled at the meeting of the Members at which the Director is removed or resigns or, if not so filled, may be filled under article 5.37 of these by-laws.
- 5.37 A quorum of Directors may, by Ordinary Resolution, fill a vacancy among the Directors, except a vacancy resulting from an increase in the required number of Directors or from the Members' failure to elect the required number of Directors.
- 5.38 If the Members fail to elect the required number of Directors at a meeting, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.
- 5.39 If there is a failure to elect the required number of Directors at a meeting of Members, the Directors then in office shall as soon as possible appoint, by Ordinary Resolution, Directors to fill the vacancies until the next annual meeting of Members.

Notice of Change of Directors

- 5.40 Within fifteen (15) days after a change of Directors occurs, the Credit Union shall send to the Superintendent a notice in the Prescribed form setting out the change.
- 5.41 A Director named in the Articles, the Amalgamation Agreement or in a notice sent by the Credit Union to the Superintendent and filed by the Superintendent is presumed, for the purposes of the Act, to be a Director.

Meetings of Directors

- 5.42 The Board of Directors may meet at such place and upon such notice as the Directors may determine.

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- 5.43 Regular meetings of the Board of Directors shall be held at least quarterly, four (4) times per year.
- 5.44 A majority of the Directors constitutes a quorum at any meeting of the Board of Directors and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- 5.45 A notice of a meeting of the Board of Directors need not specify any matter that is to be dealt with at the meeting except:
- (a) any question or matter requiring the approval of the Members;
 - (b) the filling of a vacancy among the Directors;
 - (c) the issuance or redemption of any securities of the Credit Union other than membership shares; or
 - (d) the approval of any financial statements of a kind referred to in subsection 122(1) of the Act.
- 5.46 A Director may in any manner waive notice of a meeting of the Board of Directors and attendance of a Director at a meeting of the Board of Directors is a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 5.47 Notice of an adjourned meeting of the Board of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- 5.48 Subject to these by-laws, a Director may, where all the Directors participating in the meeting consent, participate in a meeting of Directors or of a committee of Directors by means of such telephone, electronic means or other communications facilities which permits all persons participating in the meeting to hear each other, and a Director participating in the meeting by such means is deemed for the purposes of the Act to be present at that meeting.
- 5.49 Special meetings of the Board of Directors may be called by the Chair at any time and shall be called upon the written request of at least two Directors.
- 5.50 If a Director fails to attend two consecutive meetings of the Board of Directors, without cause satisfactory to the other Directors, their office may, by Ordinary Resolution, be declared vacant by the Board of Directors and, after a notice to this effect, the Board of Directors shall fill the vacancy pursuant to articles 5.38 and 5.39 of these by-laws.
- 5.51 Subject to anything to the contrary in the Act or these by-laws, all resolutions of the Board of Directors shall be adopted by Ordinary Resolution.
- 5.52 The Chair of the Board of Directors shall only vote in the event of a tie on any question under discussion.

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Resolution in Lieu of Meeting

- 5.53 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors or a committee of Directors:
- (a) satisfies all requirements of the Act relating to meetings of the Board of Directors or committees appointed by the Directors;
 - (b) is as valid as if it had been passed at a meeting of the Board of Directors or a committee appointed by the Directors; and
 - (c) is effective from the date specified in the resolution, which shall not be before the date on which the first Director signed the resolution.
- 5.54 A copy of every resolution referred to in article 5.58 of these by-laws shall be kept with the minutes of the proceedings of the Board of Directors or committee of Directors, as the case may be.

Dissent

- 5.55 A Director who is present at a meeting of the Board of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless the Director:
- (a) requests that the Director's dissent be or the dissent is entered in the minutes of the meeting;
 - (b) sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
 - (c) sends a dissent by registered mail to the registered office of the Credit Union immediately after the meeting is adjourned.
- 5.56 A Director who votes for or consents to a resolution is not entitled to dissent.
- 5.57 A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented thereto unless, within seven (7) days after becoming aware of the resolution, the Director:
- (a) causes the Director's dissent to be placed with the minutes of the meeting; or
 - (b) sends a dissent by registered mail to the registered office of the Credit Union.

Delegation to Committees

- 5.58 The Board of Directors may appoint committees and may delegate to those committees any of the powers of the Directors.
- 5.59 The members of a committee appointed by the Board of Directors shall be members of the Credit Union and the chair of the committee shall be a Director of the Credit Union.

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- 5.60 A committee appointed by the Board of Directors shall keep minutes of its proceedings and shall submit to the Directors at each meeting of the Board of Directors the minutes of the committee's proceedings during the period since the last meeting of the Board of Directors.
- 5.61 Notwithstanding article 5.58 of these by-laws, a committee appointed by the Board of Directors has no authority to:
- (a) submit to the Members any question or matter requiring approval of the Members;
 - (b) fill a vacancy among the Directors;
 - (c) hire or establish the terms of employment of the CEO of the Credit Union;
 - (d) issue or redeem shares, except in the manner and on the terms authorized by the Directors; or
 - (e) approve any financial statements referred to in subsection 122 of the Act.
- 5.62 The Chair of the Board of Directors shall be an ex-officio non-voting member of each Committee of the Board of Directors.

Finance and Audit Committee

- 5.63 The Board of Directors shall appoint a Finance and Audit Committee consisting of not less than three (3) members of the Credit Union, none of whom is an employee and at least one (1) of whom is a Director.
- 5.64 Three members of the Finance and Audit Committee shall form a quorum.

Remuneration of Directors and Committee Members

- 5.65 Directors may be paid such remuneration as may be determined by the Board and reported to the Members at the next Annual General Meeting of the Credit Union. Any annual increase determined by the Board shall be in an amount not exceeding the annual cost of living adjustment (COLA). The COLA shall be calculated based on the percentage change in the Consumer Price Index (CPI) or any equivalent index as deemed appropriate by the Board. Notwithstanding the foregoing, the aggregate of all amounts that may be paid to all Directors in respect of Directors' remuneration during a given fiscal year shall not exceed 0.03% of the assets of the Credit Union.
- 5.66 Directors shall be reimbursed for such reasonable expenses incurred in the performance of their duties as approved by the Board of Directors from time to time.
- 5.67 The Credit Union will provide all Directors receiving remuneration with a T-4 slip in compliance with the *Income Tax Act* (Canada).

ARTICLE 6 - OFFICERS

Appointment and Duties

- 6.01 The Officers of the Credit Union shall be the Chair, the Vice-Chair, the Secretary, and any other Officers deemed necessary for efficient operation of the Credit Union, which may include second Vice-Chair or Officer(s) at large.
- 6.02 The Board of Directors shall meet within thirty (30) days following the annual or special meeting of Members where their election took place and they shall from their number, elect a Chair, Vice-Chair, Secretary, and other Officers as provided in article 6.01
- 6.03 Subject to the Articles and these by-laws:
- (a) the Directors may designate the Officers of the Credit Union, elect or appoint as Officers persons of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the Credit Union except powers to:
 - (i) submit to the Members a question or matter requiring the approval of the Members;
 - (ii) fill a vacancy among the Directors;
 - (iii) issue or redeem securities, except in the manner and on the terms authorized by the Board of Directors; or
 - (iv) approve a financial statement of a kind referred to in subsection 122(1) of the Act;
 - (b) a Director may become an Officer of the Credit Union and may become a member of a committee; and
 - (c) two (2) or more offices of the Credit Union may be held by the same person.
- 6.04 In the absence of the Chair and the Vice-Chair, the Directors present at a duly constituted meeting of the Board of Directors may appoint from among the Directors present a person to preside at the meeting.

Remuneration of Officers

- 6.05 Officers of the Credit Union may be paid such remuneration as may be determined by the Board of Directors and reported to the Members at the next Annual General Meeting of the Credit Union provided that the aggregate of all amount that may be paid to all Officers and Directors in respect of Officers and Director's remuneration during a given fiscal year shall not exceed amounts defined in 5.70 of these by-laws.
- 6.06 Officers of the Credit Union shall be reimbursed for such reasonable expenses incurred in the performance of their duties as approved by the Board of Directors from time to time.
- 6.07 The Credit Union will provide all Officers receiving remuneration with a T-4 slip in compliance with the *Income Tax Act* (Canada).

ARTICLE 7 - DUTY OF CARE OF DIRECTORS AND OFFICERS

- 7.01 Every Director and Officer, in exercising the powers and discharging the duties of a Director or Officer, shall:
- (a) act honestly and in good faith with the view to the best interest of the Credit Union; and
 - (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 7.02 Every Director and Officer shall comply with the Act, the regulations, the Articles and these by-laws.
- 7.03 No provision in a contract, the Articles, these by-laws, or a resolution relieves a Director or Officer from the duty to act in accordance with the Act or relieves the Director or Officer from liability for a breach of the Act.
- 7.04 This section is in addition to and not a derogation of any other enactment or rule of law relating to the duty or liability of directors or officers of a credit union.
- 7.05 The purpose of the Credit Union includes, but is not in any way limited to or restricted by, the creation of a positive impact on society and the environment, taken as a whole, from the business and operations of the Credit Union, which impact is material in view of the size and nature of the Credit Union’s business. The Directors shall, in accordance with their applicable statutory and regulatory duties and requirements and in alignment with the co-operative principles of the Credit Union and its purpose, act with a view to the best interests of the Credit Union. In considering the best interests of the Credit Union, the Directors shall consider the interests of the Credit Union’s members, shareholders, employees, suppliers and creditors, as well as the government, the natural environment, and the community and society in which the Credit Union operates (collectively, the “Stakeholders”), and the short-term and long-term interests of the Credit Union. In discharging their duty to act with a view to the best interests of the Credit Union, the Directors shall consider the interests of all Stakeholders and shall not be required to consider the interests of any particular Stakeholder as determinative in exercising their judgment.

ARTICLE 8 - INDEMNIFICATION

- 8.01 Subject to the Act, the Credit Union may indemnify a Director or Officer of the Credit Union or a person who acts or acted at the Credit Union’s request as a Director or Officer.

ARTICLE 9 - CONFLICT OF INTEREST

Interest in “Material Contract”

- 9.01 A Director or an Officer shall be deemed to have a material interest in any material contract in which any member of the Director’s or Officer’s Immediate Family (including a spouse of a member of the Immediate Family) is a party or in which any of them have a material interest.

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- 9.02 A Director or an Officer shall be deemed to have a material interest in any material contract involving another person where the Director or Officer is:
- (a) a creditor of that person for a debt in an amount that exceeds five thousand (5000) dollars;
 - (b) a guarantor of the debts of that person in an amount that exceeds five thousand (5000) dollars;
 - (c) the owner or beneficial owner of not less than twenty (20) per cent of the issued shares of any class of shares of that person;
 - (d) a partner of that person;
 - (e) a member along with that person in any association; or
 - (f) a director or an officer of that person.
- 9.03 A Director or an Officer who:
- (a) is a party to a material contract or proposed material contract with the Credit Union; or
 - (b) is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Credit Union, shall disclose in writing to the Credit Union or request to have entered in the minutes of meetings of the Board of Directors the nature and extent of his or her interest.
- 9.04 The disclosure required by article 9.03 shall be made, in the case of a Director:
- (a) at the meeting at which a proposed contract is first considered;
 - (b) if the Director was not then interested in a proposed contract, at the first meeting after the Director becomes so interested;
 - (c) if the Director becomes interested after a contract is made, at the first meeting after the Director becomes so interested; or
 - (d) if a person who is interested in a contract later becomes a Director, at the first meeting after the person becomes a Director.
- 9.05 The disclosure required by article 9.03 shall be made, in the case of an Officer who is not a Director:
- (a) immediately after the Officer becomes aware that the contract or proposed contract is to be considered or has been considered at a meeting of Directors;
 - (b) if the Officer becomes interested after a contract is made, immediately after the Officer becomes so interested; or
 - (c) if a person who is interested in a contract later becomes an Officer, immediately after the person becomes an Officer.

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- 9.06 If a material contract or proposed material contract is one that, in the ordinary course of the Credit Union's business, would not require approval by the Directors or Members, a Director or an Officer shall disclose in writing to the Credit Union or request to have entered in the minutes of meetings of the Board of Directors the nature and extent of his or her interest immediately after the Director or Officer becomes aware of the contract or proposed contract.
- 9.07 A Director referred to in article 9.03 shall not be counted in the quorum, shall not be present and shall not vote at a meeting on a resolution to approve the contract unless the contract is:
- (a) an arrangement by way of security for money lent to or obligations undertaken by him or her for the benefit of the Credit Union; or
 - (b) one for indemnity or insurance under section 119 of the Act.
- 9.08 For the purposes of this section, a general notice to the Directors by a Director or an Officer, declaring that he or she is a Director or an Officer of or has a material interest in a person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract so made.
- 9.09 A Director or an Officer referred to in article 9.03 is liable to account for any profit made on the contract, unless:
- (a) he or she disclosed his or her interest in accordance with these by-laws;
 - (b) after such disclosure, the contract was approved by the Directors or the Members; and
 - (c) he or she establishes that the contract was reasonable and fair to the Credit Union at the time it was approved.
- 9.10 Where a Director or an Officer fails to comply with this section, the Court may, on the application of the Credit Union or a Member of the Credit Union, set aside the contract on such terms as it thinks fit.

ARTICLE 10 - AUDITOR

Filling Vacancy

- 10.01 The Directors shall forthwith fill any vacancy in the office of auditor.
- 10.02 Where there is not a quorum of Directors, the Directors then in office shall, within twenty-one (21) days after a vacancy in the office of auditor occurs, call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors, the meeting may be called by any Member.
- 10.03 An auditor appointed to fill a vacancy holds office for the unexpired term of the auditor's predecessor.

ARTICLE 11 - NOTICE

Notice

11.01 A notice or document required by the Act, or by these by-laws to be sent to a person entitled to receive notice from the Credit Union may be sent by prepaid mail addressed to, or may be delivered personally to:

- (a) the person at the latest address of the person, as shown in the records of the Credit Union; and
- (b) in the case of a Director, at the latest address of the Director, as shown in the records of the Credit Union, or in the last notice filed with the Superintendent;

Deemed Receipt

11.02 A notice or document mailed in accordance with article 11.01 of these by-laws is deemed to have been received by the person entitled to receive notice on the earlier of the seventh day after mailing and the day its receipt was acknowledged in writing by the person to whom it was sent or by a person accepting it on that person's behalf.

11.03 Where the Credit Union mails a notice or document to a person in accordance with article 11.01 of these by-laws and the notice or document is returned on two (2) consecutive occasions because the person cannot be found, the Credit Union is not required to send any further notices or documents to the person until the Credit Union is informed, in writing, of that person's new address.

11.04 Where these by-laws provide for the giving of a notice to Members pursuant to article 11.01 of these by-laws by insertion of the notice in a newspaper or other publication, the notice is deemed to have been received by the Members at the time the publication containing the notice is distributed in the ordinary course.

11.05 Where these by-laws provide for the giving of a notice to Members pursuant to article 11.01 of these by-laws by posting the notice in a specified place or by posting an electronic version of the notice on the internet, the notice is deemed to have been received by the Members at the time the notice is posted.

11.06 Where a notice or document is required by the Act or these by-laws to be given or sent, the giving or sending of it may be waived or the time for the giving or sending of it may be waived or abridged at any time with the consent in writing of the person entitled to it.

ARTICLE 12 - SEAL

12.01 An instrument or agreement executed on behalf of the Credit Union by a Director, an Officer or an agent of the Credit Union is not invalid merely because a corporate seal is not affixed thereto.